

GURUDEV



Surana Industries Limited



CIN : L27104TN1991PLC020533

Regd. Cum Corp. H.O. : # 29, Whites Road, II Floor,
Royapettah, Chennai - 600 014. ☎ : 2852 6336, 2852 5127

Fax : 044-28520713 ★ Grams : "GURUHASTI"

E-mail : surana@suranaind.com ★ Website : www.suranaind.com

Ref: Sil/Sec/Listing/

February 18, 2015

The Deputy General Manager,
Department of Corporate Services
BSE Limited, P J Towers,
Dalal Street
Mumbai – 400 001.

Dear Sirs,

Sub: Proceedings of Postal Ballot Process of Surana Industries Ltd – Reg
Ref: Scrip Code: 513597, Scrip ID: SURANAIND, Symbol: SURANAIND

We hereby submit the Proceedings of Postal Ballot Process of our Company pursuant to Clause 31 of the Listing Agreement for your reference.

This is for your information and records.

Thanking you,

Yours faithfully,
For Surana Industries Limited

Hem Senthil Raj
D. Hem Senthil Raj
Company Secretary & Compliance Officer
M.No: A25451



Cc: 1. The Manager,
National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051.

2. The Asst. General Manager,
Madras Stock Exchange Limited,
No.30, Second line Beach,
Chennai 600 001

Ref: Sil/Sec/Listing/

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PROCEEDINGS OF THE POSTAL BALLOT PROCESS OF SURANA INDUSTRIES LIMITED

The Board of Directors at its meeting held on November 14, 2014 approved a proposal for Amendment in Mortgaging/Charging properties of the company, Alteration of Liability Clause of Memorandum of Association, Ratification of CDR Package for restructuring of company's debt, Issue of Shares on Preferential basis to Promoters of the Company, Revision in Remuneration payable to Shri. G.R. Surana, Executive Chairman, Revision in Remuneration payable to Shri. Dineshchand Surana, Managing Director and decided to seek the approval of the shareholders for the said resolutions by way of postal ballot. For this purpose, the company had appointed Shri. Soy Joseph, Senior Partner of M/s. JM & Associates, Practising Company Secretaries, Chennai, as the Scrutinizer to receive and scrutinize the completed Ballot Papers from the Members.

The notice dated November 14, 2014, for passing a Special Resolution by means of Postal Ballot, in accordance with the provisions of Section 110 of the Companies Act, 2013 was dispatched to the members of the company on January 5, 2015.

The Postal Ballot Form and the self addressed pre-paid business reply envelopes were also sent for use of the Members. The Members were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the Scrutinizer on or before 5.30 P.M. Wednesday, February 4, 2015.

After due scrutiny of all the postal ballot forms received by the Scrutinizer, Shri. Soy Joseph, Senior Partner of M/s. JM & Associates, Practising Company Secretaries, up to the close of working hours of February 4, 2015 (being the last date fixed for return of the postal ballot forms, duly filled in by the members), submitted his report to the company on February 6, 2015.

The Managing Director, Shri. Dineshchand Surana after receiving the scrutinizer's report on February 6, 2015 announced the results at the registered office of the company at No: 29, Whites Road, IInd Floor, Royapettah, Chennai – 600014, Tamilnadu, that the special resolution in the postal ballot notice dated November 14, 2014 was duly passed with the requisite majority and directed that the resolutions be recorded in the minutes book maintained for recording the proceeding of general meeting of the members.

The resolutions passed by the members as special resolution are as under. The results of the voting through Postal Ballot/E-voting are appended to each resolution.



**ITEM NO: 1****Mortgaging/Charging of the Properties of the Company:**

“RESOLVED THAT in supersession of the earlier resolutions passed by the members, consent of the Company be and is hereby accorded in accordance with the provision of section 180(1)(a) and all 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), to the Board of Directors of the Company (which term shall be deemed to include any Committee which the Board may constitute for this purpose) to mortgage and/or charge, in addition to the mortgages and/or charges created/to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and /or immovable, tangible and/or intangible properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and /or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments), issued /to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on pre-payment, remuneration of agent(s)/ trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into/to be entered into between the Company and the lender(s)/agent(s)/trustees, in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s)/ agent(s)/trustee(s);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized for mortgaging, encumbering in any manner and/or charging, sale and / or disposal, on such terms and conditions at such time or times and in such form and manner and with such ranking as to priority (whether pari passu with subsisting charges or otherwise) as it may in its absolute discretion think fit, all or any immovable and/or movable assets/properties of the





