



## NOTICE

**NOTICE is hereby given that the Fifth Annual General Meeting of the members of the Company will be held on Saturday, the 22<sup>nd</sup> day of September, 2012 at “Kohinoor”, Taj Deccan, Road No.1, Banjara Hills, Hyderabad – 500 034, Andhra Pradesh at 4.00 P.M. to transact the following business:**

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited balance sheet of the Company as at 31<sup>st</sup> March, 2012 and the statement of profit and loss for the period ended 31<sup>st</sup> March, 2012 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri S. Hanumantha Rao, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri L.V. Rao, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
“RESOLVED THAT M/s Venugopal & Chenoy, Chartered Accountants, Hyderabad, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the members of the Company, on such remuneration as may be fixed by the Board of Directors, in place of M/s R. Subramanian & Company, Chartered Accountants, Chennai”.

### SPECIAL BUSINESS

5. **To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution.**  
“RESOLVED that, pursuant to the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government,

if necessary, Shri Y. Kamesh, Managing Director of the Company be and is hereby reappointed as Managing Director of the Company for a further period of 3 (three) years w.e.f. 28.05.2012, until otherwise decided”.

“RESOLVED FURTHER that, Shri Y. Kamesh, be and is hereby entitled for the following remuneration, (which is the existing remuneration, without any increase):

1. Rs.36.00 lakhs per annum payable on a monthly basis.
2. He is also entitled for stock options worth Rs.36.00 lakhs per annum as per terms and conditions of a ESOPs Scheme when introduced by the Company”.

The perquisites are classified into three categories (A), (B) & (C) as follows:

#### Category (A)

##### (1) Housing

- a) The expenditure by the Company on hiring unfurnished accommodation for the MD will be subject to ceiling of fifty percent of the salary, over and above ten percent payable by the MD.
- b) In case the accommodation is owned by the Company, ten percent of the Salary of the MD shall be deducted by the Company.
- c) In case no accommodation is provided by the Company, the MD shall be entitled to house rent allowance subject to the ceilings laid down in (a) above.

Explanation: The expenditure incurred by the Company on Gas, Electricity, Water and furnishings shall be valued as per the Income – Tax Rules, 1962. This shall, however, be subject to a ceiling of ten per cent of the salary of the Managing Director.

##### (2) Medical Reimbursement

Payment/reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years or as is provided by

## SUJANA TOWERS LIMITED

the Company's group medical insurance policy.

**(3) Leave Travel Concession**

For self and family once in a year incurred in accordance with the rules of the Company.

**(4) Club Fees**

Fees of Clubs, subject to a maximum of two clubs in India excluding admission and life membership fees.

**(5) Personal Accident Insurance**

As per the Company's Group Insurance Policy.

**(6) Insurance Coverage**

The Company shall obtain Director's Liability Insurance coverage in respect of any legal action that might be instituted against the MD of the Company.

**Category (B)**

**(1) Company's Contribution To Provident Fund, Superannuation Fund and Gratuity.**

- i) All the above shall be as per the provisions of the respective Acts.
- ii) Earned Leave: On full pay and allowance as per the rules of the Company but not exceeding one month's leave for every Eleven Months of service. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
- iii) Gratuity : 15 days' salary for every completed year of service.

**Category (C)**

Provision of a luxury car with driver for use of Company's Business, Mobile Phone, Internet/Data Connection and or any other communication facility at his residence shall be provided (or re-imbursed) and shall not be considered as perquisites. Personal long distance calls on Telephone and use of the car for private purposes, if any, shall be billed by the Company to the MD. Two security

personnel shall be provided at the residence of the MD.

The MD shall not be paid any sitting fees for attending the Meetings of the Board of Directors or Committee thereof.

In the event of cash loss in any financial year, the MD shall not be paid remuneration by way of salary, but the perquisites and other amenities as stated above shall continue.

