

**Sujana Universal Industries Limited**

Regd. & Corp. Office :
18, Nagarjuna Hills, Panjagutta,
Hyderabad - 500 082.

CIN : L29309TG1986PLC006714

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www.sujana.com

Date: 07th September, 2016

To

The Secretary, BSE Limited, P.J.Towers, Dalal Street, MUMBAI - 400 001 Scrip Code: 517224	The Manager National Stock Exchange of India Ltd, Exchange Plaza, C-1,Block "G" 5 th Floor, Bandra (E), MUMBAI - 400 051 Scrip Symbol: SUJANAUNI
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Dear Sir/Madam,

Sub: Notice of the 27th Annual General Meeting - Reg.

Please find enclosed, a copy of the Notice dated 27th August, 2016 convening the 27th Annual General Meeting of the Company held on Friday, 30th September, 2016 at Katriya Hotel & Towers, #8, Raj bhavan Road, Somajiguda, Hyderabad-500082 at 10.00 a.m.

The remote e-voting period commences on September 26th, 2016 (9:00 A.M.) and ends on September 29th, 2016 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, September, 23rd, 2016, may cast their vote by remote e-voting. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA and If the member is already registered with NSDL for e-voting then he/she can use his/her existing user ID and password for casting the vote.

This may be treated as Compliance of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Thanking You,

Yours faithfully,

For Sujana Universal Industries Limited

P. Kodanda Rami Reddy

P. Kodanda Rami Reddy
Company Secretary





27th

ANNUAL REPORT

2015 - 2016

**SUJANA UNIVERSAL INDUSTRIES
LIMITED**

BOARD OF DIRECTORS

NON-EXECUTIVE CHAIRMAN
MANAGING DIRECTOR
WHOLE TIME DIRECTOR
DIRECTORS

: Dr V. Malakonda Reddy*
: Shri G. Srinivasa Raju
: Shri S. Hanumantha Rao
: Shri J. Ramakrishnan*
Dr. K. Srinivasa Rao*
Smt. A. Syamala Reddy*
Shri Ch. Srinivasu#
*Independent, Non-Executive Directors
#Nominee from IDBI Bank

MANAGEMENT COMMITTEE

: Shri G. Srinivasa Raju
Shri S. Hanumantha Rao
Shri J. Ramakrishnan

AUDIT COMMITTEE

: Dr. K. Srinivasa Rao
Shri S. Hanumantha Rao
Shri J. Ramakrishnan
Dr. V. Malakonda Reddy

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

: Shri G. Srinivasa Raju
Shri S. Hanumantha Rao
Dr. K. Srinivasa Rao

NOMINATION AND REMUNERATION COMMITTEE

: Dr. V. Malakonda Reddy
Dr. K. Srinivasa Rao
Shri J. Ramakrishnan

RISK MANAGEMENT COMMITTEE

: Shri G. Srinivasa Raju
Shri S. Hanumantha Rao
Dr. K. Srinivasa Rao

SHARE TRANSFER COMMITTEE

: Shri G. Srinivasa Raju
Shri J. Ramakrishnan

SHAREHOLDERS' GRIEVANCES COMMITTEE

: Shri G. Srinivasa Raju
Shri J. Ramakrishnan

CHIEF FINANCIAL OFFICER

: Shri B. Manoharan

COMPANY SECRETARY

: Shri P. Kodanda Rami Reddy

STATUTORY AUDITORS

: M/s. T. Raghavendra & Associates
Chartered Accountants, Hyderabad

INTERNAL AUDITORS

Shri M. Balarama Krishnaiah
Chartered Accountant, Hyderabad

COST AUDITORS

: M/s. B.V.R. & Associates
Cost Accountants
Hyderabad

SUJANA UNIVERSAL INDUSTRIES LIMITED

BANKERS

: Bank of Baroda
Bank of India
Central Bank of India
IDBI Bank Limited
Indian Overseas Bank
Oriental Bank of Commerce
UCO Bank

REGISTERED OFFICE & CORPORATE OFFICE

: Plot No. 18
Nagarjuna Hills, Panjagutta
Hyderabad, Telangana- 500 082
Website: www.sujana.com

WORKS - LEC DIVISION

: Plot Nos. 10, 11 & 12
Survey No. 172
Bollaram Village
Jinnaram Mandal, Medak District
Telangana

- DOMESTIC APPLIANCES DIVISION

: Plot No. 1B, Survey No. 308
Sri Venkateswara Co-operative
Industrial Estate, Jeedimetla
Hyderabad.

- STEEL PRODUCTS DIVISION

: Plot No.128/A
I.D.A. Bollaram
Jinnaram Mandal, Medak District
Telangana

- INFRASTRUCTURE DIVISION

: Plot No.18, Nagarjuna Hills
Panjagutta, Hyderabad – 500 082

LISTING

: **EQUITY**
BSE Limited (BSE)
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
National Stock Exchange of India Limited (NSE)
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400 051

REGISTRAR & SHARE TRANSFER AGENTS

: M/s. Bigshare Services Private Limited
306, Right Wing, 3rd Floor
Amrutha Ville, Opp: Yashoda Hospital
Raj Bhavan Road, Somajiguda
Hyderabad - 500 082
Phone No. 040-2337 4967
Email: bsshyd@bigshareonline.com
Website: bigshareonline.com

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of Sujana Universal Industries Limited will be held on Friday, the 30th day of September, 2016 at "Katriya Hotel & Towers",#8, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082, Telangana at 10:00 A.M., to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidate financial statements of the Company for the financial year ended March 31, 2016, including the audited Balance Sheets as at March 31, 2016, the Statements of Profit and Loss and Cash Flow Statements for the financial year ended on that date and the report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri G.Srinivasa Raju, (DIN: 00132249), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. T. Raghavendra & Associates (Membership No. 023806), Chartered Accountants, as Statutory Auditors and if thought fit to pass with or without modifications(s), the following resolution as an ordinary resolution.

