SPLENDID METAL PRODUCTS LIMITED

(Formerly Known as Sujana Metal Products Ltd)

Date: 07.09.2018

To

The Secretary, BSE Limited, New Trading Wing Rotunda Building P.J.Towers, Dalal Street, MUMBAI – 400 001 **Scrip Code: 513414**	The Manager National Stock Exchange of India Ltd, Exchange Plaza, C-1,Block "G" 5th Floor, Bandra (E), MUMBAI – 400 051 **Scrip Symbol: SMPL**

Dear Sir/Madam,

Sub: Notice of the 28th Annual General Meeting - Reg.

Please find enclosed, a copy of the Notice dated 29th August, 2018 convening the 28th Annual General Meeting of the Company held on Saturday, 29th September, 2018 at Katriya Hotel & Towers, #8, Raj bhavan Road, Somajiguda, Hyderabad-500082 at 12.00 noon.

The remote e-voting period commences on September 25th, 2018 (9:00 A.M.) and ends on September 28th, 2018 (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 September 22nd 2018, 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. 22nd September, 2018, 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 Splendid Metal Products Limited

SPLENDID METAL PRODUCTS LIMITED Hyderabad

Shaik Ibraheem
Company Secretary

Registered & Corporate Office : 18, Nagarjuna Hills, Punjagutta, Hyderabad - 500 082, TELANGANA, INDIA.
Tel.: +91 (40) 2335 1882, 2335 1885 Fax : +91 (40) 2335 8499 E-mail : smplexim@yahoo.co.in
CIN : L28120TG1988PLC008610

CORPORATE INFORMATION

BOARD OF DIRECTORS

Non-Executive Chairman	:	Dr. K.Srinivasa Rao*
Managing Director	:	Shri R.K.Birla
Directors	:	Shri G.Srinivasa Raju Shri S.Hanumantha Rao Smt. G Uma Devi* Shri V.Venkatakrishnan, IDBI Nominee Shri Nitil Pandya, PNB Nominee *(*Independent & Non-Executive Director)*
MANAGEMENT COMMITTEE	:	Shri G.Srinivasa Raju Shri R.K.Birla Shri S.Hanumantha Rao
AUDIT COMMITTEE	:	Dr.K.Srinivasa Rao Shri S.Hanumantha Rao Smt. G Uma Devi
SHARE TRANSFER COMMITTEE	:	Shri R.K.Birla Shri G.Srinivasa Raju
SHAREHOLDERS' GRIEVANCES COMMITTEE	:	Shri G.Srinivasa Raju Shri S.Hanumantha Rao
NOMINATION AND REMUNERATION COMMITTEE	:	Dr.K.Srinivasa Rao Shri S.Hanumantha Rao Smt. G Uma Devi
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	:	Shri S.Hanumantha Rao Shri G.Srinivasa Raju Dr.K.Srinivasa Rao
RISK MANAGEMENT COMMITTEE	:	Shri S.Hanumantha Rao Shri.G.Srinivasa Raju Dr. K.Srinivasa Rao
KEY MANAGERIAL PERSONNEL	:	Shri R.K.Birla, Managing Director Shri S. Lakshman Rao, Chief Financial Officer Shri Shaik Ibraheem, Company Secretary
STATUTORY AUDITORS	:	M/s. T. Raghavendra & Associates Chartered Accountants, Hyderabad
INTERNAL AUDITORS	:	Shri M. Balarama Krishnaiah Chartered Accountant, Hyderabad
COST AUDITORS	:	M/s. Nageswara Rao & Co Cost Accountants, Secunderabad
BANKERS & OTHERS	:	Andhra Bank Bank of Baroda Bank of India Edelweiss Arc Limited IDBI Bank Limited Indian Overseas Bank Indian Bank Stressed Assets Stabilization Fund - IDBI

SPLENDID METAL PRODUCTS LIMITED

State Bank of Patiala
Punjab National Bank (PNB)
Lakshmi Vilas Bank
Oriental Bank of Commerce

REGISTERED OFFICE & CORPORATE OFFICE : Plot No. 18, Nagarjuna Hills, Panjagutta
Hyderabad-500082, Telangana

WORKS

Hyderabad:

(i) Survey No.296/7/9,

(ii) Plot No. 4, Survey No.296/7/7, 8 & 11,

(iii) Survey No. 296/7/7, 296/7/8, 296/7/11

(iv) Survey No. 296/7/7, 8 & 11
IDA Bollaram, Jinnaram Mandal,
Medak District - 502325, Telangana.

(v) Survey No. 196 & 197, Parigi Road,
Elikatta Village, Shadnagar,
Mahaboobnagar District, Telangana.

(vi) Cut and Bend Division: Survey No. 204, 205 & 206,
Elakatta Gram Panchayat, Farooq Nagar Mandal,
Mahaboob Nagar District-509216, Telangana.

