

SUJANA METAL PRODUCTS LIMITED

REPORT ON CORPORATE GOVERNANCE

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

I. The Company's Philosophy on Corporate Governance

Corporate Governance at Sujana Metal Products Limited has been a continuous journey and the business goals of the Company are aimed at the overall well-being and welfare of all the constituents of the system. The Company's philosophy is that Corporate Governance is the application of ethical business practices with all stakeholders coupled with compliance of law. The Company has all along believed in and practiced fair business and corporate practices with all its stakeholders and associates.

The Company has laid a strong foundation for making Corporate Governance a way of life by constituting a Board with a balanced mix of experts of eminence and integrity, forming a core group of top level executives, inducting competent professionals across the organization and putting in place best systems, process and technology. The Company combines leading edge technology and innovation with superior application and customer service skills.

At the heart of Company's Corporate Governance policy is the ideology of transparency and openness in the effective working of the management and Board. It is believed that the imperative for good Corporate Governance lies not merely in drafting a code of Corporate Governance but in practicing it.

Your Company confirms the compliance of Corporate Governance as contained in Clause 49 of the Listing agreement, the details of which are given below:

II. Board of Directors

(i). *Composition of Board of Directors*

The Company has a balanced mix of Executive and Non-Executive Independent Directors to maintain the independence of the board and to separate the board functions of governance and management. As at 31.03.2012, the Board of Directors comprises of 8 (Eight) Directors, out of which one (1) is Managing Director, two (2) are Promoter and Non-Executive Directors, Three (3) of them are Independent and Non-Executive Directors, one(1) is Executive Director and one (1) is a Nominee Director. All Independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring the best interest of stakeholders and the Company.

The Chairman is Non-Executive and Promoter of Company. The number of Independent Directors is 4 which is in compliance with the requirements of Clause 49 of the Listing agreement. The number of Non-Executive Directors is more than 50% of the total number of Directors.

No Director is related to any other Director on the Board in terms of the definition of "relative" given under the Companies Act, 1956.

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 details of composition of the Board as at 31.03.2012, the attendance record of the Directors at the Board Meetings held during the financial year 2011-12 and at the last Annual General Meeting(AGM), as also the number of Directorships, Committee Chairmanships and 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	Director	0	Yes
2.	Shri R.K. Birla	Executive Director	Managing Director	5	No
3.	Shri J. Ramakrishnan	Independent & Non-Executive Director	Director	4	No
4.	Dr. V. Malakonda Reddy	Independent & Non-Executive Director	Director	5	Yes
5.	Shri S. Hanumantha Rao	Executive Director	Director (Finance)	5	Yes
6.	Shri G. Srinivasa Raju	Promoter & Non-Executive Director	Director	5	Yes
7.	Dr. K. Srinivasa Rao	Independent & Non-Executive Director	Director	3	Yes
8.	Shri Ashok Kumar De	Nominee from IDBI	Director	4	No
9.	Sri N. Srikrishna (Resigned w.e.f. 23.01.2012)	Independent & Non-Executive Director	Director	4	Yes

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	--	12*	--	4
2	Shri R.K. Birla	--	3	--	--
3	Shri J. Ramakrishnan	--	1	1	5
4	Dr. V. Malakonda Reddy	--	2	--	--
5	Shri S. Hanumantha Rao	--	14*	2	7
6	Shri G. Srinivasa Raju	--	10*	2	6
7	Dr. K. Srinivasa Rao	--	1	1	2
8	Shri Ashok Kumar De	--	1	--	1
9.	Sri N. Srikrishna (Resigned w.e.f. 23.01.2012)	--	--	--	-

* including Private Limited Companies & Overseas Companies

Change in Composition of Board of Directors since the date of last AGM held on 24.09.2011:

Shri N.Srikrishna resigned from the Board of Directors with effect from 23.01.2012

(ii) Board Procedure

The Board of Directors oversees the overall functioning of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the stakeholders are being served. The Chairman and Managing Director is assisted by the Executive Directors/ Senior Managerial Personnel in overseeing the functional matters of the Company.

