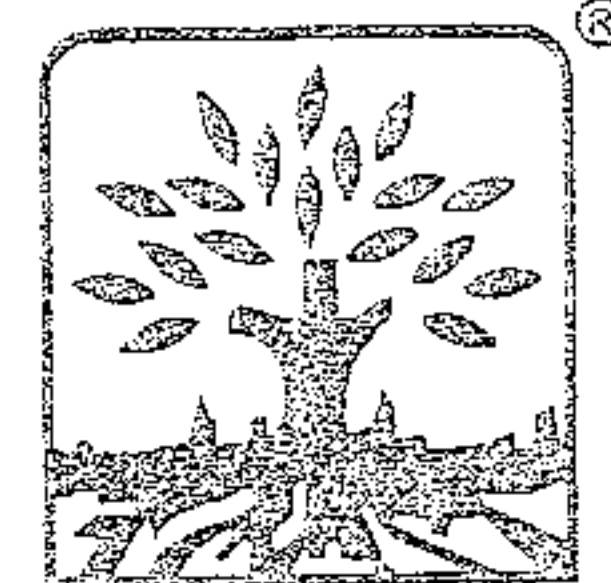




Surana Industries Limited

Regd.cum Corp. H.O. : # 29, Whites Road, II Floor,
Royapettah, Chennai - 600 014. ☎ : 2852 5127 (4 Lines) 2852 5596,
★ Fax: 044-2852 0713, ★ Grams : "GURUHASTI"
Email: suranast@vsnl.com ★ Website : www.suranaInd.com



Sil/Sec/PB/ 02

Date: 29.03.2012

The Department of Corporate Services
The Stock Exchange, Mumbai
Phiroze Jheejbhoy Towers,
Dalal Street,
Mumbai- 400 001.

Scrip Code: 513597

Dear Sir,

Sub: Submission of Postal Ballot Notice.

We hereby inform you that the Board of Directors of the Company at their Meeting held on 26th March, 2012 at the Registered Office, considered and approved the Postal Ballot Notice inter alia to issue upto a maximum of 77 lakh equity shares to persons other than promoter and promoter group.

We enclose 3 copies of Postal Ballot Notice along with the Postal Ballot Form, detailed calendar of events and paper publication for completion of dispatch.

Thanking you

Yours faithfully
For Surana Industries Limited


Venkatraman
Company Secretary

CC: 1. National Stock Exchange of India Ltd. 03
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051.
(SURANAIND)

2. Madras Stock Exchange 04
No.30, Second Line Beach,
Chennai, 600 001.

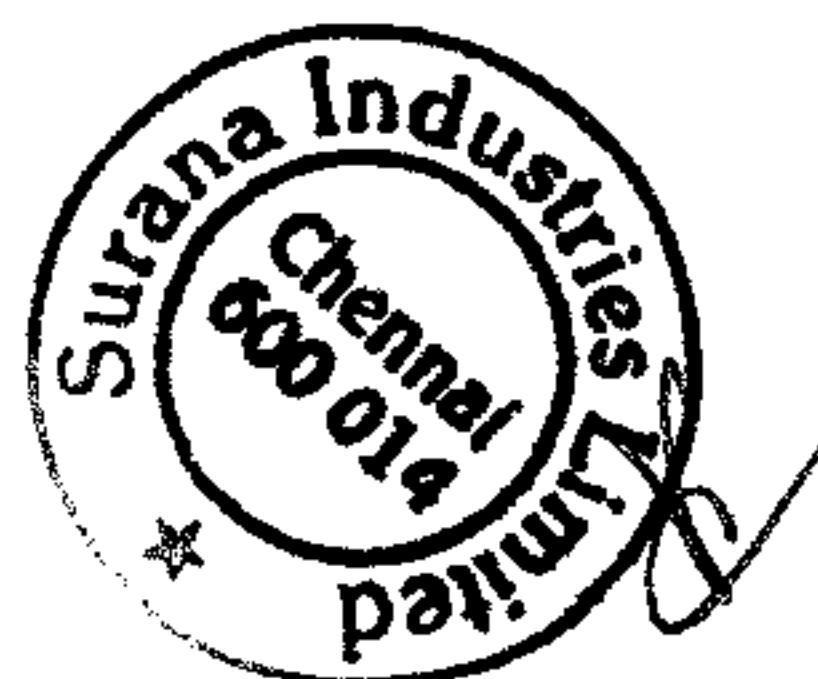
Surana Industries Limited

Regd. Cum Corp. H.O. : # 29, Whites Road, II Floor, Royapettah,
Chennai - 600 014. ☎ : 28525127(3 Lines), 28525596
Fax : 044-28521143 ★ e-mail : suranast@vsnl.com