(vii) Trading Division : Plot No. 4, Survey No. 296/7/7A,
IDA Bollaram, Jinnaram Mandal,
Medak District-502325, Telangana.

(viii) Survey No.473, 576 & 442,
Chikatigudem, Kethepally Mandal,
Nalgonda District, Telangana-508211.

Chennai:

(i) Survey No. 204/8B, Manjankaranai Village,
Chennai, M.G.R. District - 620 502, Tamilnadu

(ii) Plot No. B-20E, SIPCOT Industrial Complex,
Gummidi Pondi, Chennai, Tamilnadu.

Visakhapatnam:
Sanivada Village, Rajeevnagar,
Visakhapatnam-530046, Andhra Pradesh.

LISTING : **Equity**
BSE Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Ltd (NSE)
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051.

REGISTRAR & SHARE TRANSFER AGENTS : M/s. Bigshare Services Pvt. Ltd.
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: www.bigshareonline.com

NOTICE

NOTICE is hereby given that the Twenty Eight (28th) Annual General Meeting of the members of the Company will be held on Saturday, the 29th day of September, 2018 at Katriya Hotel& Towers, #8, Raj Bhavan Road, Somajiguda, Hyderabad-500082, Telangana at 12.00 noon to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended March31st, 2018 and the reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Shri R K Birla (DIN: 00118776), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **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 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. G. Uma Devi (DIN: 07958472), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors w.e.f. October 13th, 2017 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 G. Uma Devi 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 October 13th, 2017 to October 12th, 2022."

4. **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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Dr. K Srinivasa Rao (DIN: 02257745), who was reappointed as Independent Director of the Company for a period of 5 years at the 24th Annual General Meeting of the Company held on September 30, 2014 till conclusion of 29th Annual General Meeting and who has already attained the age of 75 years for the remaining period of his existing term of Directorship as Independent Director of the Company."

   "RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

5. **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 modifications(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus reimbursement of actual expenses, to be paid to M/s. Nageswara Rao & Co, (Member Ship No:000332) Cost Auditors of the Company, for the financial year 2018-19, as approved by the Board of Directors of the Company, be and is hereby ratified.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT in addition to the special resolution passed by the Members of the Company in their 24th Annual General Meeting held on 30th day of September, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the provisions of the Memorandum and Articles of Association of the Company and all other applicable rules, regulations, guidelines and other provisions of law, and also subject to all necessary approvals, consents, permissions and sanctions from the concerned authorities/bodies including Company's Secured Lenders and other persons holding encumbrance/charge, and subject to such terms and conditions as may be imposed by any of them, the consent and approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) to transfer, sell, assign, deliver or otherwise dispose-off, from time to time, in one or more tranches, the whole or substantially the whole of the asset(s)/ undertaking(s) of the Company and/or of its subsidiaries together with all tangible and intangible assets (including its investment in subsidiary companies), liabilities, contracts, books, ledgers, records, pertaining to accounts, finances, information technology, insurance policies, rights, government or regulatory licenses and permits, employees and all other rights and claims of the Company pertaining to the said asset(s)/ undertaking(s), on a slump sale basis or by any other mode as a going concern or otherwise, to any related or unrelated person(s)/ body(ies)/ entity(ies)/ company(ies), for such consideration(s) whether in cash or otherwise and on such terms and conditions and in such manner as the Board may in its absolute discretion decide or as it may deem fit.

"RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to make efforts to identify the potential buyer(s) either in India or abroad, to negotiate with them regarding the above transaction and authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle, approve, ratify and finalise all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalising and executing any agreements, writings, papers, memoranda, deed(s) of assignment/ conveyance, undertaking and/ or such other document(s) as may be necessary or expedient in their own discretion, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and to do all necessary and incidental acts to give effect to this resolution."

"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 any one or more Directors of the Company and to delegate such powers to any Officers of the Company as it may consider necessary or expedient or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution."

BY ORDER OF THE BOARD

R.K.BIRLA
Managing Director
(DIN: 00118776)

Place: Hyderabad
Date: August 29th, 2018

NOTES:

1. The 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.
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 September 27th , 2018 (One day only).
9. Details under SEBI (Listing Obligations & Disclosure Requirements) 2015 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. The directors have furnished the requisite declarations for their appointment/ re-appointment.
10. 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.
11. 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.
12. 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.
13. 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.

14. 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.

15. 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.

16. 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 the Company 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 request.

17. M/s. T.Raghavendra & Associates, Chartered Accountants (Membership No.023806), were appointed as Statutory Auditors of the Company to hold office from the conclusion of 26th Annual General Meeting of the Company held on 30th September, 2016 till the conclusion of the 30th Annual General Meeting of the Company, subject to ratification by members every year as prescribed under then prevailing provisions of the Companies Act 2013. In view of the changes in provisions of Section 139 of the Companies 2013 ratification of appointment is not proposed.

