

REPORT ON CORPORATE GOVERNANCE

(As per Clause 49 of the Listing Agreements entered into with the Stock Exchanges)

I. Brief statement on Company's Philosophy on Code of Governance

Corporate Governance is the set of policies, practices, procedure and processes by which a Company conducts its affairs in pursuit of its business goals. Your Company believes in adopting the best practices in the areas of Corporate Governance. Even in this cutthroat competitive business environment, the Management of your Company is committed to achieve the values of integrity, honesty, transparency and accountability which are fundamental to the Sujana Group.

During the year, the Company has its best corporate practices so as to bring them in line with the revised Clause 49 of the listing agreements. The Company adopted the Code of Conduct for Non-Executive Directors as prescribed in the revised Clause.

The Company will continue to focus its resources, strengths and strategies for creation and safeguarding of shareholder's wealth and at the same time protect the interests of all its shareholders.

II. Board of Directors

1. Composition of Board of Directors

The Company has a Non-Executive Chairman and the number of Independent Directors is not less than half of the total number of Directors as required by Clause 49. The number of Non-Executive Directors is more than 50% of the total number of Directors.

The Current Policy is to have an appropriate mix of executive and independent directors to maintain the independence of the board and to separate the board functions of governance and management.

Thus, your Company Board of Directors consists of Ten (10) members, out of which one (1) is Managing Director and one (1) is Promoter and Non-Executive Chairman, five (5) of them are Independent and Non-Executive Directors, one (1) is Promoter and Non-Executive Director, one(1) is Executive Director and one (1) is Non- Executive Director and one (1) is a Nominee Director.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The names categories of the Directors on the Board, their attendance at the Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee memberships held by them in other companies are given below:

Sl. No.	Name of the Director	Category	Designation	No. of Board Meetings attended	Attendance of each Director at last A.G.M
1.	Shri Y.S. Chowdary	Promoter & Non-Executive Director	Chairman	8	Yes
2.	Shri R.K. Birla	Executive Director	Managing Director	5	No
3.	Shri J. Ramakrishnan	Independent & Non-Executive Director	Director	6	No
4.	Dr. V. Malakonda Reddy	Independent & Non-Executive Director	Director	8	No
5.	Shri S. Hanumantha Rao	Executive Director	Director	8	Yes
6.	Shri K. Kameswara Rao	Independent & Non-Executive Director	Director	6	Yes
7.	Shri G. Srinivasa Raju	Promoter & Non-Executive Director	Director	8	Yes
8.	Dr. K. Srinivasa Rao	Independent & Non-Executive Director	Director	1	No
9.	Shri N.Srikrishna*	Independent&Non-Executive Director	Director	2	N.A.
10	Shri S.Ramachandran**	Nominee from IDBI	Director	N.A	N.A.

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Sl. No.	Name of the Director	No. of Directorships in other companies		No. of Committee positions held in other companies	
		No. of Chairmanships	No. of Directorships	No. of Chairmanships	No. of Committee Memberships
1	Shri Y.S. Chowdary	4	9	2	5
2	Shri R.K. Birla	—	2	—	2
3	Shri J. Ramakrishnan	—	1	1	5
4	Dr. V. Malakonda Reddy	—	—	—	—
5	Shri S. Hanumantha Rao	—	5	1	5
6	Shri K. Kameswara Rao	—	—	—	1
7	Shri G. Srinivasa Raju	—	7	2	6
8	Dr. K. Srinivasa Rao	—	1	2	2
9	Shri N.Srikrishna	—	—	—	—
10	Shri S.Ramachandran	—	2	—	—

Change in Composition of Board of Directors since the date of last AGM held on 31.12.2007:

* Shri N. Srikrishna has been appointed as an Additional Director of the Company with effect from 28.01.2008.

** Shri. S. Ramachandran was appointed as Nominee Director by IDBI Limited with effect from 29th December, 2008 on the Board of the Company in place of Shri B.P.Mandal.

2. Board Procedure

Your Company's Board of Directors meets atleast once a quarter in a year to review the quarterly results and other items on the Agenda and also on the occasion of the Annual Shareholders' Meeting. When necessary, additional meetings were held. Committees of the Board usually meet the same day of the formal Board Meeting or as and when required.

Eight (8) Board Meetings were held during the year 2007-08 and the gap between two meetings did not exceed three months. The dates on which the Board Meetings were held were as follows:

30th July, 2007, 30th October, 2007, 27th November, 2007, 31st December, 2007, 28th January, 2008, 28th April, 2008, 21st May, 2008 and 28th July, 2008.

