Surana Group

BHAGYANAGAR INDIA LIMITED

ISO-9001-2008 Certified Company

Registered Office :
Plot No. 9/13/1 & P-9/14, I.D.A. Nacharam,
Hyderabad -500 076. Telangana, India.
Tel. : +91 40 27152861, 27151278
Fax : +91 40 27172140, 27818868
Email : bil@surana.com
Website : www.bhagyanagarindia.com
CIN No. : L27201TG1985PLC012449

BIL/SECT/71/2026-27 **Date: 16th November, 2026**

The Secretary, National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai- 400 051. **Scrip Code: BHAGYANGR**	The Secretary, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001. **Scrip Code: 512296**

Dear Sir/Madam,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed Postal Ballot Notice seeking approval of the Members to transact the items of special business as set out hereunder by-passing Ordinary / Special Resolutions, through postal ballot by way of electronic voting (remote e voting).

1. Regularization (appointment) of Shri Mangilal Narender Surana (DIN:00075086) as Non-Executive and Non- Independent director of the Company
2. Sale / joint development of the Company's land at IDA Uppal, Hyderabad to Om Sree Builders and Developers LLP

In accordance with the General Circulars issued by the Ministry of Corporate Affairs ('MCA Circulars'), the Postal Ballot Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members/ List of Beneficial Owners as on November 13, 2026 ("cut-off date").

The Company has engaged the services of Kfin Technologies Limited for the purpose of providing e-voting facility to all its members. The remote e-voting period commences on Tuesday, 17th November, 2026, at 9:00 A.M. (IST) and ends on Wednesday, 16th December, 2026 at 5:00 P.M. (IST).

The above information is also available on the Company's website at www.bhagyanagarindia.com.

This is for your information and records.

Thanking you,

Yours faithfully,
For **BHAGYANAGAR INDIA LIMITED**

DEVENDRA SURANA

Digitally signed by DEVENDRA SURANA
DN: c=IN, o=Personal, 2.5.4.20=6C9F7595AC43C85911968C72528AE7A54C0897404284FF3D7D07370BAA4B74, postalCode=500009, st=Andhra Pradesh, serialNumber=607D07F8958BF819026CD1662D61129F4207744A6E2585E9F6D0044228389C398, cn=DEVENDRA SURANA
Date: 2026.11.16 14:15:37 +05'30'

DEVENDRA SURANA
MANAGING DIRECTOR
DIN-00077296

BHAGYANAGAR INDIA LIMITED

Encl: A/a.

ANAB ACCREDITED MANAGEMENT SYSTEMS CERTIFICATION BODY

Surana Group

BHAGYANAGAR INDIA LIMITED

ISO-9001-2008 Certified Company

Registered Office :
Plot No. 9/13/1 & P-9/14, I.D.A. Nacharam,
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Email : bil@surana.com
Website : www.bhagyanagarindia.com
CIN No. : L27201TG1985PLC012449

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India.

VOTING STARTS ON	VOTING ENDS ON
17th November, 2026, at 9:00 a.m. (IST)	16th December, 2026, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules') Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, the latest one being General Circular No. 03/2025 dated 22nd September 2025 and other General Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time in this regard (hereinafter collectively referred to as "MCA Circulars"), and the Circulars issued by the Securities and Exchange Board of India ("SEBI Circulars"), in this regard to transact the special business as set out hereunder by passing Ordinary / Special Resolution, by way of electronic voting (remote e voting).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In accordance with the MCA Circulars, the Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 13th November, 2026 ("cut-off date") received from the Depositories and whose e-mail address are registered with the Company/ Depositories. The communication of the assent or dissent of the Members would take place through the remote e-voting system. It may be noted that the General Circular No.17/2020 dated 13th April, 2020 issued by the MCA permits the Company to provide only e-voting facility to its members for the purpose of seeking their assent or dissent on the proposed business. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of

Section 108 and Section 110 of the Act read with the Rules, The Company has engaged the services of KFin Technologies Limited ("KFinTech" or "Registrar and Transfer Agent") as the agency to provide e-voting facility.