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The Board has constituted five Standing Committees, namely Audit Committee, Shareholders/ Investors Grievance Committee, Remuneration Committee, Management Committee and Share Transfer Committee. The Board constitutes additional functional committees, from time to time, depending on the business needs.

A minimum of four Board Meetings are held every year. Dates for the Board Meetings in the ensuing quarter are decided well in advance and communicated to the Directors. The Agenda along with the explanatory notes are sent in advance to the Directors. Additional meetings of the Board are held when deemed necessary to address the specific needs of the Company.

Five (5) Board Meetings were held during the year 2011-12 and the gap between two meetings did not exceed three months. The dates on which the Board Meetings were held were as follows:

30th May, 2011, 10th August, 2011, 29th August, 2011, 11th November, 2011, and 14th February, 2012.

Board Meetings are usually held at the registered 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. Agenda and Notes on Agenda are circulated to the Directors, in advance, in the defined Agenda format. All material information is incorporated in the Agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda. In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are considered.

In addition to items which are mandated to be placed before the Board for its noting and/or approval, information is provided on various significant items.

The Board is given presentations covering Global Steel Scenario, Economy, Company's Financials, Sales, Production, Business Strategy, Subsidiary performance and Risk Management practices before taking on record the Quarterly/Half yearly/ Nine Monthly/Annual financial results of the Company.

All divisions/departments of the Company are advised to schedule their work plans well in advance, with regard to matters requiring discussion/ approval/ decision at the Board/ Committee meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the Agenda for the Board/Committee Meetings.

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

The Company Secretary records the minutes of the proceedings of each Board and Committee meeting. Draft minutes are circulated to all the members of the Board/Committee for their comments. The final minutes are entered in the Minutes Book within 30 days from conclusion of the meeting and are signed by the Chairman of the meeting/Chairman of the next meeting.

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

(i) *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:

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 nonpayment 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.

(ii) Composition and Procedure of the Audit Committee

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

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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. The Members possess adequate knowledge of Accounts, Audit, Finance, etc. The composition of the Audit Committee meets with the requirements of Section 292A of the Companies Act, 1956 and of Clause 49 of the Listing Agreement.

Five (5) meetings of Audit Committee were held during the financial year 2011-12, as against the minimum requirement of four meetings. The details are as follows:

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

30th May,2011, 10th August, 2011, 29th August, 2011, 11th November, 2011, and 14th February, 2012.

The necessary quorum was present at the meetings.

The Constitution of the Committee as at 31.03.2012 and the attendance of each Member are as given below:

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

Change in Composition of Audit Committee since the date of last AGM held on 24.09.2011:

* Shri N.Srikrishna resigned from the Board of Directors with effect from 23.01.2012

* Re-constituted the Audit committee with effect from 14.02.2012

** Dr.K.Srinivasa Rao was appointed as Chairman of the Audit Committee with effect from 14.02.2012.

*** Shri Ashok Kumar De was appointed as member of Audit Committee with effect from 14.02.2012

Shri N.Srikrishna, Chairman of the Audit Committee was present at the 21st Annual General Meeting held on 24th September, 2011.

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

IV. Remuneration Committee

(i). 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

(ii). **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

There was no change in the composition of Remuneration Committee since the date of last AGM held on 24.09.2011

One Remuneration Committee meeting was held on 11.11.2011

The necessary quorum was present at the meeting.

(iii). **Remuneration Packages paid to Executive Directors during the year:**

Name	Salary P.A. (Rs in lakhs)	Commission/ Incentives P.A. (Rs in lakhs)	Deferred Benefits (Perquisites) (Rs in lakhs)	Others (Rs in lakhs)	Total (Rs in lakhs)
Shri R.K.Birla	92.15	--	--	--	92.15
Shri S. Hanumantha Rao	9.60	--	--	0.60	10.20

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	60,000
2	Dr.V.Malakonda Reddy	100000
3	Shri J. Ramakrishnan	40,000
4	Shri N. Srikrishna	80,000
5	Shri Ashok Kumar De	50,000
	Total	330,000

The Company pays sitting fees at the rate of Rs.10,000/-for each meeting of the Board and sub-committees attended by them.

