



SURANA TELECOM AND POWER LIMITED

5th Floor, Surya Towers,
S P Road, Secunderabad – 500 003
CIN: L23209TG1989PLC010336

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

To
The Members of Surana Telecom and Power Limited

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) (“the Rules”) that the Resolutions appended below are proposed to be passed by the Members as Special Resolutions by way of Postal Ballot by giving their assent/ dissent thereto for the purpose of Sub-division of nominal value of each Equity Share of ₹ 5/- (Rupees Five only) each into 5 Equity Shares of ₹ 1/- (Rupee One only) each and the consequent amendment to the Memorandum of Association and Article of Association of the Company.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Saturday, 08th day of November, 2014.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot would be announced by the Chairman or Director of the Company on Tuesday, 11th day of November, 2014 at the registered office of the Company

The Explanatory Statement pertaining to all the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

In the event the draft Resolutions as set out are assented to by requisite majority of Members by means of a Postal Ballot, they shall be deemed to have been passed as Special Businesses at an Extraordinary General Meeting. The Special Resolutions shall be declared as passed if the numbers of votes cast in their favour are not less than three times the number of votes cast, if any, against the said Resolutions. The date of the announcement of result of Postal Ballot shall be considered to be the date of Extraordinary General Meeting and the date of passing of the said Resolutions.

ITEM No.1

Sub-division of each Equity Share of ₹ 5/- each into 5 Equity Shares of ₹ 1/-each

To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 3 and other enabling provisions of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any required from any authority, consent of the Members be and is hereby accorded to sub-divide each Equity Share of the nominal value of ₹ 5/- (Rupees Five only) each in the Capital of the Company fully paid up, into 5 Equity Shares of ₹ 1/- (Rupee One only) each fully paid up and all the Equity shares of ₹ 5/- (Rupees Five only) each fully paid, of the Company, be sub-divided accordingly, with effect from the Record Date as may be fixed for the purpose.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of nominal value ₹ 5/- (Rupees Five only) of the Company existing on the Record date to be

fixed by the Company shall stand sub-divided into equity shares of nominal value ₹ 1/- (Rupee One only) each fully paid up.

RESOLVED FURTHER THAT upon Sub-division as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of ₹ 5/- (Rupees Five only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, either call back the existing Share Certificate(s) from the Shareholders or without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) subject to the provisions laid down in the Companies (Issue of Share Certificates) Rules, 1960 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.

ITEM No. 2

Alteration of Memorandum of Association of the company

To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:

RESOLVED THAT pursuant to Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

V. The Authorised Share Capital of the Company is ₹ 150,000,000 (Rupees Fifteen Crores Only) divided into 150,000,000 (Fifteen Crores Only) equity shares of ₹ 1/- (Rupees One only) each,"

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.

ITEM No. 3

Alteration of Article of Association of the company

To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:

RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause 3 of the Articles of Association of the Company be substituted with the following new Clause:

3. The Authorised Share Capital of the Company is ₹ 1,500,00,000/- (Rupees Fifteen Crores only) divided into 1,500,00,000 (Fifteen Crore only) Equity Shares of ₹ 1/- (Rupee One only) each, with the power to increase, consolidate, sub-divide, reduce or otherwise alter its share capital in accordance with the provision of Companies Act."

RESOLVED FURTHER THAT the Board of Directors of the Company (the “Board”, which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.

By order of the Board
For **SURANA TELECOM AND POWER LIMITED**

Date : 22.09.2014
Place : Secunderabad

NARENDER SURANA
DIRECTOR

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
2. The Board has appointed Shri. GSLN Gupta, CP No. 11271, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage pre- paid envelope, so as to reach the Scrutinizer before the close of working hours on 08th day of November, 2014.
4. The Notice is being sent to all the Members, whose names would appear in the Register of Members/ Record of Depositories as on the close of working hours on 30th day of September, 2014 i.e. the cut-off date. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
5. **The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot.** E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.

Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from Corporate Office of the Company and send the same by post to the Corporate Office of the Company addressed to the Scrutinizer.

