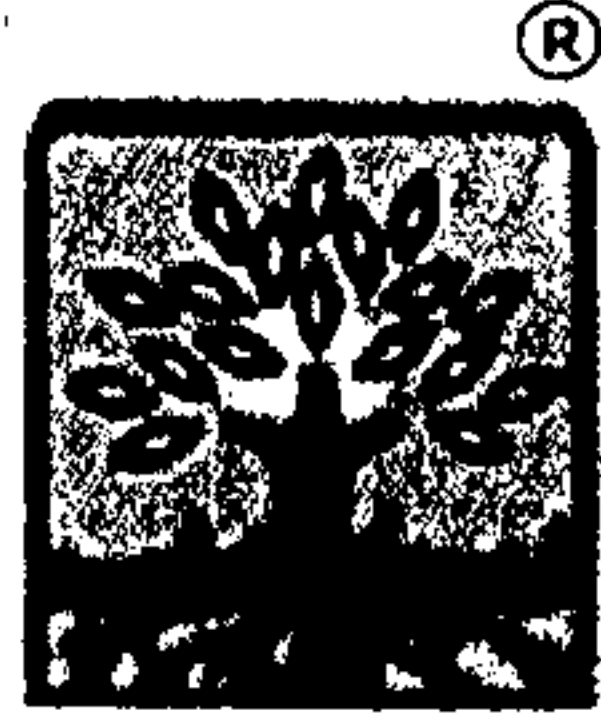


GURUDEV



SURANA INDUSTRIES LIMITED

(CIN: L27104TN1991PLC020533)

POSTAL BALLOT NOTICE

Regd Office: No. 29, Whites Road, 2nd Floor, Royapettah, Chennai - 600 014.
Phone: 044-2852 5127 / 2852 5596 Fax: 044 - 28521143
E-mail : surana@suranaind.com Website : www.suranaind.com

For SURANA INDUSTRIES LIMITED

[Handwritten Signature]
Company Secretary

D. NEM SENTHIL RAJ
Company Secretary
M. No. A25451

GURUDEV

Surana Industries Limited

(CIN: L27104TN1991PLC020533)

Regd. office No.29, Whites Road, II Floor, Royapettah, Chennai - 600 014

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



POSTAL BALLOT NOTICE

To,
The Members

Notice pursuant to Section 110 of the Companies Act, 2013.

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with The Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) the company is seeking the consent of its members for the below mentioned resolutions by way of Postal Ballot which includes voting by electronic means.

An Explanatory Statement pertaining to the resolutions proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Company has appointed Shri. Soy Joseph, Senior Partner [M.No: A5612] of M/s. JM & Associates, Practising Company Secretaries, Chennai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5.30. P.M on, Wednesday the 04th day of February, 2015. The Scrutinizer after completion of the scrutiny will submit his report to the Managing Director of the Company on Friday, the 06th day of February, 2015. The results of the postal ballot will be declared by the Managing Director or in his absence by any Director authorized by the Board in this regard on Friday, the 06th day of February, 2015. The results will also be posted on the website of the Company www.suranaind.com. The results shall be intimated to the Stock Exchanges where the shares of the Company are listed and also to general public through press release in newspapers.

Members may note that as required under Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility to the members of the Company. Accordingly the Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically. Members desiring to opt for the e-voting facility are requested to read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

The Resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

For SURANA INDUSTRIES LIMITED

Handwritten signature
Company Secretary

POSTAL BALLOT NOTICE**SPECIAL BUSINESSES:****ITEM NO: I****Mortgaging/Charging of the properties of the Company:**

To consider and, if thought fit, to give assent/ dissent to the following Special Resolution with or without modification(s):

“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,

For SURANA INDUSTRIES LIMITED

Hemant Kumar
Company Secretary

POSTAL BALLOT NOTICE

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."

ITEM NO: 2**Amendment of the Liability Clause of Memorandum of Association:**

To consider and, if thought fit, to give assent/dissent to the following Special Resolution with or without modification(s):

"RESOLVED THAT pursuant to provisions of Section 4, Section 13 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) 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."

ITEM NO: 3**Ratification of Corporate Debt Restructuring Mechanism in relation to the Company's debt:**

To consider and, if thought fit, to give assent/dissent to the following Special Resolution with or without modification(s):

"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

For SURANA INDUSTRIES LIMITED

Hemantilal
Company Secretary

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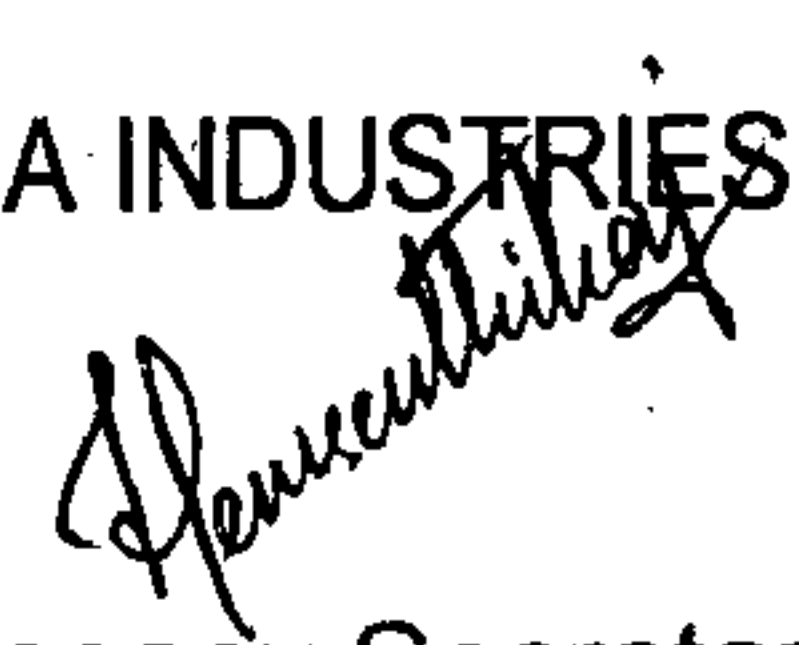
the Government of India, the Reserve Bank of India ("**RBI**") and any regulatory or other appropriate authorities (including but not limited to Securities and Exchange Board of India ("**SEBI**")), and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory 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."

