



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/12/2025-26

Date:30.05.2025

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

Dear Sir/Madam,

Sub: Intimation of Notice of Postal Ballot in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In continuation of our intimation dated **BIL/SECT/11/2025-26**, Dated 30.05.2025. Please find attached a copy of the Postal Ballot Notice dated 30.05.2025 together with the Explanatory Statement thereto, seeking approval of the Members of the Company by way of Ordinary/Special Resolution as set out in the Notice for the following items:

Item No.	Particulars	Type of Resolution
1.	Approval for appointment of Shri. Venkateswara Rao Nukala (Din: 10481800) as Director of the company.	Ordinary Resolution
2.	Approval to advance any loan/give guarantee/provide security under Section 185 of the Companies Act, 2013.	Special Resolution
3.	To approve the increase of threshold limits for loans/ guarantees, providing of securities and making of investments in securities under Section 186 of the Companies Act, 2013.	Special Resolution
4.	Approval for Increase in Borrowing Powers of the Company Under Section 180 (1)(c) of the Companies Act, 2013 .	Special Resolution

In compliance with General Circular No. 14/2020 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") issued by the Ministry of Corporate Affairs ("MCA"), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Friday, 23rd May, 2025 ("Cut-off date"). The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of **M/s. Kfin Technologies Limited (RTA)** to provide remote e-voting facility to its members. The remote e-voting period commences from Monday, 02nd June, 2025 from 9.00 a.m. (IST) and ends at Tuesday 01st July, 2025 at 5.00 p.m. (IST). The e-voting module shall be disabled by Kfin (RTA) thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.

The Postal Ballot Notice will also be available on the Company's website at www.bhagyanagarindia.com and on websites 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 KFin Technologies Private Limited at <https://evoting.kfintech.com/>.

We request you to kindly take our aforesaid submission on record.

Yours faithfully,
For **BHAGYANAGAR INDIA LIMITED**

DEVENDRA SURANA
MANAGING DIRECTOR
DIN 00077296



Encl: A/a



BHAGYANAGAR INDIA LIMITED

(CIN- L27201TG1985PLC012449)

Regd. Off: Plot No. P-9/13/1 & P-9/14 IDA, Nacharam, Hyderabad, - 500076.

Tel: +91-040-27845119/ 44665700, Fax: +91-040-27818868

Website: www.bhagyanagarindia.com e-mail: cs@surana.com

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 (1) (a) of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended

Remote e-Voting period commencement Date	Remote e-Voting period End Date
Monday, 2 nd June, 2025 from 9.00 a.m. (IST)	Tuesday 01 st July, 2025 at 5.00 p.m. (IST)

*(both days inclusive)

Dear Member(s),

Notice is hereby given to the Members of Bhagyanagar India Limited ('the Company'), 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"), to transact the special business as set out hereunder by passing Ordinary / Special Resolutions by way of Postal Ballot by voting through electronic means only ('remote e-Voting').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act and Listing Regulations, an Explanatory Statement pertaining to the said Resolutions setting out material facts and the reasons / rationale thereof is annexed to this Notice of Postal Ballot ('Notice') for your consideration and forms part of this Notice. In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company or its RTA (Kfin Technologies Limited) or Depositories viz. NSDL / CDSL. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to Members for this Postal Ballot and accordingly, the communication of the assent or dissent of the Members for subject Resolution would take place through the remote e-voting system only. The instructions for remote e-voting are appended to this Notice. If your email address is not registered with the Company / Depositories / RTA, please follow the process provided in the Notes to receive this Notice and to create login ID and password for remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting a physical copy of the Postal Ballot Form. The Company has engaged the services of **M/s. Kfin Technologies Limited (RTA)** for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice.

The Notice is also available on the website of the Company at <https://www.bhagyanagarindia.com/investors/filings>. Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their Assent (FOR) or Dissent (AGAINST) to the Resolutions by following the procedure as stated in the Notes forming part of the Notice. The remote e-Voting period commences on **Monday, 02nd June, 2025 from 9.00 a.m. (IST) and ends on Tuesday 01st July, 2025 at 5.00 p.m. (IST) (both days inclusive)**. The remote e-Voting facility will be disabled by Kfin (RTA) immediately thereafter. The communication of assent or dissent of Members shall only take place through the remote e-Voting system.

