

NOTICE OF 23rd ANNUAL GENERAL MEETING

Notice is hereby given that Twenty Third Annual General Meeting of M/s. Surana Industries Limited will be held on the Friday, the 18th July, 2014 at 9.30 a.m. at The Music Academy, "Kasturi Srinivasan Hall", No.168, T.T.K. Road, Royapettah, Chennai 600014 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and loss Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Dr.B.Samal, (DIN: 00007256) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Dr.S.K. Gupta, (DIN: 00011138), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Shri.K.N.Prithivraj, (DIN: 00115317), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. C.S.P. Jain & Company, Chartered Accountants (Firm no. 001227S) as Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

Borrowing Powers of the Company u/s. 180 of the Companies Act, 2013.

"RESOLVED THAT in supersession of the resolution passed by Shareholders of the Company by way of Postal ballot on 30th December 2010, the consent of the Company be and is hereby accorded to the Board of Directors of the Company under Section 180 (1)(c) and other applicable provisions of the Companies Act, 2013, to borrow any sum or sums of money from time to time, on such terms and conditions as the Board of Directors may think fit, which together with the moneys already borrowed

by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided however, the total amount so borrowed shall not exceed Rs. 10,000 Crores (Rupees Ten Thousand Crores only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

By Order of the Board
For SURANA INDUSTRIES LIMITED
-sd-
DINESHCHAND SURANA
MANAGING DIRECTOR

Place : Chennai
Date: 30th May, 2014.

CERTIFIED TRUE COPY
For SURANA INDUSTRIES LIMITED


Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED TO BE A MEMBER. PROXY FORMS, IN ORDER TO BE VALID SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Members / Proxies should bring the Attendance slip duly filed in for attending the meeting along with their copy of the Annual Report.
4. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorizing such representative(s) to attend and vote their behalf at the Meeting.
5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members are advised to quote the Registered Folio Numbers/ DPID & client ID Number in all correspondence with the company.
8. All documents referred to in the above notice and

statement are open for inspection at the Registered Office of the company between 10.30 a.m. to 1.00 p.m on all working days.

9. The register of members of the company shall remain closed from 18th June 2014 to 20th June, 2014 (both days inclusive).
10. Members are requested to contact the Registrar and Transfer Agent (RTA) for all matters relating to Company's shares at:

M/s. Cameo Corporate Services Limited

No.1, Club House Road, 5th Floor

"Subramanian Building", Chennai 600 002

11. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Share Transfer Agents to facilitate better services:
 - (i) Any change in their address, mandates, Bank details.
 - (ii) Share certificates held in multiple accounts names or joint names in the same order of names for consolidation of such shareholding into one account.
12. Dividend for the financial year ended 31.03.2007 which remains unpaid and unclaimed, will be due for transfer to the Investor Education and Protection Fund of Central Government in July, 2014, pursuant to provisions of Section 205A(5) and 205C of the Companies Act, 1956 and Section 124 (5) of the Companies Act, 2013. Members who have not encashed their dividend warrant(s) for the financial year(s) are requested to approach Company's Register and Share Transfer Agent for duplicate warrants.
13. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent of the Company, immediately of the change in their residential status on return to India for Permanent settlement together with the particulars of their Bank Account maintained in India with complete Name, Branch, Account type, account number and address of the Bank with PIN code number if not furnished earlier.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in

securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
16. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
17. We propose to send all documents including Annual Reports in electronic form to the Members on the email address provided by them to the Company/ RTA / Depositories. The Members holding shares in physical form are requested to intimate/update the email address to the Company/RTA, while those holding in demat form can intimate/update their email address to their respective Depository Participants.
18. Members are entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail upon receipt of a requisition from them.
19. In compliance with provisions of the New Companies Act, 2013 the Company is pleased to offer e-voting facility, for all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting

to enable the Shareholders to cast their votes electronically.

20. The Company has appointed Shri. M. Damodaran, Senior Partner, M/s. M. Damodaran & Associates, Practicing Company Secretary, as Scrutinizer for conducting the e-voting process in a transparent manner.

E-voting process:

21. The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iv. Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- vi. Now fill up the following details in the appropriate boxes:

	For Members holding shares in DEMAT form	For members holding shares in Physical form
User Id	For NSDL: 8 Character DP ID followed by 8 digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company.
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN for the relevant <Company name> on which you choose to vote.

xi. On the voting page, you will see Resolution Description and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii. Click on the "Resolutions File Link" if you wish to view the entire resolutions.

xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvi. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

xvii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

A. Please follow all steps from sl. no. (i) to sl. no. (xvii) above, to cast vote.

B. The voting period begins on 9th July, 2014 at 10.00 A.M. and ends on 11th July, 2014 at 6.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date (record date) of 20th June 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

D. Members may also contact the Company's Secretarial Department at secretarial@suranaind.com or the Registrar and Transfer Agents at narasimhan@cameoindia.com

E. The result of the voting will be placed on the website of the Company <http://www.suranaind.com>, website of CDSL <http://www.evotingindia.com> and also on the website of all stock exchanges where the Company's shares are listed on or after 18th July, 2014.

**EXPLANATORY STATEMENT PURSUANT TO
SECTION 102 (1) OF THE COMPANIES ACT,
2013**

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

Item No.6

The authority was given by the members of the Company under the erstwhile provisions of section 293(1)(d) of the Companies Act, 1956, to the Board of Directors to borrow within a limit of Rs. 10,000 crore (Ten thousand crores). Such authority was granted by way of an ordinary resolution passed by Postal ballot by the Shareholders on 30th December 2010.

Section 180 of the Companies Act, 2013 which has come into force with effect from 12th September 2013 now requires such authority by way of *special resolution*. Pursuant to the provisions of Section 180 (1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in general meeting by way of special resolution, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up share capital and its free reserves, that is to say reserves

not set apart for any specific purpose.

Further in terms of General Circular no.4/2014 issued by the Ministry of Corporate Affairs, the resolution passed under the erstwhile section 293 of the Companies Act, 1956 are valid for a period of one year i.e till 12th September 2014. Consequently, it is proposed to seek fresh approval of the shareholders by way of special resolution for borrowings within a limit of Rs. 10,000 crores.

None of the Directors, key managerial personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

The Board recommends that the same be passed.

**By Order of the Board
For SURANA INDUSTRIES LIMITED**

-sd-

**DINESHCHAND
SURANA
MANAGING
DIRECTOR**

Place: Chennai

Date: 30th May, 2014

Registered Office:

No. 29, 2nd Floor, Whites Road, Royapettah,
Chennai- 600014

Email: secretarial@suranaind.com