18. Electronic copy of the Annual Report for 2017-18 (including Notice of the 28thAnnual 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 hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 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 28thAnnual General Meeting and the Annual Report for 2017-18 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, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 28thAnnual 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).
- 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 September 25th, 2018 (9:00 A.M.) and ends on September 28th, 2018 (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 Saturday, September 22nd, 2018, 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, proprietor of M/s RPR & Associates, Company Secretaries, 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 evoting 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 and shall make, not later than 48 (Forty Eight) hours 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.
- **How do I vote electronically using NSDL e-Voting system?**

  The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

  Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

  Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "Forgot User Details/ Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose

voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to yravifcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

BY ORDER OF THE BOARD

R.K.BIRLA
Managing Director
(DIN: 00118776)

Place: Hyderabad
Date: August 29th, 2018

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. 3 to 6 of the accompanying Notice:

Item No 3:

Smt G. Uma Devi (DIN: 07958472) has been appointed as Additional (Independent) Director of the Company on 13th October, 2017, pursuant to Regulation 17(1)(a) of Listing Regulations, 2015 read with Section 149 of the Companies Act, 2013 and who shall hold office upto the conclusion of this Annual General Meeting of the Company.

The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Smt. G. Uma Devi as an Independant Director of the Company.

It was proposed to appoint Smt G. Uma Devi as Independent Director under Section 149, 152 of the Act and Regulation 17 of the Listing Regulations 2015 to hold office for 5 (five) consecutive years.

The Company has received declarations from Smt G. Uma Devi that she meets with criteria of Independence as prescribed both under sub-section (6) of Section 149, 164 (not disqualified from being appointed as Directors) of the Act and under Regulation 17 of the Listing Regulations 2015.

Disclosures required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI is set out as the annexure to this Notice.

The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Smt G. Uma Devi fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act and Regulation 17 of the Listing Regulations.

Smt. G. Umadevi (DIN: 07958472) being an appointee is interested in the resolution set out at item no. 3 of the Notice with regard to her appointment.

Save and except the above, none of the

other Directors/Key Managerial Personnel of the Company/his relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolution set out in Item Nos. 3 of the Notice for approval of members of the Company.

Item No. 4

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on June 7, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Dr. K. Srinivasa Rao, age 84 years, was reappointed as an Independent Directors of the Company at the 24th Annual General Meeting of the Company held on 30th September, 2014 for a period of five years.

Dr.K.Srinivasa Rao, is an Independent, Non-Executive Director of the Company. He is Chairman of Audit Committee of the Company. He brings an independent judgement on the Board's discussions especially on issues related to strategy, operational performance and risk management.

He started his career in July, 1957 as a Probationary Officer in State Bank of India, he was the Superintendent, Foreign Exchange Department, Bangalore Branch. He worked in various capacities such as Accountant, Officer-in-charge, Branch Manager, Deputy Chief Accountant, Chief Manager, General Manager, Finance Director etc., of State Bank of India at various branches across India. He retired from SBI as Chief General Manager in 1994.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and considering the experience and knowledge of Dr.K.Srinivasa Rao, it is proposed to recommended the continuation of Directorship of Dr. K.Srinivasa Rao, as Independent Directors for the remaining period of his term (upto 29.09.2019). Except Dr. K. Srinivasa Rao 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 Special Resolution set out at Item No.4 of the Notice for approval by the shareholders.

Item No.5

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on May 30th , 2018, has approved the appointment and remuneration of the M/s. Nageswara Rao & Co, (Member Ship No: 000332) 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, 2019 on a remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus reimbursement of actual expenses.

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.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31stMarch, 2019.

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.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

Item No. 6

Your Company "M/s Splendid Metal Products Limited" (Hereinafter referred to as "SMPL") have availed Loans from various banks, financial Institutions and other lenders, both domestic and overseas, pursuant to the respective financing documents entered into with them.

The Company has been facing financial crunch based on factors which influenced the performance of the Company as mentioned below:

- Slow down in Global economy impacted

all sectors in general and Steel sector in particular was very badly hit.

- Political unrest in Andhra Pradesh in the form of Telangana agitation badly affected the working of units of SMPL, as majority of manufacturing facilities were located in united A.P.
- During the same period, severe Power cuts in Andhra Pradesh and Tamil Nadu hampered the production process, forcing the Company to buy private power at high cost. This had seriously impacted the production quantities.
- Non availability of Raw materials like Billets, blooms, MS Scrap, iron ore etc., due to the Govt. Policies on Mining resulted in steep increase in the raw material cost. The Supreme Court ban on iron ore mining in the state of Karnataka has severely impacted the availability of the basic raw material.
- Due to the above factors, the credit cycle to customers has been stretched and there were delays in realization from debtors, which resulted in mismatch of cash flow. These high receivables have impacted the short term liquidity of the company. This has restricted the company's ability to meet its commitment through internal source of funds.
- Further shortfall in sanction of WC limits against assessed limits also contributed to financial concerns.
- High interest rates (14% - 15.75%) have affected SMPL's margins adversely, adding additional burden on the company. If we compared Finance cost to EBIDTA margins, Finance cost as percentage is 57.51% in FY 2013 and negative 60.50% in FY 2014 onwards.

