

SHRENO LIMITED

Regd. Office : Alembic Road, Vadodara - 390 003. Tel. : 0265 - 2280550 Fax : 0265 - 2282506
Website : www.yera.com E-mail : shreno.investors@alembic.co.in CIN No. : U26100GJ1944PLC000345

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of Shreno Limited will be held at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara-390 003, on Tuesday, 10th March, 2015 at 4:00 P.M. to transact the following special business:

- 1. To capitalise amount standing to the credit of reserve accounts of the Company by making partly paid up 1% Optionally Convertible Preference Shares of Rs. 400 each, fully paid up.**

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

"RESOLVED THAT subject to provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) ('the Act') and in accordance with the Article 145C (1) and (2) of the Articles of Association of the Company, the approval of the Company be and is hereby accorded to set free a sum of Rs. 171,15,77,760/- from the amounts standing to the credit of the Capital Reserve and General Reserve to the extent of Rs. 1,66,90,88,000/- from Capital Reserve and balance of Rs. 4,24,89,760/- from General Reserve and be applied towards paying up the unpaid amount of Rs. 380/- per 1% Optionally Convertible Preference Share (OCPS) having face value of Rs. 400/- each, on Rs. 20/- partly paid OCPS, to make them fully paid up.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all acts, deeds and things necessary or expedient to give effect to the above resolution, including but not limited to fixing up the record date for the above purpose or to decide upon any matter which may arise out of or incidental to in making the partly paid OCPS, fully paid up."

NOTES:

- 1. ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.
- The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of holding the meeting.
- All work related to share registry in terms of both – physical and electronic, are being conducted by the Company's R & T Agents - M/s. Link Intime India Pvt Ltd, B-102 & 103, Shangrila Complex, First Floor, Near Radhakrishna Char Rasta, Akota, Vadodara – 390020 (Tel: (0265) 2356573, 2356794 Fax: (0265) 2356791 Email: vadodara@linkintime.co.in). The Shareholders are requested to send their communication to the aforesaid address in future.
- Voting through electronic means**

The company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically and the business may be transacted through electronic voting system

The instructions for shareholders voting electronically are as under:

- The voting period begins on 26th February, 2015 at 9:00 a.m. and ends on 27th February, 2015 at 6:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30-01-2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used or if you are a first time user, the password provided on the attendance slip is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of 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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN (150204005) for the relevant SHRENO LIMITED on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) Mr. Sushil Samdani, Partner, M/s. Samdani Shah & Associates, Practicing Company Secretaries, Vadodara has been appointed as the Scrutinizer for conducting the e-voting process.

(xxi) For Members holding shares in physical form, the folio number and PAN / Sequence number can be used only for e-Voting on the resolution given in this notice.

Registered Office:

Alembic Road,
Vadodara - 390 003

Date: 4th February 2015

By Order of the Board,

Manisha Kathed
Company Secretary

Explanatory Statement as required under Section 102 of the Companies Act, 2013

The Company had issued and allotted 1% Optionally Convertible Preference Shares (OCPS) on rights basis to all the Equity Shareholders in the ratio of 1:1. The face value of OCPS was Rs 400/- and the amount called up was Rs. 20/- per OCPS.

The Board of Directors of the Company ("the Board") has considered the current market situation and has assessed the requirement of calling up of remaining amount of the OCPS.

The Board is of the view that the Company may not be in need of the funds in near future and it would be expedient to utilize reserves available to the Company to pay up the unpaid amounts of OCPS.

Therefore, the Board at its meeting held on February 4, 2015 has recommended paying unpaid amount of Rs 380/-per OCPS for making Rs 20 partly paid up 1% Optionally Convertible Preference Shares (OCPS) into Rs 400 Fully paid up OCPS.

In exercise of making partly paid OCPS into fully paid OCPS pursuant to the applicable provisions of Article 145C (1) and (2) of the Articles of Association of the Company, the Company intends to utilize an amount of Rs. 1,66,90,88,000/- from Capital Reserve and balance of Rs. 4,24,89,760/- from General Reserve.

Your Directors recommend the resolutions at Item No. 1 for your approval.

Disclosure of interest for item No. 1:

(i) Directors Interested:

Mr. Chirayu Amin, Mrs. Malika Amin, Ms. Yera Amin have financial interest in the proposed ordinary resolution, to the extent of their entitlement to OCPS as per their equity shareholding in the Company and by way of equity shareholding of entities in which they are interested.

(ii) Key Managerial Personnel Interested:

None of the Key Managerial Personnel of the Company have interest, financial or otherwise in the proposed ordinary resolution.

(iii) Relatives of persons mentioned in (i) and (ii) above:

Relatives of Mr. Chirayu Amin, Mrs. Malika Amin, Ms. Yera Amin may have financial interest in the ordinary resolution, to the extent of their entitlement to OCPS as per their equity shareholding, if any, in the company and by way of equity shareholding of entities in which they are interested.

None of the other Directors, KMPs or their relatives have interest, financial or otherwise in the proposed Ordinary Resolution.

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Date: 4th February 2015

By Order of the Board,

Manisha Kathed
Company Secretary

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PROXY FORM

Name of Member :	
Registered Address :	
Email id :	
Folio No. / DP ID & Client id :	

I/We, being the member (s) of shares of the above named company, hereby appoint -

1. Name : Email ID :
 Address :

 Signature :, or failing him/her

2. Name : Email ID :
 Address :

 Signature :, or failing him/her

3. Name : Email ID :
 Address :

 Signature :, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extraordinary General Meeting** of the company, to be held on the **Tuesday, 10th March, 2015 at 4.00 p.m.** at "Sanskriti" Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003 and at any adjournment thereof in respect of such resolution as is indicated below:

Resolution No.	Short description of Resolution
1	To capitalise amount standing to the credit of reserve accounts of the Company by making partly paid up 1% Optionally Convertible Preference Shares of Rs. 400 each, fully paid up.

Signed this day of 2015.

**Please
affix Re. 1
Revenue
Stamp**

Signature of the shareholder : Signature of Proxy holder(s) :

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.