ITEM NO: 4**Issue of Equity Shares on Preferential basis to the Promoters:**

To consider and, if thought fit, to give assent/ dissent to the following Special Resolution with or without modification(s):

"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

For SURANA INDUSTRIES LIMITED


 Company Secretary

POSTAL BALLOT NOTICE

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 (including conversion of unsecured loan) 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;

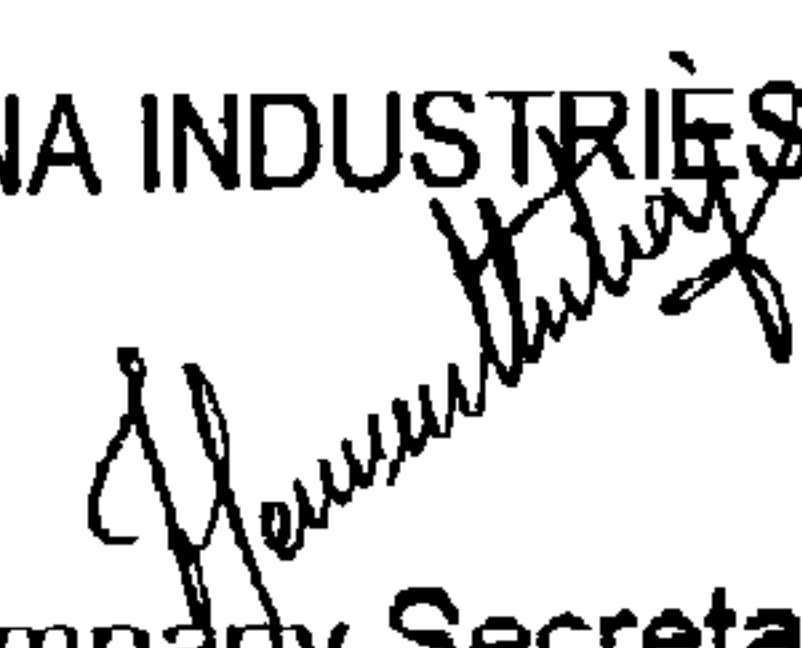
RESOLVED FURTHER THAT the said equity shares shall be subject to the lock-in as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for Preferential Issue;

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 (including any statutory modification(s) or re-amendments thereof for the time being in force) is 7th March, 2014, the date of approval of the 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."

For SURANA INDUSTRIES LIMITED


 Company Secretary

POSTAL BALLOT NOTICE**ITEM NO: 5****Revision in Remuneration payable to Shri. G.R. Surana, (DIN: 00007105) Executive Chairman of the Company:**

To consider and, if thought fit, to give assent/ dissent to the following Special Resolution with or without modification(s):

"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 & 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."

ITEM NO: 6**Revision in Remuneration payable to Shri. Dineshchand Surana, (DIN: 00007032) Managing Director of the Company:**

To consider and, if thought fit, to give assent/ dissent to the following Special Resolution with or without modification(s):

"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

POSTAL BALLOT NOTICE

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 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 & 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, 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."

By Order of the Board
For Surana Industries Limited

-Sd/-

Dineshchand Surana
Managing Director
(DIN: 0007032)

Place : Chennai.

Date : 14th November, 2014.

Registered Office:

No.29, Whites Road, 11th Floor,
Royapettah,
Chennai 600 014

NOTES:

1. Explanatory Statement setting out all the material facts concerning each item of the proposed special business and reasons thereof pursuant to Section 102 of the Companies Act, 2013 is annexed to this Notice.
2. The Company has appointed Shri. Joy Joseph, Senior Partner (in retirement), Practising Company Secretaries, Chennai to act as the Scrutinizer for conducting the postal ballot process, in a fair and transparent manner.
3. 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 14th November, 2014.
4. In compliance with provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, to all the Members of the Company.

For SURANA INDUSTRIES LIMITED

Hemant Singh
Company Secretary

POSTAL BALLOT NOTICE

5. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.

The instructions for Members for e-voting are as under:

- (a) In case of Members receiving intimation by e-mail from CDSL and opting to vote through e-voting process:
 - (i) Open e-mail and open PDF File viz; "SIL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF File contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.cdsl.com>
 - (iii) Click on Shareholder - Login.
 - (iv) Insert user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active E-voting Cycles.
 - (vii) Select "EVSN" of Surana Industries Limited.
 - (viii) Now you are ready for e-Voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolutions, you will not be allowed to modify your vote.
 - (xii) For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at soy@saspartners.com with a copy marked to evoting@cdsl.co.in.
 - (b) In case of Members receiving Postal Ballot Form by Post and opting to vote through e-voting process. Can refer Point no. 7(a) in Notes.
 - (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Members available at the Downloads section of www.evoting.cdsl.com.
 - (d) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
 - (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then they shall not vote by Physical Ballot or vice versa. However, in case of Members casting their vote both by Physical Ballot and e-voting, then

For SURANA INDUSTRIES LIMITED

[Signature]
Company Secretary

POSTAL BALLOT NOTICE

voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

7. Members holding shares in physical form desiring to exercise vote by e-voting and physical Postal Ballot are requested to carefully read the instructions given below :

a) Instructions for Member holding shares in physical form

User ID	For Members holding Shares in physical form : Folio No registered with the company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department when prompted by the system while e-voting.
DOB#	Enter the Date of Birth as recorded in your account or in the Company records for folio in dd/mm/yy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your account or in the Company records for the said folio. After entering these details appropriately, click on "SUBMIT" tab.

