



SUJANA METAL PRODUCTS LIMITED

CIN : L28120TG1988PLC008610

Regd. Office: No.41, Nagarjuna Hills, Panjagutta, Hyderabad - 500 082.

Tel:+91-40-23351882/85/87 Fax : +91-40-23358499

Website : www.sujana.com

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013

To
The Members of Sujana Metal Products Limited

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the Company is seeking the consent of its members for the resolutions mentioned in this Notice by way of Postal Ballot.

The Explanatory Statement pertaining to the resolutions proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Company has appointed Shri Y.Ravi Prasada Reddy, Practicing Company Secretary (CP No. 5360), Hyderabad as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members may note that as required under the provisions of Sections 108, 110 of the Act and other applicable rules in that regard and Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to members of the Company for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes physically and sending back the Postal Ballot forms to the Company/Scrutinizer. If a member has voted through e-voting facility, he is not required to send back the Postal Ballot form. If a member votes through e-voting facility as well as send his/her vote through the Postal Ballot Form, the vote cast through e-voting shall only be considered and voting through postal ballot form shall not be considered by the Scrutinizer.

The e-voting facility is available at the link www.evotingindia.com from 8th September, 2014 (06:00 P.M) till 9th October, 2014 (06:00 P.M.). Members may refer to the instructions given for e-voting mentioned in this Notice.

Members opting to vote physically (i.e through the Postal Ballot Form) are requested to read carefully the instructions appended to the Postal Ballot Form (enclosed herewith) and return the Form duly filled and signed by using the attached self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours (i.e. 06:00 P.M) on 9th October, 2014. Please note that any Postal Ballot Form(s) received after the said date will be treated as invalid/not been voted.

Members holding shares as on the cut-off date i.e whose name appears in the Register of Members/ Record of Depositories as on 5th September, 2014, will be entitled to vote.

The Scrutinizer will submit his report to the Chairman of the Company on Friday, the 10th October, 2014 after completion of his scrutiny and the results of the postal ballot will be declared by the Chairman or in his absence by any Director authorized by the Chairman on Friday, the 10th October, 2014 at 06.00 P.M. at the Registered Office of the Company. The results will also be posted on the website of the Company www.sujana.com and the same shall be intimated to the Stock Exchanges and Public at large.

The date of declaration of results will be taken as the date on which the resolutions were passed.

Special Business:

The following special resolutions are proposed to be passed through postal ballot.

1. To approve, ratify and confirm the Corporate Debt Restructuring (CDR) Scheme:

“RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013, applicable provisions of the Companies Act, 1956 and all other applicable provisions/laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into with stock exchanges on which the equity shares of the Company are listed, Regulation 10(2) of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and other applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India and any regulatory or other appropriate authorities, and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the “CDR EG”), the Reserve Bank of India (the “RBI”), Government of India, etc.) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution) the consent of the members of the Company be and is hereby accorded to approve, ratify and confirm the Corporate Debt Restructuring package agreed by and between the Company and its lenders whose loans are being restructured (the “CDR” lenders) under Corporate Debt Restructuring Scheme issued by the RBI and the Corporate Debt Restructuring guidelines formulated thereunder, which has been approved by the CDR EG at its meeting held on 25th March, 2013 and communicated to the Company by the Corporate Debt Restructuring Cell (the “CDR Cell”) vide its letter of approval (CDR LOA) No.BY.CDR(PMJ)/NO.1226/2012-13 dated 28th March, 2013 and set forth under the Master Restructuring Agreement (the “MRA”) dated 29th March, 2013 entered into by and between the Company and the CDR Lenders and the Board and/or any person authorised by the Board to discuss, negotiate, amend, if required, the terms of the CDR LOA/MRA, implement the CDR LOA/MRA in the manner as may be approved by and between the Company and the CDR Lenders, and execute the necessary documents for the same including, inter alia issuance of Equity Shares to the promoters of the Company in terms of the CDR LOA and MRA.”

2. To issue further Equity Shares of the Company to Promoter/Promoters' Group on Preferential basis against conversion of unsecured loans as a part of Corporate Debt Restructuring Scheme.

“RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and its Rules, and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and any other rules/regulations/guidelines, notifications, circulars and clarifications issued there thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the “ICDR Regulations”), the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, as amended from time to time (the “Takeover Regulations”) and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India (“SEBI”), Corporate Debt Restructuring Empowered Group (CDR EG), the Reserve Bank of India (“RBI”), the Government of India, etc.), if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of and in furtherance to, the Scheme of Corporate Debt Restructuring (the “CDR Package”) by and between the Company and the lenders of the Company whose loans are being restructured (the “CDR Lenders”) pursuant to the CDR package under the Corporate Debt Restructuring Scheme issued by the RBI and the Corporate Debt Restructuring guidelines formulated thereunder, which has been approved by the Corporate Debt Restructuring Empowered Group (“CDR EG”) at its meeting held on March 25, 2013, and communicated to the CDR Lenders by the Corporate Debt Restructuring Cell (“CDR Cell”) vide Letter of Approval (“CDR LOA”) dated March 28, 2013 and any modifications to the terms thereof, as approved by the CDR Lenders and the Company and as per Master Restructuring Agreement (“MRA”) entered between the Company and CDR Lenders on March 29, 2013, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, upto 10,46,60,000 (Ten Crores Forty Six Lakhs Sixty Thousand only) number of fully paid-up Equity Shares of the Company, having face value of Rs. 5/- each (Rupees Five only) at par for cash [as the price calculated in accordance with the Regulations for Preferential Issue under SEBI (ICDR) Regulations is less than the face value] against the Promoters’ contribution brought in the form of unsecured loans of Rs.52.33 Crores (Rupees Fifty Two Crores and Thirty Three Lakhs only) as per the CDR package, by way of preferential allotment in one or more tranches to Shri Y.S.Chowdary and M/s Yalamanchili Finance and Trading Private Limited and/or to any other person/entity of Promoters’ group in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

“RESOLVED FURTHER THAT, in accordance with the SEBI (ICDR) Regulations, the Relevant Date for arriving the issue price of the said Equity Shares to be allotted is 28.08.2014 [i.e. the date on which letter of approval was received from the Punjab National Bank, Monitoring Institution/Lead Bank, Mumbai vide letter LCB:MUM:SMPL:2014 dated August 28, 2014 for allotment of equity shares].

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the said Equity Shares shall rank pari- passu in all respects with the existing Equity Shares of the Company including payment of dividend, if any, and other corporate benefits, if any, for the financial year in which the issue/offer/allotment has been made and subsequent years and shall have the same voting rights as the existing Equity Shares.”

“RESOLVED FURTHER THAT the Company do apply for listing of the above issued securities with the Stock Exchanges on which the existing equity shares of the Company are listed and also make necessary applications with the Depositories for admission of the said Equity Shares.”

“RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and any amendment thereto from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing there from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment of the aforesaid equity shares, listing thereof with the stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue /offer, including pricing, number of shares to be allotted, allotment of aforesaid shares, utilization of the issue proceeds and to do all acts, deeds and things in connection there with and incidental thereto as the Board may in its absolute discretion deem fit and consent/approval by the members shall be deemed to have been given.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions including to execute any documents on behalf of the Company and to represent the Company before any governmental authorities, and to appoint any professional advisers /consultants /lawyers.”

BY ORDER OF THE BOARD

**R.K.BIRLA
MANAGING DIRECTOR**

Place : Hyderabad

Date : 28.08.2014

NOTES:

1. Explanatory Statement and reasons for the proposed special business pursuant to Section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. The members whose name appears in the Register of Members/ Record of Depositories as on 05.09.2014, will be entitled for voting.
3. Shri Y. Ravi Prasada Reddy, Practicing Company Secretary has been appointed as Scrutinizer for conducting the Postal Ballot by Board at their meeting held on 28.08.2014.

