



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 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 Company is seeking the consent of its members for the resolution mentioned in this notice by way of Postal Ballot.

The Explanatory Statement pertaining to the resolution 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 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 16th February, 2015 (06:00 P.M) till 19th March, 2015 (06:00 PM.). 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 19th March, 2015. 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 13th February, 2015, will be entitled to vote.

The Scrutinizer will submit his report to the Chairman of the Company on Friday, the 20th March, 2015 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 20th March, 2015 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 resolution was passed.

Special Business:

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

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 in addition to the resolution passed by the members of the through Postal Ballot on 10th Day of October, 2014 and 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 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 9,95,60,000 (Nine Crores Ninety Five Lakhs Sixty Thousand only) 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) is less than the face value] against the Promoters' contribution brought in the form of unsecured loans of Rs.49.78 Crores (Rupees Forty Nine Crores and Seventy Eighty Lakhs only) as per the CDR package, by way of preferential allotment in one or more tranches to **M/s. Yalamanchili Finance and Trading Private Limited**, 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 Equity Shares proposed to be allotted, is 28.03.2013 [i.e. date of approval of the Corporate Debt Restructuring package by the CDR cell vide their letter of approval (CDR LOA) No.BY.CDR (PMJ)/NO.1226/2012-13].

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 said 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

Place : Hyderabad
Date : 14.02.2015

R.K.BIRLA
MANAGING DIRECTOR

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 13.02.2015, 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 at their meeting held on 14.02.2015.
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 19th March, 2015. If the consent or otherwise received after 6.00 P.M. on 19th March, 2015 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 20th day of March, 2015 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 for shareholders voting electronically are as under:

- (i) The voting period begins on 16th February, 2015 (06:00 P.M) and ends on 19th March, 2015 (06:00 PM.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 and the 8 digits of the sequence number in the PAN field. ● In case the sequence number 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 sequence number 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.com, 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.

The Company in its Board Meeting held on 28.08.2014 has considered the proposal for issue and allotment of 10,46,60,000 equity shares on preferential basis to Promoter/Promoter group as per CDR Scheme and recommended the same to the shareholders to pass the required special resolutions through postal ballot (notice dated 28.08.2014). The resolutions were approved/passed by the shareholders through postal ballot on 10.10.2014.

In the notice of Postal Ballot (dated 28.08.2014), the details of natural persons who are the ultimate beneficial owners of proposed allottee namely **M/s. Yalamanchili Finance and Trading Private Limited** could not be mentioned inadvertently.

The Bombay Stock Exchange (BSE) and the National Stock Exchange of India Ltd (NSE) granted their in principle approvals for allotment of 51,00,000 equity shares to the promoters (out of 10,46,60,000 equity shares proposed to be allotted as per CDR Scheme).

Now, it has been proposed by the Company to seek fresh approval from the Shareholders of the Company by way of Postal Ballot for issue and allotment of balance 9,95,60,000 (Nine Crores Ninety Five Lakhs Sixty Thousand) Equity Shares on Preferential Basis to M/s. Yalamanchili Finance and Trading Private Limited, a Promoter Group Company, against the Promoters' contribution brought by them in the form of unsecured loans of Rs.49.78 Crores (Rupees Forty Nine Crores and Seventy Eighty Lakhs only) as per the terms and conditions of CDR package.

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.

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 as mentioned in the special resolution set out in this Notice of Postal Ballot.

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

The promoters' group entity "M/s. Yalamanchili Finance & Trading Private Ltd", Hyderabad has expressed their willingness 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	75344755	37.40	99560000	174904755	58.11
	b. Foreign	-	-	-	-	-
	TOTAL-A	75344755	37.40	99560000	174904755	58.11
2	Public Shareholding					
	a. NRIs/OCBs/FIIs	1147644	0.57	-	1147644	0.38
	b. Govt./Banks/FIs/Mutual Funds	19096577	9.48	-	19096577	6.34
	General Public Shareholding					
	a. Bodies Corporate	18277980	9.07	-	18277980	6.07
	b. Clearing members	325629	0.16	-	325629	0.11
	b. Individuals	87258296	43.32	-	87258296	28.99
	TOTAL-B	126106126	62.60	-	126106126	41.89
GRAND TOTAL - A+B		201450881*	100.00	99560000	301010881	100.00

* Including 51,00,000 equity shares allotted on 14.02.2015.

(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. However, the allotment of equity shares will be made after obtaining the in principle approvals from the stock exchanges.

(e) The identity of the (Natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) 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:

Name and address of the Proposed allottee	Category	Natural persons, who are the ultimate beneficial owners	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
Yalamanchili Finance and Trading Pvt. Ltd. 18, Nagarjuna Hills, Punjagutta, Hyderabad - 500 082 Telangana. PAN NO. AAACY1545P	Promoter Company	Shri Y. Sivalinga Prasad. Plot No. 101, Road No. 10C, MLA & MP Colony, Banjara Hills, Hyderabad - 500 034, Telangana. PAN NO. AAIPY5604N	2,67,66,585	13.29	9,95,60,000	12,63,26,585	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. There will be no change in the control of the Company pursuant to this allotment.

(f) 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.

(g) 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/Practicing Company Secretary 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 28.03.2013 [i.e. date of approval of the Corporate Debt Restructuring package by the CDR cell vide its letter of approval (CDR LOA) No.BY.CDR(PMJ)/NO.1226/2012-13].

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. Promoter Companies are 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

Place : Hyderabad
Date : 14.02.2015

R.K.BIRLA
MANAGING DIRECTOR



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 (3) 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	Issue and allotment of 9,95,60,000 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 on CDSL E-Voting platform www: evotingindia.com.

PRINTED MATTER

BY REGISTERED POST / SPEED POST / COURIER



If undelivered please return to :

SUJANA METAL PRODUCTS LIMITED

CIN : L28120TG1988PLC008610

No.41, Nagarjuna Hills, Panjagutta, Hyderabad - 500 082.

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