- (b) A member desiring to exercise vote by postal ballot may complete this form (no other form are photocopy thereof is permitted) and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Wednesday, 04th day of February, 2015. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Members will also be accepted.
8. The voting period for e-voting module ends on Wednesday, 04th day of February, 2015. The e-voting module will be disabled by CDSL at 05.30 p.m. on the same day.
9. In cases where the Postal Ballot Form has been signed by an Authorized Representative of a Body Corporate, certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
10. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. Friday, 14th November, 2014.
11. The Postal Ballot Forms received after 04th February, 2015 will be treated as if reply from the members has not been received.

* Members who have not updated their PAN with the company pre requested to use their 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 company, please enter the folio number in the dividend bank details field.

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

For SURANA INDUSTRIES LIMITED

Ramant Singh
Company Secretary

POSTAL BALLOT NOTICE



12. The Scrutinizer will submit his report addressed to the Managing Director of the Company, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The results of the Postal Ballot will be announced on Friday, 06th February, 2015 and communicated to the Stock Exchanges where the Company's shares are listed. The results of the Postal Ballot will also be displayed on the Company's website www.suranaind.com. besides communicating to the stock exchanges on the exchanges on which shows shares of the company are listed.
13. The Board of Directors of the Company has appointed Shri Dineshchand Surana (DIN: 00007032), Managing Director as the person responsible for the entire Postal Ballot process.
14. Documents specifically stated in the Explanatory Statement are open for inspection at the Registered Office of the Company between 02.00 p.m. to 05.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the last date for Voting under Postal Ballot.

For SURANA INDUSTRIES LIMITED

Hemant Singh
Company Secretary



ANNEXURE TO POSTAL BALLOT NOTICE

EXPLANATORY STATEMENT

Explanatory Statement for Resolution under Item No. 1 to 6 pursuant to Section 102 of the Companies Act, 2013 [herein after referred to as the "Act"]

ITEM NO.1

The Board was authorized under the erstwhile Section 293(1) (a) of the Companies Act, 1956 to encumber and charge the assets and properties of the Company. Such authority was granted by way of an ordinary resolution passed by the Shareholders of the Company at their General Meeting held on 30th December, 2010.

Section 180(1)(a) of the new Companies Act, 2013 which has come into force on and from 12th September, 2013 now requires such authority by way of special resolution.

Accordingly, the consent of the members is being sought in accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 by way of special resolution for creating any mortgage, encumbrance and/or charge and ratifying any such act done on or after 12th September, 2013.

The revision in the powers is sought to ensure compliance on account of the revision in the loan profile due to restructuring of the debt as per the CDR regulations and to meet any long term fund requirements. The proposed borrowings of the Company may, if necessary, be secured by way of charge/Mortgage/hypothecation on the Company's assets in favour of the lenders /holders of securities/trustees for the holders of the said securities as mentioned in the Resolution under Item No.1. As the documents to be executed between the lenders/security holders/trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013.

The above proposals are in the interest of the Company and the Directors recommend the Resolutions in Item No. 1 of the Notice for approval by the members as a special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

ITEM NO.2

In order to comply with the provisions of Section 4(1)(d)(i), Section 3 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

ITEM NO.3

The special resolution as provided in Item No.3 proposed to be passed by the members of Surana Industries Limited ("the Company") by Postal Ballot, shall be deemed to be an authorization, confirmation and ratification by the members of the Company, in terms of Regulation 10(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 ("Takeover Code") to the scheme of Corporate Debt Restructuring set out in letter of approval dated 13th March, 2014 (the "CDR LOA"), issued by the Corporate Debt Restructuring Cell and the master restructuring agreement dated March 24, 2014 between the company and the CDR Lenders (the "MRA").



The Company has been facing liquidity constraints due to sectoral market imbalances and general economic slowdown in the past. The domestic steel industry has been affected due to the ban on iron ore mining in 2011 in the State of Karnataka. The subsequent rise in iron ore prices and non availability of lumps coupled with the depreciation of the rupee have increased the raw material prices and added to the woes of the Company. The liquidity crunch resulted in workers agitation during the last one year. The current expansion project of the Company viz. 1.3 MTPA beneficiation & 1.2 MTPA pelletisation facilities is also stalled due to non disbursement of sanctioned loans by the lenders for the project. This has added to the interest burden of the Company. The cascading effect of these factors resulted in the Company approaching its lenders for realignment of the debt obligations with its cash flows.

After considering the proposal made by the Company, the final restructuring package was approved by the Corporate Debt Restructuring Empowered Group (CDR EG) at their meeting held on 7th March, 2014 and communicated to the CDR lenders vide Letter of Approval dated 13th March, 2014.

The company has also executed a Master Restructuring Agreement (MRA) dated 24th March, 2014 with the CDR Lenders in furtherance to the CDR package of the Company, besides various other related documents as envisaged under the MRA. The broad terms of the company's CDR scheme includes inter alia.

- a. Cut – off date: 01st June, 2013. [As per CDR Scheme]
- b. Additional priority term loan of Rs.41.72 Crores.
- c. Restructuring the existing debt facilities availed by the Company from the CDR Lenders including of the interest rates, principal payment schedule and grant of certain new facilities.
- d. Creating security for the facilities covered under the MRA including pledging the promoter's shareholding, if required, personal guarantee and negative lien on certain properties of the promoters.
- e. The promoters are also required to contribute/infuse funds into the company to the extent of 25% of sacrifice being made by the CDR Lenders (amounting to Rs. 37.81 Crores) which is required for the implementation of the restructuring scheme.

The above proposal is in the interest of the Company and your Directors recommend the resolution in Item No.3 as special resolution for your approval by way of postal ballot.

