



SUJANA TOWERS LIMITED

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 192A of the Companies Act, 1956)

Dear Shareholder(s)

Sub: Passing of Resolution by Postal Ballot

Basing on the decision taken by the Board, the Management Committee of the Board of Directors of the Company at their meeting held on 03.06.2013 approved the proposal of consolidation of face value of equity shares and to pass the following Resolution through postal ballot

1. Consolidation of face value of equity shares of the Company from Re.1/- (Rupee One only) each to the face value of Rs.10/- (Rupees Ten only) each and consequential alterations in the existing Clause V being Capital Clause of the Memorandum of Association of the Company, as a Special Resolution.

As per the procedure laid down under Section 192A of the Companies Act, 1956 and the rules made thereunder, the above Resolution is required to be passed by the shareholders of the Company through Postal Ballot. The Management Committee of the Board of Directors of the Company thought it fit to move the said resolution to be passed by means of Postal Ballot even though the same is not mandatory.

As per Rule 6 of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, Shri Y.Ravi Prasada Reddy, Practising Company Secretary, Hyderabad has been appointed as Scrutinizer for conducting the Postal Ballot by the Management Committee of the Board of Directors in its meeting held on 03.06.2013

Accordingly, we are enclosing herewith the Notice of the Postal Ballot containing the Special Business to be transacted alongwith the Explanatory Statement and Postal Ballot Form for your consideration and consent.

We request you to return the Postal Ballot form duly completed in the attached self-addressed (postage to be paid by addressee) envelope so as to reach the Scrutinizer, Shri Y.Ravi Prasada Reddy, C/o. Sujana Towers Limited, Plot No.41, Nagarjuna Hills, Panjagutta, Hyderabad - 500 082 not later than the close of the working hours i.e., 5.30 P.M. on 20.07.2013. Please note that no other document except duly completed Postal Ballot Form should be sent in the self-addressed (postage to be paid by addressee) envelope, otherwise it will be invalid/rejected.

The Results of the Postal Ballot will be announced at the Registered Office of the Company at Plot No.41, Nagarjuna Hills, Panjagutta, Hyderabad - 500 082 at 6.00 P.M. by the Managing Director of the Company or by any person duly authorized by the Managing Director, on 20.07.2013 and the said date of declaration of result of postal ballot will be taken as the date of passing of the said resolutions by the shareholders of the Company by postal ballot.

Shri Y. Kamesh Managing Director of the Company and Shri L. Narasimha Rao, Company Secretary are authorized jointly and severally to do all necessary acts, deeds, steps and things as may be required to complete procedural and other formalities for getting the resolution passed through Postal Ballot.

Thanking you,

Yours Sincerely,
For SUJANA TOWERS LIMITED

Y. KAMESH
MANAGING DIRECTOR

Place: Hyderabad
Date : 03.06.2013

- Encl: 1. Notice to members for transacting business along with explanatory statement through postal ballot.
2. Postal Ballot Form.
3. Self-addressed (postage to be paid by addressee) envelope.

NOTICE

Notice is hereby given that pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the following Special Business shall be resolved by Postal Ballot:

1. **To consider and if thought fit to pass with or without modification the following resolutions as a Special Resolution:**

“RESOLVED THAT, pursuant to the provisions of Sections 13, 16, 94 (1) (b) and 97 and all other applicable provisions, if any, of the Companies Act, 1956, and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and also subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority, (including SEBI and Stock Exchanges) and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall also include any duly constituted and authorized Committee thereof), consent of the Members of the Company be and is hereby accorded to the Board to consolidate every 10 (Ten) existing equity shares of nominal face value of Re. 1/- (Rupee One only) each fully paid up into 1 (One) Equity Share of nominal face value of Rs. 10/- (Rupees Ten only) each fully paid-up”

“RESOLVED FURTHER THAT pursuant to the consolidation of the equity shares of the Company, the issued, subscribed and paid up equity shares of face value of Re. 1/- (Rupee One) each, shall stand consolidated into equity shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up.”

