



Sujana Towers Limited

Date: 07.09.2016

To

The Secretary,
BSE Limited,
New Trading Wing, Rotunda Building
P.J.Towers, Dalal Street,
MUMBAI - 400 001
Scrip Code: 532887

The Manger
National Stock Exchange of India Ltd,
Exchange Plaza, C-1,Block "G"
5th Floor, Bandra (E),
MUMBAI - 400 051
Scrip Symbol: SUJANATOW

Dear Sir/Madam,

Sub: Notice of the 9th Annual General Meeting - Reg.

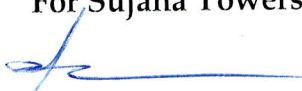
Please find enclosed, a copy of the Notice dated 27th August, 2016 convening the 9th Annual General Meeting of the Company held on Friday, 30th September, 2016 at Katriya Hotel & Towers, #8, Raj Bhavan Road, Somajiguda, Hyderabad-500082 at 02.00 PM.

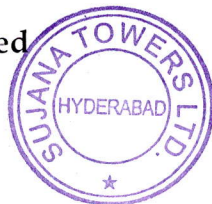
The remote e-voting period commences on September 26th, 2016 (9:00 A.M.) and ends on September 29th, 2016 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, September 23rd, 2016, may cast their vote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

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

Thanking You,

Yours faithfully,
For Sujana Towers Limited


S. Hanumantha Rao
Director

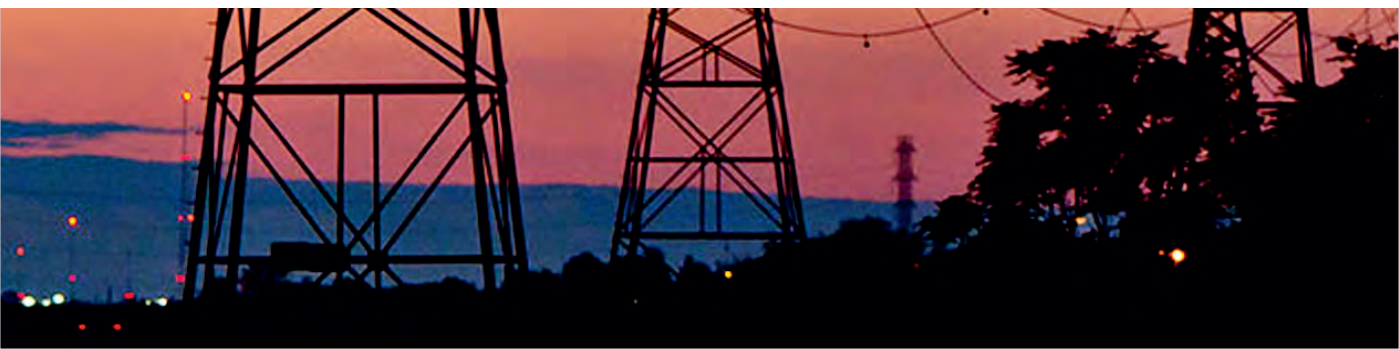




9th ANNUAL REPORT

2015 - 2016

Sujana Towers Limited



CORPORATE INFORMATION

BOARD OF DIRECTORS

NON-EXECUTIVE CHAIRMAN	:	Shri M. V. Bhaskara Rao *
MANAGING DIRECTOR	:	Shri G. Srinivasa Raju
DIRECTORS	:	Shri S. Hanumantha Rao
		Shri A. S. Anand Kumar *
		Shri L. V. Rao*
		Smt A.Syamala Reddy
		Shri Yashpal Gupta #
		<i>*Independent, Non-Executive Directors</i>
		<i># Nominee from IDBI Bank</i>

AUDIT COMMITTEE	:	Shri A. S. Anand Kumar
		Shri S. Hanumantha Rao
		Shri M. V. Bhaskara Rao
		Shri L. V. Rao

MANAGEMENT COMMITTEE	:	Shri G. Srinivasa Raju
		Shri S. Hanumantha Rao
		Shri M. V. Bhaskara Rao

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	:	Shri G. Srinivasa Raju
		Shri S. Hanumantha Rao
		Shri M. V. Bhaskara Rao