Shri. G.R.Surana, (DIN: 00007105) Executive Chairman and Shri. Dineshchand Surana, (DIN : 00007032) Managing Director and their relatives forming part of the Promoter & Promoter Group of the company hold 45.62% of the paid up capital, are deemed to be concerned or interested in this resolution. Other Directors and Key Managerial Personnel are deemed to be concerned or interested in this resolution to the extent of their shareholdings, if any.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

ITEM NO: 4

A. Material Facts relating to the Issue of Shares on Preferential Basis to Promoters:

- (i) To comply with the requirements of Corporate Debt Restructuring programme approved by the Consortium of Bankers and Corporate Debt Restructuring Empowered Group (CDR EG), Promoter/Promoter Group consist of Shri. G.R. Surana, Shri. Dineshchand Surana, Shri. Shantilal Surana and Shri. Vijayraj Surana has to contribute a sum of **Rs. 377,70,00,000/- (Rupees Three Hundred and Seventy Seven Crores and Seventy Lakhs only)** to the Company.
- (ii) The proposed issue of equity shares on preferential basis to the Promoters would be strictly in accordance with Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI ICDR Regulations 2009") as amended and the following parameters



would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations, 2009. Such proposed issue of securities to the Promoter / Promoter Group would comprise of such number of equity shares at such price which shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009 (including any statutory modification(s) or re-amendments thereof for the time being in force). The total subscription amount including premium on shares up to which shares to be issued is Rs. 377,70,00,000/- (Rupees Three Hundred and Seventy Seven Crores and Seventy Lakhs only)

(iii) The Company is proposing to allot the above Equity Shares to "Promoter/Promoter Group" of the Company.

(iv) The pricing of the equity shares to be allotted on preferential basis to the Promoter shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009 as amended. Currently, SEBI (ICDR) Second Amendment Regulations, 2014 provide that the issue of securities on preferential basis can be made at a price not less than higher of the following:

a) **In case of Frequently traded Shares:**

- The average of the weekly high and low of the volume weighted average prices (VWAP) of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date;

Or

- The average of the weekly high and low of the volume weighted average prices (VWAP) of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

b) **In case of infrequently traded Shares :-**

Regulation 76A of SEBI (ICDR) (Second Amendment Regulations 2014) provides as under :
76A. Where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value comparable trading multiples, and such other parameters as are customary for valuation of shares.

The Company's total trading during the twelve months preceding the relevant date is only 0.41% which is less than 10% of the shares of total paid up capital of the Company. Hence, the company falls under the category of "infrequently traded shares" Category Price is determined as per Regulation 76A of SEBI (ICDR) (Second Amendment Regulations 2014), taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares.

The Relevant Date for the determination of the price of the Equity Shares has been considered to be 07th March, 2014, being the date on which the CDR EG approved the Corporate Debt Restructuring Package of the Company.

- (v) The Equity Shares arising out of issue of shares to be allotted to the Promoters pursuant to the proposed special resolution shall be subject to lock-in as per SEBI (ICDR) Regulations, 2009.
- (vi) The Equity Shares proposed to be allotted pursuant to the Resolution referred above shall rank in all respects pari passu with the existing Equity Shares of the Company.
- (vii) Pursuant to the provisions of Section 62 of the Companies Act, 2013 and as per the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, issue of equity shares requires prior approval of the shareholders by a Special Resolution. Under Section 110 of the Companies Act, 2013, a listed company may obtain the approval of the shareholders through Postal Ballot /e-voting. This resolution is proposed for the approval if the Members by way of Postal Ballot /e-voting, in accordance with the rules prescribed under the Companies Act, 2013.



(viii) General Exemption : The promoters are exempted from making a public announcement for open offer under regulations 10 (2) of the Takeover Regulations if the Scheme Corporate Debt Restructuring set out in ("CDR LOA") dated March 13, 2014 issued by the CDR CELL and MRA dated 24th March, 2014 is approved by means of Special Resolution proposed under Item No : 4 by the members of the Company.

(ix) Listing of the above equity shares:

The Equity shares shall be listed at BSE Ltd (the "BSE") and the National Stock Exchange of India Ltd (the "NSE"). The consent of the shareholder is also being sought pursuant to the provisions of the Companies Act, 2013 and in terms of the provisions of the Listing Agreement entered with the Indian Stock Exchanges where the equity shares of the company are listed.

B. Disclosures prescribed under the SEBI (ICDR) Regulations, 2009 :

a) Object of the issue:

To comply with the requirements of Corporate Debt Restructuring programme as approved by the CDR Empowered Group. (CDR EG)

b) Intention of the Promoters to subscribe to the offer:

Shri. G.R. Surana, Shri. Dineshchand Surana, Shri. Shantilal Surana and Shri. Vijayraj Surana, Promoters had intended and also brought a portion of the subscription money through each of them being the "Promoter Group" of the Company for the proposed issue of equity shares. The remaining amount shall be brought in by the Promoters in accordance with the terms of the CDR package. The existing executive directors and the promoters of the Company shall continue to hold their respective position and there will be no change consequent to the allotment of equity shares to "Promoter Group".

The allotment would not result in any change in control over the Company or the Management of the affairs of the Company, or in the Board of Directors of the Company and the Promoters will continue to be in control with increased holdings.

c). Shareholding Pattern before and after the proposed preferential issue:

S.No	Class of Shareholders	Pre Allotment*		Post Allotment**	
		No of Shares	%	No of Shares	%
A	Promoter Holdings				
1.	India:				
	Individual	20307502	45.62	72175121	74.88
	Bodies Corporate	-	-	-	-
	Sub Total (1)	20307502	45.62	72175121	74.88
2	Foreign Promoters	-	-	-	-
	Sub Total (2)	-	-	-	-
B	Non-Promoters Holding				
1.	Institutional Investors	688665	1.55	688665	0.73
2	Non-Institution:				
	Private Corporate Bodies	9661925	21.70	9661925	10.02
	Directors and Relatives	32507	0.07	32507	0.03
	Indian Public	841223	1.89	841223	0.87
	Others (including NRIs, OCBs)	12987245	29.17	12987245	13.47
	Sub Total (3)	24211565	54.38	24211565	25.12
	Grand Total (1+2+3)	44519067	100.00	96386686	100.00

*The Holdings as on cut-off date, i.e., 14th Nov, 2014 is considered for pre allotment.

