

GURUDEV



SURANA INDUSTRIES LIMITED

CIN : L27104TN1991PLC020533

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Regd Office : No. 29, Whites Road, 2nd Floor, Royapettah, Chennai - 600 014.
Phone : 044-2852 5127 / 2852 5596 Fax : 044 - 28521143



Surana Industries Limited

CIN : L27104TN1991PLC020533

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of M/s. **Surana Industries Limited** will be held on the **Tuesday, the 30th September, 2014 at 04.00 p.m.** at No.30, G.N.T Road, Madhavaram, Chennai - 600 110 to transact the following businesses :

SPECIAL BUSINESS :

ITEM NO. 1 - APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

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

"RESOLVED THAT pursuant to Section 139(8) and such other applicable provisions, if any, of the Companies Act, 2013, **M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Chennai** having firm registration number 117366W/W 100018 be and are hereby appointed as the Statutory Auditors of the company to fill the vacancy caused by the resignation of **M/s. C.S.P Jain & Co, Chartered Accountants, Chennai** and to hold office until the conclusion of the next Annual General Meeting on such terms and conditions and at such remuneration plus service

tax, out of pocket, travelling expenses, etc., as may be mutually agreed between the Board of Directors and the Statutory Auditors."

ITEM NO. 2 - APPOINTMENT OF Dr. S.K.GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, **Dr. S.K.Gupta (DIN 00011138)**, a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from **30th September, 2014.**"



ITEM NO. 3 - APPOINTMENT OF SHRI. K.N.PRITHVIRAJ AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, **Shri. K.N.Prithviraj (DIN 00115317)**, a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from **30th September, 2014.**"

ITEM NO. 4 - APPOINTMENT OF SHRI. B.S.PATIL AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, **Shri. B.S.Patil (DIN 00061959)**, a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from **30th September, 2014.**"

ITEM NO. 5 - RATIFICATION OF REMUNERATION PAYABLE TO M/S. JV ASSOCIATES, APPOINTED AS COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2014-15

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, **M/s. JV Associates, Cost & Management**



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Accountants, Chennai (Firm Registration Number : 100212) appointed as Cost Auditors by the Board of Directors of the Company, to audit the cost records of the Company for the financial year 2014-15, be paid a remuneration of Rs. 1,00,000 per annum plus service tax, out of pocket, travelling expenses etc., as may be mutually agreed between the Board of Directors and the Auditors."

-/ By Order of the Board/-

For SURANA INDUSTRIES LIMITED

-sd-

DINESHCHAND SURANA
MANAGING DIRECTOR
(DIN: 00007032)

Place : Chennai

Date: 28th August, 2014.

Notes :

1. A MEMBER, ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT 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.

4. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorising such representative(s) to attend and to vote on their behalf at the Meeting.



5. A Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of the notice.
 6. Members are advised to quote the Registered Folio Numbers/ DPID & client ID Number in all correspondences with the company.
 7. 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.
 8. 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.
 9. In compliance with the 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.
 10. The Company has appointed Shri. Soy Joseph, (Membership Number : 5612) Partner, M/s. JM & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- E-voting process :**
11. 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.



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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 :

User Id	For Members holding shares in DEMAT form For NSDL:8 Character DP ID followed by 8 digits Client ID For CDSL:16 digits beneficiary ID	For members holding shares in Physical form. 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 share holders)	
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. Incase 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. Incase 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 onto <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 September 23, 2014 at 10.00 A.M. and ends on September 25, 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 August 29, 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 help desk. [evoting @cdslindia.com](mailto: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 shall be declared on or after the Extra-ordinary General Meeting of the Company. The result declared along with the Scrutinizer's Report shall be placed on the Company's website and on the



website of CDSL within 2 (two) days of passing of the resolutions at the Extra-ordinary General Meeting of the Company and shall be communicated to the respective Stock Exchanges.

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

As required by section 102 of the Companies Act, 2013, the following Statement sets out all material facts relating to the businesses mentioned in the accompanying Notice :

ITEM NO.1

M/s. C.S.P Jain and Co., Chartered Accountants, Chennai have tendered their resignation vide their letter dated 19th August, 2014 from the position of Statutory Auditors due to personal reasons, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged under section 139 (8) of the Companies Act, 2013. The casual vacancy caused by the resignation of auditors is required to be filled by the Board within 30 days of the resignation and is required to be approved by the members with 3 months from the date of approval of the Board of Directors. Accordingly, the Board of Directors of the

Company vide resolution dated August 28, 2014 passed by circulation, have appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Chennai, having Firm Registration Number 117366W/W 100018, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. C.S.P Jain and Co., Chartered Accountants.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Chennai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board recommends the resolutions set forth in Item no. 1 for the approval of the members.

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

ITEM NO.2 TO 4

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Dr. S.K.Gupta, Shri. K.N.Prithviraj and Shri.B.S.Patil, as



Independent Directors at various times, in compliance with the requirements of the said clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013 which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of these directors as Independent Directors with effect from 30th September, 2014.

Dr. S.K.Gupta, Shri. K.N.Prithviraj and Shri.B.S.Patil, Non-Executive Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, The appointment of these Directors as Independent

Directors is now being placed before the Members for their approval.

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

The Board recommends the resolutions set forth in Item no. 2 to 4 for the approval of the members.

A brief profile of the Independent Directors to be appointed is given below :

Dr. S.K. Gupta is the Chairman of BMM Ispat Ltd. and has earlier been Vice Chairman of Jindal Vijayanagar Steel. He has also held the position of Managing Director of Rourkela Steel Plant and Chairman of Mecon India Ltd. in the past. He has been an advisor to the Government of India and Ministry of Steel. He was recently conferred with ***the life time achievement award*** by the Government of India for his invaluable contributions in the field of metallurgy.



