



SURAJ PRODUCTS LIMITED

Regd. office & Works :

Vill. : Barpali, P.O. : Kesaramal (Rajgangpur), Dist. : Sundargarh, Odisha, Pin : 770 017

Phone : 06624 - 280175, 09437049074, Fax : +91-6624-280176,

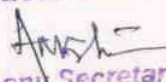
e-mail : info@surajproducts.com, suproduct@gmail.com, Website : www.surajproducts.com

Certified True Copy of the resolution passed at the Annual General Meeting of the shareholders held on Friday, the 27th day of September, 2013 at the Registered Office of the Company situated at Vill: Barpali, Po- Kesramal, Rajgangpur, Dist- Sundargarh, Odisha at 11.30 A.M.

Proposed as Special resolution by Mr. K.B.Patel & seconded by Mr. D.Goud and it was unanimously

"RESOLVED THAT pursuant to provisions of Section 81(1A) and other provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, the listing agreement entered into by the Company with the BSE Limited and The Calcutta Stock Exchange Limited ("Stock Exchanges") where the equity shares of the Company are listed and the Regulations for preferential issues issued by the Securities and Exchange Board of India ("SEBI") under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR) Regulations") and other applicable rules, regulations, clarifications and/or guidelines, if any, of SEBI and such other authorities as may be applicable and as amended till date and subject to the requisite approvals or consents, if any, of the Central Government, Reserve Bank of India, Stock Exchanges, SEBI, Banks and Financial Institutions and any other appropriate authorities, institutions, bodies under any other applicable laws, statutes, rules and Regulations for the time being and from time to time in force and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals which the Board of Directors (herein after referred to as the "Board" which term shall be deemed to include any duly authorized committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated by the Board) be and is hereby authorized to accept and subject to such conditions and modifications as may be considered appropriate by the Board, consent of the Company be and is hereby accorded to the Board (with powers to delegate all, or any of the powers hereby conferred to any duly authorized committee thereof) to create, issue, offer and allot on preferential basis, at its sole and absolute discretion, 55,00,000 (Fifty Five Lacs) Equity Shares of Rs.10/- each at a price of Rs. 20/- per equity Share (including a premium of Rs. 10/- per share) calculated as per SEBI (Issue Of Capital and Disclosure Requirements) Regulations, 2009 with 28th August, 2013, as the reference date, of an amount aggregate Rs. 11 Crores (Rupees Eleven Crores Only) calculated as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 to the following entities:-

For Suraj Products Limited


Company Secretary



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Sr. No.	Name of the Proposed Allottees	No. of Equity Shares	Category
1	NIP Power Pvt. Ltd.	15,00,000	Promoter Group
2	MolisatiVinimay Pvt. Ltd.	20,00,000	Promoter Group
3	TirupatiVincom Pvt. Ltd.	20,00,000	Non-Promoter Group
	Total	55,00,000	

RESOLVED FURTHER THAT the Relevant Date for the purpose of pricing of the Equity Shares shall be 28th August, 2013, in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of Equity Shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.

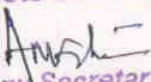
RESOLVED FURTHER THAT the Equity Shares so issued and allotted shall rank paripassu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the entire pre-issue shareholding of the above allottees, if any, shall be under lock-in from the relevant date up to a period of six months from the date of trading approval granted by stock exchanges for the proposed preferential issue or such other period as may be applicable under the applicable SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted as above shall be subject to the lock-in as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted as above shall be listed and traded on all the Stock Exchanges on which the existing equity shares of the Company are listed.

For Suraj Products Limited


Company Secretary



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RESOLVED FURTHER THAT the Company do make application to the National Securities Depository Limited (NSDL) and Central Depository Services (I) Limited (CDSL) for admission of the new equity shares to be issued on preferential basis.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, at its discretion deem necessary or desirable for such purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, and also to seek listing of the equity shares so issued with any Indian stock exchanges with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of Equity Shares and in complying with any regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, 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 authorities of this resolution.

CERTIFIED TRUE COPY

For Suraj Products Limited

A.N.Khatua
Company Secretary

Place: Barpali

Date: the 27th day of September, 2013