**The post allotment is on the assumption that the equity shares of Face value of Rs.10/- each proposed to be issued are issued at a minimum price of Rs.72.82/- (price determined in accordance with SEBI (ICDR) Regulations 2009.) (inclusive of premium of Rs.62.82 per share).



d) Proposed time within which the allotment shall be completed:

The Board proposes to allot the above equity shares in one or more tranches in accordance with SEBI (ICDR), 2009 Regulations and subject to the terms & conditions of CDR package.

e) The Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Name of the Proposed Allottees	Category	Pre-issue Holding	No of Equity Shares proposed to be allotted*	Issue Price (INR) of equity shares**	Post-Issue Holding*
G.R. Surana	Promoter Individual	50,76,875	12,966,904	72.82	18,043,779
Shantilal Surana	Promoter Individual	50,76,875	12,966,905	72.82	18,043,781
Vijayraj Surana	Promoter Individual	50,76,876	12,966,905	72.82	18,043,780
Dineshchand Surana	Promoter Individual	50,76,876	12,966,905	72.82	18,043,781
Total	-	20,307,502	51,867,619	-	72,175,121

*The proposed number of Equity Shares to be allotted to the promoters is in proportion to their existing shareholding.

**The Issue price is calculated as per the Regulation 76A of SEBI (Issue of Capital Disclosure Requirements) Second Amendment Regulations, 2014.

NOTE:

1. The Post Issue Capital has been provided considering the total allotments proposed under this Postal Ballot Notice.
2. The Relevant Date for the determination of the price of Equity Shares has been considered to be 07th March, 2014, being the date on which CDR EG approved the Corporate Debt Restructuring Package of the Company.

f) Undertaking to recomputed price:

The same is not applicable to the present case.

g) Undertaking to continue lock-in-till the recomputed price is paid:

The same is not applicable to the present case.

h) The Auditor's Certificate required under Clause 73(2) of SEBI (ICDR) Regulations, 2009:

Will be made available for inspection at the Registered Office of the Company between 02:00 p.m. and 05.00 p.m. on any working days (Except Saturdays, Sundays and Public holidays) up to the last date for voting under Postal Ballot. The Auditors' Certificate will also be displayed on the website of the Company – www.suranaind.com

The above proposals are in the interest of the Company and the Directors recommend the Resolution in Item No. 4 of the Notice for approval by the members.

The Directors recommend the referred above resolution for the approval by the members as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution except Shri. G.R. Surana, Shri. Dineshchand Surana and their relatives.

**ITEM NO: 5**

At the Annual General Meeting of the company held on 29th July, 2013, Shri.G.R.Surana was re-appointed as Whole time Director designated as "Executive Chairman" of the Company with effect from 2nd May, 2013 for a period of five years at a remuneration of Rs.3,00,000/- (Rupees Three Lakhs Only) per month. However due to the financial constraints and losses faced by the Company, the Chairman had waived off his remuneration and had not taken any remuneration till date.

In view of the contributions made by Shri.G.R. Surana, and his extensive knowledge and rich experience and expertise in managing the affairs of the Company; and in view of remuneration paid to professional of similar experience, work profile and responsibility in the industry, the Board on the recommendation of the Nomination and Remuneration committee, subject to the approval of Members and Central Government, if necessary, revised the remuneration payable to Shri.G.R. Surana, Executive Chairman, effective from 1st April, 2015 for the remaining period of his term as Executive Chairman. i.e. up to 1st May, 2018 on the terms and conditions as set out in the resolution at Item No: 5.

In the event of loss or inadequacy of profits of the company in any of the financial year(s) during the current tenure of Shri.G.R.Surana, Executive Chairman, the remuneration as mentioned in the resolution, shall be paid to Shri.G.R. Surana, as minimum remuneration subject to the approval from the Central Government, if necessary.

The particulars required to be disclosed in the explanatory statement in accordance with provisions of Section II of Part II of Schedule V of the Companies Act, 2013, are enclosed in a separate statement and forms a part of this notice.

The Board recommends the special resolution set forth at Item no 5 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution except Shri. G.R. Surana, Shri. Dineshchand Surana and their relatives.

ITEM NO: 6

At the Annual General Meeting of the company held on 29th July, 2013, Shri.Dineshchand Surana was re-appointed as Managing Director of the Company with effect from 2nd May, 2013 for a period of five years at remuneration of Rs.3,00,000/- (Rupees Three Lakhs Only) per month. However due to the financial constraints and losses faced by the Company, the Managing Director had waived off his remuneration and had not taken any remuneration till date.

In view of the contributions made by Shri.Dineshchand Surana, and his extensive knowledge and rich experience and expertise in managing the affairs of the Company and in view of remuneration paid to professional of similar experience, work profile and responsibility in the industry, the Board on the recommendation of the Nomination and Remuneration Committee, has, subject to the approval of Members and Central Government, if necessary, had revised the remuneration to be paid to Shri.Dineshchand Surana, Managing Director, effective from 1st April, 2015 for the remaining period of his term as Managing Director. i.e. up to 1st May, 2018 on the terms and conditions as set out in the resolution at Item No: 6.

In the event of loss or inadequacy of profits of the company in any financial year(s) during the current tenure of Shri. Dineshchand Surana, Managing Director, the remuneration as mentioned in the resolution, shall be paid to Shri. Dineshchand Surana, as minimum remuneration subject to the approval from the Central Government, if necessary.

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The particulars required to be disclosed in the explanatory statement in accordance with provisions of Section II of Part II of Schedule V of the Companies Act, 2013, are enclosed in a separate statement and forms a part of this notice.