Company, wherever situated, both present and future, including assignment of rights under all the Project Agreements, rights under insurance policies and project guarantees and/or the whole or substantially the whole of the Company's one or more undertakings or all the undertakings, including the present and/or future assets, whether movable or immovable, including investments, comprised in any undertaking or undertakings, Subsidiaries, Associates, Group Companies of the Company as the case may be, in favour of the rupee currency/ foreign currency lenders /security trustee including debenture trustees for the holders of debentures that may be issued whether privately placed/to be placed, with the financial institutions, banks, bodies corporate and other persons with power to the lenders/security trustee or debenture-trustees or other persons to take over the management of the business and concern of the Company in certain events and upon the terms and conditions decided/to be decided by the Board of Directors of the Company in its absolute discretion may consider necessary subject to the limits as approved by the Shareholders under Section 180(1)(c) of the Companies Act, 2013 and as modified from time to time, together with interest thereon or additional interest, cumulative interest, liquidated damages, remuneration of debenture-trustees, if any, premium, if any on redemption, pre-payment costs, charges, expenses and all other monies payable by the Company to the lenders/security trustee or debenture trustees and to the holders of debentures/bonds in terms of the availment of loans or issue of the said debentures/ bonds, if any, including the charges subsisting;

RESOLVED FURTHER THAT the mortgages, encumbrances and charges, if any, created by the Board on and after 12th September, 2013 over and/or in respect of any of the assets and properties of the Company be and is hereby ratified and approved;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board of Directors, to finalize and execute the loan agreements, trust deeds and/or other deeds, documents and agreements and to do all such acts, deeds, matters and things and to take all such further steps as may in opinion of the Board of Directors be necessary, proper or expedient for giving effect to this resolution."

Voting Result:

Particulars	No of Shares			No of Members		
	E-Voting (Electronic)	Physical Ballot Forms	Total	E-Voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	1,87,19,225	50,99,114	2,38,18,339	18	20	38
Less: Invalid votes	Nil	4,465	4,465	Nil	3	3
Net Valid votes cast	1,87,19,225	50,94,649	2,38,13,874	18	17	35
Votes cast in favour	187,19,175	50,94,596	2,38,13,771	17	14	31
Votes cast against	50	53	103	1	3	4





% of total votes cast in favour of the resolution : 99.99%

% of total votes against the resolution : 00.01%

ITEM NO: 2

Amendment of the Liability Clause of Memorandum of Association:

“RESOLVED THAT pursuant to provisions of Section 4, Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

Clause IV:

“The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”

Voting Result:

Particulars	No of Shares			No of Members		
	E-Voting (Electronic)	Physical Ballot Forms	Total	E-Voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	1,87,19,225	50,99,114	2,38,18,339	18	20	38
Less: Invalid votes	Nil	4,465	4,465	Nil	3	3
Net Valid votes cast	1,87,19,025	50,94,649	2,38,13,874	18	17	35
Votes cast in favour	1,87,19,125	50,94,621	2,38,13,746	16	15	31
Votes cast against	100	28	128	2	2	4

% of total votes cast in favour of the resolution : 99.99%

% of total votes against the resolution : 00.01%

ITEM NO: 3

Ratification of Corporate Debt Restructuring Mechanism in relation to the Company Debt:

“RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of Surana Industries



Limited(the “**Company**”), Listing Agreements entered into with stock exchanges on which the equity shares of the Company of face value of Rs.10/- each are listed (the “**Equity Shares**”), the applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India (“**RBI**”) and any regulatory or other appropriate authorities (including but not limited to Securities and Exchange Board of India (“**SEBI**”), and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the “**CDR EG**”), RBI, Government of India, etc.) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which terms shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution), the Company hereby approves, ratify and confirms the corporate debt restructuring package by and between the Company and the rupee lenders of the Company whose loans are being restructured (the “**CDR Lenders**”) under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the CDR EG and communicated to the Company by the Corporate Debt Restructuring Cell (the “**CDR Cell**”) vide its Letter of Approval dated 26th February, 2014 and amended vide letter dated 13th March, 2014 (the “**CDR LOA**”) and set forth under the master restructuring agreement dated 24th March, 2014 between the Company and the CDR Lenders (the “**MRA**”) and the Board and/or any person authorized by the Board in respect thereof from time to time, be and is hereby authorized on behalf of the Company to discuss, negotiate, amend, if required, the terms of the CDR LOA in the manner as may be approved by and between the Company and the CDR Lenders, amend or make changes to the MRA and enter into other documents in pursuance of the CDR LOA and the MRA, implement the CDR LOA and the MRA, on the basis of the terms set out in the CDR LOA and the MRA as may be agreed between the respective parties, and execute the necessary documents for the same including, *inter alia*, issuance of securities to the promoters of the Company in terms of the CDR LOA and MRA.”

