SAVERA INDUSTRIES LIMITED

Regd. Office : No.146, Dr.Radhakrishnan Road, Chennai 600 004

Notice pursuant to Section 192A of the Companies Act 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

To

The Shareholders

NOTICE is hereby given for seeking the approval of shareholders for the Ordinary Resolutions appended below by Postal Ballot. It may please be noted that the company is providing voting by post through postal ballot.

The statement relating to the said Ordinary Resolutions setting out material facts is annexed hereto along with a Postal Ballot Form for your consideration.

SPECIAL BUSINESS

ITEM NO. 1 : REAPPOINTMENT OF MRS.A.NINA REDDY AS JOINT MANAGING DIRECTOR AND FIXATION OF REMUNERATION.

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

RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) (or) re-enactment thereof or any amendments thereto as may be agreed between the Board and Mrs.A.Nina Reddy), the consent of the company be and is hereby accorded for the reappointment of Mrs.A.Nina Reddy, as Joint Managing Director of the Company for a period of five years with effect from 28th October, 2013 and to the payment of remuneration as set out hereunder, subject to an overall limit of 5% of the net profits of the company for each financial year computed in the manner prescribed in Sections 349 and 350 of the Companies Act, 1956.

Salary and Perquisites

Consolidated Salary per month	₹ 2,50,000/-
Contribution to PF	As per company rules
Gratuity	As per company rules
Telephones	Provision of Telephone for Official Use
Car	Provision of car with Chauffeur for office use
Commission on Net Profits	Remuneration by way of commission up to a maximum of 1% shall be paid in addition to above. The amount of it, based on the net profits of the company in a particular year, shall be subject to the overall ceilings laid down in sections 198 and 309 of the Companies Act, 1956.

RESOLVED FURTHER THAT notwithstanding anything contained above, where, in any financial year during the currency of the tenure of the Joint Managing Director, the company has no profits or its profits are inadequate, it may pay her remuneration by way of salary and perquisites and commission equivalent to the maximum permissible limit under Schedule XIII of the Companies Act, 1956 or any statutory modifications or re-enactments thereof.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to vary or increase the remuneration and perquisites including the monetary value thereof as specified above, to the extent the Board of Directors may, consider appropriate, as may be permitted or authorized in accordance with any provision under the Companies Act, 1956 or Schedules appended thereto, for the time being in force or any statutory modification or reenactment thereof and/or any rules or regulations thereunder".

RESOLVED FURTHER THAT the Board of Directors be and is hereby authroised to take such steps as the Board may consider necessary or expedient to give effect to this Resolution and to file necessary forms".

ITEM NO. 2 : REAPPOINTMENT OF MR.A.RAVIKUMAR REDDY AS MANAGING DIRECTOR AND FIXATION OF REMUNERATION

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

RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) (or) re-enactment thereof or any amendments thereto as may be agreed between the Board and Mr.A.Ravikumar Reddy), the consent of the company be and is hereby accorded for the reappointment of Sri.A.Ravikumar Reddy, as Managing Director of the Company for a period of 5 years, with effect from 1st February, 2014, and to the payment of remuneration as set out hereunder, subject to an overall limit of 5% of the net profits of the company for each financial year computed in the manner prescribed in Sections 349 and 350 of the Companies Act,1956.

Salary and Perquisites

Consolidated Salary per month	₹ 2,50,000/-
Contribution to PF	As per company rules
Gratuity	As per company rules
Telephones	Provision of Telephone for Official Use
Car	Provision of car with Chauffeur for office use
Commission on Net Profits	Remuneration by way of commission up to a maximum of 1% shall be paid in addition to above. The amount of it, based on the net profits of the company in a particular year, shall be subject to the overall ceilings laid down in sections 198 and 309 of the Companies Act, 1956.

RESOLVED FURTHER THAT notwithstanding anything contained above, where, in any financial year during the currency of the tenure of the Managing Director, the company has no profits or its profits are inadequate, it may pay him remuneration by way of salary and perquisites and commission equivalent to the maximum permissible limit under Schedule XIII of the Companies Act, 1956 or any statutory modifications or re-enactments thereof.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to vary or increase the remuneration and perquisites including the monetary value thereof as specified above, to the extent the Board of Directors may, consider appropriate, as may be permitted or authorized in accordance with any provision under the Companies Act, 1956 or Schedules appended thereto, for the time being in force or any statutory modification or reenactment thereof and/or any rules or regulations thereunder.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authroised to take such steps as the Board may consider necessary or expedient to give effect to this Resolution and to file necessary forms".

By Order of the Board
For Savera Industries Limited

Place : Chennai
Date : 12/11/2013

N.S.Mohan
Company Secretary & CFO

NOTES :

1) The Statement to be annexed to the Notice for the Ordinary Resolutions pursuant to Section 102 of the Companies Act, 2013 setting out materials facts are appended to the Notice.

2) The Companies Act, 2013 has been enacted with effect from August 29, 2013. However the provisions with respect to managerial appointments, their remuneration and passing of resolution by postal ballot have not been notified as on the date of this Notice. The new Act contains similar provisions on the aforesaid matters and requires the Company to follow similar legal obligations as provided under the Companies Act, 1956.

3) The Company has appointed Sri.R.Balasubramaniam, Practising Company Secretary, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner and to receive and scrutinize the completed Ballot Papers from the Members. The Postal Ballot Form and the self addressed business reply envelope are enclosed for use of the Members.