Board Meetings are usually held at the Corporate Office of the Company. Notices of Board Meetings were sent to the Directors as required under Section 286 of the Companies Act, 1956. Date of Board Meeting was communicated well in advance and the Agenda, explanatory notes were sent in advance to the Directors.

The information as required under Annexure IA to Clause 49 was being made available to the Board.

The Board periodically reviews compliance reports of all laws applicable to the Company. Steps were taken by the Company to rectify instances of non-compliance, if any.

III. Audit Committee

1. Scope of the Audit Committee

The main objective of the audit committee of your Company is to monitor and effectively supervise the financial reporting process of your Company with a view to provide accurate, timely and proper

disclosures. However the scope of activities of the Audit Committee is as set out in Clause 49 of the Listing Agreements entered with the Stock Exchanges read with Section 292A of the Companies Act, 1956. The terms of reference of the Audit Committee are broadly as follows:

- a) Reviewing the adequacy of Internal Control Systems and the Internal Audit Reports and their compliance thereof;
- b) Overseeing of the company's financial reporting process and the disclosure of its financial information;
- c) Holding periodic discussions with the Statutory Auditors and Internal Auditors of the Company concerning the accounts of the Company, internal control systems, scope of audit and observations of the Auditors/ internal Auditors;
- d) Reviewing with Management the quarterly and annual financial statements before submission to the Board;
- e) Recommending the board on any matter relating to the financial management of the Company, including Statutory & Internal Audit Reports;
- f) Recommending the appointment and removal of External Auditor, fixation of audit fee and also approval for repayment for any other services;
- g) Such other matters as may be necessary in course of performing their functions.

2. Composition and Procedure of the Audit Committee

The audit committee shall meet atleast four times in a year and not more than four months shall elapse between two meetings.

The quorum for the audit committee shall be either two members or one third of the members whichever is higher and minimum of atleast two independent directors.

The Audit Committee of your Company comprises of five (5) members, out of which four (4) are independent and non-executive directors and one (1) Executive Director. Shri S.Hanumantha Rao, a director having financial and accounting knowledge and held five (5) meetings during the year. The details of the same are:

No. of meetings held during the financial year: 5 (five)

Sl. No.	Name of the Member	Designation	No. of Meetings attended
1	Shri.N.Srikrishna	Member & Chairman	2
2.	Dr. K.Srinivasa Rao	Member	1
3.	Shri S. Hanumantha Rao	Member	5
4.	Dr.V.Malakonda Reddy	Member	5
5.	Shri K.Kameswara Rao	Member	4

Change in Composition of Audit Committee since the date of last AGM held on 31.12.2007:

During the year 2007-08 the Audit Committee was reconstituted in the Board Meeting held on 28.01.2008 by appointing Shri N. Srikrishna as member and Chairman of the Audit Committee.

Dates of Audit Committee Meetings held:

30.07.2007, 30.10.2007, 28.01.2008, 28.04.2008 and 28.07.2008

The necessary quorum was present at the meetings.

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IV. Remuneration Committee

1. Scope of the Remuneration Committee

- Review the performance of the Managing Director, after considering the Company's performance.
- Recommends to the Board remuneration including salary, perquisites and commission to be paid to the Company's Managing Director.
- Finalize the perquisites package of the Managing Director within the overall ceiling

2. Composition and other details of the Remuneration Committee

The Remuneration Committee of your Company comprises of three (3) members, all of them are non-executive directors, the chairman of the committee being an independent director.

The existing Committee comprises of:

Sl. No.	Name of the Member	Designation
1.	Dr. K. Srinivasa Rao	Member & Chairman
2.	Shri J.Ramakrishnan	Member
3.	Dr. V. Malakonda Reddy	Member

One Remuneration Committee Meeting was held on 31.12.2007 during the financial year 2007-2008

3. Remuneration Packages paid to Executive Directors during the year

(Rs. in lakhs)

Name	Salary P.A.	Commission/ Incentives P.A.	Deferred Benefits (Perquisites)	Others	Total
Shri R.K.Birla	72.84	—	8.16	—	81.00
Sri S. Hanumantha Rao	9.30	—	—	—	9.30

Remuneration Policy:

The Remuneration Committee of Board of Directors of the Company generally decides and makes recommendations to the Board of Directors about the remuneration to be paid to the Directors and other Key Managerial Persons of the Company. The Remuneration recommendations about the remuneration of Directors are subject to the approval of the Members of the Company and the remuneration of the key managerial persons is to be recommended by the remuneration committee to the Board.

