



## 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 Nine (9) members, out of which one (1) is Managing Director and one (1) is Promoter and Non-Executive Chairman, Four (4) 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 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	4	Yes
2.	Shri R.K. Birla	Executive Director	Managing Director	5	Yes
3.	Shri J. Ramakrishnan	Independent & Non-Executive Director	Director	5	Yes
4.	Dr. V. Malakonda Reddy	Independent & Non-Executive Director	Director	6	Yes
5.	Shri S. Hanumantha Rao	Executive Director	Director	6	Yes
6.	Shri K. Kameswara Rao	Independent & Non-Executive Director	Director	5	Yes
7.	Shri G. Srinivasa Raju	Promoter & Non-Executive Director	Director	4	No
8.	Dr. K. Srinivasa Rao	Independent & Non-Executive Director	Director	0	No
9.	Shri N.Srikrishna	Independent & Non-Executive Director	Director	4	Yes
10	Shri S. Ramchandran	Nominee from IDBI	Director	6	No

## SUJANA METAL PRODUCTS LIMITED

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	5	12*	2	4
2	Shri R.K. Birla	—	1	—	—
3	Shri J. Ramakrishnan	—	1	1	5
4	Dr. V. Malakonda Reddy	—	—	—	—
5	Shri S. Hanumantha Rao	—	7*	1	7
6	Shri K. Kameswara Rao	—	—	—	—
7	Shri G. Srinivasa Raju	—	11*	2	6
8	Dr. K. Srinivasa Rao	—	1	2	2
9	Shri N. Srikrishna	—	1	—	—
10	Shri S. Ramchandran	—	1	—	—

\*Including Private Limited Companies.

### Change in Composition of Board of Directors since the date of last AGM held on 27.02.2009

Shri K. Kameswara Rao has been resigned from the Board and Audit Committee with effect from 1<sup>st</sup> September, 2009.

### 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.

SIX (6) Board Meetings were held during the year 2008-09 and the gap between two meetings did not exceed three months. The dates on which the Board Meetings were held were as follows:

29th December, 2008, 29th January, 2009, 29th April, 2009, 7th July, 2009, 29th July, 2009, 30th September, 2009.

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 a 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 :

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - ❖ Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956
  - ❖ Changes, if any, in accounting policies and practices and reasons for the same
  - ❖ Major accounting entries involving estimates based on the exercise of judgment by management
  - ❖ Significant adjustments made in the financial statements arising out of audit findings
  - ❖ Compliance with listing and other legal requirements relating to financial statements
  - ❖ Disclosure of any related party transactions
  - ❖ Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
12. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

In addition to the above such other matters in connection with and incidental thereto in compliance with the listing agreements entered with the Stock Exchanges.

## 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.

## SUJANA METAL PRODUCTS LIMITED

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 Four (4) members, out of which Three (3) 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	3
2.	Dr. K.Srinivasa Rao	Member	0
3.	Shri S. Hanumantha Rao	Member	5
4.	Dr.V.Malakonda Reddy	Member	5
5.	*Shri K. Kameswara Rao	Member	5
6.	Shri S. Ramachandran**	Invitee	3

\*Shri K. Kameswara Rao has been resigned from the Board and Audit Committee with effect from 1<sup>st</sup> September, 2009.

\*\*Shri S. Ramachandran (IDBI Nominee) - Invitee to the audit committee meetings.

**Change in Composition of Audit Committee since the date of last AGM held on 27.02.2009:**

Shri K. Kameswara Rao has been resigned from the Board and Audit Committee with effect from 1<sup>st</sup> September, 2009

**Dates on which the Audit Committee Meetings were held are as follows :**

29th December, 2008, 29th January, 2009, 29th April, 2009, 7th July, 2009 and 29th July, 2009.

The necessary quorum was present at the meetings.

Shri N. Srikrishna, Chairman of the Audit Committee was present at the 19th Annual General Meeting held on 27th February, 2009.

Audit Committee meetings are attended by the Group Chief Financial Officer, Chief Financial Officer and Representatives of Statutory Auditors. The Company Secretary acts as the Secretary of the Audit Committee.