In view of the above, the Company could not service its debt/ interest, due to inadequate cash flows. The Company was refered to CDR to restructure its debt under CDR package, in alignment with projected cash flows. The reference to CDR was considered by Consortium of Lenders consisting of Punjab National Bank, Andhra Bank, Bank of Baroda, Bank of India, IDBI Bank Limited, Indian Overseas Bank, Indian Bank, Karnataka Bank Limited, State Bank of Patiala, Lakhsmi Vilas Bank, Oriental Bank of Commerce and the CDR scheme was sanctioned vide Letter of Approval No: CDR (PMJ)/No.1226/2012-13 dated March 28, 2013.

The CDR package sanctioned by the consortium of lenders could not be implemented on account of the following reasons:

1. There is no improvement in industry scenario for steel and steel products subsequent to the restructuring. SMPL could not achieve projected turnovers and could not reach the estimated surplus resulting in non-servicing the commitments to lenders as per restructuring package.
2. During 2013-14, the Company's performance declined due to general downturn in the economy / infrastructure sector coupled with loss of man days on account of Telangana agitation and continued power cuts.
3. The Company had been operating with lower manufacturing capacity / operations and had been relying mainly on processing resulting in lower margins.
4. The delay in sanction and disbursal of additional WC limits to the Company (both FB and NFB) which affected the cash flow position of the company thereby losing out some orders.

In view of the above, it is thought fit to request the Lenders to consider One Time Settlement of the dues and settle the dues by sale of assets to any potential buyer(s) at a consideration as may be determined by the Independent Valuers and decided by the Board subject to the approval of members of the Company. As per provisions of Section 180(1)(a) of the Companies Act, 2013, the Company cannot, except with the consent of the shareholders by way of special resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such

undertakings.

Also, in terms of Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting. Further, Regulation 24(6) of SEBI Listing Regulations, provides that no company shall sale, dispose of assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year without passing a special resolution in its general meeting.

The Company proposes to transfer, sell, assign, deliver or otherwise dispose-off, from time to time, in one or more tranches, the whole or substantially the whole of the asset(s)/ undertaking(s) of the Company and/or its subsidiaries as set out in the resolution at Item No. 6 and requires approval of the members of the Company by way of 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 this resolution.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

BY ORDER OF THE BOARD

R.K. BIRLA
Managing Director
(DIN: 00118776)

Place: Hyderabad
Date: August 29th, 2018

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting (in pursuance of Regulation 36(3) of the Listing Regulations, 2015)

Name of Director	Smt G. Uma Devi	Shri R.K. Birla
Director Identification Number	07958472	00118776
Date of Birth	21.07.1973	20.01.1952
Date of Appointment	13.10.2017	05.05.1992
Expertise	She is having vast experience in Human Resource and Business Development activities in Multinational organizations. She worked with leading Multinational Pharmaceutical Company Dr. Reddy's Laboratories Ltd. During her career with Dr. Reddy's she had an opportunity to understand and solve the worker's union problems by designing various employee welfare schemes and instrumental in implementing in order to achieve healthy and profitable environment. She is a Social Worker and she was a Member of Central Board of Film Certification (CBFC).	He has worked with Poddar Products Limited as Chief Executive for 8 years and later in the year 1992 he joined the Company as Director (Operations). His vast experience in the Steel industry has helped the Company strategically, resulting in the Company to expand rapidly and benefit from key opportunities in the Indian and overseas steel industry
Qualifications	Masters Degree in Social Work from Andhra Loyola College, Vijayawada, Andhra Pradesh	MBA from Birla Institute of Technology
Directorship held in other public companies (excluding foreign companies)	1. Sujana Universal Industries Limited 2. Neueon Towers Limited	Nil
Membership / Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders' Grievances Committee) C = Chairman, M=Member	Audit Committee: 1. Sujana Universal Industries Limited (M).	Nil
Shareholdings in the Company	Nil	Nil
Relationship between directors inter-se	Nil	Nil

DIRECTORS' REPORT

To

The Members of Splendid Metal Products Limited,

Your Directors have pleasure in presenting the Twenty Eight Annual Report of your Company together with the Audited Financial Statements of Accounts for the Financial Year ended 31st March, 2018.