SPECIAL BUSINESS:

1. APPROVAL FOR APPOINTMENT OF SHRI. VENKATESWARA RAO NUKALA (DIN: 10481800) AS DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force till date] and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Shri. Venkateswara Rao Nukala (DIN: 10481800)**, who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective from 08.04.2025 to hold office as an Additional Director, up to the date of forthcoming Annual General Meeting of the Company in terms of Section 161, of the Companies Act, 2013 (‘Act’) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company 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 for the office of Director of the Company, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters, file necessary e-forms and documents with Registrar of the Companies and to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution”.

2. APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or Group entity of the Company or any other person in which any of the Directors of the Company is interested or deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of ₹ 500 Crores (Rupees Five Hundred Crores Only) in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

3. TO APPROVE THE INCREASE OF THRESHOLD LIMITS FOR LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors (or any of its Committee so authorised by the Board) as in their absolute discretion deem beneficial and in the interest of the Company, notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided as may be required from time to time, exceeds 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free

Reserves and Securities Premium of the Company, whichever is more, as the Board of Directors (or any of its Committee so authorised by the Board) may think fit, in one or more tranches, not exceeding ₹ 500 Crores (Rupees Five Hundred Crores Only), over and above the limits prescribed under the above said section may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (or any of its Committee so authorised by the Board) be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

4. TO APPROVE THE OVERALL BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution:**

“RESOLVED THAT in supersession of the Special Resolution passed by the Members earlier and pursuant to the provisions of Section 180(1)(c) and the applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions contained in the Articles of Association of the Company, the 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 thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution’) to borrow from time to time all such sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors as they may deem requisite for the purpose of the business (including but not limited to, for financing any capital or revenue requirements, new business ventures or prospects) of the Company, notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital of the Company, free reserves and securities premium, provided, however, the total amount so borrowed (other than temporary loans from the Company’s bankers) and outstanding at any point of time shall not exceed a sum of ₹ 700 Crore (Rupees Seven Hundred Crore Only) or equivalent amount in any other foreign currency.

RESOLVED FURTHER THAT the Executive Committee of the Board of Directors and/or any Director of the Company be and are hereby severally authorized to sign and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid borrowings, to delegate all or any of the above powers to any Committee(s) of Directors or any Director(s)/ Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to the aforesaid resolution.

**By the Order of the Board
For Bhagyanagar India Limited**

CIN: L27201TG1985PLC012449
Registered Office: Plot No. P-9/13/1 & P-9/14
IDA, Nacharam, Hyderabad, Telangana, India -
500076
Website: www.bhagyanagarindia.com
e-mail: cs@surana.com
Date: 30.05.2025

**Sd/-
Ritika Tandon
Company Secretary and
Compliance officer**

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, Rule 22 of the Rules and Listing Regulations, as amended, setting out the material facts relating to the aforesaid resolutions and the reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending 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, 23rd May 2025 ('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, 23rd May 2025.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. It is, however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

4. The Company is providing remote e-Voting facility to its Members to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in Notes of this Notice. A Member shall only avail this facility as per the instructions provided herein.
5. Remote e-Voting shall **commence on Monday, 02nd June, 2025 from 9.00 a.m. (IST) and ends on Tuesday 01st July 2025 at 5.00 p.m. (IST) (both days inclusive)**. During this period, Members holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting module shall be disabled by kfin for e-Voting thereafter. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled / blocked thereafter by the e-voting service providers. Once the vote on the resolutions is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.
6. The Board of Directors has appointed Mrs. Rakhi Agarwal, Practicing Company Secretary (Membership No. FCS 7047, CP No. 6270), to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
7. The Scrutinizer shall, after completing scrutiny of the votes cast, submit his / her report on the result of the Postal Ballot, not later than two working days from the date of end of remote e-Voting, to the Chairperson of the Company or any other person authorized by the Chairperson. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., **Tuesday 01st July 2025**.
8. Members may please note that the Postal Ballot Notice and results to be declared along with the Scrutinizer's Report will also be available on the Company's website at www.bhagyanagarindia.com, websites 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 KFin Technologies Private Limited at <https://evoting.kfintech.com/>.
9. The right to vote in this Postal Ballot cannot be exercised through proxy.
10. Members who wish to inspect relevant documents referred to in this Notice, may send their requests at investor relations cs@surana.com mentioning their DP ID and Client ID / Folio Number until the last date of remote e-Voting period of this Postal Ballot i.e., **Tuesday 01st July 2025** and these will be replied to suitably by the Company.
11. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following procedures given below to obtain the postal ballot notice issued by the Company.