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 and all other applicable provisions, if any, of the Companies Act, 2013, the Company hereby ratifies the appointment of M/s. T. Raghavendra & Associates (Membership No. 023806), Chartered Accountants, as Statutory Auditors of the company to hold office till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2017, and the Board of Directors be and are hereby authorized to fix their remuneration, in accordance with the recommendation of the Audit Committee in consultation with the auditors."

SPECIAL BUSINESS:

4. **To consider and appoint Smt. A.Syamala Reddy (DIN:02224082) as an Independent Director and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 & 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] read with Regulation 17 of the SEBI(Listing Obligations And Disclosure Requirements) Regulations, 2015, Smt. A.Syamala Reddy (DIN: 02224082), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors w.e.f. August 27th, 2016 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Smt A. Syamala Reddy for the Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years commencing from September 30th, 2016 to September 30th, 2021."

5. **To consider and approve the appointment of Shri S. Hanumantha Rao as an Executive of Director and Key Managerial Personnel of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and

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Articles of Association of the Company and subject to the approval of the members of the Company and subject to the approval of Central Government or other Government authority/agency/board, if necessary, Shri S. Hanumantha Rao, Non Executive Director of the Company be and is hereby appointed as an Executive Director and Key Managerial personnel of the Company for a period of 3 (Three) years commencing from 01.01.2016 and the remuneration be fixed on the following terms and conditions, until otherwise decided for the tenure of his office:

1. Salary	Rs.1,15,000/- per month
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The perquisites are classified into three categories A, B & C:

Category A:

1	Housing	No Housing is provided.
2	Medical Reimbursement	Reimbursement of expenses incurred for self and family subject to a ceiling of Rs.15,000/- in a year or Rs. 45,000/- for a period of three years.
3	Reimbursement of Expenses	Reimbursement of expenses incurred for personal secretary subject to ceiling of Rs.5,000/- per month or Rs. 60,000/- per annum.

Category B:

1	Provident Fund	No Contribution to provident fund, superannuation or annuity fund.
2	Gratuity	Gratuity payable at a rate not exceeding half a month's salary for each completed year of service subject to a ceiling of Rs.10,00,000/-.
3	Earned/privilege leave	On full pay and allowances as per the rules of the Company, but not more than 15 days leave for every twelve months of service. Leave accumulated but not availed of will be allowed to be encashed at the end of the tenure.

The aforesaid perquisites stated in Category B will not be included in the computation of the aforesaid ceiling on perquisites.

Category C:

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be billed by the Company to the Director.

The remuneration payable to him shall be in accordance with the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time, Subject to the Provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 when the profits in a financial year are adequate, the remuneration payable by way of salary, perquisites and other allowances shall not exceed five percent of the Company's net profits, provided that if there are more than one managerial person, it shall not exceed ten percent for all of them together in a financial year.

Minimum Remuneration:

In case of loss or inadequacy of profits in any financial year during his tenure as Executive Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time, subject to the Compliance thereof but in any event shall not exceed the remuneration payable when the profits of the Company are adequate.

"RESOLVED FURTHER THAT Shri G. Srinivasa Raju, Managing Director of the Company, be and is hereby authorised to file necessary e-forms/documents with the Registrar of Companies, Andhra Pradesh & Telangana and also comply with all other formalities in this regard."

6. To increase the authorized share capital of the Company from Rs.200 crores to Rs.1000 crores and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 13 and 61 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), subject to the approval of the members, the Authorised Share Capital of the Company be increased from Rs.200,00,00,000/- (Rupees Two Hundred Crores only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 25,00,000 (Twenty Five Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each to Rs.1,000,00,00,000/- (Rupees Thousand Crores only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs.10/- (Rupees Ten only) each and 7,50,00,000 (Seven Crores Fifty Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each by further creation of 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 7,25,00,000 (Seven Crores Twenty Five Lakhs) Preference Shares of Rs. 100/- (Rupees one hundred only) each."

"RESOLVED FURTHER that, the consent of the members of the Company be and is hereby accorded to the Board/Management Committee of the Board of Directors of the Company to finalise the desired level/limit of authorized share capital of the Company upto Rs. 1000 Crores (Rupees One thousand Crores only) keeping in view the proposed further issues of the Company and to file necessary e-forms with the Registrar of Companies, Andhra Pradesh and Telangana, Hyderabad and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, desirable or expedient."

"RESOLVED FURTHER that the date on which the resolution passed by the Board/ Management Committee of the Board to increase the authorized share capital of the Company basing the consent given by the members to the desired levels as above, shall be treated as date of consent given by the members of the Company."

"RESOLVED FURTHER that the Clause V(a) of the Memorandum of Association of the Company be altered as follows:

The Authorised Share Capital of the Company is Rs.1,000,00,00,000/- (Rupees Thousand

Crores only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs.10/- (Rupees Ten only) each and 7,50,00,000 (Seven Crores Fifty Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each."