CALENDAR OF EVENTS

S.no	Particulars	Tentative Dates
1.	Date of Board Meeting considering the Postal Ballot and approving the notice.	26.03.2012
2.	Date of Consent of Scrutinizer	26.03.2012
3.	Date of Appointment of Scrutinizer	26.03.2012
4.	Date of Board Resolution Authorising Shri.V.M.Swami, Shri.V.Aranganathan, Shri.Venkatraman for conducting the polling process	26.03.2012
5.	Intimation of Outcome of Board Meeting and event calendar with the Stock exchange.	26.03.2012
6.	Intimation of Board Resolution & Event calendar with ROC in form 62	30.03.2012
7.	Date of Despatch of notice of meeting.	31.03.2012
8.	Date of Completion of Despatch	31.03.2012
9.	Publication of Notice Completion of Dispatch in English and Tamil	31.03.2012
10.	Last date for receiving postal ballot by Scrutinizer	05.05.2012
11.	Date of Extra-Ordinary General Meeting – Results of the postal ballot	07.05.2012
12.	Signing of Minutes of Extra-Ordinary General Meeting (EGM)	10.05.2012
13.	File form – 23 with RoC	11.05.2012



Gurudev

SURANA INDUSTRIES LIMITED



Regd. and Corporate Head Office:
29, Whites Road, 2nd Floor, Royapettah,
Chennai-600 014

NOTICE TO THE SHAREHOLDERS

Members are hereby informed that the Company has, on 31st March, 2012 completed the despatch of the Notice under Section 192A along with the Explanatory Statement, Postal Ballot Form and self addressed Business Reply postage prepaid envelope to all the Members whose names appear on the Register of Members of the Company on 23rd March, 2012 for passing of Resolutions by Postal Ballot as detailed in the said Notice, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001.

The Board of Directors of the Company has appointed Mr. Swaminathan .Ganesh, Senior Partner of M/s. S. Ganesh & Associates, a firm of Practising Company Secretaries, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Members are requested to note that the Postal Ballot Forms duly completed and signed should reach the Scrutinizer not later than the close of the working hours 5.00 P.M. on Saturday, 5th May, 2012. All Postal Ballot Forms received after the said date will be treated as if reply from such Members has not been received and will not be considered.