#### 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 29.04.2009 during the financial year 2008-2009.

3. Remuneration Packages paid to Executive Directors during the year

Name	Salary P.A. Rs.	Commission/ Incentives P.A. Rs.	Deferred Benefits (Perquisites) Rs.	Others	Total Rs.
Shri R.K. Birla	72,00,000	—	—	—	72,00,000
Shri S. Hanumantha Rao	9,60,000	—	—	60,000	10,20,000

**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.

**Sitting Fee details:**

Sl. No	Name of the Director	Sitting fee paid During the year
1	Dr. K. Srinivasa Rao	—
2	Dr.V.Malakonda Reddy	38000
3	Shri J. Ramakrishnan	18000
4	Shri K.Kameswara Rao	34000
5	Shri N. Srikrishna	24000
6	Shri S.Ramachandran	21000

Sitting fee is paid at a rate of Rs. 3000/- till 29th April, 2009 and there after it is increased to Rs. 4000 for attending each Meeting.

**Shareholding of Directors as on 30.09.2009**

The following table sets out the shareholdings of the Directors in the Company as at 30 November 2009:

Name of the Director	Designation	No. of Shares held
Shri Y.S.Chowdary	Chairman	5,700,629
Shri R.K.Birla	Managing Director	—
Shri S.Hanumantha Rao	Executive Director	7
Shri G.Srinivasa Raju	Promoter Director	—
Shri N.Srikrishna	Independent and Non-Executive Director	—
Shri J.Ramakrishnan	Independent and Non-Executive Director	—
Dr. V.Malakonda Reddy	Independent and Non-Executive Director	—
Dr. K.Srinivasa Rao	Independent and Non-Executive Director	—
Shri S.Ramachandran	IDBI Nominee	—

## SUJANA METAL PRODUCTS LIMITED

### 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 2008-2009.

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	2	2	—
No.of requests for transmission	—	—	—
Non receipt of share certificates/bonus shares	1	1	—
Revalidation of Dividend warrants	—	—	—
Letters from SEBI & Stock Exchanges	—	—	—
Issue of Duplicate Share Certificates	—	—	—
Non receipt of Demat Confirmations/ Rejections	—	—	—
Others	1	1	—
TOTAL	4	4	—

#### 5. No. of Pending Transfers

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

### 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 8 (Eight)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 20(Twenty) 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 2008-09.

**IX. (a) General Body Meetings :  
Details of Last three AGMS held**

Sl. No.	No. of Annual General Meeting	Date of the Annual General Meeting	Location	Time
1	19th A.G.M	27th February, 2009	Plot Nos. 10,11 & 12, Survey No.172, Bollaram Village, Jinnaram Mandal, Medak Dist, Andhra Pradesh.	11.30 A.M.
2	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.
3.	17th A.G.M	28th December, 2006	Survey No.296/7/9, IDA Bollaram, Jinnaram Mandal, Medak District, Andhra Pradesh.	11.30 A.M.

**(b) No Extra-ordinary General Meeting of the shareholders was held during the year.**

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

S.No	AGM for the year	Details of Special Resolution passed
1	2007-08	1. To appoint Shri N. Sri Krishna as Director 2. To re-appoint Shri R.K Birla as Managing Director 3. To fix remuneration of Shri R.K Birla
2.	2006-07	1. To fix the remuneration of Shri R.K.Birla, Managing Director of the Company. 2. 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. 3. To increase the authorized share capital of the Company from Rs.105 crores to Rs.145 crores. 4. 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.
3.	2005-2006	No special resolution was passed.

**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 on 11.08.2009 to approve the raising of equity share capital by way of issuing further equity shares/ warrants of the Company to the promoters and others under preferential allotment.	No of votes cast in favour of the resolution:35419114 No of votes cast against of the resolution3500	Y. Ravi Prasada Reddy Practicing Company Secretary FCS No:5783 CP No:5360

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

## SUJANA METAL PRODUCTS LIMITED

### 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 21 to the Annual Accounts for the year ended 30.09.2009.

#### 2. *Details of Statutory Non-compliances:*

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.