7. To issue the Cumulative Redeemable Preference Shares (CRPS) and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that in accordance with the provisions of Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed there under, as may be amended from time to time and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot, such number of Preference Shares of the Company of the face value of Rs. 100/- each, for an aggregate value not exceeding Rs. 750 Crores (including existing paid up preference share capital), as Cumulative Redeemable Preference Shares ("CRPS"), to the lenders who are proposing to invoke the provisions of strategic debt restructuring (SDR) formulated by reserve Bank of India, as set out in Resolution No.8 of this Notice through conversion of existing loans and / or interest on such loans at such price or prices as the Board or Committee thereof may in its absolute discretion think fit."

RESOLVED FURTHER that in accordance with the provisions of Section 43 of the Act, the CRPS shall be non participating, carry a

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preferential right, vis-à-vis Equity Shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital and shall carry voting rights as per the provisions of Section 47(2) of the Act.

RESOLVED FURTHER THAT the said Cumulative Redeemable Preference Shares shall not be convertible with equity shares and accordingly the same shall not be listed with any Stock Exchange.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such deeds, documents and writings, as it may in its absolute discretion deem necessary or incidental, and pay such fees and incur such expenses in relation thereto as it may deem appropriate.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, or Executive Director or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution."

8. To approve and confirm the Strategic Debt Restructuring Scheme(SDR)/ outside SDR formulated by the Reserve Bank of India and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution

"RESOLVED THAT in supersession to the earlier resolution passed by the members of the Company through postal ballot on 18.08.2016 and subject to the applicable provisions of the Companies Act, 2013 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 with stock exchanges on which the equity shares of the Company are listed (the "Equity Shares"), the applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India and any regulatory or other appropriate authorities (including but not limited to Securities and Exchange Board

of India ("SEBI"), and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities (including but not limited to SEBI, the Reserve Bank of India (the "RBI") and pursuant to the Strategic Debt Restructuring Scheme (SDR) Scheme formulated by the Reserve Bank of India vide Circular I DBR.BP.BC.No.101/21.04.132/2014-15, dated June 8, 2015, Circular II DBR.BP.BC.No.41/21.04.048/2015-16 dated September 24, 2015, Circular III DBR.BP.BC.No.82/21.04.132 / 2015-16 dated February 25, 2016 and DBR.No.BP.BC.103/21.04.132/2015-16 dated June 13,2016 issued by the Reserve Bank of India(hereinafter referred to as the "SDR Circulars"), the action taken/proposed to be taken stipulating the invocation of the provisions of SDR Circulars, by Bank of Baroda, UCO Bank, IDBI Bank Limited, Bank of India, Indian Overseas Bank, Oriental Bank of Commerce and Central Bank of India (hereinafter referred to as the "Lenders") vide the Minutes of the Meeting of Joint Lenders' Forum held on 24th August, 2016, agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which terms shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution), be and is hereby approved and the consent of the members of the Company be and is hereby accorded to adopt and implement the provisions of the SDR Circulars between the Company and the Lenders of the Company whose loans are being restructured under the Strategic Debt Restructuring Scheme issued by the RBI and the Board and/or any person authorized by the Board in respect thereof from time to time, be and is hereby authorized on behalf of the Company to discuss, negotiate, amend, if required, the terms and conditions of the SDR Circulars in the manner as may be approved by and between the Company and the Lenders, amend or make changes to the documents and enter into other documents in pursuance of the SDR Scheme, implement the SDR Scheme, on the basis of the terms set out in the SDR Scheme and as may be agreed

between the respective parties, and execute the necessary documents for the same including, inter-alia issuance of Equity Shares/ preference shares / convertible securities to the Lenders of the Company by conversion of loans into fully paid equity shares/ preference shares / convertible securities in terms of the SDR Scheme.”

“RESOLVED FURTHER THAT in such event of invocation and implementation of SDR Circulars, by the Lenders as agreed by the Company, there will be change of management in the Company and the new persons / entities as may be identified by the Lenders will have management and control over the entire affairs of management of the Company and the members of the Company hereby accord their consent and approval for such change of management and change of persons having control over the Company subject to the provisions of Companies Act, 2013, and rules made thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) and Securities and Exchange Board of India (Substantial Acquisition of Shares And Takeovers) Regulations, 2011 (SEBI SAST Regulations) post conversion of equity shares”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution.”

9. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2017 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 pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and subject to all other approvals, if any required, the Company be and is hereby

authorized to pay an amount of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses as remuneration to M/s. B.V.R & Associates, (Membership No.16851), Cost Accountants in practice, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017”

“RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary of the Company be and are hereby directed and severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

BY ORDER OF THE BOARD

G. Srinivasa Raju
Managing Director

Place: Hyderabad

Date: : 27th August, 2016

NOTES:

1. The relative Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice are annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.

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3. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/ proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. The Share Transfer Books and Register of Members of the Company will remain closed on Thursday the September 29, 2016 (One Day only).
9. Copy of the draft letters for respective appointment of Smt. A. Syamala Reddy as an Independent Director and Sri S. Hanumantha Rao as a Whole Time Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company and also available @ www.sujana.com
10. The details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Director seeking appointment/re-appointment at the Annual General Meeting, is annexed hereto. The directors have furnished the requisite declarations for their appointment/re-appointment.
11. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
12. The registration of share transfers and other related correspondence will be dealt at M/s. Bigshare Services Private Limited of Mumbai, having its branch office at 306, Right Wing, 3rd Floor, Amruta Ville, Opp: Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082.
13. 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.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.
15. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agent of the Company (i.e., M/s Bigshare Services Pvt. Ltd., Hyderabad).