NOMINATION AND REMUNERATION COMMITTEE	:	Shri S. Hanumantha Rao
		Shri A. S. Anand Kumar
		Shri M. V. Bhaskara Rao

RISK MANAGEMENT COMMITTEE	:	Shri G. Srinivasa Raju
		Shri S. Hanumantha Rao
		Shri M. V. Bhaskara Rao

SHARE TRANSFER COMMITTEE	:	Shri G. Srinivasa Raju
		Shri M. V. Bhaskara Rao
		Shri S. Hanumantha Rao

SHAREHOLDERS' GRIEVANCES COMMITTEE	:	Shri G. Srinivasa Raju
		Shri S. Hanumantha Rao
		Shri M. V. Bhaskara Rao

VICE-PRESIDENT (FINANCE)	:	Smt S. Kalyani
---------------------------------	---	----------------

COMPANY SECRETARY	:	Shri P. Apser Hussen
--------------------------	---	----------------------

STATUTORY AUDITORS	:	M/s. Venugopal & Chenoy
		Chartered Accountants,
		Tilak Road, Hyderabad.

INTERNAL AUDITORS		Shri M. Balarama Krishnaiah
		Chartered Accountant,
		Hyderabad.

SUJANA TOWERS LIMITED

COST AUDITORS	:	M/s Nageswara Rao & Co. Cost Accountants, Hyderabad
BANKERS	:	Andhra Bank Central Bank of India Exim Bank Limited IDBI Bank Limited Karnataka Bank Ltd Punjab National Bank UCO Bank
REGISTERED OFFICE & CORPORATE OFFICE	:	Plot No. 18 Nagarjuna Hills, Panjagutta, Hyderabad, Telangana- 500 082 Website: www.sujana.com
WORKS	:	(i) Plot No. 128 Part, Sy.No.172/B, I.D.A. Bollaram - 502 325, Jinnaram Mandal, Medak Dist, Telangana. (ii) Plot No. 10, 11 and 12, Sy. No.172 I.D.A. Bollaram - 502 325, Jinnaram Mandal, Medak Dist, Telangana. (iii) Plot No. 9, Sy. No.172/EE, U, UU, I.D.A. Bollaram - 502 325, Jinnaram Mandal, Medak Dist, Telangana. (iv) Plot No.8 B & C, Sy. No.172/EE, U, UU I.D.A. Bollaram - 502 325, Jinnaram Mandal, Medak Dist, Telangana. (v) Sy. No. 321, Turkala Khanapur Village - 502 201, Hatnur Mandal, Medak Dist. Telangana.
LISTING	:	EQUITY BSE Limited (BSE) PhirozeJeejeebhoy Towers Dalal Street, Mumbai - 400 001 National Stock Exchange of India Limited (NSE) 5th Floor, Exchange Plaza Bandra (E), Mumbai - 400 051
REGISTRAR & SHARE TRANSFER AGENT	:	M/s. Bigshare Services Private Limited 306, Right Wing, 3rd Floor. Amrutha Ville, Opp: Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082 Phone No. 040-2337 4967 Email: bsshyd@bigshareonline.com Website: bigshareonline.com

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the Members of Sujana Towers Limited will be held on Friday, the 30th day of September, 2016 at Katriya Hotel& Towers, # 8, Raj Bhavan Road, Somajiguda, Hyderabad-500082 at 02.00 p.m., to transact the following businesses:

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 March 31, 2016 and the report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri L V Rao (DIN: 02754292), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s Venugopal & Chenoy (Regn. No.004671S), Chartered Accountants, Hyderabad, as Statutory Auditors and if thought fit to pass with or without modifications(s), the following resolution as an ordinary resolution

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 and all other applicable provisions, if any, of the Companies Act, 2013, the members of the Company hereby ratifies the appointment of M/s. Venugopal & Chenoy (Regn. No.004671S), Chartered Accountants, Hyderabad, as Statutory Auditors of the company to hold office till the conclusion of the 10th Annual General Meeting of the Company to be held in the year 2017, and the Board of Directors be and are hereby authorized to fix their remuneration, in accordance with the recommendation of the Audit Committee in consultation with the auditors.”