The Company is proposing to have a plan for continuous appraisal of various parameters to analyze the performance of the Directors and Key Managerial Persons and to decide the annual compensation to be paid to them.

Remuneration Policy of Non-executive Directors

Non Executive Directors are presently paid a sitting fees of Rs.3,000/- for attending each meeting. During the financial year details of sitting fees paid to non executive directors for attending the Board and other committee meetings are as under

There is no pecuniary relationship or no transactions involving pecuniary relationship between the Company and non executive directors of the Company.

Sitting Fee details:

Sl. No	Name of the Director	Sitting fee paid During the year (Rs.)
1	Dr. K. Srinivasa Rao	6,000
2	Dr.V.Malakonda Reddy	36,000
3	Shri J. Ramakrishnan	15,000
4	Shri K.Kameswara Rao	30,000
5	Shri B.P.Mandal	21,000
6.	Shri N. Srikrishna	12,000

Sitting fee will be paid at a rate of Rs.3000/- for attending each Meeting.

V. Shareholders' Grievance Committee

1. Scope of the Shareholders' Grievance Committee

The Shareholders' Grievance Committee of your Company shall look into the redressing of shareholder and investor complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared Dividend, etc.,

2. Constitution and Composition of the Shareholders' Grievance Committee

The Shareholders' Grievance Committee of your Company comprises of three (3) members.

No Shareholders' Grievance Committee Meeting was held during the financial year 2007-2008.

The existing Committee consists of three Directors. The details of the same are:

Sl. No.	Name of the Director	Designation
1.	Shri G.Srinivasa Raju	Member & Chairman
2.	Shri Y.S.Chowdary	Member
3.	Shri S.Hanumantha Rao	Member

3. Name and Designation of the Compliance Officer

The name and designation of the Compliance Officer of your Company is Shri Shaik Ibraheem, Company Secretary of your Company.

4. No. of Shareholders Complaints received so far during the year

Nature of queries/complaints	Received	Resolved	Un resolved
No.of requests for change of Address	40	40	—
No.of requests for transmission	20	20	—
Non receipt of share certificates/bonus shares	10	10	—
Revalidation of Dividend warrants	—	—	—
Letters from SEBI & Stock Exchanges	—	—	—
Issue of Duplicate Share Certificates	10	10	—
Non receipt of Demat Confirmations/ Rejections	22	22	—
Others	20	20	—
TOTAL	122	122	—

5. No. of Pending Transfers

There are no share transfers pending for more than a fortnight.

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VI. Share Transfer Committee

The share transfer committee comprises of Shri Y.S.Chowdary, Shri G.Srinivasa Raju and Shri R.K.Birla. Shri G.Srinivasa Raju is the Chairman of the Committee. The role, terms of reference, the authority and powers of the Share Transfer Committee are in conformity with the provisions of the Companies Act, 1956. During the year under review the Share Transfer Committee met 22 (Twenty Two) times.

VII. Management Committee

The Management Committee comprises of Shri Y.S.Chowdary, Shri G.Srinivasa Raju, Shri R.K.Birla and Shri S.Hanumantha Rao. The role, terms of reference, the authority and powers of the Management Committee are in conformity with the provisions of the Companies Act, 1956. During the year under review the Management Committee met 9 (Nine) times.

VIII. Code of Conduct for the prevention of inside trading ;

The Board has laid down a "Code of Conduct" for the prevention of "Insider Trading" in pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (Duly Amended). The Board Members and senior management personnel have affirmed the compliance with the code for the financial year 2007-08.

IX. Annual General Body Meetings (AGMs')

Details of Last three AGMS held

Sl. No.	No. of Annual General Meeting	Date of the Annual General Meeting	Location	Time
1	18th A.G.M	31st December, 2007	Plot Nos. 10,11 & 12, Survey No.172, Bollaram Village, Jinnaram Mandal, Medak Dist, Andhra Pradesh.	11.30 A.M.
2.	17th A.G.M	28th December, 2006	Survey No.296/7/9, IDA Bollaram, Jinnaram Mandal, Medak District, Andhra Pradesh.	11.30 A.M.
3.	16th A.G.M	14th December, 2005	Plot Nos. 10,11 & 12, Survey No.172, Bollaram Village, Jinnaram Mandal, Medak Dist, Andhra Pradesh.	11.30 A.M