The instructions for remote e-voting are appended to this Notice.

The Board of Directors of the Company has appointed **Ms. Sravanthi Gadiyaram, Practicing Company Secretary (Membership No. ACS:25754 and CP: 25597)**, as the Scrutinizer for conducting the voting process in a fair and transparent manner. She has communicated her willingness to act as Scrutinizer and will be available for the said purpose.

The remote e-voting will commence on Tuesday, 17th November, 2026, at 9:00 A.M. (IST) and end on Wednesday, 16th December, 2026 at 5:00 P.M. (IST). Immediately thereafter, the remote e voting module shall close and the members intending to cast their votes electronically shall not be able to do so beyond the said date & time.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the 'Notes'. References to postal ballot(s) in this Postal Ballot Notice, if any, include votes received electronically.

The Scrutinizer will submit her report to the Chairman of the Company or any other person duly authorized by him, after completion of scrutiny of the votes cast electronically. The results of the postal ballot through e voting process shall be announced at the Registered Office of the Company on or before 18th December, 2026. The result along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and on its website www.bhagyanagarindia.com. Further, the same will be intimated to the Stock Exchange and the RTA of the Company.

SPECIAL BUSINESS

PROPOSED RESOLUTIONS:

Item No.1: Regularization (appointment) of Shri Mangilal Narender Surana (DIN:00075086) as Non-Executive and Non- Independent director of the Company:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and all other applicable provisions contained under the Companies Act, 2013 ("Act"), read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Mangilal Narender Surana (DIN:00075086), who was appointed as an Additional Director by the Board of Directors pursuant to the provisions of section 161(1) of the said Act and in accordance with the Articles of Association of the Company, effective 8th October, 2026 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature to the office of Director of the Company, be and is hereby appointed to the office of Director of the Company, who shall be liable to retire by rotation."

RESOLVED FURTHER THAT Board of directors of the Company be and is hereby authorised to do all such acts and deeds as may be necessary to give effect to this resolution."

Item No.2: Sale / joint development of the Company's land at IDA Uppal, Hyderabad to Om Sree Builders and Developers LLP

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) for a hybrid transaction with Om Sree Builders and Developers LLP comprising of:
- Outright sale of 7,260 square yards (1.50 acres) at a consideration upto Rs.60 Crore.
- Joint development of approximately 12,820.52 square yards (approximately 2.6489 acres) under a Development Agreement-cum-Irrevocable General Power of Attorney ("DAGPA"), with the saleable area shared 30% to the Company admeasuring about 3 lac square feet of developed area.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale, development agreement, TDR Sale agreements, deeds of conveyance and irrevocable powers of attorney, Development Agreement-cum-Irrevocable General Power of Attorney ("DAGPA") etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

By Order of the Board
Sd/-
DEVENDRA SURANA
Managing Director
DIN: 00077296



Place: Hyderabad
Date: 13th November, 2026

NOTES:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted is annexed hereto.

2. In terms of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules 2014, the business set out in the notice above is sought to be passed by way of postal ballot process through remote e voting.

3. The Members are provided with the facility to cast their vote, electronically, through e-voting service provided by KFin Technologies Limited instead of returning the Postal Ballot Form(s). Pursuant to General Circular No.17/2020 dated 13th April, 2020 and other circulars issued by the MCA in this regard, and decided by the Company, members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process only.

4. The Postal Ballot Notice is uploaded on the website of the Company: www.bhagyanagarindia.com and on the website of KFinTech at https://evoting.kfintech.com.

5. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of beneficial ownership as received from the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 13th November 2026 (cut-off date) only by electronic mode. Physical copies of the Postal Ballot Notices, postal ballot forms and pre-paid business reply envelopes are not being sent to members.

6. The Postal Ballot Notice is being sent by e-mail to those members who have registered their e-mail address with the Company or with their Depository Participants ("DP") unless any member has requested for a physical copy of the same. Members may note that the Postal Ballot Notice will also be available on the Company's website, www.bhagyanagarindia.com on the website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech at https://evoting.kfintech.com .

   Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode, respectively. They may also contact the Company Secretary of the Company at cs@surana.com.

7. Dispatch of the Postal Ballot Notice will be completed on or before Monday, 16th November, 2026.

8. The remote e-voting will commence on Tuesday, 17th November, 2026, at 9:00 A.M. (IST) and end on Wednesday, 16th December, 2026 at 5:00 P.M. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Friday, 13th November, 2026, may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

9. Resolutions passed by the members through Postal Ballot, including voting by electronic means (e-voting), are deemed to have been passed effectively at a General Meeting of the Members.

10. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

11. The results of the Postal Ballot will be declared by the Chairman of the Company or by any person authorized by him, and the resolution will be deemed to have been passed effectively on the last date of e-voting i.e. Wednesday, 16th December 2026, subject to the requisite majority of the Shareholders had assented to the Resolutions.

12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).

13. The documents, if any, referred to in the Notice / Statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of this Notice till Wednesday, 16th December 2026.

EVOTING INSTRUCTIONS:

I. Login method for e-voting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login method**
Individual shareholders holding securities in demat mode with NSDL	A. Users registered for NSDL IDeAS facility: 1. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com Select **"Register Online for IDeAS"** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of NSDL: 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the "Login" icon, available under the **'Shareholder/Member'** section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider - **KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.

	D. NSDL Speede Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play  
Individual Shareholders holding securities in demat mode with CDSL	**A. Existing users who have opted for Easi/Easiest:** 1. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on **KFintech** to cast your vote.
	B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of CDSL: 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. **2.** After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.
Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)	1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. **3.** Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.	
Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:	
Members facing any technical issue - NSDL	**Members facing any technical issue – CDSL**
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

II. Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

1. Initial password is provided in the body of the e-mail.
2. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.
3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
4. After entering the details, click on LOGIN.
5. You will reach the password change menu wherein, you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT, i.e., Bhagyanagar India Limited
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.
10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.

11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at cs@surana.com / sravanthiravi8687@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format 'Postal Ballot 2026'.

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of https://evoting.kfintech.com or call KFin on 1-800-309-4001 (toll free).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102, ANY OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS "THE ACT"), THE RULES MADE THEREUNDER, AS APPLICABLE, THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (HEREINAFTER REFERRED TO AS "SEBI LISTING REGULATIONS") AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Postal Ballot Notice:

Item No 1

Your Board of Directors are of opinion that Shri Mangilal Narender Surana (DIN:00075086) has an illustrious career spanning more than three decades and he has demonstrated exceptional expertise in strategic business growth, project execution, and scaling complex industrial operations. He has extensive cross-industry leadership, provides a unique perspective on operational efficiency and market expansion and his strategic insights and proven track record will be invaluable in guiding our long-term vision of the Company.

He was appointed to the office of Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2103, effective October 8, 2026. In the context, he shall hold the office as such upto a maximum period of three months from the date of appointment.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act, along with requisite deposit, proposing his candidature for the office of Director. The Company has also received from Shri Mangilal Narender Surana (DIN:00075086) (i) consent in writing to act as Director in Form DIR-2 (ii) intimation in Form DIR-8 to the effect that he is not disqualified to act as Director under Section 164(2) of the Act and (iii) declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Shri Mangilal Narender Surana, as a Non-Executive Non -Independent Director on the Board of the Company, who shall be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Shri Mangilal Narender Surana, and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, at the Company's registered office during business hours on all working days from the date of dispatch of this Postal ballot Notice till December 16, 2026 and also electronically. Members may send a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cs@surana.com.

He is a Chemical Engineer and possess over 36 years of experience in the telecom cables, metals and solar industry. It will be in the best interest of the Company that Shri Mangilal Narender Surana (DIN:00075086) be appointed to the office of Director of the Company.

Except Shri Mangilal Narender Surana (being an appointee), Mr. Devendra Surana and their relatives, except for the shares held by the directors and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The board recommends the corresponding resolution at item No. 1 to be passed as an Ordinary Resolution.