The Board recommends the special resolution set forth at Item No. 6 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution except Shri. Dineshchand Surana, Shri. G.R. Surana and their relatives.

By order of the Board
For Surana Industries Limited

Place : Chennai
Date : 14th November, 2014

-Sd-
Dineshchand Surana
(Managing Director)
(DIN: 0007032)

Registered Office:
No.29, Whites Road, IInd Floor,
Royapettah,
Chennai 600 014

For SURANA INDUSTRIES LIMITED

Company Secretary

ANNEXURE TO NOTICE OF POSTAL BALLOT
INFORMATION AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE
V OF THE COMPANIES ACT, 2013



I. GENERAL INFORMATION.

1. NATURE OF INDUSTRY:

The company is a public limited company, incorporated under the Companies Act, 1956 having its registered office at No.29, Whites Road, IInd Floor, Royapettah, Chennai- 600 014. The company is a leading steel company engaged in manufacture, marketing and export of steel product having a turnover of Rs. 555.20 as on 31st March, 2014.

The company occupies a niche position in the Indian steel market through its focus on providing TMT Bars. The Company has well established capabilities and infrastructure in DRI, SMS, Steel rolling mills, and marketing of steels.

Surana Industries Limited is a listed public limited company with around 2000 (approx.) shareholders and listed on the National Stock Exchange of India Limited, Bombay Stock Exchange Limited and Madras Stock Exchange Limited.

2. Date or expected date of commencement of commercial production:

The Company is a well established company having commenced its commercial manufacturing operations for the first time in the year 1994.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

4. Financial Performance of the Company in the last three years is as under:

(Rs. In Crores)

Financial Parameters	Year Ended as on 31 st March, 2014	Year ended as on 31 st March, 2013	Year ended as on 31 st March, 2012
Sales	555.20	1425.00	1351.42
Net profit/(Net Loss)	(152.18)	10.24	32.76
Dividend	-	-	3.48

5. Export performance and net foreign exchange Earnings in Foreign Currency.

(Rs. In Crores)

Particulars	Year ended as on 31 st March, 2014	Year ended as on 31 st March, 2013	Year ended as on 31 st March, 2012
FOB value of exports(including deemed exports)	Nil	2.84	Nil
R&D services	Nil	Nil	Nil
Interest on Exchange earner's	Nil	Nil	Nil
Interest received on loan from joint venture company	Nil	Nil	Nil
Interest income from subsidiary company	Nil	Nil	Nil



6. Foreign Investments or Collaborations:

The details of foreign investments in subsidiaries and joint ventures are as under:

S.No.	Name of the entity	Category	Description of Investment	Number of Shares/Securities/ Shareholding	Amount (Rs. In Crores)
1.	Surana Mines & Minerals Limited, Singapore	Subsidiary	Equity	16,072,526	59.59
2.	Surana Holdings Pte Limited, Singapore	Subsidiary	Equity	5,201	0.03

II Information about the appointee:

I. Shri.G.R. Surana:

Shri. G.R. Surana, was re-appointed by the Board of Directors ("the Board") as Whole Time Director designated as "Executive Chairman" of the company for a period of five years w.e.f. 02nd May, 2013 at their meeting held on 14th February, 2013 and subsequently approved by the shareholders at the General Meeting held on 23rd July, 2013 on the terms and payment of remuneration as specified in the General Meeting resolution dated 23rd July, 2013.

i) **Background details:** Shri.G.R. Surana, aged 62 years, is presently the Executive Chairman of the Company. He belongs to a business family and hails from Rajasthan. He has a rich and vast experience of over 38 years in banking, hire purchase and leasing and the jewellery business and over 28 years of experience trading in steel. He is the founder member of Surana Group and he along with his three brothers has been instrumental in the steady growth of the Company over the last 16 years.

ii) **Past remuneration:** Shri.G.R. Surana was re-appointed as Whole Time Director designated as Executive Chairman of the company at the General Meeting held on 29th July, 2013 with effect from 02nd May, 2013, in accordance with the provisions of Section 269 read with schedule XIII of the companies Act, 1956. He was being remunerated for the last three financial years as under:

(Rs. In Crores)					
Financial year	Salary	Allowance/perquisites	Commission	Total cost of the company	% of Net profit u/s.198
2013-14	Nil	Nil	Nil	Nil	(152.18)
2012-13	Nil	Nil	Nil	Nil	10.24
2011-12	0.36	0.12	Nil	0.48	32.76

The remuneration paid to Shri.G.R. Surana, Chairman of the company for the financial years 2011-12, 2012-13 and 2013-14 was well within the limit prescribed in schedule XIII read with section 198 and 309 of the Companies Act, 1956.



iii) **“Recognition or awards”** Shri.G.R. Surana is a very renowned and highly respected personality in the industry.

iv) **Job profile and his suitability:**

Shri.G.R. Surana is involved in the strategic planning vision and formulation of strategies for the Company. Under his above guidance Surana Industries Limited achieved newer milestones with clear focus on driving productivity and performance across all business segments of the company. He is a motivated mentor with focused and enlightened ability to foresee the future that has enabled Surana Industries Limited to grow over the years in terms of its human capital, net worth and increased presence in newer market.

v) **Remuneration Proposed:**

The terms of remuneration proposed to be paid to Shri.G.R. Surana, Executive Chairman have been specified in the resolution as set out at item No.5 of the notice. Due to the above mentioned unexpected losses during the financial year 2012-13 and 2013-14 his salary, allowances and perquisites forming part of the total remuneration, has not been paid by the Company for the above two years as it had exceeded the limit as prescribed under section 309 of the Act.