#### 3. *Secretarial Audit:*

A qualified practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

#### 4. *Details of directors seeking re-appointment at the forthcoming AGM*

Name of the Director	Shri G. Srinivasa Raju	Dr. K.Srinivasa Rao
Date of Birth	20.10.1963	01.08.1934
Date of Appointment	18.08.1999	28.01.2000
Areas of Experience	Mr. G. Srinivasa Raju has a rich and vast industrial experience, including the management of granite units and steel products industry.	Dr.K.Srinivasa Rao has started his career in july, 1957 as a probationary officer in State Bank of India. He worked in various levels capacities such as Accountant, Officer in charge, Branch Manager, Chief Manager, General Manager, Finance Director of State Bank of India.
Educational Qualifications	Bachelors Degree course in Mechanical Engineering From Chaitanya Bharathi Institute of Technology, Hyderabad. He also holds a Master Degree in Engineering from Roorke University.	Bachelors Degree (Honors) in Arts From Sri Venkateswara University.
Directorship in other Companies	11	1





**XI. CEO&CFO Certification:**

Certification by Chief Executive Officer and Chief Financial officer of the Company as required under Clause 49 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 and the same will be updated in the Company's website at [www.sujana.com](http://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.
4. **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.

5. **Company's Corporate Website :**

The Company's website is a comprehensive reference on Sujana Metal Products Limited's management, vision, mission, policies, corporate governance, corporate sustainability, investor relations, sales network, updates and news. The Section on 'Investor Relations' serves to inform the shareholders, by giving complete financial details, shareholding patterns, corporate benefits, information relating to stock exchanges, registrars, share transfer agents and frequently asked questions. Investors can also submit their queries and get feedback through online interactive forms. The Section on 'Newsrooms' includes all major press reports and releases, awards, campaigns.

**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 20th Annual General Meeting**

1.	Date	27th March, 2010
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	2008-2009 (consisting of 12 months, from 01.10.2008 to 30.09.2009)
5.	Book Closure Date	25.03.2010 (One day only)
6.	Dividend Payment Date	Not Applicable

2. **Details pursuant to Listing of Securities:**

The Company's Equity shares are listed on the following 2 Stock Exchanges in India :

1. **Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers, Exchange Plaza, Bandra-Kurla Complex,  
Dalal Street, Mumbai 400 001
2. **Madras Stock Exchange Limited**  
Exchange Building, P. Box No: 183, 11, 2nd Line Beach, Chennai - 600001
3. The Company also made an application with National Stock Exchange of India Limited (NSE), Mumbai for listing of its equity shares and the same is under consideration of NSE.

# SUJANA METAL PRODUCTS LIMITED

**Global Depository Receipts (GDRs)** issued by the Company in the International Market have been listed on the Luxembourg Stock Exchange and the Stock Code is US86507T1034.

The Company has paid annual listing fees to each of the above Stock Exchanges for the financial year 2009-10.

## Stock Codes/Symbols -

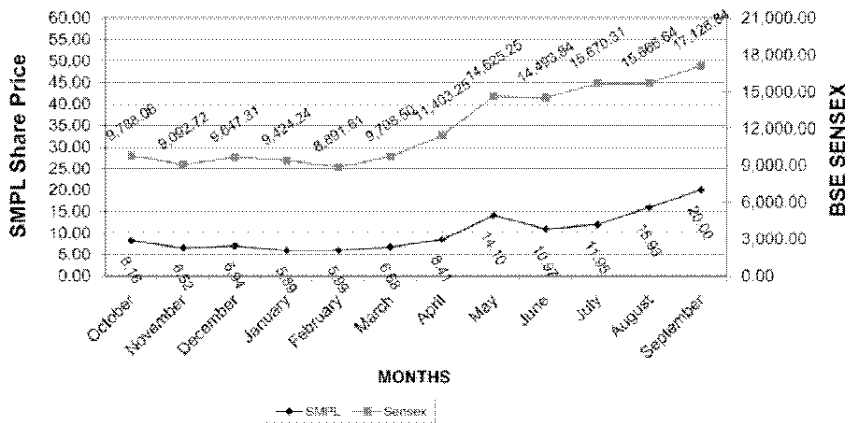
BSE Scrip Code	:	513414
Luxembourg Stock Exchange (LuxSE) ISIN Code	:	US86507T1034
Luxembourg Stock Exchange (LuxSE) Trading Code	:	US86507T1034
Demat ISIN in NSDL and CDSL for equity shares	:	INE215G01021

## 3. Market Price Data

The monthly high and low stock prices during the financial year 2008-09 and performance in comparison to the Broad-based indices such as BSE-Sensex is provided hereunder.

