



SUDAR INDUSTRIES LIMITED
CORPORATE IDENTITY NUMBER: L18101MH2002PLC134707
Regd. Office: Plot No.27 & 29, Village Paud, Mazgaon Road, Khalapur-Taluka,
Raigad District, Maharashtra - 410222

Dear Members,

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, [the "Rules"] and other applicable provisions, relating to the Procedure to be followed for seeking consent through postal ballot, Sudar Industries Limited ("the Company") for amendment in Object Clauses of the Memorandum of Association, raising funds upto USD 25 Million by issuing FCCB, ADR, GDR, FCCN, ADS, GDS and or other financial instrument convertible in to Equity Shares of the Company, and issue, offer and allot Equity shares on Preferential Basis to Non promoter of the company (Including QIB & QIP) up to USD 25.00 Million (United States Dollar Twenty Five Million only), for which it is proposed to pass Special Resolutions through the postal ballot process.

In terms of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, a listed company may propose any resolution(s) to be passed through postal ballot in accordance with the provisions contained therein. To facilitate wider participation in the approval process by shareholders resident at different locations, the Company is seeking approval of the shareholders through postal ballot instead of convening a general meeting of the shareholders. The Company is desirous of seeking your consent of such proposal as contained in the resolutions appended below. Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto. The said resolutions and Explanatory Statements are being sent to you along with a Postal Ballot Form (the "Form") for your consideration. The Board of Directors of the Company has appointed Mr. Deep Shukla, Practicing Company Secretary, as the scrutinizer (the "Scrutinizer") for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Form and return the Form (no other form or photocopy thereof for is permitted) duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours at **6:00 p.m. on June 14, 2014**. The Company is pleased to offer e-voting facility as an alternate, for its members. The postage will be borne and paid for by the Company. It is, however, clarified that Members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.

The Scrutinizer will submit his report to the Managing Director of the Company or the Company Secretary or Officer authorized by the Managing Director in this behalf, upon completion of Scrutiny of Postal Ballot in a fair and transparent manner and results of the Postal Ballot will be announced by the Managing Director or the Company Secretary or such authorized Officer of the Company at **5:00 p.m. on June 16, 2014** at the Corporate Office of the Company. The result of the Postal Ballot will also be displayed at Website of the Company the www.sudarindustries.com.

Additionally, the result will be communicated to the BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed and will be published in newspaper(s).

The date of announcement of the result of postal ballot shall be taken to be the date of passing of the resolution.

Special Resolutions:

Item No. 1:

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

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any modifications and reenactments thereof), the Members of the Company do and hereby approve the amendment in the Memorandum of Association of the Company by way of insertion of new Object Clauses bearing No.1A, 1B & 1C [which is reproduced below] in PART III A of the Memorandum of Association of the Company, after the existing Main Object Clause No. 1:

1A. To carry on in India or elsewhere the business to manufacture, process, produce, formulate, mix, disinfect, clean, wash, dilute, concentrate, compound, segregate, pack, repack, add, remove, heat grade, freeze, fermentate, reduce, improve, buy, sell, resell, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, market, procure, supply, treat, work and to act as agent, broker, representative consultants, collaborators, stockists, liaisoner, job workers, or otherwise to deal in all kinds of fertilizers and chemicals whether nitrogenous, phosphatic, potash or otherwise such as single super phosphate, triple super phosphate, phosphate rock, sodium silica flouride, lime rock phosphate, urea, sulphur, gypsum, silicon flouride, vanadium pentoxide, oleum, sulphuric acid, zinc sulphate, silicon dioxide, phosphoric acid, nitric acid, hydrochloric acid, soda ash, caustic soda, chlorine based chemicals, diammonium phosphate, monoammonium phosphate, calcium chloride and other organic salts, by products, derivatives, compounds, residues, waste, whether straight, complex or mixed and whether granulated or otherwise and to do all incidental acts and things as may be necessary for the attainment of above object. And to carry on the business of as to produce, process, prepare, treat, disinfect, compound formulate, mix, concentrate, pack, repack, refine, add, remove, pure, preserve, grade, freeze, distillate, boil, sterilize, improve, buy, sell, resell, import, export, transport, distribute, store, dispose, develop, research, discover, agent, broker, adatia, representative, consultant, collaborator, stockiest, liaison, middleman or otherwise deal in pharmaceutical, medical, chemical, Parental, preparation, fine chemical use in pharmaceuticals and other preparations, bulk drugs, Drug Intermediates, Formulations, Pharmaceutical and pesticide formulations healthcare and pharmaceutical products in therapeutic area of Cardiology, Neurology, Psychiatry and Gastroenterology high-quality nutrients and herbal health care products, consumer care products, pharmaceuticals and chemical product of medicaments in all branches