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(iv). Shareholding of Directors as on 31.03.2012:

The following table sets out the shareholdings of the Directors in the Company as at 31 March 2012:

Name of the Director	Designation	No. of Shares held
Shri Y.S.Chowdary	Chairman	5,700,629
Shri R.K.Birla	Managing Director	0
Shri S.Hanumantha Rao (as trustee)	Executive Director	7
Shri G.Srinivasa Raju	Promoter Director	0
Shri J.Ramakrishnan	Independent and Non-Executive Director	0
Dr.V.Malakonda Reddy	Independent and Non-Executive Director	0
Dr.K.Srinivasa Rao	Independent and Non-Executive Director	0
Shri Ashok Kumar De	IDBI Nominee	0

V. Shareholders' Grievance Committee

(i) 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.,

(ii) 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 2011-12.

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

(iii) 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.

(iv) 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	5	5	--
Advice procedure for name deletion/duplicate	-	-	--
No.of requests for transmission	4	4	--
Non receipt of Annual Reports	-	-	--
Duplicate Certificate Requests letters	-	-	--
Exchange of share certificates	-	--	--
Non receipt of Demat Rejected Share certificates	1	1	--
Miscellaneous Letters	21	21	--
TOTAL	31	31	--

(v). 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 10 (Ten) 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 26 (twenty six) times.

VIII. (i) General Body Meetings :

Details of Last three AGMS held

Sl. No.	No. of Annual General Meeting	Date of the Annual General Meeting	Location	Time	Details of special resolutions
1.	21 st A.G.M	24 th September, 2011	“Kohinoor”, Taj Deccan, Road No.1, Banjara Hills, Hyderabad - 500034.	11.30 A.M	<ol style="list-style-type: none"> 1. Re-appointment of Shri S.Hanumantha Rao, Director (Finance) of the Company. 2. Amendment to Articles of Association of the Company 3. Increase of authorised share capital of the company from Rs. 200 crores to Rs. 250 crores. 4. Issue of further equity shares and /or any securities linked to, convertible into or exchangeable for equity shares for an aggregate amount not exceeding Rs. 500 crores.
2.	20 th A.G.M	27 th March, 2010	Plot Nos. 10,11 & 12, Survey No.172, Bollaram Village, Jinnaram Mandal, Medak Dist, Andhra Pradesh.	11.30 A.M	No special resolution was passed.
3.	19 th A.G.M	27 th February, 2009	Plot Nos. 10,11 & 12, Survey No.172, Bollaram Village, Jinnaram Mandal, Medak Dist, Andhra Pradesh.	11.30 A.M.	<ol style="list-style-type: none"> 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

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- (ii) No Extra-ordinary General Meeting of the shareholders was held during the year.
- (iii) Details of special resolution passed in the last year through postal ballot – Nil.
- (iv) Details of special resolution which is proposed to be passed through postal ballot :

Details of resolution proposed to be passed through Postal Ballot	Type of the Resolution	Details of Scrutinizer for the Postal Ballot
To make any loan and/or to make investment and/or to give any guarantee and/or to provide security U/S 372A of the Companies Act, 1956.	Special Resolution for the said purpose has been set out as no.6 in the notice of 22 nd Annual General Meeting.	Shri Y.Ravi Prasada Reddy Practising Company Secretary FCS No. 5783 C.P.NO. 5360
To lease, or transfer the whole, or substantially the whole of the undertaking of the Company under Section 293(1)(a) of the Companies Act, 1956.	Ordinary Resolution for the said purpose has been set out as no.7 in the notice of 22 nd Annual General Meeting.	
To shift the Registered Office of the Company from the state of Andhra Pradesh to Tamilnadu	Special Resolution for the said purpose has been set out as no.8 in the notice of 22 nd Annual General Meeting.	
Note: Procedure for exercising the voting rights by the members of the Company through postal ballot is explained in page no. 112		

IX. Disclosures:

(i) **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 30 to the Annual Accounts for the year ended 31.03.2012.

(ii) **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.