Month	Open	High	Low	Close	BSE SENSEX (Closing)
Oct-08	14.70	14.70	6.70	8.16	9,788.06
Nov-08	8.20	9.65	6.25	6.52	9,092.72
Dec-08	6.89	8.98	6.00	6.94	9,647.31
Jan-09	7.23	8.45	5.50	5.89	9,424.24
Feb-09	5.75	7.18	5.63	5.99	8,891.61
Mar-09	5.62	7.20	5.20	6.68	9,708.50
April-09	6.85	11.30	6.60	8.41	11,403.25
May-09	8.57	15.50	8.05	14.10	14,625.25
June-09	14.40	16.50	10.25	10.97	14,493.84
Jul-09	10.85	12.70	9.05	11.95	15,670.31
Aug-09	12.05	15.93	9.60	15.93	15,666.64
Sep-09	17.40	20.85	14.85	20.00	17,126.84

### Comparison with BSE SENSEX





**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**

97.56% of the Company's Paid-up capital has been dematerialized upto 30.09.2009 as per the following details.

Particulars	Number of Shares	% of share capital
NSDL	37919350	54.75
CDSL	29649127	42.81
Physical	1688047	2.44
<b>Total</b>	<b>69256524</b>	<b>100.00</b>

Demat ISIN in NSDL and CDSL for equity shares: INE215G01021

**6. Distribution of Shareholding**

As on 30th September, 2009, the Distribution Shareholding was as follows:

Range (Rs)	No. of Shares	% of Shareholding	No. of Shareholders	% of Shareholders
1. Upto - 5,000	6463613	9.33	23404	89.36
2. 5,001 - 10,000	2085168	3.01	1275	4.86
3. 10,001 - 20,000	1981746	2.87	663	2.53
4. 20,001 - 30,000	1714158	2.47	339	1.29
5. 30,001 - 40,000	771209	1.11	108	0.41
6. 40,001 - 50,000	917471	1.32	96	0.36
7. 50,001-1,00,000	2022889	2.92	138	0.526
8. 1,00,001 and above	53300270	76.96	169	0.64
<b>Total</b>	<b>69256524</b>	<b>100.00</b>	<b>26,192</b>	<b>100.00</b>

Pattern of shareholding as on 30th September, 2009 (Face Value: Re.5 each)

Category	Number of Shares	Percentage %
Promoter and Promoter Group	35381396	51.09
Financial Institutions/Banks	4531265	6.54
Body Corporate	11322743	16.35
Indian Public	18021120	26.02
<b>Total</b>	<b>69256524</b>	<b>100.00</b>

**7. Outstanding GDR/ADR/Warrants or any convertible instruments, conversion date and impact on equity:**

As on 30.09.2009, there were no other outstanding GDRs/ADRs/ and warrants which may have impact on the equity.

## SUJANA METAL PRODUCTS LIMITED

As on the date of this report (i.e. 03.03.2010) :

- 52631500 equity shares underlying 5263150 Global Depository Receipts (GDRs) are outstanding for conversion.
- 400,00,000 convertible warrants out of 500,00,000 convertible warrants allotted on 04.01.2010 are outstanding for conversion and the said outstanding warrants are due for conversion on or before 03.07.2013 (i.e. before the expiry of 18 months from the date of allotment).

### 8. Plant Location

**Hyderabad Division:**

- i) Survey No. 296/7/9
- ii) Survey No. 296/7/7  
IDA Bollaram, Jinnaram Mandal  
Medak District - 502 325, Andhra Pradesh.
- (iii) Survey No. 204, 205 & 206, Elakatta Gram Panchayat,  
Farooq Nagar Mandal, Mahaboob Nagar District - 509 216,  
Andhra Pradesh.

**Chennai Division:**

Manjankaranai Village, Uthukottai Taluk,  
Chengai M.G.R. District - 620 502, Tamilnadu.

**Visakhapatnam Division:**

Sanivada Village, Rajeevnagar,  
Visakhapatnam - 530046, Andhra Pradesh.

### 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 District - 502 325, Andhra Pradesh.

**Corporate Office:**

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 2008-09.

Place : Chennai  
Date : 03.03.2010

R.K. Birla  
Managing Director



## CEO & CFO CERTIFICATION

We, R.K.Birla, Managing Director & Chief Executive Officer and Shri VR Chary, Chief Financial 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 : Chennai  
Date : 03.03.2010

R.K.Birla  
Managing Director &  
Chief Executive Officer

Shri VR Chary  
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 year ended 30th September, 2009, 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: 03.03.2010

Y. RAVI PRASADA REDDY  
FCS No: 5783, CP No:5360