**Explanations**

1. The Company's contribution to provident fund, pension/superannuation or annuity funds to the extent these either singly or put together are not taxable under the Income Tax Act and gratuity payable and encashment of leave at the end of the tenure as per the rules of the Company shall not be included in the computation of limits for the remuneration, which includes salary, perquisites and allowances.
2. For the purposes of Gratuity, pension (if applicable), ESOP/ESPS and other benefits, the services of Mr. Y. Kamesh will be considered continuous service with the Company from the date he joined the service of the Company in any capacity from time to time.
3. The Company shall reimburse travelling, entertainment and other business promotion expenses actually and properly incurred by Mr. Y. Kamesh in the course of the business of the Company in accordance with rules and regulations in force from time to time and as applicable to the top management cadre of the Company or as may be approved by the Board. Expenses relating to spouse accompanying on any official domestic or overseas trip or other facilities, if any, shall be dealt with in accordance with the policies of the Company from time to time.
4. In addition of his present employment as the MD of the Company, if Mr. Y. Kamesh is appointed as MD of any other group Company in accordance with the Sch.XIII of the Companies Act,

1956, the total remuneration from both the Companies shall not exceed the maximum permissible limit as specified there under.

“RESOLVED FURTHER that Shri. S. Hanumantha Rao, Director and Shri L. Narasimha Rao, Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Register of Companies (ROC), to complete all the formalities and compliances and to do all such acts, deeds and things as may be necessary in this regard.”

**6. To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution through Postal Ballot.**

“RESOLVED that, in addition to the earlier resolution passed by the Company and pursuant to the provisions of Section 372A and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of Public Financial Institutions, and all other concerned authorities, if any and to the extent necessary and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to, by the Board of Directors of the Company and/or duly authorized Committee thereof for the time being exercising the powers conferred by the Board (hereinafter referred to as the “Board”), the consent of the Company be and is hereby accorded to the Board to make any loan to and/or to give any guarantee to and/or to provide security, in connection with a loan made by any other person to or to other person by and/or to acquire, by way of subscription, purchase or otherwise the securities, of M/s Sujana Universal Industries Limited, Hyderabad and M/s Sujana Metal Products Ltd., Hyderabad, (being our Group Companies) upto an amount an amount of Rs.500 Crores (Rupees Five Hundred Crores only) each, which exceeds sixty percent of

the aggregate of the paid-up capital of the Company and its free reserves or hundred percent of the free reserves, whichever is more, but the loans to be made and/or the guarantees to be given or the security to be provided and/or the investment to be made together with the existing loans made and/or the guarantees given or security provided and/or investment already made, shall not exceed the amount as specified at any point of time.”

“RESOLVED FURTHER that, for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/writing/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

**7. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution through Postal Ballot.**

“RESOLVED that, pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors/Management Committee of the Board of Directors of the Company be and is hereby authorized to transfer by way of slump sale, business sale on “ongoing concern basis” or any other mode and to lease, mortgage and/or charge in addition to the mortgages/charges created/ to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board/ Management Committee may determine, all or any of the movable or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together to any of its subsidiaries or to any other body corporate whether registered in India or elsewhere”.

“RESOLVED FURTHER that, for the purpose of giving effect to this resolution, the Board/

## SUJANA TOWERS LIMITED

Management Committee be and is hereby authorized to determine the terms and conditions including consideration, mode of transfer and to do all such acts, deeds, matters and things, as it may, in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard thereto”.

**8. To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution through Postal Ballot.**

“RESOLVED that, pursuant to the provisions of Section 17, 146, 192A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and rules and regulations made there under including any statutory modification or re-enactment thereof for the time being in force and subject to confirmation of the Company Law Board delegated to Regional Director (vide Notification No. S.O.1539(E) dated July 10, 2012 issued by Ministry of Corporate Affairs) and such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Company be and is hereby accorded to Shift the Registered Office of the Company from 8-2-248/1/7/41, Nagarjuna Hills, Panjagutta, Hyderabad-500 082, Andhra Pradesh to Nijapadam, No.6/9, Damodaran Street, (Opp: Spur Tank Road, Near Old RTO Office), Chetpet, Chennai - 600 031, Tamilnadu”.