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Name	Dr.S.K.Gupta
Father's Name	Shri. Sushil Kumar Biswas
Age	76 Years
Expertise in Specific functional area	Rich experience in Steel sector and acted as advisor to the Government of India and Ministry of Steel
Other Company Directorship	Sobha Developers Limited JSW Steel Limited JSW Holdings Limited Jindal Saw Limited Jindal South West Holdings Limited
Membership of Board & Committees	JSW Steel Limited - JSW Holding Limited - Sobha Developers Limited - Audit Committee Investor Grievances Committee
No of Shares	07

Shri. K.N. Prithviraj has previously served Oriental Bank of Commerce as Chairman and Managing Director. He has also served in the capacity of Executive Director for United Bank of India. He has over four decades of experience of 41 years in the banking industry. He currently service as the Nominee of SUTTI on the Board of Axis Bank Ltd.

**Surana Industries Limited**

CIN : L27104TN1991PLC020533

Name	Shri.K.N.Prithviraj
Father's Name	Shri. Natrajan
Age	67 Years
Expertise in Specific functional area	Experience of around 41 years in Banking Industry
Other Company Directorship	Axis Bank Limited Brickwork ratings India private limited Dwarikesh Sugar Industries Limited PNB Investment Services Limited National Financial Holdings Company Limited IL & FS Infra Asset Management Limited Can Fin Homes Limited
Membership of Board & Committees	Axis Bank Limited - Audit Committee
No of Shares	Nil

Shri. B.S. Patil has served as the Chief Secretary to Govt. of Karnataka. He has also headed KSFC & KSIIDC for a period of 7 years. He held the position of the Principal Secretary to Govt. in Department of Commerce and Industries on three occasions spanning across 8 years. His career has helped him establish contacts with eminent people and institutions across the country, that hold him in very high regard. He has an experience of over 40 years in administrative services.

**Surana Industries Limited**

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Name	Shri.B.S.Patil
Father's Name	Shri. Sanganagowda Rudragowda Patil
Age	70 Years
Expertise in Specific functional area	Experience of around 41 years in Banking Industry
Other Company Directorship	Suprajit Engineering Limited Shetron Limited AMR India Limited Scotts Garments Limited Surana Green Power Limited Surana Green Energy Limited International Power Corporation Limited Prasanna Power Limited Trinethra Energy Conversions Limited Weir India Private Limited BRS Precision Manufacturing Private Limited
Membership of Board & Committees	Shetron Limited- Shareholders Grievance Committee Suprajit Engineering Limited- Shareholders Grievance Committee AMR Construction Co. Limited- Audit Committee
No of Shares	Nil

ITEM NO. 5

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company.



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On the recommendation of the Audit Committee, the Board has considered and approved the appointment of **M/s. JV Associates, Cost & Management Accountants, Chennai** having Firm Registration Number : 100212 as the Cost Auditor for the financial year 2014-15 at a remuneration of Rs.1,00,000 per annum plus service tax, out of pocket, travelling expenses, etc., as may be mutually agreed between the Board of Directors and the Auditors.

In accordance with the provisions of the Section 148 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company.

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

The Board recommends the resolutions set forth in Item no. 5 for the approval of the members.

By Order of the Board
For SURANA INDUSTRIES LIMITED
-sd-
DINESHCHAND SURANA
MANAGING DIRECTOR
(DIN: 00007032)

Place: Chennai

Date: 28th August, 2014.

Registered Office:

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

CIN: L27104TN1991PLC020533

Email: secretarial@suranaind.com

**Surana Industries Limited**

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PLEASE FILL ATTENDACE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional Slip at the venue of meeting.

DP ID*	
Client ID*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHARE HOLDER :

I hereby record my presence at the Extra Ordinary General Meeting of the Company at No.30, G.N.T Road, Madhavaram, Chennai - 600 110 on Tuesday, the 30th September, 2014 at 04.00 p.m.

* Applicable for investors holding shares in electronic form

Signature of Shareholder/Proxy

Tear here

GURUDEV

PROXY FORM

**Surana Industries Limited**

CIN : L27104TN1991PLC020533

Registered Office: No. 29, Whites Road, 2nd floor, Royapettah, Chennai- 600014.

(Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s) :	
Registered Address :	
e-mail Id :	
Folio No. / Client ID :	
DP ID :	

I/We, being the member(s) of _____ shares of Surana Power Limited, hereby appoint :

1. _____ of _____ having e-mail id _____ of failing him;
2. _____ of _____ having e-mail id _____ of failing him;
3. _____ of _____ having e-mail id _____:

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting, to held on Tuesday, September, 30,2014 at 4.00 p.m at Door No.30 G N T Road, Madhavaram, Chennai 600 110 at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS
1. Appointment of Statutory Auditor To Fill Casual Vacancy
2. Appointment of Dr. S.K.Gupta as an independent director of the company
3. Appointment of Shri. K.N.Prithviraj as an independent director of the company
4. Appointment of Shri. B.S.Patil as an independent director of the company
5. Ratification of remuneration payable to M/s. JV associates, appointed as cost auditor of the company for the FY 2014-15

Signed this day of 2014

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix a
1 Re
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



Surana Industries Limited

CIN : L27104TN1991PLC020533

To :

If undelivered, please return to :

Surana Industries Limited

Regn. - cum - Corporate H.O. :

No. 29, Whites Road, 2nd Floor, Royapettah, Chennai - 600 014.

Phone : 044 - 2853 5127 (3 Lines)

Fax : 044 - 2852 0713

Email : surana@suraind.com

Web : www.suraind.com