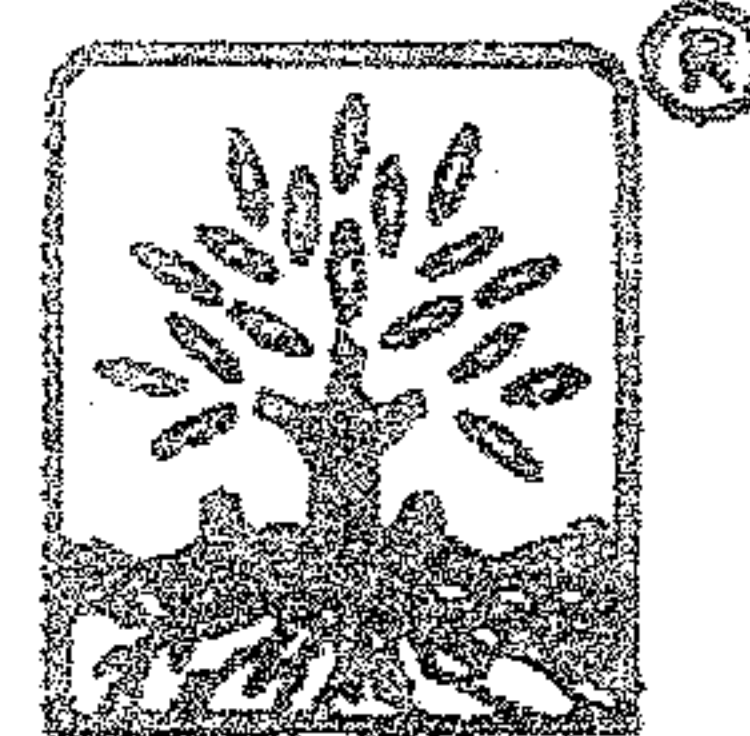
By order of the Board of Directors

For **SURANA INDUSTRIES LIMITED**

Place: Chennai-14
Date: 31.3.2012

V.M. SWAMI
WHOLETIME DIRECTOR

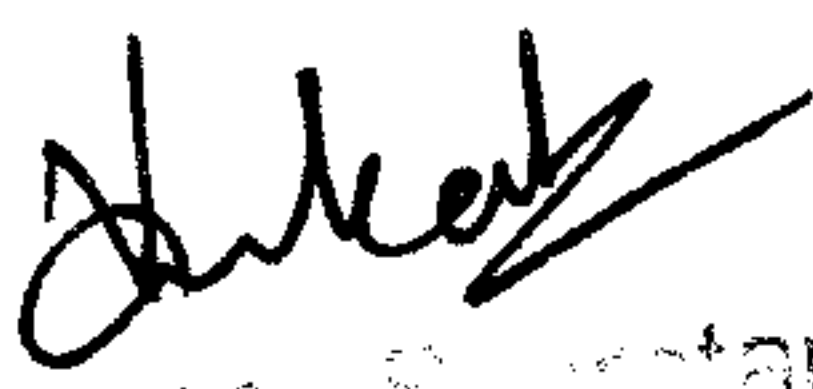
GURUDEV



SURANA INDUSTRIES LIMITED

POSTAL BALLOT NOTICE

-// Certified True Copy //-
For SURANA INDUSTRIES LIMITED


Company Secretary

Regd Office: No: 29, Whites Road, 2nd Floor, Royapettah, Chennai 600 014

Phone: 044 - 28525127/28525596 Fax: 044 - 28521143

E-mail : suranast@vsnl.com

**SURANA INDUSTRIES LIMITED**

Regd Office: No: 29, 2nd Floor, Whites Road, Royapettah, Chennai 600 014

Phone: 044 - 28525127/28525596 Fax: 044 - 28521143

Email : suranast@vsnl.com

POSTAL BALLOT NOTICE

Dear Shareholder(s):

NOTICE pursuant to Sec 192A(2) of the Companies Act 1956

Notice is hereby given that pursuant to Sec 192A(2) of the Companies Act 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 the below mentioned resolutions are to be passed as ORDINARY/SPECIAL resolutions, as indicated against each item therein, by way of POSTAL BALLOT.

The Company seeks the shareholders consent for the proposals contained in the resolutions appended below. The Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons therefor is annexed. The said Ordinary/Special resolutions and the Explanatory Statement are being sent to you along with a Postal Ballot Form (the 'Form') for your consideration. The Company has appointed Shri. Swaminathan Ganesh, Senior Partner of S. Ganesh & Associates, Practicing Company Secretaries, Chennai (Certificate of Practice No: CP 5950 of the Institute of Company Secretaries of India) as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The notice is being sent to all the Members, whose names are appearing in the Register of members as on Friday, 23rd March, 2012.

You are requested to carefully read the instructions printed on the Form and return the same duly completed, in the self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the closing of working hours i. e. 5 P.M. on Saturday, 5th May, 2012.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman of the Company.

The results of the Postal Ballot will be announced on Monday 7th May 2012 at the Registered Office of the Company by the Chairman or a Director, duly authorized by the Chairman. The results of the Postal Ballot will also be published in English and Tamil newspapers and will also be posted on the website of the Company.

All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company between 11 A.M. and 1 P.M. on working days upto and on Saturday, 5th May, 2012.