Details of Special Resolutions passed in the last thee Annual General Meetings:

S.No	AGM for the year	Details of Special Resolution passed
1	2006-07	<ol style="list-style-type: none"> To fix the remuneration of Shri R.K.Birla, Managing Director of the Company. To make any loan to and/or to give any guarantee to and/or to provide security Under Section 372A of the Companies Act, 1956. To increase the authorized share capital of the Company from Rs.105 crores to Rs.145 crores. To raise additional capital by further issue of equity shares and/or financial instruments convertible into equity shares at later date u/s 81 (1A) of the Companies Act, 1956.
2.	2005-06	No special resolution was passed.
3.	2004-05	To make any loan to and/or to give any guarantee to and/or to provide security Under Section 372A of the Companies Act, 1956.

Details of special resolution passed in the last year through postal ballot and details of voting pattern.

S.No	Details of Resolution passed through postal ballot	Details of voting pattern	Person who conducted the postal ballot exercise.
1.	Special Resolution passed by the members of the Company on 31.12.2007 through notice of postal ballot dated:27.11.2007: To make any loan to and/or to give any guarantee to and/or to provide security, in connection with a loan made by any other person to or to other person by and/or to make investments under section 372A of the Companies Act 1956.	No of votes cast in favour of the resolution 5236474 No of votes cast against of the resolution- Nil	Y. Ravi Prasada Reddy Practicing Company Secretary ACS No: 14580 CP No:5360
2	Special Resolutions passed by the members of the Company on 27.06.2008 through notice of postal ballot dated:27.05.2008:	No of votes cast in favour of the resolution: 24560110 No of votes cast against of the resolution: Nil	Y. Ravi Prasada Reddy Practicing Company Secretary ACS No: 14580 CP No:5360
(a)	Making an investment in (1) M/s Glade Steel Private Limited, Hyderabad (2) Topaz Steel India Limited, Hyderabad (3) Lakshmi Gayatri Iron and Steel Private Limited, Hyderabad (4) Sri Ganga steel Enterprises Private Limited, Chennai and (5) Asian Tide Enterprises Ltd, Hong Kong under section 372A of the Companies Act 1956.	No of votes cast in favour of the resolution: 24555830 No of votes cast against of the resolution:30	
(b)	To alter the Clause III(c) (i.e. Other objects Clause) of Memorandum of Association of the Company by incorporating the new sub clause number 14 after sub clause number 12 and to carry on the business of said sub clause number 13.		

Details of special resolution which is proposed to be passed through postal ballot -

No special resolution is proposed to be passed through postal ballot.

X. Disclosures

1. Materially Significant related party transactions:

There are no materially significant related party transactions i.e. transactions, material in nature with its Promoters, the Directors or the Management, their subsidiaries or relatives etc., having potential conflict with the interests of the company at large except as mentioned in Schedule 19 to the Annual Accounts for the year ended 30.09.2008.

2. Details of Statutory Non-compliances:

The Company in generally regular with respect to all statutory compliances and there have not been any non-compliance by the company and no penalties or strictures imposed on the company by the Stock Exchanges or SEBI or any Statutory Authority, on any material related to capital markets, during the last three (3) years.

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3. Management Discussion and Analysis Report

A management Discussion and Analysis Report form part of this Annual Report and is in accordance with the requirements as laid down in Clause 49 of the Listing Agreement with Stock Exchanges.

4. Risk Management

The management of the Company has identified some of the major areas of concern having inherent risk viz., Foreign Currency Fluctuation, Client Concentration, Technology Risks and Credit Control. The process relating to minimizing the above risks has already been initiated at the different levels of management and the same is expected to be further strengthened in the Financial Year 2007-08.

5. Details of directors seeking re-appointment at the forthcoming AGM pursuant to Clause 49 of the Listing Agreement.

Name of the Director	Shri K.Kameswara Rao	Shri J.Ramakrishnan
Date of Birth	13.04.1943	20.08.1936
Date of Appointment	30.01.2006	25.07.1995
Areas of Experience	Mr Kameshwara Rao Kothuri is an independent and non-executive director. He is 65 years old. He has an experience of 38 years in various positions in fields of General banking, Credit, Treasury etc. and later joined as Independent Director in the Company in this year.	Mr J.Ramakrishnan is an Independent, Non-Executive Director of the Company. He is 71 years old . In August' 1994 he was appointed as the Chief Commissioner of Customs and Central Excise, Hyderabad Zone. After his retirement from the Customs & Excise Department, he joined Sujana Group.
Educational Qualifications	Masters Degree in Science (Geology) Certified Associate of Indian Institute of Bankers	Bachelors Degree (Honors) in Science from Madras University
Directorship in other Companies	-- Nil --	Sujana Universal Industries Limited

XI. CEO & CFO Certification:

Certification by Chief Executive Officer and Chief Financial officer of the Company as required under Clause 49(V) of the Listing Agreement is provided at the end of Corporate Governance Report.