4. The members are requested to read carefully the instructions printed in the attached Postal Ballot form. If members are voting through physical form, the Postal Ballot form duly completed and signed, shall be returned through the enclosed self addressed (postage to be paid by addressee) envelope directly to the Scrutinizer so as to reach the Scrutinizer, not later than the close of the working hours i.e., 6.00 P.M. on 9th October, 2014. If the consent or otherwise received after 6.00 P.M. on 9th October, 2014 shall be treated as if reply from the member has not been received.
5. E-voting: In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility for the members to enable them to cast their vote(s) electronically. Members have option to vote either through e-voting or through Postal Ballot form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot and vice-versa.
6. The result of the Postal Ballot will be declared on Friday, the 10th day of October, 2014 at 6.00 P.M at the Registered Office of the Company at Plot No.41, Nagarjuna Hills, Panjagutta, Hyderabad-500082, Telangana and will also be informed to the Stock Exchanges and posted on the Company's website www.sujana.com. The result of Postal Ballot will be published in one English News paper and one Telugu Newspaper.
7. A Copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, between 3.00 P.M. and 5.00 P.M. upto the date of declaration of Results of Postal Ballot.

The instructions to members for e-voting are as under:-

In case of members receiving the notice through e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" (i.e SUJANA METAL PRODUCTS LTD) from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL letters, as recorded in the members register and followed by the number of shareholdings (not exceeding 8 digits) in the PAN field.

	<ul style="list-style-type: none"> In case the number of shares is less than 8 digits enter the applicable number of '0's before the number after the first two characters of the name in CAPITAL letters. Eg., if your name is Ramesh Kumar with number of shares is '1' then enter 'RA00000001' in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (140904106) and choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the notice physically- Please follow all steps from Sl.No. (i) to Sl.No. (xvii) above to cast vote.

The voting period begins from 8th September, 2014 at 6.00 P.M. till 6.00 P.M. on 9th October, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 05.09.2014 may cast their vote(s) electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1

The Company had approached the Corporate Debt Restructuring (“CDR”) cell during December, 2012 for restructuring of its debts through CDR Scheme envisaged under the guidelines issued by the Reserve Bank of India (the “RBI”), due to the following circumstances:

- Delay in Sanction of adequate working capital limits by the Banks due to which the Company had faced severe cash flow mismatches.
- Increase in the cost of borrowings due to increase in interest rates charged by the Banks.
- Due to slowdown in the economy, the credit cycle to customers has been stretched and generally there were delays in realization from debtors and created gap to meet the commitment of creditors/LC payments, which resulted in mismatch of cash flow. These high receivables have impacted the short term liquidity of the company. This has also restricted the company's ability to meet its commitment through internal source of funds.
- The Company suffered a lot due to external factors (such as unrest and loss of working days due to Telangana Agitation, Interruption in power supply, leading to loss of production and general downturn in the infrastructure sector across the country) which have impacted its ability to continue normal production and impacted the order book of the company
- Non-availability of iron-ore as a result of restrictive mining scenario has also had an impact on the company's performance. Also, increase in raw material prices led to increase in cost and affected the profitability of the company.

The CDR Cell approved the debt restructuring of the Company vide letter dated March 28, 2013(the “LOA”).

The Special Resolution as provided in Item No.1, proposed to be passed by the members of the Company by way of Postal Ballot, shall be deemed to be an authorization, confirmation, ratification by the members of the Company, in terms of Regulation 10(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the Scheme of Corporate Debt Restructuring set out in the letter of approval No.BY.CDR(PMJ)/NO.1226/2012-13 dated 28th March, 2013 and (the “CDR LOA”) issued by the Corporate Restructuring Cell and letter of approval received from the Punjab National Bank, Monitoring Institution/Lead Bank, Mumbai vide letter LCB:MUM:SMPL:2014 dated August 28, 2014, requesting the Company to convert the Promoters’ contribution received by the Company into Equity Shares, in compliance with the terms and conditions of the CDR package as approved by the CDR (Corporate Debt Restructuring)-Cell and Master Restructuring Agreement dated March 29, 2013 between the Company and the CDR Lenders (the “MRA”).

The Company has also executed a Master Restructuring Agreement (“MRA”) dated March 29, 2013 with the CDR lenders in furtherance to the CDR package of the Company, besides various other related documents as envisaged under the MRA. The broad terms of the Company’s CDR Scheme includes interalia:

- a. Restructuring of the existing debt facilities availed by the Company from the CDR lenders including revision of the interest rates, principal payment schedule and grant of certain new facilities.
- b. Creating certain additional security for the facilities covered under the MRA by pledging the promoter’s shareholding in the Company.
- c. Promoter shall bring their contribution of Rs.35 crores i.e. 25.18% of CDR lenders sacrifice by way of equity/unsecured loans as per the following Schedule:

-50 % i.e Rs.17.50 crore at the time of implementation &
-50% i.e. Rs.17.50 crore within 6 months from the date of approval of Restructuring package.