Item No: 1:**PREFERENTIAL ISSUE OF EQUITY SHARES TO PERSONS OTHER THAN PROMOTER AND PROMOTER GROUP:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 81(A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force), provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited (herein after referred to as “BSE”), the National Stock Exchange Limited (herein after referred to as “NSE”) and the Madras Stock Exchange Limited (hereinafter referred to as “MSE”), rules/regulations/guidelines issued by the Securities and Exchange Board of India (hereinafter referred to as “SEBI”), rules and regulations of BSE, NSE and MSE where the Equity Shares of Company are listed, intimation and permission as may be necessary from the Government of India, the Reserve Bank of India (hereinafter referred to as “RBI”), Foreign Exchange Management Act, 1999 (hereinafter referred to as “FEMA”) and all other appropriate statutory and other authorities and institutions, under applicable legislations, rules, regulations, guidelines and contracts for the time being in force, and subject further to such other terms and conditions, stipulations, alterations, amendments, modifications or variations, the Board of Directors for the time being authorized by the Company to exercise powers (hereinafter referred to as “the Board” which term shall be deemed to include any committee of Directors for the time being authorized by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution) is authorized to accept as it may deem fit, consent and approval of the members of the Company which is hereby accorded to the Board to create, offer, issue and allot on a Preferential basis upto a maximum of 77,00,000 (Seventy Seven Lakhs only) fully paid up Equity Shares of the Company of face value of Rs.10/- (Rupees Ten only) each, which shall be issued and allotted at a premium of Rs. 490/- (Rupees Four hundred ninety only) each, for cash, to all or any of the following:

S.No.	Name of the Allottee	Category	Status	Maximum No. of equity shares to be allotted
1.	M/s. BLS Power Solution Limited Formerly Sharma Alloys (India) Limited	Non-Promoter	Indian Company	15,00,000
2.	M/s. Vinayaga Infra (I) Limited	Non-Promoter	Indian Company	15,00,000
3.	M/s. Grant India Logistics Limited	Non-Promoter	Indian Company	20,00,000
4.	M/s. Agate International Ltd	Non-Promoter	Foreign Company	7,00,000
5.	M/s. Gentlemen Investments Pvt. Limited	Non-Promoter	Indian Company	10,00,000
6.	M/s. Wealth Investment Company India Pvt Limited	Non-Promoter	Indian Company	10,00,000
	TOTAL			77,00,000

RESOLVED FURTHER THAT the price of equity shares so issued shall not in any case be less than the minimum price determined as per the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR) Regulations" in his respect i.e.

1. The average of Weekly high and low of closing prices of the Company's shares quoted on the Stock Exchange (BSE) during the six months preceding the relevant date.

or

2. The average of Weekly high and low of closing prices of the Company's shares quoted on the Stock Exchange (BSE) during the two weeks preceding the relevant date, whichever is higher.

RESOLVED FURTHER THAT the 'Relevant Date' determined in terms of Regulation 71 of Chapter VII of the SEBI (ICDR) Regulations is 7th April, 2012.

RESOLVED FURTHER THAT the above issue of Equity shares shall be subject to the following terms and conditions:

1. The aforesaid new Equity Shares shall be issued subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing fully paid up Equity Shares in the share capital of the Company.
2. Such new Equity Shares are to be listed on BSE, NSE and MSE where the present Equity Shares of the Company are listed, subject to the terms and conditions that may be imposed by those Stock Exchanges.
3. The new Equity Shares shall be allotted not later than 15 days from the date of passing of this special resolution; provided that where the allotment of the new Equity Shares are pending on account of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed not later than 15 days from the date of such approval or such extended period as may be permitted under the applicable SEBI (ICDR) Regulations, 2009.
4. The Board shall be entitled to vary, modify or alter any of the terms and conditions including size of issue as it may deem expedient or in the interests of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 the fresh equity shares to be allotted shall be locked in from the date of allotment for a period of one year or such other period as prescribed under SEBI (ICDR) Regulations, 2009 and that the equity shares shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the company to accept and make any alteration, modification to the terms and conditions concerning any aspect of the issue and to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable or expedient for the purpose of giving effect to the aforesaid resolution, listing of securities thereof with the stock exchange(s), to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of shares and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT such of these Securities to be issued as are not subscribed may be disposed of by the Board to such persons in such manner and on such terms as the Board in its absolute discretion thinks fit, in the best interests of the Company and as is permissible in law.”