XII. Means of Communication

1. Publication of Quarterly Financial Results in daily newspapers -Andhra Bhoomi or Surya & New Indian Express or Business Standard and the same will be updated in the Company's Website at www.sujana.com
2. Furnishing the Quarterly Financial Results to Stock Exchanges in which company's shares is listed.
3. Sending Balance Sheet, Profit & Loss Account, Directors' Report & Auditors' Report to Shareholders through Post.

XIII. Adoption of non mandatory requirements

Besides mandatory requirements under Clause-49 of the Listing Agreement your Company has voluntarily constituted a remuneration committee to consider and recommend the remuneration of executive directors. The Company also endeavors to fully comply with all other non mandatory requirements of Clause 49 as well.

XIV. General Shareholders Information

1. Details pursuant to the 19th Annual General Meeting

1.	Date	27th February, 2009.
2.	Time	11.30 A.M.
3.	Venue	Plot Nos.10, 11 & 12, Survey No.172, Bollaram Village, Jinnaram Mandal, Medak District, Andhra Pradesh.
4.	Financial Year	2007-2008 (consisting of 15 months from 01.07.2007 to 30.09.2008)
5.	Book Closure Date	26.02.2009 (One day only)
6.	Dividend Payment Date	Not Applicable

2. Details pursuant to Listing of Securities

a. Listing of Securities

1. Bombay Stock Exchange Limited, Mumbai
2. The Madras Stock Exchange Limited, Chennai
3. The Hyderabad Stock Exchange Limited, Hyderabad

b. Stock Code

BSE Scrip Code: 513414

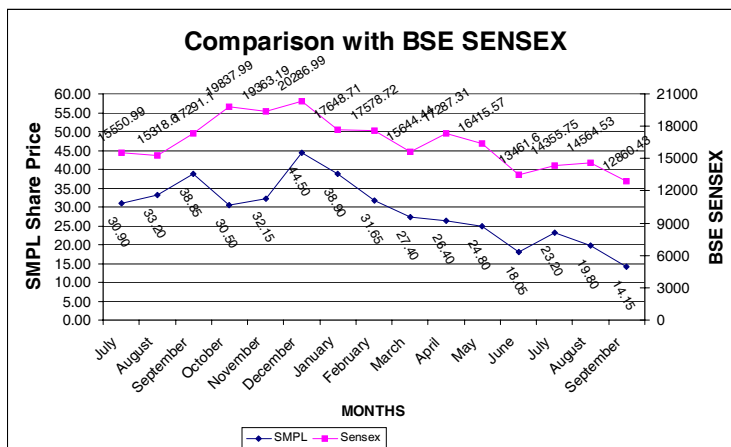
Demat ISIN in NSDL and CDSL for equity shares: INE215G01021

3. Market Price Data

The monthly high and low stock prices during the financial year 2007-08 and performance in comparison to the Broad-based indices such as BSE-Sensex is provided hereunder.

Month	Open	High	Low	Close	BSE SENSEX (Closing)
Jul-07	66.05	66.05	27.00	30.90	15550.99
Aug-07	30.50	41.50	28.00	33.20	15318.6
Sep-07	33.80	40.00	32.60	38.85	17291.1
Oct-07	39.10	39.50	28.55	30.50	19837.99
Nov-07	31.05	39.90	27.50	32.15	19363.19
Dec-07	32.90	47.90	32.05	44.50	20286.99
Jan-08	45.85	55.25	31.25	38.90	17648.71
Feb-08	39.60	40.40	30.00	31.65	17578.72
Mar-08	30.50	32.00	16.35	27.40	15644.44
April-08	26.05	30.00	25.00	26.40	17287.31
May-08	26.85	28.95	23.15	24.80	16415.57
June-08	25.85	26.80	18.00	18.05	13461.6
Jul-08	18.00	24.30	16.00	23.20	14355.75
Aug-08	23.45	26.20	19.10	19.80	14564.53
Sep-08	19.80	21.40	12.20	14.15	12860.43

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4. Share Transfer System

Your Company has appointed M/s. Bigshare Services Private Limited for dealing in with the shares of the Company in physical and electronic mode. Presently they are completing the process of transfer within a period of 10 to 15 days from the date of receipt, subject to the documents being valid and complete in all respects.