Over and above Rs.35.00 crores towards sacrifice, promoters shall also bring Rs.17.33 crores upfront at the time of disbursement of Fresh term loan.

The above proposal is in the interest of the Company and your Directors recommend the resolution in Item no.1 as special resolution for your approval by way of postal ballot.

None of the Directors, Key Managerial Personnel (KMP) or Manager or their relatives are concerned or interested in the above resolution.

Item No.2

In terms of the LOA and the MRA under the CDR package, the promoters are required to contribute/infuse funds into the Company upto an amount of Rs.52.33 crores in the form of un-secured loans/equity as part of CDR Scheme.

In light of this requirement, Shri Y.S.Chowdary and M/s Yalamanchili Finance and Trading Private Limited, forming part of Promoters’ group of the Company have infused the required funds as un-secured loans.

The Punjab National Bank, Monitoring Institution/Lead Bank, Mumbai vide letter No.LCB:MUM:SMPL:2014 dated August 28, 2014, has advised the Company to convert the Promoters' contribution received in the form of un-secured loan into Equity Shares.

The Board of Directors, at their meeting held on August 28, 2014, subject to the approval of members, approved the proposal to convert and issue the Equity Shares of the Company to the Promoters/Promoters' group on preferential basis.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 and as per the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, read with Regulation 10(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("Takeover Regulations"), issue of further equity shares requires prior approval of the shareholders by way of special resolution through postal ballot.

The disclosures required pursuant to Regulation 73 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the "ICDR Regulations") are as follows:

(a). Object of the Issue:

Object of the preferential issue is to allot equity shares of the Company to the promoters/promoters' group as envisaged in the CDR LOA and the MRA.

(b). Proposal of the Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The promoters / promoters' group have expressed their interest to convert the unsecured loans (brought by them in accordance with the terms of the CDR LOA and the MRA) into equity shares of the Company.

(c). The pre issue and post issue shareholding pattern of the Company:

Sl. No	Category	Pre-preferential holding		Equity Shares proposed to be allotted	Post-preferential holding	
		No. of shares	% of share-holding		No. of shares	% of share-holding
1	Promoters					
	a. Indian	70244755	35.78	104660000	174904755	58.11
	b. Foreign	-	-	-	-	-
	TOTAL-A	70244755	35.78	104660000	174904755	58.11
2	Public Shareholding					
	a. NRIs/OCBs/FIIs	1409988	0.72	-	1409988	0.47
	b. Govt./Banks/FIs/Mutual Funds	19096577	9.73	-	19096577	6.34
	General Public			-		

	Shareholding					
	a. Bodies					
	Corporate	20829857	10.61	-	20829857	6.92
	b. Individuals	84769704	43.17	-	84769704	28.16
	TOTAL-B	126106126	64.22	-	126106126	41.89
	GRAND TOTAL - A+B	196350881	100.00	104660000	301010881	100.00

(d).Proposed time within which the allotment shall be completed:

As provided in Regulation 74(1) of ICDR Regulations, the requirement of allotment within fifteen (15) days shall not apply to allotments on preferential basis pursuant to a scheme of CDR specified by the Reserve Bank of India.

(e). The identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sl. No.	Name and address of the Proposed allottee	Category	Pre-preferential holding		Equity Shares proposed to be allotted	Post-preferential holding	
			No. of shares held	% of share-holding		No. of shares held	% of share-holding
1	Shri Y.S. Chowdary Plot No.29 Sagar Co-operative Housing Society Road No.2, Banjara Hills, Hyderabad, 500034 PAN NO. AAMPY0828N	Promoter-Individual	3200024	1.63	5100000	8300024	2.76
2	Yalamanchili Finance & Trading Pvt. Ltd. 18, Nagarjuna Hills, Punjagutta, Hyderabad – 500 082 PAN NO. AAACY1545P	Promoter Company	26766585	13.63	99560000	126326585	41.97

Note:

1.The post preferential holding has been calculated after taking into account the equity shares proposed to be allotted under this notice.

