SURANA TELECOM AND POWER LTD.

(formerly Surana Telecom Ltd.)

Surana Group

ISO 9001 - 2008 Certified Company

Registered Office
Plot No.214/215 A, Phase II, IDA Cherlapally
Hyderabad - 500 051. Telangana, India
Tel :+91 40 27845119/44665700
Fax : 0091-40-27848851
E.mail : surana@surana.com
Website : www.suranatele.com
CIN No.: L23209TG1989PLC010336

STPL/SECT/56/2024-25 **Date: 27th February ,2025**

The Secretary, National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 **Scrip Code: SURANAT&P**	The Secretary, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 **Scrip Code: 517530**

Dear Sir/Madam,

Sub: Minutes of Postal Ballot.

In furtherance to our letter **STPL/SECT/50/2024-25** dated 30th January 2025 regarding submission of voting results and scrutinizer's report on postal ballot, we hereby enclose the Minutes of the resolution passed by way of Postal Ballot through remote e-voting process.

This is for your information and records.

Thanking You,

Yours sincerely,
FOR **SURANA TELECOM AND POWER LIMITED**

Mangilal Narender Surana

Digitally signed by Mangilal Narender Surana
Date: 2025.02.27 18:02:26 +05'30'

SURANA TELECOM & POWER LTD.

NARENDER SURANA
MANAGING DIRECTOR
DIN: 00075086
Encl: A/a

JAS-ANZ
TRANSPACIFIC CERTIFICATIONS LTD
TCL
ISO 9001:2008
Quality Management System
Cert. No. 9380

SURANA TELECOM AND POWER LIMITED

Regd. Off: Plot no.214, 215/A, Phase-II, IDA, Cherlapally,
Hyderabad-500051, Telangana, India

MINUTES OF THE RESOLUTIONS PASSED BY THE MEMBERS OF SURANA TELECOM AND POWER LIMITED THROUGH POSTAL BALLOT ON WEDNESDAY 29TH JANUARY, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO.214, 215/A, PHASE-II, IDA, CHERLAPALLY, HYDERABAD-500051 AND THE RESULTS OF WHICH WERE DECLARED ON FRIDAY 31st JANUARY, 2025.

Pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting postal ballot process through e-voting vide General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and the latest being General Circular no. 09//2023 dated September 25, 2023 (collectively referred to as the "MCA Circulars")

the Board of Directors ("Board") of the Company at its meeting held on 28th December 2024, approved the Notice of Postal Ballot along with Explanatory Statement to seek approval of the members by means of Postal Ballot (including electronic voting) on the following resolutions:

Sr. No.	Subject of Resolution	Type of resolution
1.	To consider selling, leasing or otherwise disposing of the whole or substantially the whole of the undertaking 5MW Solar Power Plant (situated at Munipally, Telangana) of the company by way of slump sale or any other suitable manner along with other matter consequential and incidental thereto.	Special Resolution

In compliance with the MCA Circulars, the Company sent this Notice only in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories / KFin Technologies Limited (RTA) - the Company's Registrar and Transfer Agent ('RTA') as on Friday, 27th December 2024 ('Cut-Off Date') and whose email addresses are registered with the Company / RTA / Depositories or who will register their email address in accordance with the process outlined in this Notice. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, 27th December 2024 and accordingly, the communication of

CHAIRMAN'S INITIALS

LAW SALESCO, KOTHI, HYDERABAD. PH : 24616469, 24613894, 24741776

the assent or dissent of the Members for subject Resolution would take place through the remote e-voting system only.

Consequent to completion of dispatch of the Notice of Postal Ballot, the Company has published an advertisement on 31st December 2024, regarding service of Postal Ballot Notice to all eligible members through e-mail in Financial Express (English) and Mana Telangana (Telugu).

Further it was stated that the Board of Directors at its Meeting held on Saturday, 28th December, 2024 appointed Mrs. Rakhi Agarwal, Practicing Company Secretary, (FCS No.7047; CP No.6270) as the Scrutinizer for conducting the Postal Ballot and remote e-voting process thereto in accordance with the provisions of the Act and the Rules mentioned thereunder in a fair and transparent manner.

In terms of Sections 110, 108 and other applicable provisions of the Companies Act, 2013, as amended from time to time, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered e-voting facility to all the members of the Company in respect of the business to be transacted through postal ballot as stated in the Notice of Postal Ballot. The Company had availed the services of KFin Technologies Limited (hereinafter referred to as "KFintech" or "E-voting Service Provider") for facilitating e-voting to enable the members to cast their votes electronically.

The voting period (through remote e-voting) commenced on Tuesday, 31st December, 2024 from 9.00 a.m. (IST) and ends on Wednesday 29th January 2025 at 5.00 p.m. (IST) (inclusive of both days). The remote e-voting module was disabled by KFintech for voting beyond the said date and time thereafter.