5. Dematerialization of Shares

78.89% of the Company's Paid-up capital has been dematerialized upto 30.09.2008 as per the following details.

Particulars	Number of Shares	% of share capital
NSDL	35751914	56.52
CDSL	14150307	22.37
Physical	13354303	21.11
Total	63256524	100

6. Distribution of Shareholding

As on 30th September, 2008, the Distribution Shareholding was as follows:

Range (Rs)	No. of Shares	% of Shareholding	No. of Shareholders	% of Shareholders
1. Upto - 5,000	6359722	10.05	23589	90.35
2. 5,001 - 10,000	1913318	3.02	1173	4.49
3. 10,001 - 20,000	1781692	2.82	592	2.27
4. 20,001 - 30,000	1551699	2.45	305	1.17
5. 30,001 - 40,000	578667	0.91	81	0.31
6. 40,001 - 50,000	1057049	1.67	110	0.42
7. 50,001-1,00,000	1658671	2.62	112	0.43
8. 1,00,001 and above	48355706	76.46	145	0.56
Total	63256524	100.00	26107	100.00

Pattern of shareholding as on 30th September, 2008 (Face Value: Re.5 each)

Category	Number of Shares	Percentage %
Promoter and Promoter Group	29191396	46.15
Financial Institutions/Banks	4531265	7.16
Foreign Institutional Investors	1083873	1.71
Body Corporate	11765047	18.60
Indian Public	16684943	26.38
Total	63256524	100

7. Outstanding GDR/ADR/Warrants or any convertible instruments, conversion date and impact on equity: 5,73,00,000 convertible warrants out of 6,05,00,000 were outstanding for conversion as on 30.09.2008. This apart there were no other outstanding GDRs/ADRs/ and warrants which may have impact on the equity.

8. Plant Location

Hyderabad Division:

- i) Survey No.296/7/9
- ii) Survey No.296/7/7
IDA Bollaram, Jinnaram Mandal
Medak District, Andhra Pradesh.

Chennai Division:

Manjankaranai Village, Chengai,
M.G.R. Dist, Tamilnadu

Visakhapatnam Division:

Sanivada Village, Rajeevnagar,
Visakhapatnam-530046.

9. Address for Correspondence

Secretarial Department :

No.18, Nagarjuna Hills, Panjagutta, Hyderabad-500 082.
Phone No.2335 1882.

Regd.Office:

Survey No. 296/7/9, IDA Bollaram, Jinnaram Mandal, Medak Dist, A.P.

Corporate Office & Place of keeping the books of accounts :

18, Nagarjuna Hills, Panjagutta, Hyderabad - 500 082.
Ph: 23351882, 23351887.

Registrars and Share Transfer Agents:

M/s. Bigshare Services Private Limited,
G-10, Left Wing, Amruta Ville, Opp: Yashoda Hospital,
Raj Bhavan Road, Somajiguda, Hyderabad - 500 082.
Phone No.040-23374967

Declaration in terms of amended Clause 49(1)(d)(ii) of Listing Agreement.

It is hereby confirmed that all board members and senior management personnel have affirmed compliance with the code of conduct, laid down by the Board of Directors, for the financial year 2007-08.

Place : Hyderabad
Date : 29.01.2009

R.K.Birla
Managing Director

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CEO & CFO CERTIFICATION

We, R.K.Birla, Managing Director & Chief Executive Officer and Shri N. Satyanarayana, Chief Finance Officer, to the best of our knowledge and belief, do hereby certify that

1. We have reviewed financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
 - i) Significant changes in internal control over financial reporting during the year;
 - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place : Hyderabad

Date : 29.01.2009

R.K.BIRLA

Managing Director &
Chief Executive Officer

N. SATYANARAYANA

Chief Financial Officer

Certificate on Corporate Governance

To

The Members of Sujana Metal Products Limited,

I have examined the compliance conditions of Corporate Governance by Sujana Metal Products Ltd., Hyderabad for the period ended 30th September, 2008, as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the company's management. My examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In my opinion and to the best of my knowledge and according to the explanations given to me, I certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

I state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Investor's Grievance Committee.

I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company

Place: Hyderabad

Dated: 29.01.2009

Y. RAVI PRASADA REDDY

FCS No:5783, CP No:5360