such as allopathic, ayurvedic, homeopathic, herbal, unani, siddha, biochemical, biotech, etc. used for treatment care and healthcare of human beings and animal including basic drugs, intermediates, tonics, antibiotics, enzymes, steroids, vitamins, hormones, biological and immunological chemical, contraceptives, vaccines, toxins, ferments, yeasts, medical gases, diagnostic agents, oil, tinctures, medical products in all forms such as capsules, tablets, powder, syrup, ingestible pills, fluids, granule, sprays, inhalers, oral liquids ointments and other external preparation, mineral waters, removers, veterinary medicines, poultry medicines, herbal products. And To carry on in the business of manufacturer, processors, refiners, extractors, exporters, importers, dealers in all types of pharmaceuticals Preparations and Products including Pharmacy, Agro, Dye, Pigments and specialty chemicals, various grades of Customized Catalytic Formulations in India and Abroad.

1B. To carry on the business of manufacture, process, preserve, can, refine, bottle, buy, sell, stock, deal, trade, produce, mix, pack, preserve, freeze, extract, refine, import, export and trade in all types of agricultural crops like pulses, barley, jowar, bajra, corn, lentils, cereals, seeds, rice, wheat in packed/loose or in any form and derivatives, food grains, processed foods, spices, nuts, health foods, flour, protein foods, food products, canned and tinned agro foods, packed foods, poultry products, meats, piggery, egg, sea foods, milk foods, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, tinned fruits, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health products, cordials, restoratives and food stuffs and consumable provisions of every description for human or animal consumption, table delicacies and all other items whether natural, artificial or synthetic and any other food products in and outside India.

1C. To carry on business as manufacturers, processors, rerollers, refiners, smelters, converters, producers, exporters, importers, traders, dealers, distributors, stockists, buyers, sellers, merchants, assayers, agent, fabricator, stockiest of in all kinds and forms of lead & zinc, ferrous and non-ferrous metals of all kinds and classes, nature and description, ferro alloys, gold, iron and steel including mild, high carbon, spring, high speed, tool, alloy, stainless and special steels, iron, metals and alloys, ingots, billets, bars, joists, rods, squares, structural, tubes, poles, pipes, sheets, castings, wires, rails, rolling materials, rollers, semi manufactured and other material made wholly or partly of iron, steel, alloys and metals required in or used for industrial, defence, agricultural, transport, commercial, domestic, buildings, power transmission and or construction purposes and also to carry on the business of mining, refining, extracting, moulding, extruding, stamping, rolling, drawing, smelting, alloying, fabricating and blanking precious and semi precious metal including gold, silver, platinum and their alloys, whether recovered from ores or otherwise, virgin metals, gems and jewellery, rare metals, metal scraps, residue articles, skimming concentrates and wastes or otherwise, by mixing or separating any metal and alloys, and working in precious, or semiprecious metals, and stones and to also carry on the business of trading, selling, purchasing, dealing, importing, exporting, mining, refining, extracting crushing, quarrying, smelt, calcine, refine, dress, preserve, amalgamate, process, harden, temper, manipulate, and prepare for market of all types of minerals, Iron Ore, coals and to explore, prospect, take on lease or on royalty basis or otherwise acquire mines, mining rights and lands or any interest therein and to quarry mine dress, reduce extract, otherwise acquire, buy, sell or otherwise dispose of and deal in all types, qualities and descriptions of coal and to trade in all the above minerals whether in India or outside India, either solely or in partnership, understanding with Indian/foreign governments, Indian/foreign companies, Indian/foreign corporation or individuals or firms and to set up mineral based industries.