Voting Result:

Particulars	No of Shares			No of Members		
	E-Voting (Electronic)	Physical Ballot Forms	Total	E-Voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	1,87,19,225	50,99,114	2,38,18,339	18	20	38
Less: Invalid votes	Nil	4,465	4,465	Nil	3	3
Net Valid votes cast	1,87,19,225	50,94,649	2,38,13,874	18	17	35
Votes cast in favour	1,87,19,125	50,89,621	2,38,08,746	16	13	29
Votes cast against	100	5,028	5,128	2	4	6





% of total votes cast in favour of the resolution : 99.98%

% of total votes against the resolution : 00.02%

ITEM NO: 4

Issue of Shares on Preferential basis to the Promoters:

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any of the Companies Act, 2013 and its rules (including any statutory amendments thereto and all modifications or re-enactments thereof for the time being in force) and in accordance with the provision of the Memorandum and Articles of Association of the Company and subject to the rules/regulations/guidelines/clarifications issued by the Securities and Exchange Board of India (hereinafter referred to as **“SEBI”**), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 on Preferential Issue (hereinafter referred to as **“SEBI Regulations for Preferential Issue”**), Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited, Madras Stock Exchange Limited and National Stock Exchange of India Limited, where the equity shares of the company are listed, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 as amended (the **“Takeover Regulations”**) and all other applicable laws and regulations and subject to the company obtaining all such approvals, permissions, sanctions and consents as may be required from any Government or Regulatory Authorities and/or other institutions and bodies including banks, provided that such terms, conditions, alterations, modifications, corrections, changes and variations, if any, that may be stipulated or imposed or prescribed under such approvals, permissions, sanctions and consents, are acceptable to the Board of Directors (which term shall include any duly constituted and authorized **“Committee of Directors”** thereof) and in terms of and in furtherance to the scheme of Corporate Debt Restructuring (CDR Package) by and between the Company and the lenders of the Company (**CDR lenders**) that is governed by the Corporate Debt Restructuring Guidelines, which has been approved by the Corporate Debt Restructuring Empowered Group (**CDR EG**) on 7th March, 2014 and communicated to the Company by the Corporate Debt Restructuring Cell (**CDR Cell**) vide its letter of approval dated 13th March, 2014 (**CDR LOA**) and any modifications to the terms thereof as approved by the CDR lenders and the Company, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot fully paid-up equity shares of Rs.10/- each at a price determined in accordance with ICDR regulations in consideration of the Promoter’s contribution under the CDR package to be brought in / brought in by the Promoters from time to time as per the CDR package and also for any other amount as may be brought in by the Promoters, in accordance with their obligations under the CDR package, by way of preferential allotment in one or more tranches to Shri.G.R. Surana, Executive Chairman, Shri



Dineshchand Surana, Managing Director, Shri. Shantilal Surana and Shri. Vijayraj Surana, Promoters, forms part of the Promoter Group of the Company for an aggregate consideration of up to **Rs. 377,70,00,000/-** (Rupees Three Hundred and Seventy Seven Crores and Seventy Lakhs only) in such manner and on such other terms and conditions, as the Board may in its absolute discretion think fit;

RESOLVED FURTHER THAT the Equity Shares to be allotted in terms of this resolution shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se with the then existing equity shares of the Company in all respects;

RESOLVED FURTHER THAT the said equity shares shall be subject to the lock-in as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for Preferential Issue;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the relevant date for the determination of price for the above mentioned Equity Shares to be issued as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 is 7th March, 2014, the date of approval of the Corporate Debt Restructuring Package by the Corporate Debt Restructuring Empowered Group (CDR EG) under the Corporate Debt Restructuring framework of the Reserve Bank of India (RBI);

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing there from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue/offer or allotment of the aforesaid equity shares, listing thereof with the stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue /offer, including pricing, number of shares to be allotted, allotment of aforesaid shares, utilization of the issue proceeds and to do all acts, deeds and things in connection there with and incidental thereto as the Board may in its absolute discretion deem fit and consent or approval shall be deemed to have been given;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions including to execute any documents on behalf of the Company and to represent the Company before any governmental authorities, and to appoint any professional advisers/consultants/lawyers.”