“RESOLVED FURTHER that, the existing Clause No.II of the Memorandum of Association of the Company be and is hereby substituted by the following Clause:

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

“RESOLVED FURTHER that, on the confirmation by the Company Law Board delegated to Regional Director, the Registered Office of the Company be shifted from the State of Andhra Pradesh to the State of Tamilnadu”.

“RESOLVED FURTHER that, for the purpose

of giving effect to this resolution, the Board/ Management Committee be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board/Management Committee may in its sole and absolute discretion deems fit and delegate all or any of its powers herein conferred to any Director (s) and/ or Officer (s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.”

**9. To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution.**

“RESOLVED that, pursuant to the provisions of Section 16 and 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the relevant provisions of Memorandum and Articles of Association of the Company, the authorized share capital of the Company, Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 94,00,00,000 (Ninety Four Crores only) Equity Shares of Re.1/- (Rupee One only) each and 6,00,000 (Six Lakhs only) Preference Shares of Rs.100/- (Rupees One Hundred only) each be and is hereby reclassified into 79,00,00,000 (Seventy Nine Crores only) Equity Shares of Re.1/- (Rupee One only) each and 21,00,000 (Twenty One Lakhs only) Preference Shares of Rs.100/- (Rupees One Hundred only) each aggregating to Rs.100,00,00,000/- (Rupees One Hundred Crores only) and accordingly, the Memorandum of Association of the Company be and is hereby altered as follows”.

“RESOLVED FURTHER that, the Clause V of the Memorandum of Association of the Company be altered as follows”:

“The Authorised Share Capital of the Company is Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 79,00,00,000 (Seventy Nine Crores only) Equity Shares of

Re.1/- (Rupee One only) each and 21,00,000 (Twenty One Lakhs only) Preference Shares of Rs.100/- (Rupees One Hundred only) each.”

“RESOLVED FURTHER that, for the purpose of giving effect to this resolution, the Board/ Management Committee be and is hereby authorized to do all such acts, deeds and things as may be considered expedient”.

**10. To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution.**

“RESOLVED that, pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the existing Article No. 3 of the Articles of Association of the Company be and is hereby altered by substituting in its place the following as the new Article 3”:

The Authorised Share Capital of the Company is same as mentioned in Clause V of the Memorandum of Association of the Company.

“RESOLVED FURTHER that, for the purpose of giving effect to this resolution, the Board/ Management Committee be and is hereby authorized to do all such acts, deeds and things as may be considered expedient”.

**11. To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution.**

“RESOLVED that, pursuant to the provisions of section 80, 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into with the stock exchanges by the Company, where the shares of the Company being listed and subject to the consent of all concerned authorities, if and to the extent necessary and such other approvals, permissions and sanctions as may be necessary, and/or subject to such terms

and conditions which may be agreed to by the Board of Directors of the Company, including existing Management Committee of the Board of Directors delegated or as may be delegated with its powers including the powers conferred by this Resolution (hereinafter referred to as the Board), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 10,00,000 (Ten Lakhs only) Cumulative Redeemable Preference Shares (“CRPS”) of the face value of Rs. 100/- (Rupees One Hundred only) each, to be subscribed, by any person/ persons, whether or not shareholders of the Company (including one or more of the Members, Promoters, Financial Institutions, Banks, Mutual Funds, Foreign Investors, Non-Resident Indians, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs), Multilateral Agencies, Venture Capital Fund, Foreign Financial Institutions, Bodies Corporate, Companies, Private or Public and other entities), whether through public issue, rights issue, private placement or otherwise, in one or more tranches and on such terms and conditions (including the rate of dividend, amount of premium, if any, on redemption, redemption period, manner of redemption and matters incidental thereto) as the Board in it’s absolute discretion decide”.