(iii) **The Board has not yet deliberated the matter relating to whistle blower policy. No personnel have been denied access to the Audit Committee.**

(iv) **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 2012-13.

(v) **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.

X. Other Disclosures as per Clause 49 of the Listing Agreement:

(i) **Clause 49(I)(D): Code of Conduct**

The Company has adopted a Code of Conduct as required under Clause 49(I)(D) of the Listing

Agreement with the Stock Exchanges, which applies to all the Board Members and Senior Management of the Company. The Board Members and Senior Management personnel have affirmed their compliance with the Code on annual basis and their confirmations have been received in this regard. The Code of Conduct has been posted on the Company's website. A separate declaration to this effect signed by the Managing Director is attached.

(ii) Clause 49(IV)(B): Disclosure of Accounting Treatment

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently and comply with material aspects with the accounting standards notified under in Section 211 (3C) of the Companies Act, 1956. Significant Accounting policies is provided elsewhere in the Annual Report.

(iii) Clause 49(IV)(E)

(a) None of the Independent/Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the judgment of the Board may affect the independent of the director except receiving sitting fee for attending Board/Committee meetings.

(b) None of the non-executive director except Shri Y.S. Chowdary is holding any shares in the Company.

(iv) 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.

(v) Clause 49(IV)(G): Shareholders Information

(a) Appointment/Re-appointment of Directors: The brief resume of directors retiring by rotation and Whole-time Directors seeking re-appointment, including nature of their experience in specific functional areas, names of companies in which they hold directorship and membership of committees of the Board is appended to the Notice for calling Annual General Meeting.

(b) None of the Directors are related to each other.

(vi) Clause 49(V):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 elsewhere in this Annual Report.

(vii) Prevention of insider trading: [Regulation 12 of the SEBI(Prohibition of Insider Trading) Regulations, 1992]

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).

XI. Means of Communication

(i) Publication of Quarterly Financial Results in daily newspapers –Andhra Prabha or Financial Express or Business Standard and the same will be updated in the Company's Website at www.sujana.com

(ii) Furnishing the Quarterly Financial Results to Stock Exchanges in which Company's shares is listed.

(iii) Sending Balance Sheet, Profit & Loss Account, Directors' Report & Auditors' Report to Shareholders through Post.

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(iv) **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.

(v) **NSE Electronic Application Processing System (NEAPS):**

NEAPS is a web based application designed by NSE for corporates. The Shareholding pattern and Corporate Governance Report are also filed electronically on NEAPS.

(vi) **Annual Report:** Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditor's Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis (MD&A) Report forms part of the Annual Report.

(vii) **Chairman's Communiqué:** Printed copy of the Chairman's Speech is distributed to all the shareholders at the Annual General Meetings.

XII General Shareholders Information

(i) **Details pursuant to the 22nd Annual General Meeting**

1.	Date	22nd September, 2012
2.	Time	11.30 a.m
3.	Venue	At "Kohinoor", Taj Deccan, Road No. 1, Banjara Hills, Hyderabad-500 034, Andhra Pradesh
4.	Financial year	2011-2012, (consisting of 12 months from 01.04.2011 to 31.03.2012)
5.	Book Closure Date	20th September, 2012 (one day only)
6.	Dividend Payment Date	Not Applicable

(ii) **Details pursuant to Listing of Securities:**

The Company's Equity shares are listed on the following 3 Stock Exchanges in India :

1. Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Exchange Plaza,
Bandra-Kurla Complex, Dalal Street, Mumbai 400 001
2. National Stock Exchange of India Ltd
Exchange Plaza, Bandra-Kurla Complex
Bandra(E), Mumbai - 400 051.
3. Madras Stock Exchange Limited
Exchange Building,
P.Box No:183, 11, 2nd Line Beach,
Chennai-600001.

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

The Company has paid annual listing fees to each of the above Stock Exchanges for the financial years 2011-12 and 2012-13.

