



# SUJANA METAL PRODUCTS LIMITED

CIN: L28120TG1988PLC008610

Regd. Office: No.18, Nagarjuna Hills, Panjagutta, Hyderabad - 500 082.

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

Website : [www.sujana.com](http://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 that, 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 following resolution is proposed to be passed by way of Postal Ballot:

1. To shift the Registered office of the Company from Hyderabad (the State of Telangana) to Mumbai (the State of Maharashtra).

The Explanatory Statement pertaining to the said resolutions proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form are 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 Regulation 44 of SEBI(Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company has engaged the services of National Securities Depository Limited ("NSDL") 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 voting period begins from 9.00 am on 8th September, 2016 and ends at 5.00 pm on 7th October, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 2nd September, 2016 may cast their vote electronically. The e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and the 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. 05:00 P.M.) on 7th October, 2016. Please note that any Postal Ballot Form(s) received after the said date will be treated as invalid/not been voted.

Members holding shares whose name appears in the Register of Members / Record of Depositories as on 2nd September, 2016 (cut off date), will be entitled to vote.

The Scrutinizer will submit his report to the Chairman of the Company on 8th October, 2016 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 Saturday, the 8th October, 2016 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](http://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 by the members of the Company.

## **SPECIAL BUSINESS:**

### **Item No.1**

**The following special resolution is proposed to be passed through postal ballot:**

**To shift the Registered office of the Company from Hyderabad (the State of Telangana) to Mumbai (the State of Maharashtra).**

“RESOLVED THAT pursuant to provisions of Sections 12, 13 and Section 110 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and subject to approval of the Regional Director (South East Region) / or Central Government / any other authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, consent of the members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the State of Telangana to the State of Maharashtra and that Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

II. The Registered Office of the Company will be situated in the State of Maharashtra”.

RESOLVED FURTHER THAT upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from 8-2-248/1/7/18, Nagarjuna Hills, Panjagutta, Hyderabad – 500 082, Telangana to Office No.14, 2nd Floor, 240/242, Shah House, Dr CH Street, Dhobi Talao, Mumbai-400002, Maharashtra.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any person(s) authorised and/or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company.”

BY ORDER OF THE BOARD

**R.K. BIRLA**  
MANAGING DIRECTOR

Place : Hyderabad

Date : 27.08.2016

### **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 2nd September, 2016 (cut off date), 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 the Board of Directors at their meeting held on 27.08.2016.
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., 5.00 P.M. on 7th October, 2016.
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 Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, 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 results of the postal ballot will be declared on Saturday, 8th day of October, 2016 at 06:00 p.m. at the Registered Office of the Company at Plot No.18, 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](http://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 for shareholders voting electronically are as under:**

**Voting through electronic means**

**a. In case of Shareholders' receiving e-mail from NSDL**

- i) Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii) Click on Shareholder - Login
- iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- vii) Select "EVEN" of Sujana Metal Products Limited
- viii) Now you are ready for e-Voting as Cast Vote page opens
- ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x) Upon confirmation, the message "Vote cast successfully" will be displayed
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [yvavifcs@gmail.com](mailto:yvavifcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**b. In case of Shareholders' receiving Postal Ballot Form by Post:**

- i) Initial password is provided at the bottom of the Postal Ballot Form.
- ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

**c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).**

**d. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.**

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

## **Item No.1**

The Registered office of the Company is presently situated at 8-2-248/1/7/18, Nagarjuna Hills, Panjagutta, Hyderabad – 500 082, Telangana.

The registered office of the Company is proposed to be shifted to Mumbai, Maharashtra state

- i) To carry on the business more economically and more efficiently and to change the local area of operations of the Company.
- ii) Further strengthen the business growth;
- iii) Increase the business operations by getting more projects of public, private and government;
- iv) Grab more business opportunities and increase the scale of operations, which altogether enhance the shareholder's value by way of improved financial structures, cash flows.
- v) The shifting of registered office to Mumbai is also more economical, convenient, comfortable, advantageous and beneficial in view of
  - (a) The growth in business operations of the Company and to register the Company's presence in the Western States;
  - (b) To expand its product range by introducing other products in steel and other related business conditions for which Mumbai port is considered ideal;
  - (c) availability of skilled resources;
  - (d) expected projects in future
  - (e) developed IT environment and infrastructure facilities
  - (f) Existence of other peer group companies

Therefore, it is considered expedient, advantageous and economical to shift the registered office of the Company from Hyderabad, State of Telangana to Mumbai, State of Maharashtra.

In terms of provisions of the Section 12, 13 and Section 110 of the Companies Act, 2013, the shifting of the registered office from one state to another state is requiring the confirmation of the Regional Director, Ministry of Corporate Affairs, Government of India and/or any other authority/ Central Government and approval of the members by way of special resolution and alteration of situation clause in the memorandum. Therefore, members' approval is sought for alteration of situation clause in the memorandum and for shifting of registered office from State of Telangana to Maharashtra.

As per the provisions of the Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended, the approval of the members is required through the Postal Ballot for the shifting registered office in the instant case.

The Board of Directors recommends the passing of above special resolution as set out in the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except as Shareholders of the Company.

BY ORDER OF THE BOARD

**R.K.BIRLA**  
MANAGING DIRECTOR

Place : Hyderabad  
Date : 27.08.2016



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## 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	Special Resolution to shift the Registered office of the Company from Hyderabad (the State of Telangana) to Mumbai (the State of Maharashtra).			

Place :

Date :

(Signature of the shareholder)

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
<b>105439</b>		

**PRINTED MATTER**

BY REGISTERED POST / SPEED POST / COURIER



*If undelivered please return to :*

**SUJANA METAL PRODUCTS LIMITED**

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