“RESOLVED FURTHER that, for the purpose of giving effect to the said issue, the Board be and is hereby authorised to take all such actions, as may be deemed necessary, proper and expedient for the issue/allotment of the said preference shares and to do all such acts, deeds and things in connection therewith and/or incidental thereto and to settle all issues that may arise in this regard in the manner as the Board may deem fit and appropriate, without being required to seek any further consent or approval of the members of the Company in General Meeting or otherwise and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

“RESOLVED FURTHER that, the Board may delegate all or any of the powers conferred herein to any Directors or Company Secretary or any Officer of the Company to do all such



## SUJANA TOWERS LIMITED

acts, deeds, matters and things as also to execute such documents, writings etc., as may be considered necessary for the said issue”.

### 12. To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution.

“RESOLVED that, pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, approval of the members of the Company be and is hereby accorded to the Board of Directors/Management Committee of the Board of Directors of the Company, as they may deem fit from time to time, for commencement of all or any of the business as per the other object, contained in Sub-clause 1 of Clause III(C) of the Memorandum of Association of the Company and the said Clause is as below:

‘To carry on the business of Civil Engineers, Contractors and Architects”.

“RESOLVED FURTHER that, for the purpose of giving effect to this resolution, the Board/Mamangement Committee be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board/Management Committee may in its sole and absolute discretion deems fit and delegate all or any of its powers herein conferred to any Director (s) and/ or Officer (s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.”

**By order of the Board**

Place : Hyderabad  
Date : 11.08.2012

**Y. Kamesh**  
Managing Director

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES DULY FILLED, STAMPED AND SIGNED MUST BE DEPOSITED AT THE COMPANY’S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
2. Members/Proxies are requested to bring along with them Annual Reports being sent to them.
3. The Share transfer books and Register of Members of the Company will remain closed on 20<sup>th</sup> September, 2012 (one day only).
4. The Register of Directors’ Shareholding maintained under Section 307 of the Companies Act, 1956, will be available for inspection at the venue of the Annual General Meeting of the Company during the Annual General Meeting. The Register of Directors’ Shareholding is also available for inspection of the Members at the registered office of the Company, fourteen days before and three days after, the date of the Annual General Meeting of the Company.
5. The registration of share transfers and other related correspondence will be dealt with by the Company at M/s. Bigshare Services Private Limited of Mumbai, having its branch office at 306, Right Wing, Amruta Ville, Opp: Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082.
6. The shareholders/members of the Company, who are having equity shares of the Company in physical form are advised to get dematerialized of their respective equity shares by way of surrendering their physical share certificates to the Registrar and Share Transfer Agents (RTA) of the Company (i.e., M/s Bigshare Services Pvt. Ltd., Hyderabad) through their respective Depository Participants. The shareholders/members, who are not having demat accounts are requested to open the demat accounts and thereafter approach the RTA for dematerialization of their equity shares.



Some of the advantages to the investors who are having the shares in demat mode are :

- a. There is no scope of any risk of loss, theft, damage or fraud and bad deliveries are eliminated;
  - b. Shareholders no longer have to wait for the shares transferred in his name. Delay is almost eliminated;
  - c. This system totally eliminates risks associated with loss/fraudulent interception of share certificates in postal transit;
  - d. In the physical mode, shares may only be sold and bought at marketable lot. No such hassle is experienced in the demat mode;
  - e. Genuineness is always guaranteed in the demat mode.
7. The resolution in item nos. 6, 7 and 8 are proposed to be passed by the members by way of exercising the voting by them by postal ballot, for which postal ballot form along with instructions and the calendar of events can be found on Page Nos. 93 & 94.
8. The Ministry of Corporate Affairs (MCA) has taken an initiative in respect of 'Green Initiative in the Corporate Governance' by allowing the Companies to send the notices/documents including annual reports to the members through electronic mode by giving an advance opportunity to the members for registering their e-mail addresses with the Company/ Depository from time to time for receiving the same. In this connection, the members are requested to register their e mail addresses by sending an e-mail with the following details to 'csstl@sujana.com' or by visiting our website 'www.sujana.com' or register the same with the Company's Registrar and Share Transfer Agents "Bigshare Services Private Limited".