Member may contact Shri Biswa Ranjan Subudhi, for any grievances connected with voting by postal ballot at the Corporate Office of the Company at 5th Floor, Surya Towers, Secunderabad, Telangana – 500 003.

6. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Chairman on 10th day of November, 2014. The Chairman will or in his absence, any other person so authorized by him will, announce the result of voting by postal ballot on 11th day of November, 2014 at the Corporate Office of the Company at 5th Floor, Surya Towers, Secunderabad, Telangana – 500 003 and the Resolutions will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final. The results of the Postal Ballot along with the scrutinizer’s report will also be displayed at the Company’s website, www.suranatele.com besides being communicated to the stock exchanges on which the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 1

Sub-division of each Equity Share of ₹ 5/- each into 5 Equity Shares of ₹ 1/ each

The Equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). In order to facilitate the benefit of more liquidity and broad basing of small investors, the Board of Directors of the Company, in its meeting held on 22nd September, 2014 have approved the Sub-division of the nominal value of Equity shares of the Company of ₹ 5/- each into smaller denomination of ₹ 1/- each, subject to the approval of Members.

Accordingly, each Equity share of the Company of the nominal value ₹ 5/- each existing on the Record Date, shall stand sub-divided into 5 Equity shares of the nominal value of ₹ 1/- each. The Record Date for the aforesaid Sub-division of Equity shares will be fixed after the approval of shareholders is obtained, pursuant to this Postal Ballot.

The Board recommends the Resolution as set out in Item No. 1 of the accompanying Notice for the approval of Members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM No. 2

Alteration of Memorandum of Association of the Company

The proposed Sub-division of the Equity shares of the Company of ₹ 5/- each into smaller denomination of ₹ 1/- each requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorised Share Capital of the Company consequent to the proposed Sub-division i.e. from ₹ 150,000,000/- (Rupees Fifteen Crores only) divided into 30,000,000 (Three Crores only) Equity Shares of ₹ 5/- (Rupees Five only) each to 150,000,000/- (Rupees Fifteen Crores only) divided into 150,000,000 (Fifteen Crores only) Equity Shares of ₹ 1/- (Rupee One only) each.

The Board of Directors of your Company has approved this item in its Meeting held on 22nd September, 2014 and recommends the Resolution as set out in Item No. 2 of the accompanying Notice for the approval of members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM No. 3

Alteration of Articles of Association of the Company

The proposed Sub-division of the Equity shares of the Company of ₹ 5/- each into smaller denomination of ₹ 1/- each requires amendment to the Articles of Association of the Company. Accordingly Article 3 of the Articles of Association is proposed to be amended as set out in Item No. 3 of the accompanying Notice reflecting the corresponding changes in the Authorised Share Capital of the Company consequent to the proposed Sub-division ₹ 150,000,000/- (Rupees Fifteen Crores only) divided into 30,000,000 (Three Crores only) Equity Shares of ₹ 5/- (Rupees Five only) each to 150,000,000/- (Rupees Fifteen Crores only) divided into 150,000,000 (Fifteen Crores only) Equity Shares of ₹ 1/- (Rupee One only) each.

The Board of Directors of your Company has approved this item in its Meeting held on 22nd September, 2014 and recommends the Resolution as set out in Item No. 3 of the accompanying Notice for the approval of members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

By order of the Board
For **SURANA TELECOM AND POWER LIMITED**

Date : 22.09.2014
Place : Secunderabad

NARENDER SURANA
DIRECTOR



SURANA TELECOM AND POWER LIMITED

CIN: L23209TG1989PLC010336

Regd. Office: 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad – 500 003, Telangana
PHONE: 040-44665757/75 Email: cs@surana.com WEBSITE: www.surana.com www.suranatelecom.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name and the registered address of the Sole/first named Member :

Name(s) of the joint Holder(s) if any. :

Registered Folio No./DPID No./Client ID No.* :
*(Applicable to investors holding Shares in demat form)

Number of Share(s) held as on cut off date :