-/ By Order of the Board of Directors /-
For **SURANA INDUSTRIES LIMITED**

Date: 26th March, 2012

Place : Chennai - 14.

Sd-
DINESHCHAND SURANA
MANAGING DIRECTOR



SURANA INDUSTRIES LIMITED

Regd Office: No: 29, 2nd Floor, Whites Road, Royapettah, Chennai 600 014

Phone: 044 - 28525127/28525596 Fax: 044 - 28521143

Email : suranast@vsnl.com

POSTAL BALLOT FORM

To

1. Name of Share holder(s)(In Block Letters)
(Including Joint Holders, if any)

2. Registered Address of the
sole / first named shareholders:

3. Registered Folio No:/DP.ID No:
Client ID No:
(Applicable to investors holding
shares in dematerialized form)

4. Number of shares held:
I/ We hereby exercise my/ our vote in respect of the SPECIAL RESOLUTION to be passed through Postal Ballot for the business stated in the Notice of the Company dated 26th March 2012 by sending my/ our assent or dissent to the said resolution by placing the tick(✓) mark at the appropriate box below:

Item nos :	No. of Shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1. Special Resolution : Preferential issue of upto a maximum of Seventy Seven lakhs (77,00,000) equity Shares of Rs. 10/- each at a premium of Rs. 490/- per share, Under Section 81 (1A) of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001.			

Place :

Date :

Signature of the Shareholder(s)

Email :

Note : Please read carefully the instructions before exercising your Vote.

INSTRUCTIONS

1. The Notice is being sent to all the Members whose name would appear in the Register of Members on Friday, 23rd March 2012.
2. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed Postage Pre-paid envelope.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
5. Incomplete, unsigned or incorrectly ticked Postal Ballot will be rejected.
6. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
7. The Postal Ballot shall not be exercised by a Proxy.
8. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holders.
9. Duly completed Postal Ballot form should reach the Scrutinizer not later than the close of working hours 5 p.m. on Saturday, 5th May, 2012. All Postal Ballot forms received after this date, will be treated as if reply from the shareholders has not been received.
10. In case of shares held by Companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority.
11. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders on the date of despatch of the Notice.
12. Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956:

In order to meet a part of its working capital requirement, repayment of existing unsecured debts (ICD's), normal business operations, ongoing expansion projects and purchase/ lease of capital equipments as also for undertaking expansion projects in future, the Company proposes to raise by way of fresh issue of Equity Shares on Preferential basis.

Section 81 of the Companies Act, 1956, provides, inter-alia, that where it is proposed to increase the subscribed Share Capital of the Company by issue and allotment of further Shares, such further Shares shall be offered to the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion to the capital paid up on those Shares as of that date unless the Shareholders in a general meeting decide otherwise. The Listing Agreements executed by the Company with the various Stock Exchanges also provide that the Company shall issue or offer in the first instance all securities to the existing Equity Shareholders of the Company unless the Shareholders in a general meeting decide otherwise.

The Special Resolution thus, seeks the consent of the Shareholders authorizing the Board to make the proposed issue of Securities.

1. Objects of the Preferential Issue:

The objects of the proposed issue of Equity Shares are for meeting working capital requirements, capital expenditure plans (expansion programme), repayment of unsecured loans (inter corporate deposits), part repayment of Bank loan and general corporate requirements.

2. Intention of promoters/ Directors/ Key Management Persons to subscribe to the Preferential Offer:

None of the promoters / promoter group or Key Management Persons have any intention to subscribe to the preferential issue.