Name of the member	Son of/ Daughter of/ Wife of	Client ID/ Ledger Folio No.	No. of Shares held	Pan No. (mandatory in case of Demat holders)	E-mail address

9. Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 is enclosed.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

#### Item No. 5

Shri Y. Kamesh was appointed as Managing Director of the Company for a period of 3 years with effect from 29.07.2009 by the Board of Directors of the Company at their meeting held on 29.07.2009 and the same was approved by the members of the Company at the Extraordinary General Meeting held on 24.10.2009.

Keeping in view the performance and commitment shown by Shri Y. Kamesh, Managing Director, it is felt that the services of Shri Y. Kamesh are very much useful for the Company and accordingly he was reappointed for a period of 3 years w.e.f. 28.05.2012 by the Board at their meeting held on 28.05.2012 on same terms and conditions and remuneration, subject to the approval of the Central Government, if necessary and members of the Company. In accordance with the provisions as mentioned in the resolution, approval of the shareholders is required for the re-appointment of Managing Director and payment of remuneration.

Therefore, your Directors recommend the resolution for your approval.

None of the Directors of the Company except Shri Y. Kamesh, is concerned or interested in the aforesaid resolution.

#### Item No. 6

The Company proposed to make investment and/or to give any guarantee and/or to provide security to it's Group Companies viz., M/s Sujana Universal Industries Limited, Hyderabad and M/s Sujana Metal Products Limited, Hyderabad.

Section 372A of the Companies Act, 1956 prescribes that the Company can give loan or any guarantee or to provide security or acquire or purchase the securities of any other body corporate, upto sixty percent of its paid-up share capital and free reserves, or hundred

## SUJANA TOWERS LIMITED

percent of its free reserves, whichever is more and to invest beyond the said limit, prior approval of the members is required.

Keeping in view, it is proposed to obtain the approval from the members of the Company, as the proposed investment in both the Companies amounts to Rs. 1000 Crores (Rupees One Thousand Crores only), (i.e., Rs. 500 Crores each), which is beyond the permissible limits as specified in Section 372A of the Companies Act 1956.

As per the provisions of the Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 as amended, the approval of the members is required through the Postal Ballot for the aforesaid purpose.

Therefore, your Directors recommend the resolution for your approval.

All the Directors holding shares in the Company may be deemed to be concerned or interested in the above resolution to the extent of the shares held by them or their relatives.

### Item No. 7

In order to carry out international business more effectively, as several opportunities are emerging in that direction, it is now proposed to transfer by way of slump sale, business sale on "on going concern basis" or any other mode and to lease, mortgage and/or charge in addition to the mortgages/charges created/ to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board/ Management Committee may determine, all or any of the movable or immovable properties of the Company, both present and future and/ or the whole or any part of the undertaking(s) of the Company together to any of its subsidiaries or to any other body corporate whether registered in India or elsewhere.

Section 293(1) (a) of the Companies Act, 1956 provides inter alia that the Board of Directors of Public Company shall not, without the consent of the members of the Company, lease or transfer the whole or substantially the whole of the undertaking of the Company

or where the Company owns more than one undertaking, the whole or substantially whole of any such undertakings.

The members are requested to authorise the Board/Management Committee with the requisite authority under section 293(1) (a) of the Companies Act, 1956, to lease or transfer the whole or substantially the whole of the undertaking of the Company.

As per the provisions of the Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 as amended, the approval of the members is required through the Postal Ballot for the aforesaid purpose.

Therefore, your Directors recommend the resolution for your approval.