2. The proportion of allotment of shares may vary based on mutual understanding between the two proposed allottees as a result of which the allotment may be made to a single allottee. However, there will be no change in the total number of shares to be allotted.

3. There will be no change in the control of the Company pursuant to this allotment.

(g).Undertaking to re-compute price:

The same is not applicable to the present issue since the issue is being made in accordance with the terms of CDR Scheme.

(f).Undertaking to put under lock-in till the recomputed price is paid:

The same is not applicable to the present issue since the issue is being made in accordance with the terms of CDR Scheme.

(h).Auditors' Certificate:

The Certificate from the Statutory Auditors of the company confirming that the proposed issue of Equity Shares is in accordance with the SEBI (ICDR) Regulations, 2009 will be made available for inspection by the members at the Registered Office of the Company on all working days(except holidays) between 3.00 P.M. to 5.00 P.M. till the date of declaration of Results of Postal Ballot.

(i).Pricing of the Issue and Relevant Date:

The issue price at which the Equity shares proposed to be issued to the promoters/promoters' group has been determined in accordance with Chapter VII of the ICDR Regulations.

The 'Relevant Date' for the purpose of pricing of Equity Share is 28.08.2014 (i.e., letter of the approval received from the Punjab National Bank, Monitoring Institution/Lead Bank, Mumbai vide letter No.LCB:MUM:SMPL:2014 dated August 28, 2014, for converting the Promoters contribution received by the Company into Equity Shares, in compliance with the terms and conditions of the CDR package).

The Equity Shares of Rs.5/- each will be issued at par for cash as the price arrived in accordance with the said Regulations for Preferential Issue, is less than the face value of the equity shares of the Company.

(j).Change of Management:

The aforesaid preferential allotment of Equity shares would not result in any change in control over the Company or the Management of the affairs of the Company and the existing promoters/promoters' group of the Company will continue to be in control of the Company. The shareholding of the promoters' group will change as disclosed above.

(k).Lock-in Period :

The Equity Shares proposed to be allotted shall be subject to 'lock-in' for a period of 1 (one) year as per Regulation 78(4) of the SEBI (ICDR) Regulations, 2009.

Further, the entire pre preferential allotment shareholding of such allottees shall be under lock-in as per the said regulations.

(l). Exemption from making a public announcement:

The aforesaid preferential allotment of Equity shares which is being made in pursuance of the approved CDR Scheme and authorized by the shareholders by way of this postal ballot, shall be exempted from making a public announcement for an open offer under Regulation 10(2) of SEBI (SAST) Regulations, 2011.

None of the Directors, Key Managerial Personnel (KMP) or Manager or their relatives are concerned or interested in this resolution except Shri Y.S.Chowdary, Director of the Company, who is deemed to be interested in passing of this resolution as set out in the notice. Promoter Companies are also concerned or interested in the above resolution to the extent of their shareholding in the Company.

The Board of Directors recommends the passing of above Special Resolution as set out in the Notice.

BY ORDER OF THE BOARD

**R.K.BIRLA
MANAGING DIRECTOR**

Place : Hyderabad
Date : 28.08.2014



SUJANA METAL PRODUCTS LIMITED

CIN : L28120TG1988PLC008610

Regd. Office: No.41, Nagarjuna Hills, Panjagutta, Hyderabad - 500 082.

Tel: +91-40-23351882/85/87 Fax : +91-40-23358499

Website : www.sujana.com

POSTAL BALLOT FORM

Sl.No. _____

1. Name(s) of Shareholder(s) : _____
(in block letters)
(including joint holders, if any)
2. Regd. Folio No./Client ID : _____
3. Registered address of the sole/
First named shareholder : _____

4. Number of Shares held : _____

I / We hereby exercise my/our vote in respect of the special business to be transacted through this notice of postal ballot of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

Resolution No	Brief Description	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	To approve, ratify and confirm the Corporate Debt Restructuring (CDR) Scheme.			
2	Issue of 10,46,60,000 Equity Shares of Rs.5/- each at par to the Promoters/ Promoters' Group in compliance with the terms and conditions of CDR package.			

Place:

Date :

(Signature of the shareholder)

Notes:

Member wants to vote through E-Voting mode/facility should select EVSN: 140904106 on CDSL E-Voting platform www.evotingindia.com.