As the losses during the financial year 2012-13 & 2013-14 are beyond the control of the company and cannot be attributed due to laxity in performance of the management which Shri.G.R. Surana is spearheading with effect from April 1, 2015 until his remaining period of tenure till May 1, 2018. The Company propose to pay Shri.G.R. Surana, Executive Chairman the remuneration detailed below :

(Rs. In Crores)

Financial year	Salary (Inclusive of Allowance/perquisites)	Commission	Total cost of the company
2015-16	0.24	Nil	0.24
2016-17	0.24	Nil	0.24
2017-18	0.24	Nil	0.24

vi) **Details of the remuneration paid by other players in the market to their managerial personnel.**

As per the information available in public domain, if may be easily inferred that considering the positioning of the company in the Steel industry , keeping in view his job profile, the size operations and complexity of the business of the company, the remuneration proposed to be ratified /protected to Shri.G.R. Surana is very modest in comparison to the industry players. A brief break-up of the salary provided by other major industry players is as under:

(Rs. In Crores)

Name of the Company	Name of the Managerial personnel	Designation of Managerial personnel	Remuneration paid for the year ended March 31, 2014
S.A.L. Steel Ltd.	Shri. Sujalal A Shah	WholeTime Director	0.52
S.A.L. Steel Ltd.	Shri. K.C.Thatoi	Managing Director	0.42
Shah Alloys Ltd.	Shri. Kondadi S. Kamath	Executive Director	0.13
Shah Alloys Ltd.	Shri.Ashok A. Sharma	WholeTime Director	0.12



vii) Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any,

Shri.G.R. Surana does not have any material pecuniary relationship directly or indirectly with the company or its managerial personnel, other than drawing his remuneration in the capacity as Chairman of the company. Shri.G.R. Surana is related to other Directors in the following manner:

Name of the Director	Relationship
Dineshchand Surana	Brother

2. Shri. Dineshchand Surana:

Shri. Dineshchand Surana, was re-appointed by the Board of Directors ("the Board") as Managing Director of the company for a period of five years w.e.f. 02nd May, 2013 at their meeting held on 14th February, 2013 and subsequently approved by the shareholders at the General Meeting held on 23rd July, 2013 on the terms and payment of remuneration as specified in the General Meeting resolution dated 23rd July, 2013.

- i) **Background details:** Shri. Dineshchand Surana, aged 48 years, is presently the Managing Director of the Company. He belongs to a business family and hails from Rajasthan. He has 28 years of experience in the Steel Industry. He also has considerable experience in managing the affairs of the Company. He has extensively travelled across many countries such as Taiwan, Russia, Romania and has gained considerable expertise in the steel making process. Shri Dineshchand Surana has played a key role in evolution of Surana Industries Limited from a small sized steel manufacturer and trader to one of the major Integrated Special Steel manufacturers in the Country.
- ii) **Past remuneration:** Shri. Dineshchand Surana was re-appointed as Managing Director of the company at the General Meeting held on 29th July, 2013 with effect from 02nd May, 2013, in accordance with the provisions of Section 269 read with schedule XIII of the companies Act, 1956. He was being remunerated for the last three financial years as under:

(Rs. In Crores)					
Financial year	Salary	Allowance/perquisites	Commission	Total cost of the company	% of Net profit u/s.198
2013-14	Nil	Nil	Nil	Nil	(152.18)
2012-13	Nil	Nil	Nil	Nil	10.24
2011-12	0.36	0.12	Nil	0.48	32.76

The remuneration paid to Shri. Dineshchand Surana, Managing Director of the company for the financial years 2011-12, 2012-13 and 2013-14 was well within the limit prescribed in schedule XIII read with section 198 and 309 of the Companies Act, 1956.

- iii) **"Recognition or awards"** Shri. Dineshchand Surana is a very renowned and highly respected personality in the industry.



iv) Job profile and his suitability:

Shri. Dineshchand Surana is involved in the strategic planning vision and formulation of strategies for the Company. Under his guidance Surana Industries Limited achieved newer milestones with clear focus on driving productivity and performance across all business segments of the company. He is a motivated mentor with focused and enlightened ability to foresee the future that has enabled Surana industries Limited to grow over the years in terms of its human capital, net worth and increased presence in newer market.

v) Remuneration Proposed:

The terms of remuneration proposed to be paid to Shri. Dineshchand Surana, Managing Director have been specified in the resolution as set out at item No.6 of the notice. Due to the above mentioned unexpected losses during the financial year 2012-13 and 2013-14 his salary, allowances and perquisites forming part of the total remuneration, has not been paid by the Company for the above two years as it had exceeded the limit as prescribed under section 309 of the Act.

As the losses during the financial year 2012-13 & 2013-14 are beyond the control of the company and cannot be attributed to laxity in performance of the management which Shri. Dineshchand Surana is spearheading with effect from 1st April, 2015 until his remaining period of tenure till 01st May, 2018. The Company propose to pay Shri. Dineshchand Surana, Managing Director the remuneration detailed below :

(Rs. In Crores)

Financial Year	Salary (Inclusive of Allowances/perquisites)	Commission	Total cost to the company
2015-16	0.24	Nil	0.24
2016-17	0.24	Nil	0.24
2017-18	0.24	Nil	0.24

vi) Details of the remuneration paid by other players in the market to their managerial personnel.

As per the information available in public domain, it may be easily inferred that considering the positioning of the company in the Steel industry, keeping in view his job profile, the size operations and complexity of the business of the company, the remuneration proposed to be ratified /protected to Shri.G.R. Surana is very modest in comparison to the industry players. A brief break-up of the salary provided by other major industry players is as under:

(Rs. In Crores)

Name of the Company	Name of the Managerial personnel	Designation of Managerial personnel	Remuneration paid for the year ended March 31, 2014
S.A.L. Steel Ltd.	Shri. Sujalal A Shah	Whole Time Director	0.52
S.A.L. Steel Ltd.	Shri. K.C.Thatoi	Managing Director	0.42
Shah Alloys Ltd.	Shri. Kondadi S. Kamath	Executive Director	0.13
Shah Alloys Ltd.	Shri. Ashok A. Sharma	Whole Time Director	0.12



vii) Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any,

Shri. Dineshchand Surana does not have any material pecuniary relationship directly or indirectly with the company or its managerial personnel, other than drawing his remuneration in the capacity as Chairman of the company. Shri. Dineshchand Surana is related to other Directors in the following manner:

Name of the Director	Relationship
G.R.Surana	Brother

III. Other Information:

1) Reasons of loss or inadequate profits

The Company has incurred losses due to high input costs, irregular supply of raw materials, high finance costs and unfavourable market conditions. While the Raichur plant was particularly affected by the iron ore mining ban and labour issues, the Gummudipoondi plant was faced with irregular power supply and unfavourable market conditions.