None of the Directors of the Company is concerned or interested in the aforesaid resolution, except to the extent of their shareholdings, if any and in terms of their employment with the Company.

### Item No. 8

Members are aware that the Registered office of the Company is situated at 8-2-248/1/7/41, Nagarjuna Hills, Panjagutta, Hyderabad – 500 082, Andhra Pradesh. However, the registered office of the Company is proposed to be shifted to Chennai, Tamilnadu state to (i) 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 shareholders' value by way of improved financial structures, cash flows. The shifting of registered office to Chennai 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 Companies present in the southern states, (b) the increased demand for the products of the Company in southern states, will enable the Company to improve its market shares,





thereby achieving larger volumes of sales and profits, (c) to achieve high degree of customer and shareholder satisfaction, by rendering prompt and effective after sales services to the customers and providing information to shareholders as may be required, (d) more convenient and friendly state government policies towards steel industry and (e) availability of skilled resources.

Therefore, it is considered expedient, advantageous and economical to shift the registered office of the Company from Hyderabad, State of Andhra Pradesh to Chennai, State of Tamilnadu.

In terms of provisions of the Section 17, 146 of the Companies Act, 1956, the shifting of the registered office from one state to another state is requiring the confirmation of the Company Law Board delegated to Regional Director (vide notification No.S.O.1539(E) dated July 10, 2012 issued by Ministry of Corporate Affairs) 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 seeking for alteration of situation clause in the memorandum and for shifting of registered office from State of Andhra Pradesh to Tamilnadu.

As per the provisions of the Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 as amended, the approval of the members is required through the Postal Ballot for the aforesaid purpose.

A copy of the Memorandum and Articles of Association of the Company together with proposed alterations is available for inspection of the members at the registered office of the Company on all working days between 11.30.a.m to 1.30.p.m.

Therefore, your Directors recommend the resolution for your approval.

None of the Directors of the Company is, in

any way, concerned or interested in the said resolution.

#### **Item No. 9 and 10**

The existing Authorised Capital of the Company is Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 94,00,00,000 (Ninety Four Crores only) Equity Shares of Re.1/- (Rupee One only) each and 6,00,000 (Six Lakhs only) Preference Shares of Rs.100/- (Rupees One Hundred only) each. In order to meet the long term fund requirements of the Company and to provide for the Company's working capital needs and also to meet backward integration plans of the Company, it is proposed to raise necessary funds by issuing Cumulative Redeemable Preference Shares (CRPS). In order to facilitate the issue of the aforesaid preference shares, it is necessary to re-structure and reclassify the existing Authorised Share Capital of the Company.

Your Board of Directors are of the view that, instead of increasing the Authorized Share Capital of the Company, it is prudent to reclassify part of the existing Equity Share Capital into Preference Share Capital of the Company as Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 79,00,00,000 (Seventy Nine Crores only) Equity Shares of Re.1/- (Rupee One only) each and 21,00,000 (Twenty One Lakhs only) Preference Shares of Rs.100/- (Rupees One Hundred only) each, without any increase in the existing Authorised Share Capital of the Company.

The alterations proposed in the Memorandum and Articles of Association of the Company are only consequential to reflect the reclassification of the Authorized Share Capital of the Company.

The Board recommends the resolutions set forth in Item Nos. 9 and 10, for approval of the members.

All the Directors holding shares in the Company may be deemed to be concerned or interested in the above resolution to the extent of the shares held by them or their relatives.

## SUJANA TOWERS LIMITED

### Item No. 11

With a view to infuse additional funds to meet the long term fund requirements of the Company and to provide funds for the Company's working capital needs and also to meet backward integration plans of the Company, it is proposed to issue and allot upto 10,00,000 (Ten Lakhs only) Cumulative Redeemable Preference Shares (CRPS) of Rs. 100/- (Rupees One Hundred only) each in one or more tranches to the Promoters and/or Non-Promoters on such terms and conditions as may be approved by the Board or duly authorized Committee thereof

Pursuant to Section 81 (1A) of the Companies Act, 1956, any offer or issue of shares to persons other than the existing shareholders requires the approval of the shareholders in a general meeting by a Special Resolution.