Company's Performance:

Your Directors hereby report that the Company has achieved a turnover of Rs. 51,495.04 lakhs upto 31.03.2018 as against the turnover of Rs. 131986.52 lakhs during the previous financial year ended 31.03.2017.

The highlights of the financial results are as follows:

(Rs. In Lakhs)

Particulars	2017-2018	2016-2017
Profit Before Depreciation & Interest	**(78152.85)**	(13708.47)
Financial Costs	**247.24**	26161.36
Depreciation	**3328.77**	3370.03
Profit/Loss Before Tax	**(81728.86)**	(43239.86)
Provision for Tax		
- Current Tax	**-**	-
- MAT credit relating to earlier years	**211.57**	-
- Deferred Tax	**(8741.78)**	(9064.70)
Profit/Loss After Tax	**(73198.65)**	(34175.16)
Balance of profit brought forward from earlier years	**(33483.57)**	693.67
Add:Excess Provision for IT written off	**-**	-
Profit available for appropriation	**-**	-
Appropriations:		
Proposed Dividend:		
- Equity	**-**	-
- Preference	**-**	-
- Dividend Tax	**-**	-
Balance of Profit	**(106628.35)**	(33483.57)

Operations & Overall Performance:

During the year under review, your Company reported total income of Rs.51,791.70 Lakhs as against Rs. 1,32,026.92 lakhs of previous year. Your company incurred loss before tax of Rs. 81,728. 86 lakhs as against loss of Rs. 43239.86 lakhs in the previous year. After making a provision of Rs. 247.24 Lakhs towards interest and Rs. 3328.77 Lakhs towards depreciation, the current financial year closed with a net loss of Rs.73, 198.65 Lakhs as against net loss of Rs.34175.16 Lakhs last year.

The net worth of the Company as on 31st March, 2018 is (-) Rs 44,569.39 lakhs against Rs. 28,575.39 lakhs in 2016-17. Net worth is decreased by Rs. 73,144.78 lakhs.

The consolidated turnover was Rs. 53,743.23 lakhs as against Rs 156,141.95 lakhs in the previous year and Consolidated Loss before Tax of Rs.95,396.00 lakhs as against loss of Rs. 42,971.44 lakhs in the previous year.

There are overdues payable to the lenders as mentioned in the Auditors' Report. The Company has approached lenders for resolution of financial problems by way of CDR/SDR route and the same could not yield positive results and presently, OTS proposal by the prospective strategic investors, is put forth before the lenders. If this is accepted by the lenders, your Company is hopeful of reviving its operations in full swing.

However, a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for approving the Sale / Disposal of Asset(s)/Undertakings of the Company and/or its subsidiaries has been set out in the Notice calling for the ensuing Annual General Meeting to be held on 29.09.2018 for the purpose of clearing the dues of the lenders under One Time Settlement as may be agreed by the Lenders.

Dividend:

In the absence of profit, your directors are unable to declare any dividend for the financial year 2017-18. Your Company has always emphasized on achieving operational excellence and continues to focus on customer satisfaction and delight. Backed by strong fundamentals and robust plans your Company is fully prepared to face current challenges and benefit from expected medium and long term growth in Indian economy.

Prospects:

The Government is undertaking proactive policy initiatives for Infrastructure development and Industrial growth, which will accelerate steel demand in line with economic growth. However, concerns like poor availability of iron ore and inconsistent quality as well as high import dependency of coking coal need to be addressed.

Material Changes and Commitments:

There is no material change and commitment has

occurred, affecting the financial position of the Company, between the end of the financial year of the Company i.e. 31st March, 2018 and the date of this report.

Details of significant and material Orders passed by the regulators or courts or tribunals impacting the going concern status of the Company and the Company's operations in future:

The Company petition (C.P.175/2013) filed by Standard Bank (Mauritius) Limited (SBML) against the Company u/s 433 of the Companies Act, 1956, in connection with the Corporate Guarantee furnished by the Company on behalf of its step down subsidiary Optimix Enterprises Limited, Mauritius was admitted by the Hon' ble High Court of Judicature at Hyderabad for the States of Telangana and Andhra Pradesh. The Company has preferred appeal OSA 12 of 2015 against the said admission. In OSA 12 of 2015, the Hon'ble High Court on 28.08.2016 has dismissed as in fructuous. The Company Petition No.175 of 2013 is pending for disposal. The Company is also exploring the process of settlement with Standard Bank (Mauritius) Limited.

Except the above, there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company and the Company's operations in future.

Deposits:

Your Company has not accepted Deposits from Public or Members under Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 for the year under review.

Related Party Transactions:

The Board of Directors, on recommendation of the Audit Committee framed a policy for Related Party Transactions which includes matters covered u/s 178(3) of the Companies Act 2013. The details of the same are provided in the Corporate Governance Report. The Policy is also posted in the Investors section of the Company's website.