After due scrutiny of all the e-voting exercised by the members at the designated website of KFintech upto 05:00 PM (IST) on Wednesday 29th January 2025, being the last date fixed for receipt of the e-voting by the members, the Scrutinizer had submitted her report to the Chairman on Friday 31st January 2025.

On the basis of the Report of the Scrutinizer, Shri Narender Surana, Chairman of the Company declared the results of the Postal Ballot on Friday 31st January 2025.

The Resolutions as set out in the Notice of Postal Ballot dated 28th December,2024 were deemed to be passed on 29th January, 2025 being the last date of voting through remote e-voting.

On the basis of the report of the Scrutinizer, all the resolutions as mentioned in the Notice of Postal Ballot dated 28th December,2024 have been passed with the requisite majority as per the following details:

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TO CONSIDER SELLING, LEASING OR OTHERWISE DISPOSING OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING 5MW SOLAR POWER PLANT (SITUATED AT MUNIPALLY, TELANGANA) OF THE COMPANY BY WAY OF SLUMP SALE OR ANY OTHER SUITABLE MANNER ALONG WITH OTHER MATTER CONSEQUENTIAL AND INCIDENTAL THERETO.

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a), and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 37 A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules and regulations framed by the Securities and Exchange Board of India, and the enabling provisions in the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary be obtained from the appropriate authorities to the extent applicable and necessary, approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its 5MW Solar Power Plant situated at Munipally - Telangana ("Undertaking"), together with the use of related assests including all immovable properties, the licenses, permits, consents customers, suppliers and approvals whatsoever, and identified liabilities, contracts and employees, by way 'of slump sale' (as defined under section 2(42C) of the Income Tax Act, 1961) or any other suitable manner as may be deemed fit by the parties , to a prospective independent buyer not related to the Board, at such consideration ranging between Rs.30 Crores to Rs 35 Crores or the Fair Market Value of the net assets as per the Rule 11 UAE of the Income Tax Rules, 1962 whichever is higher, which will be based on a report to be obtained from an independent valuer of the Solar Business and upon such other terms and conditions as may be determined by the Board, by way of Agreement to be executed between the Company and the buyer as may be mutually agreed.

RESOLVED FURTHER THAT the Mr. Narender Surana, Managing Director and/or Mr. Devendra Surana , Director of the Company be and are hereby are jointly and severally authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements including the Sale Agreement ("SA"), deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters, to finalize mode and terms of sale consideration and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

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RESOLVED FURTHER THAT the Mr. Narender Surana, Managing Director and/or Mr. Devendra Surana, Director of the Company be and are hereby are jointly and severally authorized and empowered to execute the documents, deeds or writings required to be executed in relation to the resolution mentioned above and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by Company and to do all acts and deeds as may be necessary, proper, desirable and/or expedient to give effect to this resolution"

Summary of Results of Postal Ballot was as follows:

Resolution required: (Ordinary/ Special)	**Special Resolution - To consider selling, leasing or otherwise disposing of the whole or substantially the whole of the undertaking 5MW Solar Power Plant (situated at munipally, telangana) of the company by way of slump sale or any other suitable manner along with other matter consequential and incidental thereto.**
Whether promoter/ promoter group are interested in the agenda/resolution	NO

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	94533318	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public-Institutions	E-Voting	104167	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	41122478	462205	1.1240	450356	11849	97.4364	2.5635
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	135759963	462205	1.1240	450356	11849	97.4364	2.5635
							Whether Resolution is passed	Yes
							Disclosure of notes on resolution	Textual Information

Note: No Promoter or entity belonging to promoter group are interested in the resolution.

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Note:
As per Regulation 37A of SEBI (LODR) Regulations 2015, the requisite majority for this resolution is that votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution. In the above figures, the votes cast by Promoters and Promoter Group are not disclosed and are not included in the grand total, and the same are excluded for the purpose of passage of the resolution, i e considering the votes cast by only the public shareholders. The votes cast in favour of the resolution exceed the votes cast against the resolution, with 97.43% votes being in favour, meaning thereby the resolution is passed. Hence, the same may be taken on record as due submission.

RESULTS:
Percentage of votes cast in favour: 97.4364 and Percentage of votes cast against:2.5635, hence, the Ordinary Resolution as set forth in Item No. 1 of Postal Ballot Notice dated 28th December, 2024 had been passed by the Shareholders with the requisite majority on the last date of voting that is Wednesday 29th January 2025.

Shri Narender Surana, Chairman authorized the Company Secretary to take next steps as for submission of results to the Stock Exchanges and other Regulatory Compliances.

The voting results along with the Scrutinizers Report were displayed on the website of the Company and KFintech. The results were also communicated o the Stock Exchanges i.e., National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed under the SEBI Listing Regulations.

CHAIRMAN

Date of Entry: 03.02.2025
Date of Signing:03.02.2025
Place: Secunderabad

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