Therefore, your Directors recommend the resolution for your approval.

All the Directors holding shares in the Company may be deemed to be concerned or interested in the above resolution to the extent of the shares held by them or their relatives.

the proposed business is capable of being conveniently and advantageously combined with the business presently carried on, by the Company.

As per Section 149(2A) of the Companies Act, 1956, the approval of the shareholders of the Company is required to carry on the business as per the objects contained in the other objects clause of the Memorandum of Association of the Company.

Therefore, your Directors recommend the resolution for your approval.

None of the Directors is concerned or interested in the aforesaid resolution.

**By order of the Board**

Place : Hyderabad  
Date : 11.08.2012

**Y. Kamesh**  
Managing Director

### Item No: 12

At present the Company is carrying the business of manufacturing, producing, assembling, fabricating, erecting, buying, selling, importing, exporting and to act as structural engineer, franchiser, supplier or otherwise to deal in all shapes, sizes, strengths, dimensions, descriptions, specifications and grades of iron & steel structures, transmission towers, television towers, electrical transmission towers, power stations & lines and to do all acts and things incidental for the attainment of the above object.

In addition to the above business and to expand the business operations of the Company, it is proposed to undertake Civil works viz., laying roads, construction of bridges, flyovers and other civil engineering activities, keeping in view the ample opportunities available in the civil engineering area. Having regard to the various aspects involved, it is considered that,



**Details of Directors seeking re-appointment at the forthcoming Annual General Meeting  
[Pursuant to Clause 49 of the Listing Agreements entered into with the Stock Exchanges]**

Name of the Director	Shri S. Hanumantha Rao	Shri L.V. Rao
Date of Birth	18.07.1951	18.09.1947
Date of Appointment	06.04.2006	29.07.2009
Qualification	Bachelors Degree in Technology and AICWA.	Bachelor of Engineering (Electrical).
Expertise in specific functional area	He is a Promoter and Non-Executive Director of the Company.  Worked for more than 20 years in State Bank of India and 3 years as Financial and Management Consultant.	He is an Independent and Non-Executive Director.  Held various positions in NTPC for three decades, including those of ED, South, ED, West, CEO of NTPC Power Trading Corporation and also as the ED of the APDERP program.
Directorship in other Indian Public Limited Companies as on 31.03.2012	<ol style="list-style-type: none"> <li>1. Sujana Metal Products Limited</li> <li>2. Sujana Universal Industries Limited</li> <li>3. Sujana Projects Limited</li> <li>4. Sujana Holdings Limited</li> <li>5. Sujana Energy Limited</li> <li>6. Sujana Power (India) Limited</li> <li>7. Sujana Power (Gangikondan) Limited</li> <li>8. Sujana Power (Tuticorin) Limited</li> <li>9. Telesuprecon Limited, Mauritius</li> <li>10. Sujana Holdings Limited, Dubai</li> <li>11. STL Africa Limited, Mauritius</li> </ol>	<ol style="list-style-type: none"> <li>1. Yuvaraj Power Projects Limited</li> <li>2. Bee Pee Power Limited</li> <li>3. Raus Power Limited</li> </ol>
Chairman/Membership of Committees in other Indian Public Limited Companies as on 31.03.2012 (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee) (C= Chairman, M=Member)	<p><b>Audit committee</b></p> <ol style="list-style-type: none"> <li>1. Sujana Universal Industries Limited (M)</li> <li>2. Sujana Metal Products Ltd (M)</li> </ol> <p><b>Investor's Grievance Committee</b> Sujana Metal Products Ltd (M)</p>	<b>Nil</b>
No. of shares held in the Company	70000 (0.01%)	<b>Nil</b>