All Related Party Transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The requisite details of the related party transactions entered into during the financial year are provided in **Annexure-I** included in this report.

Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. All Related Party Transactions are placed before the Audit Committee as also the Board for approval, where ever required. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature. A statement giving details of all related party transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee on a quarterly basis.

None of the Directors, other than to the extent of their shareholding, receipt of remuneration / commission, has any pecuniary relationships or transactions vis-à-vis the Company.

Corporate Social Responsibility:

The Board of Directors, on recommendation of the Corporate Social Responsibility Committee framed a Corporate Social Responsibility Policy in consonance with Section 135 of the Companies Act, 2013 read with the rules framed there under duly indicating the activities to be undertaken by the Company as specified in the Schedule VII of the Companies Act, 2013. The Corporate Social Responsibility Policy is posted in the Investors section of the Company's website.

The Annual Report on CSR activities is annexed herewith as **Annexure - II** and forms part of this report.

Directors' Responsibility Statement:

Directors' Responsibility Statement as required under the provisions of Section 134(3) (c) of the Companies Act, 2013, is given in the **Annexure-III** attached hereto and forms part of this Report.

Auditors:

(a) Statutory Auditors:

Members of the Company at the Annual General Meeting ('AGM') held on 30th September, 2016, approved the appointment of M/s. T.Raghavendra & Associates,

Chartered Accountants (Membership No.023806), as Statutory Auditors of the Company to hold office from the conclusion of 26th Annual General Meeting of the Company till the conclusion of the 30th Annual General Meeting of the Company. M/s. T.Raghavendra & Associates has audited the book of accounts of the Company for the Financial Year ended March 31, 2018 and have issued the Auditors' Report thereon.

In terms of the provisions relating to statutory auditors forming part of the Companies Amendment Act, 2017, notified on May 7, 2018, ratification of appointment of Statutory Auditors at every AGM is no more a legal requirement. Accordingly, the Notice convening the ensuing AGM does not carry any resolution on ratification of appointment of Statutory Auditors. However, M/s. T.Raghavendra & Associates has confirmed that they are eligible to continue as Statutory Auditors of the Company to audit the books of accounts of the Company for the Financial Year ending March 31, 2019 and accordingly M/s. T.Raghavendra & Associates will continue to be the Statutory Auditors of the Company for Financial Year ending March 31, 2019.

Notes to the accounts as referred in the Auditor's Report are self-explanatory and does not contain any qualification and therefore, do not call for any further comments or explanations.

(b) Cost Auditors:

The Board of your Company has re-appointed M/s. Nageswara Rao & Co, Cost Accountants [Firm No.000332] as the Cost Auditor of the Company for financial year 2018-19 pursuant to provisions of Section 148 and other applicable provisions of the Companies Act 2013. The said Auditors have confirmed that their appointment, if made, shall be within the limits as prescribed under Section 141(3) of the Companies Act, 2013. The Cost Audit Report shall be submitted along with full information and explanation on every reservation or qualification contained therein, if any, and Annexure to the Central Government within stipulated time period.

As required by Section 148 of the Companies Act, 2013, necessary resolution has been included in the notice convening the Annual General Meeting seeking ratification by the members to the remuneration proposed to be paid to the cost auditors for the financial year ending 31st March, 2019.

The Cost Audit Reports the financial year ended March 31, 2018 were filed within the prescribed period.

(c) Secretarial Audit:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules framed there under, the Board of Directors, on recommendation of the Audit Committee, appointed Shri Y Ravi Prasada Reddy, proprietor of M/s RPR & Associates, Company Secretaries to undertake the secretarial audit of the Company. The secretarial audit report issued by Shri Y Ravi Prasada Reddy Practicing Company Secretary for the financial year ending 31st March, 2018 is given in the **Annexure - IV** attached hereto and forms part of this Report. There are no qualifications, reservations or adverse remarks made by the secretarial auditor and the observation made is self explanatory and requires no further explanation from the Board.

Share Capital:

The paid up equity share capital as on 31st March, 2018 was Rs.15050.54 Lakhs. During the year 2017-18, there was no change in the share capital of the Company.

The Company has not issued any share with differential voting rights nor has granted any stock options or sweat equity as on 31st March, 2018. None of the Directors of the Company hold instruments convertible into equity shares of the Company.

Extract of Annual Return:

Pursuant to the provisions of Section 92 of the Companies Act, 2013 and rules framed there under, the extract of the Annual Return in form MGT-9 is annexed herewith as **Annexure - V** and forms part of this Report.

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

Particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 are given in the **Annexure - VI** attached hereto and forms part of this Report.