16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
17. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued there under, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their email address either with the Company or with the Depository. It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This is a golden opportunity for every shareholder of Sujana to contribute to the cause of Green Initiative. Members who have not registered their e-mail address with the Company are requested to register the same by submitting the letter to Companies RTA. The Members holding shares in electronic form are requested to register their e-mail address with their Depository Participants only. The Members of the Company, who have registered their e-mail address, are entitled to receive communications in physical form, upon specific written request.
18. Electronic copy of the Annual Report for 2015-16 (including Notice of the 27th Annual General Meeting of the Company along with Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
19. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates with their respective Depository Participants to receive all the communications in electronic mode. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company RTA.
20. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.sujana.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during normal business hours on working days.
21. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically
22. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
23. Instructions for members for voting electronically are as under:-
 - ❖ In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

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- ❖ The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- ❖ The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- ❖ The remote e-voting period commences on 26th September, 2016 (9:00 A.M.) and ends on 29th September, 2016 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ❖ Shri Y. Ravi Prasada Reddy, Practicing Company Secretary, Hyderabad, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- ❖ The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- ❖ The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of

the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- ❖ The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sujana.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the stock exchanges at which the shares of the Company are listed.
- ❖ The process and manner for remote e-voting are as under:

The instructions for shareholders voting electronically are as under:

Voting through electronic means

- a) **In case of Shareholders' receiving e-mail from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]**
 - i) Open e-mail and open PDF file viz; "SUJIL 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 Universal Industries 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 yravifcs@gmail.com with a copy marked to evoting@nsdl.co.in.

b) In case of Shareholders' receiving Physical copy of Notice [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- i) Initial password is provided at the bottom of the Attendance Slip.
 - 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.

- 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.
- e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- f). The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- g). Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

BY ORDER OF THE BOARD

Place: Hyderabad
Date: 27th August, 2016

G. Srinivasa Raju
Managing Director

SUJANA UNIVERSAL INDUSTRIES LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act"):

The following statement sets out all material facts relating to the business mentioned in Item no. 04 to 09 of the accompanying Notice:

Item No 4:

The Board of Directors of the Company, in pursuant to the provisions of Sections 149, 152 & 161 of the Act and the Articles of Association of the Company and Regulation 17 of SEBI (Listing Obligations & Disclosures Requirements) Regulations 2015, has appointed Smt. A. Syamala Reddy (DIN: 02224082) as an Additional Director (Independent Director) of the Company w.e.f. August 27th, 2016 who shall hold office upto the conclusion of this Annual General Meeting. It is proposed by the Board to recommend her to appoint as Independent Director for a term up to 5 (five) consecutive years w.e.f. September 30th, 2016 to September 30th, 2021 subject to her election as a Director by the members at this Annual General Meeting.

The Company has received notice in writing from a member, under Section 160 of the Act proposing the candidature of Smt. A.Syamala Reddy (DIN: 02224082) as Independent Director of the Company.

The Company has also received declarations from Smt. A.Syamala Reddy (DIN: 02224082) that she meets with criteria of Independence as prescribed both under Sub-Section (6) of Section 149 of the Act and under Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Smt A.Syamala Reddy (DIN: 02224082) is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that she is eligible to be appointed as an Independent Director pursuant to the provisions of Section 149 of the Act and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

The Board of Directors of your Company is also of the opinion that the appointee is

independent of the management of the Company.

The Board considers that keeping in view of her vast expertise and knowledge; it will be in the interest of the Company to appoint her as an Independent Director. Accordingly, the Board recommends the resolution in relation to her appointment as an Independent Director pursuant to provisions of Section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company.

The details as stipulated under Regulation 36(3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations 2015 are provided as Annexure to the Notice.

Smt A. Syamala Reddy, 48 years, is the Director of the Company. She is a post graduate in M.SC (Home Science) and a Bachelor's degree in Science. She was a Director in various companies and having an industrial experience for more than 10 year.

Smt. A.Syamala Reddy (DIN: 02224082) being an appointee is interested in the resolutions set out at Item No.4 of the Notice with regard to her appointment.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the shareholders.

Item No. 05:

Shri S.Hanumantha Rao aged about 65 years old and holds a Bachelors Degree in Technology and He is a qualified Cost Accountant having AICWA qualification from the Institute of Cost & Works Accountants of India. He has worked for more than 20 years in State Bank of India and 3 years as Financial and Management Consultant.

Brief resume of Shri S.Hanumantha Rao, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees,

shareholding and relationships amongst directors inter-se as stipulated under Regulations 36(3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations 2015, has been provided and forming part of the Annual Report of the Company.

On the recommendation of the Nomination and Remuneration Committee of the Board and in view of his outstanding contribution in the growth of the Company and his leadership qualities supported by his qualifications & experience, the Board of Directors of the Company ("Board") at its meeting dated December 28th 2015 appointed Shri S. Hanumantha Rao as an Executive Director and Key Managerial Personnel of the Company for a period of 3 (three) Years with effect from January 01st, 2016.

During the current financial year 2015-16, your Company has earned a net loss of Rs. 1,518.02 Lakhs. In case of loss or inadequacy of profits in any financial year during his tenure as Executive Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time subject to the Compliance thereof but in any event shall not exceed the remuneration payable when the profits of the Company are adequate.

On the recommendation of the Nomination and Remuneration Committee of the Board, the Board of the Company (Board") decided to pay the remuneration (i.e. Rs.13.80 lakhs per annum) subject to deduction of applicable taxes for a period not exceeding three years to Shri S. Hanumantha Rao, Executive Director and Key Managerial Personnel of the Company.

In accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013, approval of shareholders is required for the resolution set out at Item No. 5 of the Notice.

Statement as per Section II of Part II of Schedule V of the Companies Act, 2013 is as follows:

I. GENERAL INFORMATION

1. Nature of Industry:

The Company is in the area of manufacturing and operating in various areas/verticals/products related to Steel & its related products, Appliances, Light Engineering Components (LEC) and International Trading of steel & related products, applications include automobile components and General engineering equipments for both equipment manufacturers and the replacement market.

2. Date of commencement of commercial production:

The Company was incorporated on 22nd August, 1986 having Corporate Identity Number L29309TG1986PLC006714 and has obtained its certificate of incorporation on 22nd January, 1987.

Company started its production of domestic appliances under the brand name of "Padmini", castings, and bearings under the brand name "SIL bearings" in 1989. Within a short span of time SIL bearings earned a reputation for their unsurpassed quality and reliability to both original equipment manufacturers and the replacement market and agri commodities.

3. Financial performance based on given indicators:

Rs. in Lakhs

Particulars	FY 2015-16 (12 months)	FY 2014-15 (12 months)	FY 2013-14 (12 months)
Total Revenue	315,348.39	327,825.04	346,574.88
Total Expenses	317,436.43	329,606.16	347,516.12
Profit After Tax	(1,518.02)	(1,194.38)	(630.33)
Dividend Rate	-	-	-

SUJANA UNIVERSAL INDUSTRIES LIMITED

4. Export performance and net foreign exchange earnings:

Rs. in Lakhs

Particulars	FY 2015-16 (12 months)	FY 2014-15 (12 months)	FY 2013-14 (12 months)
Export FOB Value	32,417.45	3,259.67	19,357.96
Earnings in Foreign Exchange	32,417.45	3,259.67	19,357.96

5. Foreign investments or collaborators, if any:

Investments in Subsidiaries as on 31.03.2016 are Rs. 24,264.03 lakhs

Loans & Advances to Subsidiaries as on 31.03.2016 are Rs. 1,135.22 lakhs

II. INFORMATION ABOUT THE APPOINTEE

1. Background details:

Shri S.Hanumantha Rao, Whole Time Director of the Company, aged about 65 years old and holds a Bachelors Degree in Technology and He is a qualified Cost Accountant having AICWA qualification from the Institute of Cost & Works Accountants of India. He has worked for more than 20 years in State Bank of India and 3 years as Financial and Management Consultant.

2. Past Remuneration: Nil

3. Job profile and his suitability:

Whole Time Director of the Company. He is designated as Director(whole Time).

Considering the background, competence and experience of Shri S.Hanumantha Rao, Director of the Company and also by considering the guidance and advices provided by him during his tenure as Director of the Company, the Board feels he is the best suitable for the post of Director.

4. Remuneration Proposed:

The remuneration being proposed as approved by the Remuneration Committee of the Company and Board of the Company is Rs.13,80,000/- (Thirteen Lakhs Eighty Thousand Only) per annum subject to deduction of applicable taxes, inclusive of all perquisites and allowances but excluding Car Service provided by the Company and Telephone facility.

5. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Except for receiving remuneration from the Company as a Whole Time Director, Shri S. Hanumantha Rao and his relatives had no other pecuniary relationship with the Company.

III. OTHER INFORMATION

1. Reason of inadequate profits:

Your company has incurred a net loss of Rs.15.18 crores for the financial year ended 31st March 2016. The major reasons among others are;

- ❖ Slowdown in the business due to challenging market conditions and delayed realization, increase in raw material consumption, overall reduction in quantitative discounts.
- ❖ Exports are declined due to a sharp decline in steel prices internationally coupled with weak demand.

2. Expected increase in productivity and profits in measureable terms:

With an unprecedented raise cost, sluggish markets and decline in exports, the margins are severely hit. As a result the profits of the company declined.

To overcome these obstacles the Board of the company is planning to manufacture the value added products with energy efficient systems like hot charging facilities.

It is also proposed to create focus for each of the Appliance, Light Engineering Components (LEC) and

International Trading by spinning off into specialized companies wherein the Company will hold majority and scout for strategic investors or partners who are having synergy and invest capital for the growth of the SPVs.

This statement may also be regarded as a disclosure under SEBI (Listing Obligations & Disclosures Requirements) Regulations 2015.

Shri S.Hanumantha Rao, are interested in the resolutions set out respectively at Item Nos. 5 of the Notice with regard to their respective appointment.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/his relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolutions set out in Item Nos. 5 of the Notice for approval of members of the Company.

Item No. 06:

The Consortium of the Lenders of the Company (i.e. Bank of Baroda, UCO Bank, IDBI Bank Limited, Bank of India, Indian Overseas Bank, Oriental Bank of Commerce and Central Bank of India) are proposing to invoke the provisions of Strategic Debt Restructuring Scheme (SDR) formulated by Reserve Bank of India vide Circular I DBR.BP.BC. No.101/21.04.132/2014-15, dated June 8, 2015, Circular II DBR.BP.BC.No.41/21.04.048/ 2015-16 dated September 24, 2015, Circular III DBR.BP.BC. No.82/ 21.04.132 / 2015-16 dated February 25, 2016 and Circular IV DBR.No.BP.BC.103/21.04.132 /2015-16 dated June 13, 2016 at their meeting held on 24th August, 2016 as set out in Item No. 8 of this Notice, in accordance with which Preference shares may have to be issued to the lenders in terms of above scheme. Accordingly there is a requirement of increasing the Authorised Share Capital of the Company from Rs.200,00,00,000/- (Rupees Two Hundred Crores only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 25,00,000 (Twenty Five Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each to Rs.1,000,00,00,000/- (Rupees Thousand Crores only) divided into 25,00,00,000 (Twenty

Five Crores) Equity Shares of Rs.10/- (Rupees Ten only) each and 7,50,00,000 (Seven Crores Fifty Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each by further creation of 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 7,25,00,000 (Seven Crores Twenty Five Lakhs) Preference Shares of Rs. 100/- (Rupees one hundred only) each .”