(i) For Electronic folios:

- Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
- Select the Company name i.e. Bhagyanagar India Limited.
- Shareholder to enter DP ID-Client ID / Folio No. and PAN No.
- Shareholder to enter the email Id and Mobile No.
- System check the authenticity of the DP ID-Client ID and PAN and sends the different OTPs to

Mobile No. and Email Ids to Validate.

- Shareholder to enter the OTPs received by SMS and Email to complete the validation process.

(OTPs will be valid for 5 minutes only).

- System confirms the email id for the limited purpose of serviced postal ballot notice.
- System will send the notice & procedure for e-voting to the email given by the shareholder.

(ii) For Physical folios:

- Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
- Select the company name i.e. Bhagyanagar India Limited.
- Shareholder to enter physical Folio No. and PAN No.
- If PAN is not available in the records, shareholder to enter one of the Share Certificate No.
- Shareholder to enter the email id and Mobile No.
- System checks the authenticity of the Folio No. and PAN//Share Certificate No. and sends the

different OTPs to Mobile No. and Email ID to Validate.

- Shareholder to enter the OTPs received by SMS and Email to complete the validation process.

(OTPs will be valid for 5 minutes. only).

- If PAN is not available, system will prompt to upload the duly signed scan copy of the PAN.
- System confirms the registration of email id,
- System will send the notice & procedure for e-voting to the email' given by the Shareholder.

12. The instructions for Shareholders for Remote e-voting are as under:

- a) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th 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/ websites of Depositories/ 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.
- b) Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

c) Method of login for Individual shareholders holding the securities in demat mode receiving Postal Ballot Notice through email:

Shareholders	Login Method
Shareholders holding securities in demat mode with NSDL	A. Users registered for NSDL IDeAS facility: 1. Existing IDeAS user can visit the e-Services website of NSDL viz., https://eservices.nsdl.com either on a personal computer or on a mobile device. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period
	B. Users not registered for IDeAS e-Services: If you are 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
	C. Visit the e-voting website of NSDL: 1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing 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 icon “Login” which is available under ‘Shareholder/ Member’ section. 2. A new screen will open. Enter your User ID (i. e. your sixteen-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 and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.
Shareholders	Login Method
Shareholders holding securities in demat mode with CDSL	A. Users who have opted for Easi/Easiest: 1. Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.. 2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.
	B. Users who have not opted for Easi/Easiest:

	<p>an option to register is available on CDSL's website www.cdslindia.com by clicking on login and New System Myeasi tab and then clicking on registration option</p> <p>C. Visit the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. 2. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.
Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 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. After logging, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

For technical Assistance:

Members facing any technical issue in logging can contact the respective helpdesk by sending a request on the email id's or contact on the phone nos. provided below:

NSDL	CDSL
Email: evoting@nsdl.co.in Toll free no. 1800 1020 990/1800 22 44 30/1800-21-09911	Email: helpdesk.evoting@cdslindia.com Phone no: 022-23058738/022-23058542-43/ +91 22 4886 7000

d) Information and Instructions for e-voting by Shareholders other than individuals holding shares of the Company in demat mode and all Shareholders holding shares of the Company in physical mode:

1. **In case a Shareholder receives an e-mail from the Company / KFin Technologies Limited [for Members whose e-mail address is registered with the Company / Depository Participant(s)]**
 - a) Launch internet browser and type the URL: <https://evoting.kfintech.com>
 - b) Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin Technologies Private Limited for e-voting, you can use your existing User ID and password for casting your votes.
 - c) After entering the details appropriately, click on LOGIN.
 - d) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.

- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the EVENT.
- g) 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' and the shares held will not be counted under either head.
- h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- i) 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 the resolution.
- j) 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 authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through e-mail rakhiagarwal79@yahoo.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'
- k) 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 Technologies Limited on 1800 309 4001 (toll free).

EXPLANATORY STATEMENT

(Pursuant to Sections 102(1) and 110 of the Companies Act, 2013 ('Act'), the following Explanatory Statement sets out material facts relating to business mentioned under Item Nos. 1 of the accompanying Notice)

ITEM NO.1: APPROVAL FOR APPOINTMENT OF SHRI. VENKATESWARA RAO NUKALA (DIN: 10481800) AS DIRECTOR OF THE COMPANY:

The Board of Directors of the Company ('the Board') at the meeting held on 08th April 2025, and based on recommendation of the Nomination and Remuneration Committee ('the Committee') approved the appointment of **Shri. Venkateswara Rao Nukala (DIN: 10481800)**, as an Additional Director of the Company, to hold office up to the date of forthcoming Annual General Meeting, subject to approval of shareholders, on the terms and conditions as mentioned in the resolution.

The Company has received following statutory disclosures / declarations:

- (i) Form DIR-8 – intimating the Company that he stands free from any disqualification, under section 164(1) and 164(2) of the Act;
- (ii) Declaration that he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given her consent to act as Director of the Company;
- (iii) A notice in writing by a member proposing his candidature under section 160(1) of the Act;
- (iv) Form MBP-1 – disclosing his concerns or interests in other company(ies) in terms of section 184(1) of the Act.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, in terms of the requirements of the provisions of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of the shareholders has to be obtained at the next general meeting or within a time period of three months from appointment of a person on the Board, whichever is earlier.

Hence the Board of Directors recommend the resolution set forth in **Item no. 1** of the notice for your approval as Ordinary Resolution.

None of the other Directors or Key Managerial Personnel are in any way concerned with or interested in the said resolution.

ITEM NO.2 APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION-185 OF THE COMPANIES ACT, 2013

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Sub-section (b) of Section 2 of 185 of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of financing the setup of large solar power projects expenditure and/or working capital requirements including but not limited to purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the **Item no. 2** of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in **Item no. 2** of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO.3 APPROVAL FOR INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

To make optimum use of funds available with the Company and also to achieve long term strategic and business objectives and support the financing of large solar power projects, the Board of Directors proposes to strategically invest in other corporate entities, provide loans, guarantees, or securities as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by Special Resolution passed at the General Meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of Special Resolution, up to a limit of 500 Crores (Rupees Five Hundred Crores Only), as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at **Item No.3** for approval by the Members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company if any.

ITEM NO.4 TO APPROVE THE OVERALL BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013:

Keeping in view the Company's pursuit of large solar power project bids and long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at **Item no.4** for approval by the Members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company if any.

**By the Order of the Board
For Bhagyanagar India Limited**

CIN: L27201TG1985PLC012449
Registered Office: Plot No. P-9/13/1 & P-9/14
IDA, Nacharam , Hyderabad, Telangana, India -
500076
Website: www.bhagyanagarindia.com
e-mail: cs@surana.com
Date: 30.05.2025

**Sd/-
Ritika Tandon
Company Secretary and
Compliance officer**

Annexure

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Director proposed to be appointed through the Postal Ballot process are given below:

Name of Director	Venkateswara Rao Nukala
Director Identification Number	10481800
Designation/category of the Director	Executive
Age	60 years
Date of first appointment on the Board	08.04.2025
Qualification	Bachelor's degree in Mechanical Engineering
Profile, Experience and Expertise in specific functional areas	Mr. Venkateshwara Rao Nukala (DIN: 10481800) is a distinguished professional with a Bachelor's degree in Mechanical Engineering. With over 34 years of extensive experience, he has developed profound expertise in his field, establishing himself as a reliable and accomplished leader.
Shareholding in the Company including shareholding as a beneficial owner (%)	NIL
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	Bhagyanagar Copper Private Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date on this Notice	NIL
Name of listed entities from which the person has resigned in the past three years	NIL
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	None
Terms & conditions of the appointment	As set out in Resolution and the Explanatory Statement
Details of Remuneration sought to be paid	As set out in Resolution and the Explanatory Statement