## CORPORATE INFORMATION

RESOLUTION PROFESSIONAL : T. SATHISAN

IP Reg. No.: IBBI/IPA-001/IP-P00105/2017-2018/10212

BOARD OF DIRECTORS : (Powers Suspended on Account of CIRP)

Independent Director : Dr. K.Srinivasa Rao

Managing Director : Shri R.K.Birla

Promoter- Non-Executive Director : Shri G.Srinivasa Raju

Non- Executive Director : Shri S.Hanumantha Rao

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

& CORPORATE OFFICE

Bank of Baroda

Bank of India

Edelweiss Arc Limited

**IDBI Bank Limited** 

Indian Overseas Bank

Indian Bank

Stressed Assets Stabilization Fund - IDBI

State Bank of India

Punjab National Bank (PNB)

Lakshmi Vilas Bank

Oriental Bank of Commerce

REGISTERED OFFICE : Plot No.18, Municipal No. 8-2-248/1/7/18,

First Floor, 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 & 11IDA 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 Ninth (29th) Annual General Meeting of the members of the Company will be held on Saturday, the 14th day of December, 2019 at Vedika, The Venue, Sri Sai Goverdhan Kunj, 5th Floor, 501/A, Opp: Dominos Pizza, SR Nagar, Hyderabad 500 038, Telangana at 10.30 am to transact the following business:

#### **BACKGROUND:**

The members are hereby informed that Corporate Insolvency Resolution Process ('CIRP') has been initiated for the Company under the provisions of Section 7 of the Insolvency and Bankruptcy Code. 2016 ('IBC') by the National Company Law Tribunal vide Order no. CP(IB)No. 666/7/HDB/2018 ('order') with effect from 04.04.2019 (uploaded on website on 16.04.2019). Further, vide the aforesaid NCLT order and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Interim Resolution Professional, Mr. T.Sathisan (IP Registration No.IBBI/IPA-001/IP-P00105/2017-2018/10212). His appointment was subsequently confirmed by the Committee of Creditors ('COC') as the Resolution Professional (the 'RP'), Accordingly. Mr.T.Sathisan in his capacity as RP took control and custody of the management and operations of the Company from 19th April, 2019. Consequently, all actions that are deemed to be taken by the Board of Directors have been be given effect to by the RP during the continuance of the CIRP as per the provisions of the IBC. In view thereof, the 29th Annual General Meeting (AGM) of the Members of the Company is being convened by the RP.

The appointment/re-appointments of the Directors are recommended only for the sole purpose of complying with the applicable provision(s) of the Companies Act, 2013 (as amended) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, pursuant to Section 17 of the IBC, the powers the Board of Directors shall stand suspended during the continuance of the CIRP.

#### **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, 2019 and the reports of the Directors and Auditors thereon.

 To appoint a director in place of Shri S.Hanumantha Rao (DIN: 00118801), Director, who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

 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, be fixed and paid to M/s. Nageswara Rao & Co, (Member Ship No: 000332) Cost Auditors of the Company, for the financial year 2019-20, as approved by the Resolution Professional of the Company, be and is hereby ratified."

#### For Splendid Metal Products Limited

#### T. SATHISAN

Resolution Professional IP Reg No.: IBBI/IPA-001/IP-P00105/2017-2018/10212 (A Company under Corporate Insolvency Resolution Process by NCLT Order No. CP(IB)No. 666/7/HDB/2018)

Place: Hvderabad

Date: November 14th, 2019

#### NOTES:

- 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.
- 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 Proxv. 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.
- Members/ proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 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.
- 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 December 9th, 2019 (One day only).
- The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Securities and Exchange Board of India Listing Regulations"), of the person seeking re-appointment are also annexed.
  - 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.
- 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.
- In accordance with the provisions of Section
   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.
- 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 2018-19 (including Notice of the 29thAnnual 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 2018-19 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 29th Annual General Meeting and the Annual Report for 2018-19 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.
- 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 29thAnnual 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 December 10th, 2019 (9:00 A.M.) and ends on December 13th, 2019 (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, December 7th, 2019, 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.
- Mrs. Usha Bala Subramanian Practicing Company Secretary, Chennai, 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?

- 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.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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 yote electronically.

4. 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.	
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12************************************
c)	For Members holding shares in Physical Form.	

- 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'?
  - If your email ID is registered in vour 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.
- 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.
  - 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.
  - Members can also use the OTP (One Time Password) based login for Casting the vote on the e-voting system of NSDL.

- 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.
- 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?

- 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.
- 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.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- 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**

 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 ubaindia@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.
- 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

#### For Splendid Metal Products Limited

#### T. SATHISAN

Resolution Professional
IP Reg No.: IBBI/IPA-001/IP-P00105/2017-2018/10212
(A Company under Corporate Insolvency
Resolution Process by NCLT
Order No. CP(IB)No. 666/7/HDB/2018)

Place: Hvderabad

Date: November 14th, 2019

# 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 of the accompanying Notice:

#### Item No. 3

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, as amended from time to time, the cost audit records maintained by the Company are required to be audited by a Cost Accountant in Practice who shall be appointed by the Board of Directors on such remuneration as may be determined by the Members of the Company.

In light of Corporate Insolvency Resolution Professional, the Resolution Professional, on 14th August, 2019, has appointed of M/s. Nageswara Rao & Co, (Member Ship No: 000332) as the Cost Auditor of the Company for the FY 2019-20, at remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus reimbursement of actual expenses, subject to the ratification by the Members at the Annual General Meeting.

Accordingly, the resolution at Item No. 3 of the Notice is set out as an Ordinary Resolution for ratification by the Members in accordance with Section 148 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, finance ally or otherwise, in the Resolutions at Item No. 3.

The Resolution Professional recommends the Resolution at Item No. 3 for approval of the Members.

#### For Splendid Metal Products Limited

#### T. SATHISAN

Resolution Professional IP Reg No.: IBBI/IPA-001/IP-P00105/2017-2018/10212 (A Company under Corporate Insolvency Resolution Process by NCLT Order No. CP(IB)No. 666/7/HDB/2018)

Place: Hvderabad

Date: November 14th, 2019

# 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	Shri S. Hanumantha Rao
Director Identification Number	00118801
Date of Birth	18.07.1951
Date of Appointment	19.07.1999
Expertise	He has worked for more than 20 years in State Bank of India and 3 years as Financial and Management Consultant.
Qualifications	AICWA and B.Tech
Directorship held in other public companies	1. Sujana Universal Industries Limited
(excluding foreign companies)	2. Sujana Holding Limited
	3. Sujana Towers Limited
	4. Sujana Projects Limited
	5. Sujana Energy Limited
	6. Sujana Power (India) Limited
Membership/Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders' Grievances Committee) C=Chairman, M=Member	1. Sujana Universal Industries Limited(M).
Shareholdings in the Company	7 (Trustee for odd lot shares)
Relationship between directors inter-se	Nil

Route Map to the AGM Venue: Vedika, The Venue, Sri Sai Goverdhan Kunj, 5th Floor, 501/A, Opp: Dominos Pizza, SR Nagar, Hyderabad - 500 038, Telangana.