I/ We hereby exercise my / our vote in respect of the following resolutions to be passed through Postal Ballot / E-voting, for the business stated in the Postal Ballot Notice dated 22nd September, 2014 by conveying my / our assent or dissent to the resolution(s) by placing tick:(✓) mark in the appropriate box below:

Sl. No.	Brief description of the Resolution	Type of Resolution	No. Shares held as on	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Sub-division of each Equity Share of Rs. 5/- each into 5 Equity Shares of Re. 1/-each	Special Resolution			
2	Alteration of Memorandum of Association of the company	Special Resolution			
3	Alteration of Article of Association of the company	Special Resolution			

E-voting Event Number (EVEN)	User - ID	Password / PIN

Place :

Date :

Signature of Shareholder _____

Notes:

- If you opt to cast your vote by e-voting, there is no need to fill up and sign this form
- Last date for receipt of the duly filled and signed Postal Ballot Form: 08th November, 2014 (6.00 pm)**
- Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

General Instructions:

1. Members have the option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholder cast their vote through both physical postal ballot and e-voting then vote cast through physical postal ballot shall be considered and the vote cast through e-voting shall be treated as invalid.
2. The notice of Postal Ballot /E-voting is dispatched /e-mailed to the members whose names appear on the Registrar of Members as on 30th September, 2014 (**Cut off date**) and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.

Instructions for voting physically by Postal Ballot Form

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. GSLN Gupta, Company Secretary Practice in the enclosed self-addressed and pre-paid envelope.
2. This Form should be completed and signed by the Members (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. In respect of shares held by corporate and institutional members (companies, trusts societies, etc.,) the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
5. There will be one Postal Ballot Form for every folio / Client id irrespective of the number of joint holders.
6. **Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 6.00 pm. on 08th November, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.**
7. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.6 above.
8. Members are requested not to send any other paper along with the Postal ballot Form. They are also requested not to write anything in the Postal ballot form excepting giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of a Postal Ballot / E-voting will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Postal Ballots will be rejected.
11. The result of the Postal Ballot / E-voting will also be posted on the website of the Company www.suranatele.com and the website of Karvy Computershare Private Limited viz. <https://evoting.karvy.com> and also in the newspaper(s) for the information of the Members.

Instructions for Electronic Voting (e-voting):

The Company is pleased to offer e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of casting votes through Postal Ballot Form. The procedures and instructions for the same are as follows:

1. User-id and Password is required for e-voting:
 - i. In case of members who have not registered their e-mail addresses, their User-id and Password is printed on the Postal Ballot Form despatched to them along with the Notice of Postal Ballot.
 - ii. In case of members who have registered their e-mail address, their User-id and Password is specified in the email sent to them on behalf of the company by Karvy Computershare Private Limited the soft copy of the Notice of Postal ballot along with Postal Ballot Form have also been sent through email.
2. If you are already registered with Karvy Computershare Private Limited for e-voting you can use your existing user ID and password for casting your vote.
3. Open internet browser by typing the following URL : <https://evoting.karvy.com>
4. Click on "Shareholder-login".
5. Mention the user id and password noted in step 1 above. Click login.
6. Password change menu appears. Change the password with new password of your choice. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. Home page of e-Voting opens Click on e-Voting Cycles.
8. Select "EVEN" (E-Voting Event Number) of Surana Telecom And Power Limited for casting your vote. Kindly note that vote once cast cannot be modified.
9. Now you are ready for e-Voting as Cast Vote page opens.
10. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
11. Upon confirmation, the message "Vote cast successfully" will be displayed. Kindly note that vote once cast cannot be modified.
12. Institutional & Corporate Members (i.e. other than individuals, HUF, NRI etc.) are requested to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution / Authority Letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through kvs@rsfcs.com with a copy to einward.ris@karvy.com on or before 08th November, 2014.
13. **The e-voting period commences on 10th October, 2014 (9.00 a.m.) and ends on 08th November, 2014 (6.00 p.m.). The e-voting module will be disabled by Karvy Computershare Private Limited for voting thereafter.**
14. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com>.