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Voting Result:

Particulars	No of Shares			No of Members		
	E-Voting (Electronic)	Physical Ballot Forms	Total	E-Voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	1,87,19,225	50,99,114	2,38,18,339	18	20	38
Less: Invalid votes	Nil	4,465	4,465	Nil	3	3
Net Valid votes cast	1,87,19,225	50,94,649	2,38,13,874	18	17	35
Votes cast in favour	1,87,19,175	50,94,596	2,38,13,771	17	14	31
Votes cast against	50	53	103	1	3	4

% of total votes cast in favour of the resolution : 99.99%

% of total votes against the resolution : 00.01%

ITEM NO: 5

Revision in Remuneration payable to Shri.G.R. Surana , Executive Chairman of the Company:

“**RESOLVED THAT** in partial modification of the earlier resolution passed on 29th July, 2013 and pursuant to the provisions of Sections 196, 197, 200, 201(1), 203(1) and 349 read with Section II of Part II of Schedule V of the Companies Act, 2013 (“the Act”) and Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of Central Government, if necessary, and such other approvals as may be required, the consent of the members of the company be and is hereby accorded to the payment of the following remuneration, effective from 1st April, 2015 to Shri.G.R. Surana, (DIN: 00007105) Executive Chairman for the remaining tenure of his appointment i.e. up to 1st May, 2018 on terms and conditions, as set out hereunder and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors:

Salary: Rs.2,00,000/- p.m. (inclusive of perquisites, allowances and provident fund etc.,)

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the current tenure of Shri.G.R. Surana (DIN: 00007105) as Executive Chairman, the above mentioned remuneration be paid to Shri.G.R. Surana (DIN: 00007105), as minimum remuneration, subject to the approval of Central Government, if necessary;





RESOLVED FURTHER THAT the Board of Directors or a Committee of Board thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013, to the extent the Board of Directors or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions(s) under the Companies Act, 2013 or schedules(s) appended thereto, for the time being in force or any statutory modification or re-enactment thereof and/or any rules or regulation there under and to do all such acts, deeds, matters and things in order to give effect to this resolution or the Board of Directors may in its absolute discretion consider, necessary, proper, expedient, desirable or appropriate to be in the best interest of the Company.”

Voting Result:

Particulars	No of Shares			No of Members		
	E-Voting (Electronic)	Physical Ballot Forms	Total	E-Voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	1,87,19,224	50,99,114	2,38,18,338	17	20	37
Less: Invalid votes	Nil	4,465	4,465	Nil	3	3
Net Valid votes cast	1,87,19,224	50,94,649	2,38,13,873	17	17	34
Votes cast in favour	1,87,18,924	50,94,596	2,38,13,520	14	14	28
Votes cast against	300	53	353	3	3	6

% of total votes cast in favour of the resolution : 99.99%

% of total votes against the resolution : 00.01%

ITEM NO: 6

Revision in Remuneration payable to Shri.Dineshchand Surana, Managing Director of the Company:

“**RESOLVED THAT** in partial modification of the earlier resolution passed on 29th July, 2013 and pursuant to the provisions of Sections 196, 197, 200, 201(1), 203(1) and 349 read with Section II of Part II of Schedule V of the Companies Act, 2013 (“the Act”) and Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of Central Government, if necessary, and such other approvals as may be required, the consent of the members of the company be and is hereby accorded to the payment of the following remuneration, effective from 1st April, 2015 to Shri. Dineshchand Surana, (DIN: 0007032) Managing Director for the remaining tenure of his

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appointment i.e. up to 1st May, 2018 on terms and conditions, as set out hereunder and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors :

Salary: Rs.2,00,000/- p.m. (inclusive of perquisites, allowances and provident fund etc.,)

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the current tenure of Shri. Dineshchand Surana (DIN: 0007032) as Managing Director, the above mentioned remuneration be paid to Shri. Dineshchand Surana (DIN: 0007032), Managing Director as minimum remuneration, subject to the approval of Central Government, if necessary;

RESOLVED FURTHER THAT the Board of Directors or a Committee of Board thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013, to the extent the Board of Directors or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions(s) under the Companies Act, 2013 or schedules(s) appended thereto, for the time being in force or any statutory modification or re-enactment thereof and/or any rules or regulation there under and to do all such acts, deeds, matters and things in order to give effect to this resolution or the Board of Directors may in its absolute discretion consider, necessary, proper, expedient, desirable or appropriate to be in the best interest of the Company.”

Voting Result:

Particulars	No of Shares			No of Members		
	E-Voting (Electronic)	Physical Ballot Forms	Total	E-Voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	1,87,19,225	50,99,114	2,38,18,339	18	20	38
Less: Invalid votes	Nil	4,465	4,465	Nil	3	3
Net Valid votes cast	1,87,19,225	50,94,649	2,38,13,874	18	17	35
Votes cast in favour	1,87,18,925	50,94,596	2,38,13,521	15	14	29
Votes cast against	300	53	353	3	3	6

% of total votes cast in favour of the resolution : 99.99%

% of total votes against the resolution : 00.01%

For Surana Industries Limited

D. Hem Senthil Raj
Company Secretary & Compliance Officer



Place: Chennai

Date: February 18, 2015