The Board/Management Committee of the Board will finalise the desired level/limit of authorized share capital of the Company to be increased upto an extent of Rs.1000 Crores (Rupees One Thousand Crores only) as required from time to time, keeping in view the proposed further issues of the Company.

The proposed increase in the Authorised Share Capital of the Company requires the approval of the members in the Annual General Meeting.

Consequent upon the increase in Authorised Share Capital of the Company, its Memorandum also require alteration so as to reflect the increase in authorised share capital.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence, recommends the above resolution for your approval as a special resolution.

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

Item No. 7

The Consortium of the Lenders of the Company (i.e. Bank of Baroda, UCO Bank, IDBI Bank Limited, Bank of India, Indian Overseas Bank, Oriental Bank of Commerce and Central Bank of India) are proposing to invoke the provisions of Strategic Debt Restructuring Scheme (SDR) formulated by Reserve Bank of India vide Circular I DBR.BP.BC. No.101/21.04.132/2014-15, dated June 8, 2015, Circular II DBR.BP.BC.No.41/21.04.048/2015-16 dated September 24, 2015, Circular III DBR.BP.BC. No.82/ 21.04.132 / 2015-16 dated February 25, 2016 and Circular IV DBR.No.BP.BC.103/21.04.132/2015-16 dated June 13, 2016 at their meeting held on 24th August, 2016 as set out in Item No. 8 of this Notice. In such an event, Preference shares may

SUJANA UNIVERSAL INDUSTRIES LIMITED

have to be issued to the lenders in terms of above scheme.

Therefore, it is proposed to issue and allot 'Cumulative Redeemable Preference Shares' (CRPS) of the face value of Rs.100/- (Rupees one hundred only) each, for an aggregate value not exceeding Rs. 750 crores (including existing paid up preference share capital) to the lenders through conversion of existing loans and / or interest on such loans at such price or prices as the Board or duly authorized Management Committee thereof may in its absolute discretion think fit."

This resolution empowers the Board / Committee of the Board of Directors, to issue CRPS of Rs.100/- each on such terms and conditions including but not limited as to the rate of dividend, period and manner of redemption, amount of premium, if any, as the Board/Management Committee in its absolute discretion may determine. The Board/ Management Committee shall also be authorized to approve any modification, alteration and re-setting of all or any of the terms and conditions of the Preference Shares from time-to-time in consultation and agreement with the Subscribers/ holders of Preference Shares.

The terms and conditions of the Preference Shares shall however be subject to provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company. The authority conferred on the Board/Management Committee is continuing authority enabling it to make such further issue(s) of Preference Shares within such limit on appropriate terms and conditions on any subsequent redemption of such and / or outstanding Preference Shares or any part thereof from time-to-time, so however that the total Preference Share Capital outstanding at any point of time shall not exceed the Authorized Preference Share Capital stipulated under the Memorandum and Articles of Association of the Company. The Preference Shares shall rank in priority to Equity Shares for repayment of Capital and payment of Dividend. The Preference Shares shall be transferred in the same manner as Equity shares. The Preference Shares shall be redeemed in accordance to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company. However, the final terms and conditions of the issue of Preference

Shares shall be determined by the Board/ Management Committee.

The consent of the shareholders is therefore being sought pursuant to the provisions of Section 62 of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014, authorising the Board/Management Committee to raise additional capital by issue of Cumulative Redeemable Preference Shares in such manner or on such terms as the Board may deem fit in the manner proposed in the Resolution.

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

Item No.8

At present

- the Business of the Company is highly working capital intensive
- Present Promoters not in a position to commit further funds at this stage
- Hence, scouting for new investor with strong financial muscle and experience in steel sector.

Under the above circumstances, the Consortium of the Lenders of the Company (i.e. Bank of Baroda, UCO Bank, IDBI Bank Limited, Bank of India, Indian Overseas Bank, Oriental Bank of Commerce and Central Bank of India) (hereinafter referred to as the "Lenders of the Company"), are proposing to invoke the provisions of Strategic Debt Restructuring Scheme as formulated by Reserve Bank of India under any of the below mentioned Circulars. The Consortium of the Lenders may stipulate issue of preference shares to the Lenders against the conversion of loans and interest accrued thereon, change of management to a new investor and any other applicable conditions.

1. Circular I: No. DBR.BP.BC.No.101/ 21.04.132/2014-15, dated June 8, 2015
2. Circular II: No. DBR.BP.BC.No.41/ 21.04.048/ 2015-16 September 24, 2015
3. Circular III: DBR.BP.BC.No.82/ 21.04.132 / 2015-16 dated February 25, 2016
4. Circular IV: DBR.No.BP.BC.103/21.04.132 /2015-16 dated June 13, 2016.