Meetings:

During the year under review 4 (Four) board meetings were held on May 30th, 2017, August 14th, 2017, November 14th, 2017 and February 14th, 2018. The maximum time gap between any two consecutive meetings was within the period prescribed under the Companies Act, 2013 and and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Directors:

The Board has appointed Smt G.Uma Devi, as Additional Director (Independent Director) w.e.f 13th October,2017 and now it is recommended her appointment to be regularized and be appointed for a period of 5 (Five) years. Her appointment on the Board shall also fulfill the requirement of a Woman Director on the Board of the Company as required under the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Shri. R K Birla, Managing Director of the Company will retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

The Resolutions proposing their re-appointment/ appointments as Directors will be placed before the Shareholders for their approval at the ensuing Annual General Meeting of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they continue to meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

None of the Directors of your Company is disqualified under Section 164 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

The following persons are Key Managerial Personnel of the Company:

Shri R.K.Birla : Managing Director

Shri S Lakshman Rao: Chief Financial Officer

Shri Shaik Ibraheem : Company Secretary

Shri Ch. Narayana Rao, resigned as Chief Financial Officer of the Company and Shri S. Lakshman Rao appointed as Chief Financial Officer of the Company w.e.f. 30.05.2018.

For Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting of the Company; the particulars as required to be disclosed in accordance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, forms part of this Report.

Board Evaluation:

The Board of Directors evaluated the annual performance of the Board as a whole, its committee's and the directors individually in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 in the following manner:

- Structured evaluation forms, after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance, for evaluation of the performance of the Board, its Committee's and each director were circulated to all the members of the Board along with the Agenda Papers.
- The members of the Board were requested to evaluate by filling the evaluation forms and the duly filled in evaluation forms were required to be sent to the Company Secretary in a sealed envelope or personally submitted to the Chairman at the concerned meeting.
- The Board also provided an individual feedback to the concerned director on areas of improvement, if any.

A separate meeting of Independent Directors was held on 30th March, 2018 to evaluate the performance of the Chairman, the Non Independent

Directors, the Board and flow of information from management.

Particulars of Employees:

The information required pursuant to the provision of Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, are set out in **Annexure - VII** of this Report.

Management Discussion and Analysis Report:

Management Discussion and Analysis, forming part of this report as required under Regulation 34(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is attached hereto as **Annexure - VIII** and forms part of this Report..

Corporate Governance:

Your Company is committed to principles of good Corporate Governance. The Board of Directors ensures that your Company is in compliance with all the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 pertaining to Corporate Governance. A detailed report on Corporate Governance is attached as **Annexure - IX** and forms part of this report. Certificate from the Practicing Company Secretary confirming the compliance with the conditions of Corporate Governance as stipulated under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is attached to this report.

Subsidiaries of the Company:

Details of the subsidiaries are given below:

S. No.	Name of the Company	Status	Nature of Business	Country of Incorporation	Percentage of ownership interest
1	Glade Steel Private Limited	Subsidiary	It is engaged in the business of manufacturing, distributing, supplying, selling and other wise dispose of Rounds, Flats, Squares, Angles, Channels, Girders and Allied Products with installed capacity of 75,000 MT/per annum of re-rolling and 50,000 MT/per annum of MS ingots	India	51.15%
2	Asian Tide Enterprises Limited	Wholly Owned Subsidiary	It was incorporated in Hong Kong for carrying on the business of trading of goods and services with accent on procuring raw materials (in bulk) for manufacturing activities of the Company (melting scarp for its rolling division) and sale surplus in the market.	Hong Kong	100%

3	Alpha Ventures Limited	Wholly Owned Subsidiary (WOS)	Alpha Ventures Limited has been promoted to carry out any object not prohibited by the Companies Law (2004) Revision, or as the same may be revised from time to time, or any other law of the Cayman Islands. As per the law prevailing in Cayman Islands	Cayman Islands	100%
4	Optimix Enterprises Limited	Stepdown Subsidiary (WOS of Asian Tide Enterprises Limited)	It was incorporated in Mauritius for carrying on the business or businesses which are not prohibited under the laws for the time being in force in the Republic of Mauritius. This includes (inter alia) to engage in the business of all forms of investments including but not limited to venture capital and private equity investments whether directly, indirectly through any special purpose vehicles or otherwise.	Mauritius	100%

A separate statement containing the salient features of the Financial Statement for the financial year ended 31st March, 2018 of the aforesaid subsidiary companies are included in the Annual Report as Form AOC-1 as an 'Annexure -X'. The Financial statements of the said Subsidiaries Companies are available for inspection by the Shareholders at the Registered office of your Company. Your Company undertakes that the Financial statements of the Subsidiaries Companies shall be made available to the Shareholders of the Company on demand.

Consolidated Financial Statements:

The consolidated financial statements of your Company for the financial year 2017-18, are prepared in compliance with applicable provisions of the Companies Act, 2013, Accounting Standards and Listing Regulations as prescribed by the Securities and Exchange Board of India (SEBI).

The consolidated financial statements have been prepared on the basis of audited financial statements of the Company and its subsidiaries.