Item No. 2

The Board of Directors of the Company, at its meeting held on 12th October, 2026, has inter alia approved and executed, a Memorandum of Understanding ("MOU") with M/s. Om Sree Builders and Developers LLP (LLPIN: AAV-7704) ("Developer"). The MOU relates to the Company's land admeasuring approximately 20,080.52 square yards situated in Survey No. 1, Block No. III, Plot Nos. A3/P and A2/P, Industrial Development Area (IDA), Uppal, Uppal Khalsa Village, Uppal Mandal, Medchal - Malkajgiri District, Telangana ("Property"). It provides for a hybrid transaction comprising:

1. Outright sale of 7,260 square yards (1.50 acres) to the Developer at a consideration of Rs. 60 Crore.

2. Joint development of the balance of approximately 12,820.52 square yards (approximately 2.6489 acres) under a Development Agreement-cum-Irrevocable General Power of Attorney ("DAGPA"), with the saleable area shared 30% to the Company admeasuring about 3 lac square feet of developed area.

It is therefore, necessary in the interest of the Company, for the shareholders to pass a Special Resolution under Section 180(1)(a) of the Act, as set out at Item No. 2 of the Notice, to enable the Board of Directors to sell the land and to develop the balance land with Om Sree Builders and Developers LLP.

The details required under the SEBI LODR are given in Annexure II.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

By Order of the Board

Sd/-
DEVENDRA SURANA
Managing Director
DIN: 00077296

Place: Hyderabad
Date: 13th November, 2026

* * *

Annexure-I.

PROFILE

Pursuant to Regulation 36(3) SEBI (Listing Obligation and Disclosure requirements and Regulation, 2015) and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2')

<table>
<tr><td>Name of the Director</td><td>Shri Mangilal Narender Surana</td></tr>
<tr><td>Date of Appointment including terms and conditions of appointment</td><td>Appointed as an Additional Director (Non-Independent Category) of the Company on 08.10.2026. He is proposed to be regularized through postal ballot as Non-Executive Non-Independent Director.</td></tr>
<tr><td>Date of first appointment on the Board</td><td>08.10.2026</td></tr>
<tr><td>Date of Birth</td><td>06.07.1960</td></tr>
<tr><td>Expertise in Specific Functional areas</td><td>Shri. Mangilal Narender Surana is a Chemical Engineer. He has over 36 years of experience in the telecom cables, metals and solar industry.

He has been the President of Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI) and the past Chairman of the Federation of Indian Chambers of Commerce and Industry (FICCI). He was also the Founder President of Young Entrepreneurs Organization (Y.E.O), Hyderabad Chapter, India.</td></tr>
<tr><td>Educational Qualification</td><td>Chemical Engineer</td></tr>
<tr><td>Directorships in other Companies including listed companies</td><td>
<table>
<tr><th>Company Name</th><th>Designation</th><th>Original Date Of Appointment</th></tr>
<tr><td>Bhagyanagar Magnesium Private Limited</td><td>Director</td><td>23/03/2023</td></tr>
<tr><td>Bhagyanagar Properties Limited</td><td>Director</td><td>25/04/2006</td></tr>
<tr><td>Tejas Technopark Private Limited</td><td>Director</td><td>20/09/2016</td></tr>
<tr><td>Innova Technologies Private Limited</td><td>Director</td><td>25/05/2005</td></tr>
<tr><td>Scientia Infocom India Private Limited</td><td>Director</td><td>07/11/2005</td></tr>
<tr><td>Bhagyanagar Securities Private Limited</td><td>Director</td><td>04/11/1996</td></tr>
<tr><td>Surana Healthcare Private Limited</td><td>Director</td><td>08/07/2022</td></tr>
<tr><td>Indian Solar Power Producers Association</td><td>Director</td><td>16/10/2014</td></tr>
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	Surana Infocom Private Limited	Director	01/11/1996	
	Globecom Infra Ventures India Private Limited	Director	23/01/2020	
	Surana Solar Limited	Director	05/10/2007	
	Aryavaan Renewable Energy Private Limited	Director	21/09/2015	
	Surana Solar Systems Private Limited	Director	06/12/2012	
	Tejas India Solar Energy Private Limited	Director	30/03/2015	
	AP Golden Apparels Private Limited	Nominee Director	13/11/2007	
	Topsun Solar Private Limited	Director	01/12/2025	
	Bhagyanagar Energy And Telecom Private Limited	Director	28/11/1996	
	Topsun Power Private Limited	Director	05/12/2025	
	Surana Telecom And Power Limited	Managing Director	14/08/1989	