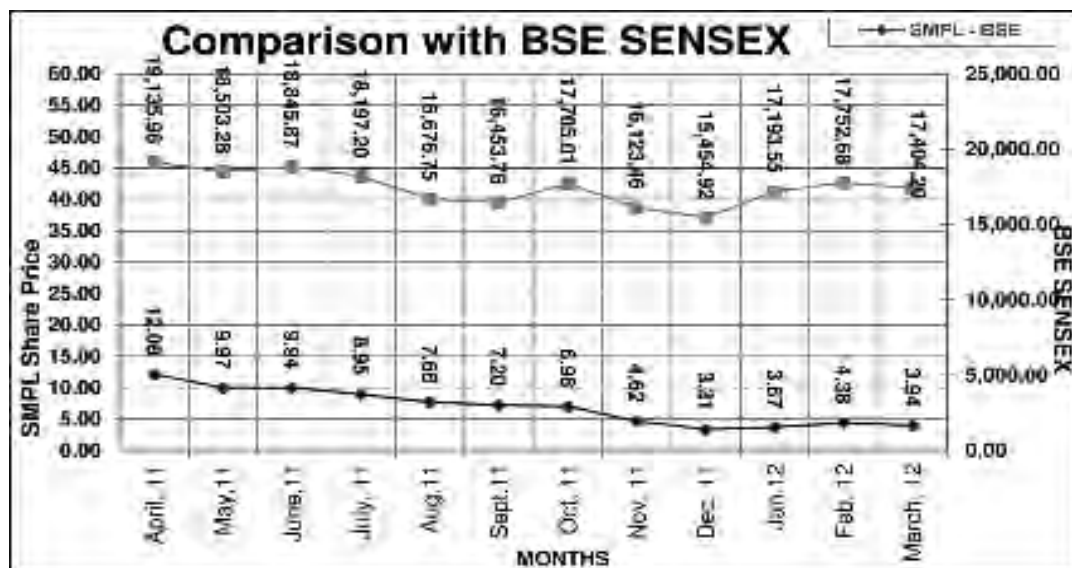
(iii) Stock Code/Symbol -

- (a) BSE Scrip Code/NSE Symbol : 513414/SMPL
- (b) Luxembourg Stock Exchange (LuxSE) ISIN Code : US86507T1034
- (c) Luxembourg Stock Exchange (LuxSE) Trading Code : US86507T1034
- (d) Demat ISIN in NSDL and CDSL for equity shares : INE215G01021
- (e) Corporate Identity Number (CIN) : L28120AP1988PLC008610

(iv) Market Price Data-

The monthly high and low stock prices during the financial year 2011-12 and performance in comparison to the Broad-based indices such as BSE-Sensex is provided hereunder.

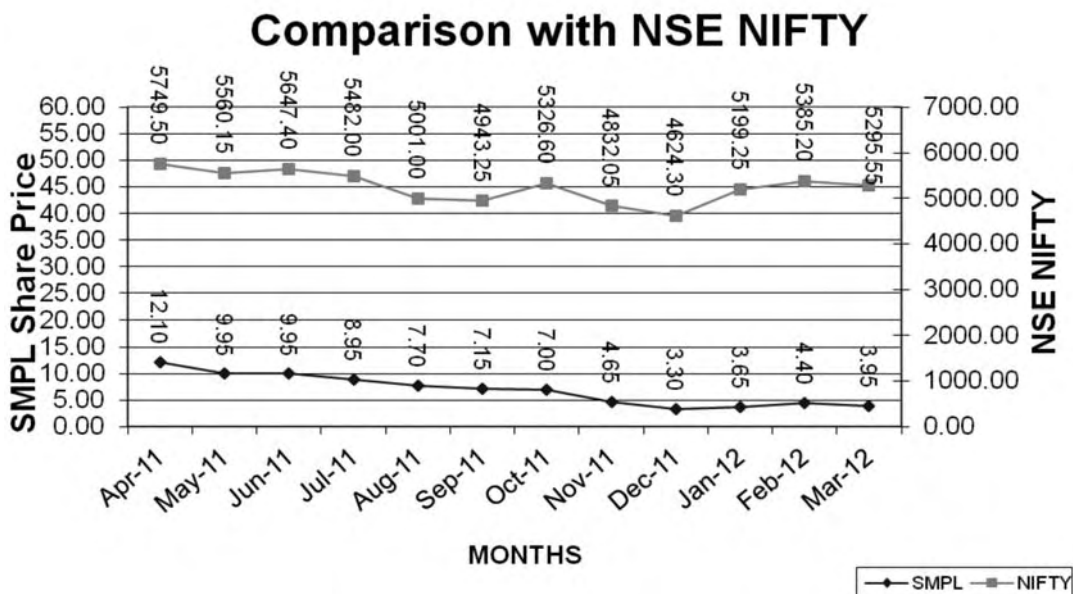
Month	High Price	Low Price	Close Price	BSE SENSEX
				(Closing)
April 2011	14.35	9.75	12.08	19,135.96
May 2011	12.24	9.35	9.97	18,503.28
June 2011	12.11	9.10	9.94	18,845.87
July 2011	11.45	8.85	8.95	18,197.20
August 2011	9.50	6.15	7.68	16,676.75
September 2011	8.75	7.11	7.20	16,453.76
October 2011	7.54	6.55	6.98	17,705.01
November 2011	9.10	3.81	4.62	16,123.46
December 2011	4.93	3.31	3.31	15,454.92
January 2012	4.05	3.00	3.67	17,193.55
February 2012	5.20	3.52	4.38	17,752.68
March 2012	4.75	3.75	3.94	17,404.20