“RESOLVED FURTHER THAT upon consolidation of 10 (Ten) Equity Shares of Re. 1/- (Rupee One only) each into 1 (One) Equity Share of Rs. 10/- (Rupees Ten only) each the Board shall not issue any fractional shares/certificates, however, the total number of Equity Shares constituting such fractions shall be transferred to a person or persons appointed by the Board as Trustee or Trustees for and on behalf of such fractional equity shareholders and the details of such fractional equity shareholders will be provided to the Trustee so as to enable Trustee to distribute the net proceeds of sale of such fractional shares amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all expenses of the sale and other related expenses.”

“RESOLVED FURTHER THAT pursuant to consolidation of the equity shares of the Company, consent of the Members be and is hereby accorded to alter the Memorandum of Association of the Company as follows:

The existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause V:

“The Authorised Share Capital of the Company is Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 7,90,00,000 (Seven Crores Ninety Lakhs only) Equity Shares of Rs.10/- (Rupee Ten only) each and 21,00,000 (Twenty One Lakhs only) Preference Shares of Rs.100/- (Rupees One Hundred only) each.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue new share certificates representing the consolidated equity shares with new distinctive numbers, consequent to the consolidation of shares as aforesaid and/or credit the respective shareholders' accounts maintained with the Depositories, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960, and the Articles of Association of the Company and to inform the Depositories and the Registrar and Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) or Company Secretary, to give effect to the aforesaid resolutions including but not limited to filing necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto.”

BY ORDER OF THE BOARD
For SUJANA TOWERS LIMITED

Y. KAMESH
MANAGING DIRECTOR

Place : Hyderabad
Date : 03.06.2013

NOTES:

1. The explanatory statement, pursuant to Section 173(2) of the Companies Act, 1956 in respect of the above business is attached hereto.
2. The Members are requested to return the Postal Ballot Form duly completed in all respect in the attached self addressed (postage to be paid by addressee) envelope so as to reach the Scrutinizer, not later than the close of the working hours i.e., 5.30 P.M. on 20.07.2013. If the consent or otherwise received after 5.30 P.M. on 20.07.2013 shall be treated as if reply from the member has not been received.
3. The result of the Postal Ballot will be declared on 20.07.2013 at 6.00 P.M at the Registered Office of the Company.
4. Shri Y. Ravi Prasada Reddy, Practising Company Secretary has been appointed as Scrutinizer.

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

Item No. 1

The Board of your Company has proposed to reorganize the Capital Structure of your Company by consolidating the nominal face value of Equity Shares from existing Re. 1/- (Rupee One Only) Each to Rs. 10/- (Rupees Ten Only) each.

The Board is of the view that the proposed restructuring in the share capital would help the Company to give a better picture of earning per share to the equity shareholders of the Company.

The Board believes that the Reverse Stock Split should make the Company's Share more attractive to a broader range of institutional and other investors, as the Board has been advised that the current market price of the Company's Share may affect its acceptability to certain institutional investors, professional investors and other members of the investing public.

While the Reverse Stock Split is intended to increase the per share market price of the Company's common stock, other factors, such as the Company's financial results, market conditions and the market's perception of the Company's business, may adversely affect the market price of the Company's common stock. As a result, there can be no assurance that the Reverse Stock Split will result in the intended benefits described above, that the market price of the Company's common stock will increase following the Reverse Stock Split or that the market price of the Company's common stock will not decrease in the future.

The existing Authorized Share Capital of the Company is Rs. 1,00,00,00,000/- (Rupees One Hundred Crores only) comprising 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. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 54,88,28,730/- (Rupees Fifty Four Crores Eighty Eight Lacs Twenty Eight Thousand Seven Hundred and Thirty only) divided into 51,91,49,230 (Fifty One Crores Ninety One Lacs Forty Nine Thousand Two Hundred and Thirty only) Equity Shares of the Nominal value of Re. 1/- (Rupee One only) each and 2,96,795 (Two Lakhs Ninety Six Thousand Seven Hundred Ninety Five only) 1% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred only) each fully paid-up.

It is proposed to re-organize the Authorized Share Capital as well as Issued, Subscribed and Paid-up Share Capital of the Company by consolidating the Equity Shares of the Nominal value of Re. 1/- (Rupee One only) each into the Nominal value of Rs. 10/- (Rupees Ten only) each.