<table>
<tr><td>Membership / Chairmanships of committees of Other Boards (other than the Company)</td><td>
<table>
<tr><td>Name of the Company</td><td>Audit Committee</td><td>Nomination and Remuneration Committee</td><td>Stakeholders Relationship Committee</td></tr>
<tr><td>Surana Solar Limited</td><td>Yes</td><td>Yes</td><td>Yes</td></tr>
<tr><td>Surana Telecom And Power Limited</td><td>Yes</td><td>No</td><td>Yes</td></tr>
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<tr><td>Listed entities from which the appointed director has resigned in the past three years</td><td>Except for the resignation in Bhagyanagar India Limited on 15.01.2025, there are no appointments or resignations in listed entities during the past 3 years.</td></tr>
<tr><td>Details of Remuneration sought to be paid and the remuneration last drawn by such person</td><td>Nil</td></tr>
<tr><td>Shareholding in the Company as on date</td><td>25,09,509 Equity shares held as on date.</td></tr>
<tr><td>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</td><td>He has over 36 years of experience in the telecom cables, metals and solar industry which immensely will help the company to grow in many ways.</td></tr>
<tr><td>Relationship between Directors inter-se</td><td>Not related to any directors of the Company except Shri Devendra Surana.</td></tr>
<tr><td>Number of Meetings of the Board attended during the year</td><td>1 meeting</td></tr>
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Annexure-II

Details under Regulation 30 of the Listing Regulations read with Annexure 18 of the SEBI Master Circular

Sr.	Particulars	Details
a	**Name(s) of parties with whom the agreement is entered**	M/s. Om Sree Builders and Developers LLP (LLPIN: AAV-7704), registered office at H. No. 5-8-40, Rainbow Farm, beside Valerian School, Yapral, Secunderabad, Telangana – 500087
b	**Purpose of entering into the agreement**	To monetise the Company's land at IDA Uppal through a hybrid structure: outright sale of 7,260 sq. yds. and joint development of the balance 12,820.52 sq. yds., unlocking value from a non-operational asset
c	**Size of agreement**	sale consideration of Rs. 60 Crore for 7,260 sq. yds and 30% share of the saleable area of the JD portion (approx. 3 lac sq. ft.)
d	**Shareholding, if any, in the entity with whom the agreement is executed**	Nil
e	**Significant terms of the agreement, special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.**	(i) Outright sale portion: 7,260 sq. yds. (1.50 acres), payable through an Agreement of Sale followed by a Sale Deed. (ii) JD portion: 12,820.52 sq. yds. (2.6489 acres) under a DAGPA; saleable area shared 30% to Company and 70% to Developer. (iii) Definitive documents such as: DAGPA and Sale Deed shall be executed within 6 months from the date of this MOU or as may be mutually agreed by the parties. (iv) No special rights such as board nomination, share subscription or restriction on capital structure are granted to the Developer.
f	**Whether the said parties are related to promoter / promoter group / group companies in any manner; if yes, nature of relationship**	No. The Developer is not related to the promoter / promoter group / group companies.
g	**Whether the transaction would fall within related party transactions; if yes, whether done at arm's length**	No, it is not a related party transaction.
h	**In case of issuance of shares to the parties, details of issue price, class of shares issued**	Not applicable
i	**In case of loan agreements, details of lender / borrower, nature of loan, amount, security etc.**	Not applicable
j	**Any other disclosures related to such agreements, viz. details of nominee on the Board, potential conflict of interest etc.**	No nominee director rights. No conflict of interest.
k	**In case of termination or amendment of agreement – additional details**	Not applicable (fresh agreement)