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The monthly high and low stock prices during the financial year 2011-12 and performance in comparison to the Broad-based indices such as NSE-Nifty is provided hereunder.

Date	High Price	Low Price	Close Price	NSE-Nifty Closing
April-11	14.50	9.75	12.10	5749.50
May-11	12.20	9.50	9.95	5560.15
June-11	11.90	9.05	9.95	5647.40
July-11	11.35	8.85	8.95	5482.00
August-11	9.50	6.25	7.70	5001.00
September-11	8.70	7.10	7.15	4943.25
October-11	7.65	6.55	7.00	5326.60
November-11	9.15	3.80	4.65	4832.05
December-11	4.85	3.30	3.30	4624.30
January-12	3.95	2.75	3.65	5199.25
February-12	5.15	3.55	4.40	5385.20
March-12	4.55	3.75	3.95	5295.55



(v) 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.

(vi) Dematerialization of Shares

99.65% of the Company's Paid-up capital has been dematerialized upto 31.03.2012 as per the following details.

Particulars	Number of Shares	% of share capital
NSDL	99747768	50.80
CDSL	95919410	48.85
Physical	683703	0.35
Total	196350881	100.00

Holdings of Promoters & Promoters' Group in Electronic Mode (100% demat) :

In order to further promote dematerialization of securities, encourage orderly development of the securities market and to improve transparency in the dealings of shares by promoters including pledge / usage as collateral, SEBI vide its Circular No. SEBI/Cir/ ISD/3/2011 dated June 17, 2011 had stipulated that the securities of companies shall be traded in the normal segment of the exchange if and only if, the Company has achieved 100% of promoter's and promoter group's shareholding in dematerialized form latest by the quarter ended September 2011 as reported to the stock exchanges (subsequently extended to December 2011 vide SEBI /Cir/ISD/5/2011 dated September 30, 2011).

In compliance with the aforesaid circular of SEBI, 100% de-materialisation of Promoters & Promoter Group's shareholding was achieved well within the initially stipulated period of September 2011.

(vii) Distribution of Shareholding

As on 31st March, 2012, the Distribution Shareholding was as follows:

Range (Rs)	No. of Shares	% of Shareholding	No. of Shareholders	% of Shareholders
1. Upto - 5,000	8102532	4.13	26003	80.20
2. 5,001 - 10,000	3986249	2.03	2436	7.51
3. 10,001 - 20,000	4553850	2.32	1503	4.63
4. 20,001 - 30,000	4312583	2.20	853	2.63
5. 30,001 - 40,000	2377049	1.21	334	1.03
6. 40,001 - 50,000	3179974	1.62	332	1.02
7. 50,001-1,00,000	6956837	3.54	478	1.47
8. 1,00,001 and above	162881807	82.95	489	1.51
Total	196350881	100	32428	100