Accordingly, the Company's Authorised Share Capital of Rs.100,00,00,000/- (Rupees One Hundred Crores only), will be re-organised as 7,90,00,000 (Seven Crores Ninety Lakhs only) Equity Shares of Rs.10/- (Rupee Ten only) each and 21,00,000 (Twenty One Lakhs only) Preference Shares of Rs.100/- (Rupees One Hundred only) each. The Issued, Subscribed and Paid-up Share Capital, for the purpose of consolidation of Equity Shares, will also be re-organised into 5,19,14,923/- (Five Crores Nineteen Lacs Fourteen Thousand Nine Hundred and Twenty Three only) Equity Shares of the Nominal value of Rs. 10/- (Rupees Ten only) each and 2,96,795 (Two Lakhs Ninety Six Thousand Seven Hundred Ninety Five only) 1% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred only) each fully paid-up.

The approval is sought to be given to the Board to fix record date and issue fresh Equity Shares of the denomination of Rs.10/- each to the members in place of existing Equity Shares of the denomination of Re.1/- each. In case of members having fractional shares not divisible by 10, the same will be transferred to a trust which will be formed by the Board for this purpose. All the fractional shares will be transferred as on the record date. The trustee(s) will consolidate the fractional shares transferred to it and will sell the total shares. The proceeds from the total shares will be paid to the respective shareholders after deducting the expenses incurred in this regard, if any. The said resolution, if passed, will have the effect of allowing the Board to all such matters and deeds as are necessary to affect the said matter.

Further with subsequent to the consolidation of the Share Capital, under Section 16 and other applicable provisions of the Companies Act, 1956, the Clause V of the Memorandum of Association of the Company needs to be altered.

Thus as prescribed under Section 16 and other applicable provisions of the Companies Act, 1956, Clause V of the Memorandum of Association of the Company needs to be altered, for which consent of the shareholders of the Company is required.

The Board of Directors recommends the Special Resolution set out in at the item No. 1 of the accompanying Notice for your approval. Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

The Directors of the Company are deemed to be interested in the said resolution to the extent of their shareholding in the Company.

BY ORDER OF THE BOARD
For **SUJANA TOWERS LIMITED**

Y. KAMESH
MANAGING DIRECTOR

Place : Hyderabad
Date : 03.06.2013



SUJANA TOWERS LIMITED

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

POSTAL BALLOT FORM

Sl.No. _____

Votes cast on Resolution contained in the Notice.

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 postal ballot as stated in the notice 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	Consolidation of 10 (Ten) of equity shares of the Company of the face value of Re. 1/- (Rupee One only) each into 1 (One) equity share of the face value of Rs.10/- (Rupees Ten only) each and consequential alterations in the existing Clause V being Capital Clause of the Memorandum of Association of the Company, as a Special Resolution.			

Place:

Date :

(Signature of the shareholder)

Instructions

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company in the attached self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
2. This form should be completed and signed by the shareholder. In case of joint holding this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence by the next named shareholder.
3. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours i.e., 5.30 P.M. on 20.07.2013. Postal Ballot Form received after this time and date will be strictly treated as if the reply from the member has not been received.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice.

Calendar of events

Sl.No.	Description	Date
1.	Date of Dispatch of notice	19.06.2013
2.	Date of completion of Dispatch of notice along with Postal Ballot	19.06.2013
3.	Date of Appointment of Scrutinizer	03.06.2013
4.	Date on which consent given by the Scrutinizer to act as Scrutinizer	03.06.2013
5.	Last date for receiving Postal Ballot papers by Scrutinizer	20.07.2013
6.	Date of signing of the Minutes Book by the Chairman of the meeting in which the results of Ballot is recorded	20.07.2013
7.	Date of returning the Ballot Papers, register required to be maintained by the Scrutinizer under rule 5(e) of the Companies (passing of the resolutions by postal ballot) Rules, 2011 and other related papers to the Managing Director by the Scrutinizer	20.07.2013
8.	Date of Resolution of the Board of Directors, authorizing Managing Director and Company Secretary to be responsible for the entire Poll process	03.06.2013
9.	Date of handing over the Ballot papers to the designated authority	20.07.2013
10.	Date of declaration of results by the Managing Director/Authorised Person	20.07.2013

PRINTED MATTER

BOOK - POST



If undelivered please return to :

SUJANA TOWERS LIMITED

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

Phone : 2335 1882 / 85 / 87