Therefore, in order to Honour the Lenders' proposed action, Shareholders resolution for restructuring the debts of the Company/change of management under SDR Scheme formulated by the Reserve Bank of India, may be required for which the approval of the members of the Company is sought by way of special resolution as set out in this notice.

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

Item No. 09:

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on 30th May, 2016, has approved the appointment and remuneration of the M/s. B.V.R. & Associates, Cost Accountants in practice, as Cost Auditors of the Company to conduct the audit of the cost records of the Company across various segments, for the financial year ending 31st March, 2017 on a remuneration of Rs. 1,50,000/- (Rupees one lakh fifty thousand) only.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and

Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 09 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as a disclosure under the Listing Regulations 2015.

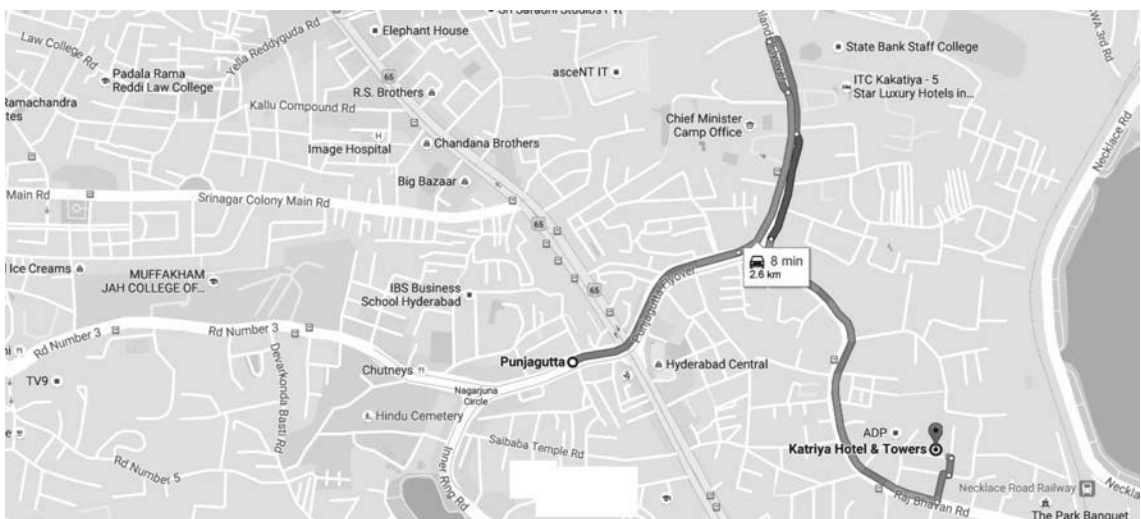
The Board recommends the Ordinary Resolution set out at Item No. 09 of the Notice for approval by the shareholders.

BY ORDER OF THE BOARD

Place: Hyderabad
Date: 27th August, 2016

G. Srinivasa Raju
Managing Director

Route Map to the AGM Venue : Katriya Hotel & Towers, # 8, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082, Telangana.



SUJANA UNIVERSAL INDUSTRIES LIMITED

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting

(in pursuance of Regulations 36(3) of Listing Regulations, 2015)

Name of Director	Smt A. Syamala Reddy	Shri S. Hanumantha Rao	Shri G. Srinivasa Raju
Date of Birth	10.08.1966	18.07.1951	20.10.1963
DIN	02224082	00118801	00132249
Date of Appointment	27.08.2016	18.07.2005	28.06.1995
Expertise in specific functional areas	She was a Director in various companies and having an industrial experience for more than 10 years.	He is on the Board of Directors of the Company since 18.07.2005. He did his B. Tech and AICWA also he has worked for more than 20 years in State Bank of India, moreover 3 years as Financial and Management Consultant.	He is a Promoter-Director of the Company. He holds Bachelor's Degree in Mechanical Engineering from Chaitanya Bharathi Institute of Technology, Hyderabad. He also holds a Master Degree in Engineering from Roorke University. Shri G. Srinivasa Raju has about 29 plus years of professional experience in manufacturing sector and immense knowledge in the steel & related products business.
Qualifications	M.Sc.,	B.Tech., A.I.C.W.A. (Associate ICWAI)	Masters Degree in Engineering from Roorke University.
Directorship held in other public companies (excluding foreign companies)	1. Bartronics India Limited. 2. Vijay Home Appliances Limited.	1. Sujana Metal Products Limited 2. Sujana Holding Limited 3. Sujana Towers Limited 4. Sujana Projects Limited 5. Sujana Energy Limited 6. Sujana Power (India) Limited	1. Sujana Metal Products Limited 2. Sujana Holding Limited 3. Sujana Towers Limited 4. Sujana Projects Limited 5. Sujana Power (India) Limited 6. Sujana Energy Limited
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders'/ Investors' Grievance Committee) C=Chairman, M=Member	Audit Committee : 1. Bartronics India Limited (M&C)	Audit Committee: 1. Sujana Metal Products Limited(M) 2. Sujana Towers Limited (M) Shareholders' Grievance Committee: 1. Sujana Metal Products Limited (M) 2. Sujana Towers Limited (M)	Shareholders' Grievance Committee: 1. Sujana Towers Limited (M) 2. Sujana Metal Products Limited (C)
Shareholdings in the Company	Nil	Nil	Nil

SUJANA UNIVERSAL INDUSTRIES LIMITED

Plot No.18, Nagarjuna Hills, Panjagutta, Hyderabad-500 082, Telangana, India

CIN: L29309TG1986PLC006714

Member's Folio Number

No.of Shares held

ATTENDANCE SLIP (27th AGM)

This Attendance Slip duly filled in to be handed over at the entrance of the Meeting Hall.