“RESOLVED FURTHER THAT Mr. Murugan M. Thevar, Managing Director and or Mr. Anurag Pandya, Company Secretary of the Company, be and are hereby authorized to take all necessary/relevant step(s) as may be deemed expedient by them for giving effect to this resolution, for and on behalf of the Company including filing of relevant Forms and documents.”

Item No 2:

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

“RESOLVED THAT pursuant to Section 11 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee or person, which the Board may constitute/nominate to exercise its powers conferred under this Resolution) for commencing all or any of the business set out in Clause Nos. 1A, 1B & 1C of Part III A of the Memorandum of Association of the Company which are mentioned above

“RESOLVED FURTHER THAT Mr. Murugan M. Thevar, Managing Director and or Mr. Anurag Pandya, Company Secretary of the Company, be and are hereby authorized to take all necessary/relevant step(s) as may be deemed expedient by them for giving effect to this resolution, for and on behalf of the Company including filing of relevant Forms and documents.”

ITEM NO. 3

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto, statutory modifications or re-enactment thereof) (“**Act**”) and the applicable provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended (“**FCCB Scheme**”), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, amended upto date (“**SEBI ICDR Regulations**”) and in accordance with all other applicable laws, rules, regulations, guidelines, policies, notifications, circulars and clarifications issued/ to be issued thereon from time to time by the Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”), Secretariat for Industrial Assistance (“**SIA**”), Foreign Investment Promotion Board (“**FIPB**”), Ministry of Finance (Department of Economic Affairs) and/or any other ministry/department of the Government of India (“**GOI**”) and/ or any other regulatory and statutory authorities (hereinafter singly or collectively referred to as the “**Appropriate Authorities**”) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and subject to required approvals, consents, permissions and/ or sanctions of the Appropriate Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall deem to include any duly constituted and empowered committee thereof for the time being exercising the powers conferred on the Board by a resolution), consent of the members of

the Company be and is hereby accorded to create, offer, issue and allot (including any provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons/bodies corporate as may be permitted), in the course of one or more offering(s) with or without green shoe option, whether by way of a qualified institutional placement or not, to eligible investors (whether or not such investors are the members of the Company, or whether or not such investors are Indian or foreign nationals, including Qualified Institutional Buyers such as public financial institutions, scheduled commercial banks, mutual funds, foreign institutional investors, multilateral and bilateral development financial institutions, venture capital funds, foreign venture capital investors, state industrial development corporations, insurance companies, pension funds and provident funds), whether by way of a public offering or by way of a private placement of securities (including equity shares, or any convertible instruments such as warrants, convertible debentures, Foreign Currency Convertible Bonds (FCCBs) with or without detachable/non-detachable warrants, Foreign Currency Convertible Notes (FCCNs), Global Depository Receipts (GDRs), Global Depository Shares [GDS], American Depository Shares [ADS], American Depository Receipts (ADRs), Secured Premium Notes (SPNs) and/or other financial instruments (OFIs) convertible into Equity Shares to raise an aggregate amount not exceeding **US\$ 25 million (United States Dollars Twenty Five Million)** (inclusive of such premium as may be determined by the Board) or its equivalent in any other currency (hereinafter referred to as "**Securities**") whether denominated in any foreign currency or Indian rupees, in the course of international and/ or domestic offering(s) in one or more foreign markets/ domestic market, secured or unsecured or any combination thereof, in registered or bearer form, as the case may be, and such issue and allotment may be made in one or more tranches, on such terms and conditions and at such time that the Board may in its absolute discretion deem fit and appropriate at the time of such issue or allotment of Securities and where necessary, in consultation with lead manager/s and/ or other advisors or otherwise, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors, wherever necessary ("**Issue**").