SUJANA METAL PRODUCTS LIMITED

(viii) Pattern of shareholding as on 31st March, 2012 (Face Value: Rs. 5/- each)

Category	Number of Shares	Percentage %
Promoter and Promoter Group	74076084	37.73
Financial Institutions/Banks	16320164	8.31
Foreign Institutional Investors	9600000	4.89
Body Corporate	29602224	15.08
Indian Public	53806409	27.40
Shares held by Custodians and against which Depository Receipts have been issued	12946000	6.59
Total	196350881	100

(ix) Outstanding GDR/ADR/Warrants or any convertible instruments, conversion date and impact on equity:

As on the date of this report:

12946000 equity shares underlying 1294600 Global Depository Receipts (GDRs) are outstanding for conversion.

(x) Reconciliation of Share Capital Audit Report:

SEBI has vide its circular no: CIR/MRD/DP/30/2010 dated: 06.09.2010 renamed the Secretarial Audit Report as the Reconciliation of Share Capital Audit Report.

Reconciliation of Share Capital Audit Report in terms of SEBI Guidelines vide Circular No. CIR/MRD/DP/30/2010 dated 06th September, 2010, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) is placed before the board on a quarterly basis and is also submitted to the Stock Exchanges where the shares of the Company are listed.

(xi) Plant Location:

Hyderabad:

- (i) Survey No.296/7/9
- (ii) Plot No. 4, Survey No.296/7/7, 8 & 11,
- (iii) Survey No. 296/7/7, 296/7/8, 296/7/11
- (iv) Survey No. 296/7/7, 8 & 11, IDA Bollaram, Jinnaram Mandal, Medak District-502325, (A.P).
- (v) Survey No. 196 & 197, Parigi Road, Elikatta Village, Shadnagar, Mahaboobnagar District, Andhra Pradesh.
- (vi) Cut and Bend Division :
Survey No. 204, 205 & 206 Elikatta Gram Panchayat,
Farooq Nagar Mandal, Mahaboob Nagar District -5 09216, Andhra Pradesh.
- (vii) Trading Division :
Plot No. 4, Survey No. 296/7/7A, IDA Bollaram,
Jinnaram Mandal, Medak District-502325, Andhra Pradesh.

Chennai:

- (i) Survey No. 204/8B, Manjankaranai Village, Chengai, M.G.R. District - 620 502, Tamilnadu
- (ii) Plot No. B-20E, SIPCOT Industrial Complex, Gummidipondi, Chennai, Tamilnadu.
- (iii) 150, Vichur Road, Vichur Village, Ponneri Taluq, Tiruvellure District, Tamilnadu.

Visakhapatnam:

Sanivada Village, Rajeevnagar, Visakhapatnam-530046.

(xii) Address for Correspondence**Secretarial Department:**

No. 41, Nagarjuna Hills,
Panjagutta, Hyderabad-500 082.
Phone No.2335 1882.

Regd.Office and Corporate Office:

No. 41, Nagarjuna Hills,
Panjagutta, Hyderabad - 500 082.
Ph: 23351882, 23351887.

Registrars and Share Transfer Agents:

M/s Bigshare Services Pvt. Ltd.
306, Right Wing, 3rd Floor Amrutha Ville,
Opp: Yashoda Hospital, Raj Bhavan Road,
Somajiguda, Hyderabad - 500 082.
Phone No: 040 – 2337 4967.

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 2011-12.

Place: Hyderabad
Date: 16.07.2012

R.K.Birla
Managing Director

SUJANA METAL PRODUCTS LIMITED

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 Financial year 2011-12 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 Financial year 2011-12 which are fraudulent, illegal or volatile 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

R.K.Birla

V.R. Chary

Date : 16.07.2012

Managing Director & Chief Executive Officer

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 Limited, Hyderabad for the year ended 31st March, 2012, 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: 16.07.2012

Y. Ravi Prasada Reddy
FCS No:5783, CP No:5360