Audit Committee:

Your Company has constituted an Audit Committee as per the requirements of Section 177 of the Companies Act, 2013. The details of the composition of the Audit Committee as required under the provisions of Section 177(8) of the Companies Act, 2013, is given in the Corporate Governance Report furnished as part of the Annual Report. During the year under review, the Board has accepted all the recommendations of the Audit Committee.

Internal Control Systems and their adequacy:

Your Company has an effective Internal Control System to prevent fraud and misuse of Company's resources and protect shareholders' interest. Your Company has an independent Internal Audit Department to monitor and review and focus on the compliances of various business processes. The internal audit report alongwith audit findings and tracking of process improvements & compliances is presented for review to the Audit Committee of Board of Directors.

The Board of Directors of the Company have adopted various policies like Related Party Transactions

Policy, Whistle Blower Policy, Corporate Social Responsibility Policy, Risk Management Policy, Dissemination of Material Events Policy, Documents Preservation Policy, Monitoring and Reporting of Trading by Insiders, Code of Internal Procedures and Conduct for Regulating, Code of Practices and Procedures for Fair Disclosures and such other procedures for ensuring the orderly and efficient conduct of its business for safeguarding of its assets, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

Vigil Mechanism:

The Board of Directors, on recommendation of the Audit Committee, established a vigil mechanism by framing a Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The Vigil Mechanism framework ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination shall be meted out to any person for a genuinely raised concern. The designated officer/ Audit Committee Chairman can be directly contacted to report any suspected or confirmed incident of fraud/ misconduct.

Remuneration Policy:

The Board of Directors, on recommendation of the Nomination and Remuneration Committee framed a Nomination and Remuneration policy for selection, appointment and remuneration of Directors, KMP and Senior Management and matters covered u/s 178(3) of the Companies Act 2013. The details of the same are provided in the Corporate Governance Report.

The Policy is also posted in the Investors section of the Company's website www.sujana.com.

Particulars of Loans, Guarantees or Investments:

Particulars of Loans, Guarantees and Investments as required under the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to the Financial Statements.

Risk Management :

The Risk Management programme at The Company is focused on ensuring that risks are known and addressed. The Board of Directors, on recommendation of the Audit Committee, established a robust Risk Management framework by framing a Risk Management Policy to deal with all risks including possible instances of fraud and mismanagement, if any. The Risk Management Policy details the Company's objectives and principles of Risk Management along with an overview of the Risk Management process, procedures and related roles and responsibilities.

The Board is of the opinion that there are no elements of risks that may threaten the existence of the Company. The board periodically tracks the progress of implementation of the Risk Management policy.

Industrial Relations:

Your directors are happy to report that the Industrial Relations have been extremely cordial at all levels throughout the year.

Sexual Harassment Policy:

The Company as required under the provisions of "The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013" has framed a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace and matters connected therewith or incidental thereto.

In the year under review, the Company has not received any complaint under the said Policy.

Environment and Social Obligation:

The Company's plants comply with all norms set up for clean and better environment by the competent authorities. The Company undertakes regular checks / inspections including certification for the maintenance of the environment. The Company values environmental protection and safety as the major considerations in its functioning. The Company has adequate effluent Treatment Plants to prevent pollution. The Company is continuously endeavoring to improve the health and quality of life in the communities surrounding its industrial complexes.

Human Resource Management:

The Company believes that Human Resource is its most valuable resource, which has to be nurtured well and equipped to meet the challenges posed by the dynamics of Business Developments. The Company has a policy of continuous training of its employees both in-house. The staff is highly motivated due to good work culture, training, remuneration packages and the values, which the

company maintains. Your Directors would like to place on record their deep appreciation of all employees for rendering quality services and to every constituent of the Company be its customers, shareholders, regulatory agencies or creditors. Industrial relations have remained harmonious throughout the year.

Insurance:

All the properties and insurable assets of the Company, including Building, Plant and Machinery, stocks etc., wherever necessary and to the extent required, have been adequately the covered.

Quality:

Your Company accorded high priority to quality, safety, training, development, health and environment. The Company endeavours to ensure continuous compliance and improvements in this regard.

Appreciations:

The Board of Directors take this opportunity to express their deep sense of gratitude to the Central, State Government and Local Authorities, Financial Institutions, Banks, Customers, Dealers, Vendors and all the stakeholders for their continued cooperation and support to your Company.

The Board of Directors wishes to express its appreciation to all the employees of the Company for their outstanding contribution to the successful operations of the Company.

The Board specially thank to the shareholders for their continued confidence and faith in the Company.

BY ORDER OF THE BOARD

	R.K.BIRLA	**S.HANUMANTHA RAO**
Place : Hyderabad	Managing Director	Director
Date : August 29th 2018	DIN:00118776	DIN:00118801

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