RESOLVED FURTHER THAT in relation to the Issue, the Board be and is hereby authorized to issue and allot such number of Securities as may be required to be issued and allotted, including redemption or cancellation of any such securities in accordance with the terms of the Issue in respect of the Securities or any subsequent amendment to the terms of the Issue as the Board may decide subsequent to the Issue and to exercise all powers relating to the Issue and all such equity shares shall rank *pari passu* with the then existing Equity Shares in all respects including dividend except as provided otherwise under the terms of Issue and in the offer document / offer letter / offering circular and / or listing particulars.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms to provide for the tradability on stock exchanges whether in India/ abroad and free transferability thereof as per the prevailing practices and regulations in the capital markets and the Board be and is hereby authorized to do all such acts, deeds, matters and things and to enter into and execute all such arrangements/ agreements as the case may be with any lead manager, manager, underwriters, advisors, guarantors, depositories, custodians, trustees and all such agencies as may be involved or concerned in such offerings of securities and to remunerate all such agencies including the payment of commission, brokerage, fees or payment of their remuneration for their services or the like.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable including, but not limited to, finalization and approval of the preliminary and final offer documents, determining the form, manner and terms of the Issue in accordance with applicable regulations and prevalent market practices, class of Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium payable on issue/conversion of Securities/ exercise of warrants/ redemption of Securities, rate of interest, redemption period, number of equity shares to be issued upon conversion/ redemption/ cancellation of the Securities, listings on one or more stock exchanges in India/ or abroad and any other terms and conditions of the issue including any alterations or modifications to the terms of the Securities and any agreement or document (including any alteration or modification, after issue of Securities) and to settle any questions, difficulties or doubts that may arise in regard to the issue, offer and allotment of the Securities and utilization of the Issue proceeds, accept any modifications in the proposal as may be required by the Appropriate Authorities as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that the members shall be deemed to have given their approval thereto for all such acts, deeds, matters and things expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any one or more Directors with power to delegate to any officer(s) of the Company."

ITEM NO. 4

To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof) and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**") and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the permission(s), sanction(s) and approvals of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE) and such other authorities as may be required from time to time and subject to such conditions, modifications and alterations as may be prescribed by any one of them while granting such permission(s), sanction(s) and approval(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) at its sole discretion, consent of the Company be and is hereby accorded to the Board to offer, issue and allot **Equity Shares including premium upto value USD 25 Million for consideration as decided by mutual understanding** aggregating to approx **Rs. 1,50,00,00,000/-** (Rupees One Hundred Fifty Crores only) (*being the amount as arrived at conserving the forex rate as on May 10, 2014*) in one or more tranches, at such time or times, in such manner, form and numbers as may be prescribed while granting permission(s), sanction(s) and approval(s) by the aforesaid authorities and/or which the Board may at its absolute discretion consider proper, desirable and expedient, by way of Preferential allotment(s) to the non promoters of the Company (Including QIBs and QIPs), prospective investor/entities/Body Corporate, whether such allottees are shareholders of the Company or not.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds and things as it may, in its absolute discretion deem necessary or desirable and settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of securities."

"RESOLVED FURTHER THAT the Board is hereby authorized to accept any modifications in the proposal as may be required by the authorities involved in such issues but subject to such conditions as the NSE/BSE/SEBI/GOI/RBI or such other appropriate authorities may impose at the time of their approval and as agreed to by the Board."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, issue of securities in international offering may have all or any term or combination of terms in accordance with the international practices."

"RESOLVED FURTHER THAT the Board is also entitled to enter into and execute all such arrangements/ agreements with the Lead Managers/ Underwriters/ Guarantors/ Depository (ies)/ Custodians/ Advisors/ Registrars and all such agencies as may be involved including by way of payment of commission, brokerage, fees, expenses incurred in cash or otherwise in relation to the issue of securities and other expenses, if any, or the like."

"RESOLVED FURTHER THAT such of these securities as are not subscribed, may be disposed of by the Board in its absolute discretion in such manner as the Board may deem fit."

"RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as they deem fit."