4) The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 22nd November, 2013.

5) You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer on or before 28th December, 2013 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of postal ballot will be announced at 4.00 P.M. on 8th January, 2014 at the Registered Office of the Company at Door No.146 Dr.Radhakrishnan Road, Chennai-600 004. The results of the Postal Ballot will be posted on the website of the Company www.saverahotel.com, besides communicating to the Stock Exchanges where the company's shares are listed.

6) Shareholders who wish to be present at the time of declaration of the result may do so.

7) The Notice together with the accompanying Statement to be annexed to the Notice may be treated as an abstract of the terms of appointment and memorandum of interest of Directors under Section 302 of the Companies Act, 1956.

STATEMENT TO BE ANNEXED TO THE NOTICE
Pursuant to Section 102 of the Companies Act, 2013.

ITEM NO. 1 : REAPPOINTMENT OF MRS.A.NINA REDDY AS JOINT MANAGING DIRECTOR AND FIXATION OF REMUNERATION.

Smt A.Nina Reddy was appointed as the Executive Director (Operations) of the Company at the Annual General Meeting of the company held on 30th Sep 2009 for a period of five (5) years with effect from 28th October 2008 and subsequently her designation has been changed as Joint Managing Director with effect from 14.02.2013. Her period of appointment as Joint Managing Director got completed on 27.10.2013. The Board of Directors of the Company at its meeting held on 12th November, 2013 has reappointed her as Joint Managing Director for a further period of five years with effect from 28.10.2013 on the remuneration as set out above. The terms of remuneration are in conformity with the provisions of the Companies Act, 1956 read with Schedule XIII thereof based on the recommendation of the Remuneration Committee which met on 12th November, 2013.

Smt A.Nina Reddy, aged about 53 years, has qualifications such as BA., DID., DCI & HK and particularly specialization in Interior Decoration and House Keeping. She is the present Joint Managing Director of the Company and devoted herself in the day today affairs of the management of the company. She has been on the Board of Savera Industries Limited since January 1999.

She is also a Director in Carewell Investments Ltd., Shyam Enterprises P Ltd., Ruchi Agro Products P Ltd.,

Elkhill Agrotech Pvt Ltd., Savera Biotech (India) P Ltd., Savera Anthuriums (P) Ltd., and Amaravathi Restaurants Pvt Ltd.,

Her reappointment therefore is in the best interests of the company.

Approval of the shareholders is therefore being sought for the re-appointment of Smt A. Nina Reddy as Joint Managing Director of the company for a further period of 5 years as per the terms and conditions and for the remuneration, as specified in the resolution.

The terms of appointment and remuneration as set out in the Resolution are in accordance with the applicable provisions of Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956.

Your Directors commend the resolution for your approval.

Smt A Nina Reddy is holding 2095812 equity shares in the company.

Smt A Nina Reddy and Ms A Nivruti Reddy are interested in the resolution set out above.

All documents referred to in above accompanying notice and statement to be annexed to the notice are open for inspection at the Registered office of the company between 10.00 AM and 1.00 PM on working days upto 28th December, 2013.

ITEM NO. 2 : APPOINTMENT OF MR.A.RAVIKUMAR REDDY AS MANAGING DIRECTOR AND FIXATION OF REMUNERATION

Sri A Ravikumar Reddy was reappointed as the Managing Director of the Company at the Annual General Meeting of the company held on 30th September, 2009 for a period of five (5) years with effect from 1st February 2009. His period of appointment as Managing Director will get completed on 31st January 2014. The Board of Directors of the Company at its meeting held on 12th November, 2013 has reappointed him as Managing Director of the company for a further period of five years with effect from 1st February, 2014 on the remuneration as set out above. The terms of remuneration are in conformity with the provisions of the Companies Act, 1956 read with Schedule XIII thereof based on the recommendation of the Remuneration Committee which met on 12th November, 2013.

Sri.A.Ravikumar Reddy is a qualified Engineer with an experience of 30 years in various industries including hotel industry. He is aged about 54 years. He devoted himself in the day today affairs of the management of the company. He has been on the Board of Savera Industries Limited since June 1994.

He is also a Director in Carewell Investments Ltd., Shyam Enterprises P Ltd., Ruchi Agro Products P Ltd., Elkhill Agrotech Pvt Ltd., Savera Biotech (India) P Ltd., Savera Anthuriums (P) Ltd., and Amaravathi Restaurants Pvt Ltd.

His reappointment therefore is in the best interests of the company.

Approval of the shareholders is therefore being sought for the re-appointment of Sri A. Ravikumar Reddy as Managing Director of the company for a further period of 5 years as per the terms and conditions and for the remuneration, as specified in the resolution.

The terms of appointment and remuneration as set out in the Resolution are in accordance with the applicable provisions of Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956.

Your Directors commend the resolution for your approval.

Sri.A.Ravikumar Reddy is holding 1603840 equity shares in the company.

Sri.A.Ravikumar Reddy, Sri.A.Tarun Reddy and Smt A Nina Reddy are interested in the resolution set out above.

All documents referred to in above accompanying notice and statement to be annexed to the notice are open for inspection at the Registered office of the company between 10.00 AM and 1.00 PM on working days upto 28th December, 2013.

By Order of the Board
For Savera Industries Limited

Place : Chennai
Date : 12/11/2013

N.S.Mohan
Company Secretary & CFO