Name of the Attending Member or Proxy (In Block Letters)

I hereby record my presence at the 27th Annual General Meeting of the Company held on Friday, the 30th day of September, 2016 At 10:00 a.m. at Katriya Hotel & Towers, # 8, Rajbhavan Road, Somajiguda, Hyderabad - 500 082, Telangana, India.

To be signed at the time of handing over this slip

Member's/Proxy's Signature

EVEN	User ID	Password
105498		

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L29309TG1986PLC006714
Name of the Company	Sujana Universal Industries Limited
Registered office	Plot No. 18, Nagarjuna Hills, Panjagutta, Hyderabad, Telangana – 500 082, India

Name of the Member(s)		E-Mail Id	
Registered Address			
Folio No./Client Id		DP Id	

I/We, being the member(s) of shares of the above named Company, hereby appoint:

Name		Address	
E-mail Id		Signature	
or failing him;			
Name		Address	
E-mail Id		Signature	
or failing him;			
Name		Address	
E-mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Friday, the 30th day of September, 2016 At 10:00 a.m. at Katriya Hotel & Towers, # 8, Rajbhavan Road, Somajiguda, Hyderabad - 500 082, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No.	Resolution
Ordinary Business	
1.	Adoption of the Audited Standalone and consolidated Financial statements of the Company for the financial year ended March 31, 2016 and Reports of Directors and Auditors thereon.
2.	Re-appointment of Shri G.Srinivasa Raju, who retires by rotation.
3.	Ratification of appointment of M/s T.Raghavendra & Associates, Chartered Accountants, Hyderabad, as Statutory Auditors of the Company.
Special Business	
4.	To consider and appoint Smt. A.Syamala Reddy (DIN:02224082) as an Independent Director in terms of Section 149 of the Companies Act, 2013.
5.	Appointment of Shri S.Hanumantha Rao, as an Executive Director and Key Managerial Personnel (KMP) of the Company.
6.	To increase Authorised Share Capital of the Company from Rs.200 crores to Rs.1000 crores
7.	To consider and approve the issue of Cumulative Redeemable preference shares (CRPS)
8.	To approve and confirm the Strategic Debt Restructuring Scheme(SDR) / outside SDR formulated by the Reserve Bank of India
9.	To ratify the remuneration of the cost auditors for the financial year ending March 31st, 2017.

Signed this day of September, 2016.

Signature of shareholder

Signature of Proxy holder(s)

Affix Re.1
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.

Form No. MGT-12**POLLING PAPER**

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN : L29309TG1986PLC006714
 Name of the Company : Sujana Universal Industries Limited
 Registered Office : Plot No. 18, Nagarjuna Hills, Panjagutta, Hyderabad, Telangana – 500 082, India

BALLOT PAPER

S.No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Resolution	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business				
1.	Adoption of the Audited Standalone and consolidated Financial statements of the Company for the financial year ended March 31, 2016 and Reports of Directors and Auditors thereon.			
2.	Re-appointment of Shri G.Srinivasa Raju, who retires by rotation.			
3.	Ratification of appointment of M/s T.Raghavendra & Associates, Chartered Accountants, Hyderabad, as Statutory Auditors of the Company.			
Special Business				
4.	To consider and appoint Smt. A.Syamala Reddy (DIN: 02224082) as an Independent Director in terms of Section 149 of the Companies Act, 2013.			
5.	Appointment of Shri S. Hanumantha Rao, as an Executive Director and Key Managerial Personnel (KMP) of the Company.			
6.	To increase Authorised Share Capital of the Company from Rs. 200 crores to Rs. 1000 crores			
7.	To consider and approve the issue of Cumulative Redeemable preference shares (CRPS)			
8.	To approve and confirm the Strategic Debt Restructuring Scheme(SDR) / outside SDR formulated by the Reserve Bank of India			
9.	To ratify the remuneration of the cost auditors for the financial year ending March 31st, 2017.			

Place:

Date:

(Signature of the shareholder)

INSTRUCTIONS

- This Ballot paper is for the members who have not voted through e-voting facility. A member can opt for only one mode of voting i.e., either through e-voting or by Ballot paper. If a Member casts votes in both the modes, then vote cast through e-voting shall prevail and Ballot paper shall be treated as invalid.
- The vote should be cast either in favour or against by putting the tick(✓) mark in the column provided for assent or dissent. Ballot paper bearing tick marks in both the columns will be treated as invalid. Please do not use pencil.
- This form should be completed and signed by the Member/Proxy Holder as per the specimen signatures registered with the Company/Depository. In case of joint holding this form should be completed and signed by the first named member.
- Any cutting/overwriting on this Ballot paper should be signed by the shareholder/proxy holder.
- Unsigned, incomplete, improperly or incorrectly tick marked Ballot papers will be rejected. A Ballot paper will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against or if the signature cannot be verified.
- The decision of Scrutinizer on the validity of the Ballot paper and any other related matter shall be final.
- The Scrutinizer will collate the votes downloaded from the e-voting system and votes cast through Ballot paper to declare the final result for each of the Resolutions enumerated above.
- The Results shall be declared on or after the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.sujana.com and on the website of www.bighshareonline.com within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

INTENTIONALLY KEPT BLANK

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If undelivered, please return to:



Sujana Universal Industries Limited

#18, Nagarjuna Hills, Panjagutta, Hyderabad - 500 082.

Phone: 23351882 / 23351887 Website: www.sujana.com