"RESOLVED FURTHER THAT Mr. Murugan M. Thevar, Managing Director and or Mr. Anurag Pandya, Company Secretary of the Company, be and are hereby authorized to take all necessary/relevant step(s) as may be deemed expedient by them for giving effect to this resolution, for and on behalf of the Company including filing of relevant Forms and documents."

**By Order of the Board
For: SUDAR INDUSTRIES LIMITED**

**Place: Navi Mumbai
Dated: May 10, 2014**

**ANURAG PANDYA
COMPANY SECRETARY**

Notes:

1. The Notice is being sent to all the shareholders whose name is borne on the Register of Members/Record of Depositories as on **May 09, 2014** and are entitled to exercise their vote on the Resolution(s), through postal ballot. Any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended, in respect of the businesses set out above is annexed hereto.
3. The Postal Ballot Form for voting by you as a Member of the Company is enclosed.
4. Pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 the assent or dissent of the company in respect of the resolution(s) under postal ballot notice dated **May 10, 2014** shall be determined through postal ballot.
5. A member desiring to exercise vote by Postal Ballot Form may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope C/o. Link Intime India Pvt. Ltd., C13 Pannalal Silk Mills Compound, L.B.S. Marg Bhandup (W), Mumbai, 400078, being the Company's RTA. Postage will be borne and paid by the Company. However, envelopes containing postal ballot(s), if sent by courier or by registered post at the expense of the registered member will also be accepted. No other form or photocopy thereof is permitted. The envelopes containing the postal ballot(s) should reach the Company's RTA not later than the close of working hours **6.00 p.m.** on **June 14, 2014**. If the ballots are received thereafter they shall be deemed to be not received.
6. The Scrutinizer will submit the report to the Managing Director of the Company after completion of the Scrutiny of the Postal Ballots. The result of the Postal Ballot shall be announced by the Managing Director, or in his absence by any other person, so authorized by the Managing Director on **June 16, 2014 at 5:00 p.m.** at the Corporate Office of the Company and the resolutions will be taken as passed effectively on the date of announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the members had assented to the resolution. Members who wish to be present at the venue at the time of declaration of the result are welcome to do so. The result of the Postal Ballot shall also be announced to the Stock Exchange where equity shares of the Company are listed and thereafter will be published in newspaper advertisement and hosted on the website of the Company www.sudarindustries.com.
7. In line with the "Green initiative in the Corporate Governance" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing emails as one of the modes of service of notice/documents on the shareholders, the Company is sending this Notice electronically on the email addresses as obtained from the Depositories/other sources to the Members.

8. Members' voting right shall be in proportion to their share of the paid up equity share capital of the Company as on **May 10, 2014**.
9. The Board of Directors has appointed Mr. Murugan M. Thevar, Managing Director and Mr. Anurag Pandya, Company Secretary of the Company, as the persons responsible for the entire Postal Ballot process.
10. A copy each of the documents referred to the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 a.m. and 1.00 p.m. up to the date of declaration of the results of Postal Ballot.
11. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended.

Item Nos. 1 & 2:

The Board of Directors of the Company proposes to carry certain business activities related with Iron ore Mining, metal, coal trading etc. and , trading of Agro Commodities, fertilizers etc., in addition to the current business activities carried on by your company. This will greatly enhance the shareholders' value and will immensely benefit the Company in the long run. Further the said additional business will also help the Company to augment its financial resources which shall prove beneficial to the stakeholders besides the Company itself. Hence, in order to correctly reflect the said proposed new business activity, it is proposed to amend Object clause of the Memorandum of Association of the Company.

Further, your Board also proposes to amend Part III A of the Memorandum of Association of the Company by way of insertion of object clauses related with business activities as per detailed in Objects Clauses 1A, 1B and 1C. Your Board is of the opinion that considering the profit margins and prospects of garnering major business opportunities in Mining, Agro Commodities and Metal Industry which will help to augment the resources of the Company, the said amendment is proposed.

Consequent to the above amendments in the Memorandum of Association of the Company, and in order to enable the Company to undertake diversification of business for long term growth and profitability, it is proposed to commence new business activities as detailed in Object Clause Nos. 1A, 1B and 1C in Item No.1 to the Notice.