3. Shareholding pattern before and after issue:

S. No	Category	Pre-Issue		Post Issue	
		No. of Shares	% Holding	No. of Shares	% Holding
A.	Promoters Holdings				
i.	Promoter Group	2,03,07,502	69.92	2,03,07,502	55.26
B.	Non-Promoters Holdings (Public)				
i.	M/s. BLS Power Solution Limited Formerly Sharma Alloys (India) Limited	700,000	2.41	22,00,000	5.98
ii.	M/s. Vinayaga Infra (I) Limited	23,311	0.08	15,23,311	4.14
iii.	M/s. Grant India Logistics Limited	-	-	20,00,000	5.45
iv.	M/s. Agate International Ltd, Singapore	-	-	7,00,000	1.91
v.	M/s. Gentlemen Investments Pvt. Limited	-	-	10,00,000	2.72
vi.	M/s. Wealth Investment Company India Pvt Limited	-	-	10,00,000	2.72
C.	Others (Public)	87,13,809	27.59	87,13,809	21.81
	Total (A+B+C)	2,90,44,622	100.00	3,67,44,622	

4. Identity of the proposed allottees:

The allottees of the proposed Equity shares have confirmed their readiness in writing to subscribe for the Equity shares of the Company as per the price formula fixed by SEBI (ICDR) Regulations.

The proposed allottees and their percentage holdings, pre and post preferential issue Capital are as given under the following table:

Sr. No.	Name & address of the proposed allottees	Category	Status	Pre-Issue		Post-Issue	
				No. of Shares	% Holding	No. of Shares	% Holding
1.	BLS Power Solution Limited* PAN: AAFCS1077B	Non-promoter	Indian Company	70,00,000	2.41	22,00,000	5.98
2.	Vinayaga Infra (I) Limited PAN: AAACV3679B	Non-promoter	Indian Company	23,311	0.0802	15,23,311	4.14
3.	Grant India Logistics Limited PAN: AADCK5380R	Non-promoter	Indian Company	-	-	20,00,000	5.44
4.	Agate International Ltd PAN: AAKCA2227J	Non-promoter	Foreign Company	-	-	7,00,000	1.91
5.	Gentlemen Investments Pvt. Limited PAN: AAECG3861C	Non-promoter	Indian Company	-	-	10,00,000	2.72
6.	Wealth Investment Company India Pvt Limited PAN: AABCW1370K	Non-promoter	Indian Company	-	-	10,00,000	2.72
	TOTAL			7,23,311	2.49	84,23,311	22.91

* Formerly Sharma Alloys (India) Limited

5. Issue Price and Relevant Date:

The issue price of Rs. 500/- per Equity Share which shall not be lower than the minimum price to be calculated in accordance with the SEBI (ICDR) Regulations and for this purpose the 'Relevant Date' i.e. 7th April 2012.

6. Board Composition:

Post Issue/Allotment, there are no changes in the composition on the Board of Directors.

7. Changes in control:

There is no change in control consequent to the allotment of shares in the preferential issue.

8. Proposed time within which the allotment shall be completed:

The Company will complete the allotment within 15 days of the date of passing of the resolution by the Shareholders or the date on which the Company obtains all applicable Government / Regulatory approvals for consummating transaction contemplated herein, whichever is later. The Shares may be issued in Physical or electronic mode as the case may be.

9. Auditors' Certificate:

The Minimum price at which the Equity Shares would be issued to the proposed allottees can not be exactly determined before issue of this notice to the shareholders as it is required to be calculated in accordance with the formula prescribed under Regulation 73(2) SEBI (ICDR) Regulation, 2009. The Auditor's Certificate under Regulation 73(2) SEBI (ICDR) Regulation shall thus be available for inspection at the Registered office of the Company between 11:00 A.M. and 1:00 P.M. on any working day except Public Holidays from the Relevant Date (i.e. 7th April 2012) upto the last date for voting under Postal Ballot (i.e. 5th May 2012) and shall also be available at the date of declaration of result of the Postal Ballot (i.e. 7th May 2012.)

10. Lock- in period for Shares proposed to be allotted:

The Shares to be allotted to the proposed allottees in terms of aforesaid resolution shall be subject to a lock in from the date of allotment for a period of 1 year or such other period as prescribed under the SEBI (ICDR) Regulations. The aforesaid allotment does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer and is in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Shares to be allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari-passu* with the existing Equity Shares of the Company.

The resolution set out in the notice is recommended for approval of the Shareholders.

None of the Directors of your Company is concerned or interested in the said resolution.

-/ By Order of the Board of Directors /-
For **SURANA INDUSTRIES LIMITED**

Date: 26th March, 2012

Place : Chennai - 14.

Sd-
DINESHCHAND SURANA
MANAGING DIRECTOR