2) Steps taken or proposed to be taken for improvement:

The Company has availed of the CDR mechanism to restructure its existing debts with the lenders. The Company has signed a master restructuring agreement with its lenders. The repayment is spread over a ten year period ending in the year 2023-24. The mechanism also stipulates stringent monitoring by the lenders including monthly cash flows. The lenders have constituted a monitoring committee lead by the monitoring institution (MI).

3) Expected increase in productivity and profits in measurable terms

The Company believes that it will start earning profits in the upcoming years. The Company had started the DRI operations in full swing from June 2014. Similarly the Rolling Mill has also commenced operations.

The above proposals are in the interest of the Company and the Directors recommend the Resolution in Item No. 5 & 6 of the Notice for approval by the members.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution except Shri. G.R. Surana, Shri. Dineshchand Surana and their relatives.

By Order of the Board
For **Surana Industries Limited**

-Sd/-

Dineshchand Surana
(Managing Director)
(DIN: 0007032)

Place : Chennai.

Date : 14th November, 2014.

Registered Office:

No.29, Whites Road, IInd Floor,
Royapettah,
Chennai 600 014

Encl :

1. Postal Ballot Form
2. Pre-Paid self-addressed envelope.



Surana Industries Limited

Green initiative in corporate governance

In order to save trees and environment by cutting down the consumption of costly paper habits, the Ministry of Corporate affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the Companies under the provisions of the Companies Act. Indian Corporate Regulators have also recognized the electronic mode to comply with the various provisions of Companies Act.

The Companies Act, 2013 has also recognized serving of documents to any Member through electronic mode.

In terms of the Circular No. NSDL/CIR/II/10/2012 dated March 9, 2012 issued by National Securities Depository Limited, email addresses made available by the Depository for your respective Depository Participant accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode.

MCA through its circular had also stated that a company is in compliance with the provisions of the Act, if the service of document has been made through electronic mode. In such case, the company is required to obtain email addresses of its members for sending the notice/documents through email by giving an advance opportunity to every member to register his/ her email address and changes therein, if any, from time to time with the company.

In light of the requirements prescribed by the aforesaid circulars, for those Members whose Depository Participant accounts do not contain the details of their email address, printed copies of all the documents would be dispatched.

The companies are also mandated to conduct the postal ballot through the electronic means only. Hence the e-voting mechanism is adopted for the current postal ballot.

In future, if any requirement for passing resolutions through postal ballot, Surana Industries Ltd shall conduct the ballot process in the e-voting mechanism.

To take part in Green Initiative in the Corporate Governance, Surana Industries Ltd started to send documents like the notices convening the General Meeting, Financial Statements, Annual Reports etc. to the email addresses of those members which are available in the Register of Members of the company.

Members can register their mail id or any change thereto in any of the following manner:

- By registering with your Depository Participant (DP) if you hold Company's shares in demat form.
- By sending an email to the Registrar & Transfer Agent (RTA) info@cameoindia.com or to the Company at surana@suranaind.com.
- By writing to us or the RTA at the following address.

Company:

Surana Industries Limited,
#29, Whites Road, Royapettah,
Chennai – 600 014

Registrar & Transfer Agent:

Cameo Corporate Services Limited,
Subramanian Building, #1, Club House Road,
Chennai – 600 002

Members holding shares in dematerialized form are also requested to inform/update their valid email IDs to their respective depository participants from time to time.

We are sure that you would appreciate the "Green Initiative" taken by MCA and Surana's desire to participate in such initiatives.

GURUDEV

Surana Industries Limited
(CIN: L27104TN1991PLC020533)



Regd. office No.29, Whites Road, II Floor, Royapettah, Chennai - 600 014
Email : surana@suranaind.com Website : www.suranaind.com

POSTAL BALLOT FORM

Sr. No.

1. Name & Registered Address of the sole/first named Shareholder (in block letters) :
2. Name(s) of Joint Shareholder(s), if any :
3. Registered Folio No./ DP ID No.* / Client ID No.*
*(Applicable to Investors holding Shares in demat form) :
4. Number of Share(s) held (Equity Shares of Rs.10/- each) :
5. I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 14th November, 2014 by conveying my/our assent or dissent to the said resolution(s) by placing the tick mark (✓) at the appropriate box below

Resolution No.	Description of Resolutions	Type of Resolution	No of Shares Held	I/We Assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Mortgaging/Charging of the properties of the Company	Special Resolution			
2.	Amendment of the Liability Clause of Memorandum of Association	Special Resolution			
3	Ratification of CDR Mechanism in relation to Company's debt	Special Resolution			
4	Issue of Shares on Preferential Basis to Promoters	Special Resolution			
5	Revision in Remuneration payable to Shri. G.R. Surana, (DIN 00007105) Executive Chairman of the Company	Special Resolution			
6	Revision in Remuneration payable to Shri. Dineshchand Surana, (DIN 00007032) Managing Director of the Company	Special Resolution			

Place :

Date :

Signature of the Shareholder

Note : (1) Kindly read the instructions printed in Postal Ballot Notice (Refer Notes) before exercising your vote through this Form or e-voting.

(2) Last date for receipt of Postal Ballot Forms by the Scrutinizer is Wednesday, February 04, 2015.

For SURANA INDUSTRIES LIMITED

Company Secretary