In terms of Section 11 of the Act, approval of members is also required by way of Special Resolution for commencement of any business activity by the Company. Hence the resolution at Item no. 2 of the accompanying notice is circulated herewith for the approval of the Members.

Pursuant to Section 102 of Companies Act, 2013, the Board of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions.

ITEM NO. 3

The Company has significant growth plans for expanding its presence and diversify to business in the sector of mining, Agro based commodities fertilizers business not only in India but also in semi-regulated markets and outside the Country. With a view to garner long term resources for meeting the fund requirements of the Company for capital expenditure relating to expansion of existing manufacturing and research facilities in India and/ or setting up of new facilities in India and/or abroad, overseas direct investment in joint ventures / wholly owned subsidiaries, subject to the existing guidelines on Indian direct investment in joint ventures / wholly owned subsidiaries abroad, general corporate expenditure, investments as the Company may deem appropriate and for other purposes as permitted under the prevailing guidelines in this regard, the Company is proposing to raise funds by issue of Securities whether denominated in any foreign currency or Indian Rupees, in the course of international and/ or domestic offering(s) in one or more foreign markets/ domestic market, secured or unsecured or any combination thereof, in registered or bearer form, as the case may be, and such issue and allotment may be made in one or more tranches, on such terms and conditions and at such time that the Board may, in its absolute discretion, deem fit and appropriate at the time of such issue or allotment of Securities.

The Company for the purpose of this issue/offering may have to seek approval from relevant regulatory authorities being; the SEBI, the RBI, FIPB, Ministry of Finance (Department of Economic Affairs) and/ or any other ministry/ department of the GOI.

The pricing of the Securities/equity shares to be issued upon exercise of the option of conversion of the Securities will be as per the pricing formula as prescribed under applicable laws including the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended and the circulars issued by the Ministry of Finance (Department of Economic Affairs) the policy framework as announced by the Department of Industrial Policy and Promotion and the terms of the offering and in terms of the other applicable statues / regulations.

The conversion of Securities held by the foreign investors into equity shares of the Company shall be subject to applicable sectoral foreign investment cap, if any.

Securities, as per the applicable laws, may be listed on stock exchanges outside India and/ or stock exchanges in India where equity shares of the Company are listed. The equity shares issued and allotted upon exercise of the option of conversion of the Securities shall be listed on NSE and BSE where the Company's equity shares are listed.

The said resolution is also an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/offer Securities of appropriate nature at such appropriate time, including the size, structure, price and timing of the issue(s)/offer(s) at the appropriate time(s). The detailed terms and conditions of the domestic/international offering will be determined in consultation with the lead managers, merchant bankers, global business coordinators, book runners, guarantors, consultants, advisors, underwriters and/ or such other intermediaries as may be appointed for the Issue/offer.

Since issue of Securities representing underlying equity shares involves issue of equity shares to persons other than existing members, consent of the members is being sought pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 and the Listing Agreements executed by the Company with the stock exchanges where the Company's equity shares are listed.

Pursuant to Section 102 of Companies Act, 2013, the Board of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions.

ITEM NO. 4

The Board of Directors of the Company proposes to authorize the Company to raise funds for any future expansion plans and to consolidate the position in the existing markets by executing fast track orders and make inroads into new markets. Thus, your Board proposes to offer securities of the Company in the International Markets Equity for an aggregate sum USD 25 Million to non promoters (including QIBs and QIPs), Prospective investor / entitles/ Body Corporate, whether such allottees are shareholders of the company or not.. The securities offered in the said issue are proposed to be listed at such stock exchanges in India and abroad as may be beneficial to the Company.

Pursuant to Section 102 of Companies Act, 2013, the Board of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested financially or otherwise, in the aforesaid resolutions.

**By Order of the Board
For: SUDAR INDUSTRIES LIMITED**

**Place: Navi Mumbai
Dated: May 10, 2014**

**ANURAG PANDYA
COMPANY SECRETARY**