SPECIAL BUSINESS

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

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

5. **To consider and approve the increase of Authorised Share Capital of the Company from Rs.100 crores to Rs.1500 crores, and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:**

“RESOLVED that pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013(including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of members of the Company, the existing Authorised Share Capital of the Company be and is hereby increased from Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 7,90,00,000 (Seven Crores Ninety Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 21,00,000 (Twenty One Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each to Rs.1500,00,00,000/- (Rupees Fifteen Hundred Crores only) divided into 40,00,00,000 (Forty Crores) Equity Shares of Rs.10/- (Rupees Ten only) each and 11,00,00,000 (Eleven crores) Preference

SUJANA TOWERS LIMITED

Shares of Rs.100/- (Rupees One Hundred only) each by further creation of 32,10,00,000 (Thirty Two Crores and Ten Lakhs only) Equity shares of Rs.10/- each and 10,79,00,000 (Ten Crores and Seventy Nine Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each.”

RESOLVED FURTHER that subject to the approval of members of the Company, Board/ Management Committee of the Board of Directors of the Company be and is hereby authorized to finalise the desired level/limit of authorized share capital of the Company upto Rs. 1500 Crores (Rupees Fifteen Hundred Crores only) keeping in view the proposed further issues of the Company and to file necessary e-forms with the Registrar of Companies, Andhra Pradesh and Telangana, Hyderabad and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, desirable or expedient.

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

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

The Authorised Share Capital of the Company is Rs.1500,00,00,000/- (Rupees Fifteen Hundred Crores only) divided into 40,00,00,000 (Forty Crores) Equity Shares of Rs.10/- (Rupees Ten only) each and 11,00,00,000 (Eleven Crores) Preference Shares of Rs.100/- (Rupees One Hundred only each).”

6. To consider and approve the issue of Cumulative Redeemable preference shares (CRPS) and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED that in accordance with the

provisions of Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as may be amended from time to time and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board and subject to approval of members, the consent of the Board be and is hereby accorded to offer or invite to subscribe, issue and allot, such number of Preference Shares of the Company of the face value of Rs. 100/- each, for an aggregate value not exceeding Rs. 1100 crores (including existing paid up preference share capital), as Cumulative Redeemable Preference Shares (“CRPS”), to the lenders who are proposing to invoke the provisions of strategic debt restructuring (SDR) formulated by reserve Bank of India, as set out in Resolution No. 7 of this Notice through conversion of existing loans and / or interest on such loans at such price or prices as the Board or Committee thereof may in its absolute discretion think fit.”

RESOLVED FURTHER that in accordance with provisions of Section 43 of the Act, the CRPS shall be non participating, carry a preferential right, vis-à-vis Equity Shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital and shall carry voting rights as per the provisions of Section 47(2) of the Act.

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

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

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

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

"RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, listing agreements entered into with stock exchanges on which the equity shares of the Company are listed (the "Equity Shares"), the applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India and any regulatory or other appropriate authorities (including but not limited to Securities and Exchange Board of India ("SEBI"), and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities (including but not limited to SEBI, the Reserve Bank of India (the "RBI") and pursuant to the Strategic Debt Restructuring Scheme (SDR) Scheme formulated by the Reserve Bank of India vide Circular I DBR.BP.BC.No.101/21.04.132/2014-15, dated June 8, 2015, Circular II DBR.BP.BC.No.41/21.04.048/2015-16 dated September 24, 2015, Circular III DBR.BP.BC.No.82/ 21.04.132 / 2015-16 dated February 25, 2016 and Circular IV DBR.

No.BP.BC.103/21.04.132/2015-16 dated June 13,2016 issued by the Reserve Bank of India (hereinafter referred to as the "SDR Circulars"), the action taken / proposed to be taken stipulating the invocation of the provisions of SDR Circulars, by IDBI Bank Limited, Punjab National Bank, Andhra Bank, The Karnataka Bank Limited, UCO Bank, EXIM Bank, The Central Bank of India (hereinafter referred to as the "Lenders") vide the Minutes of the Meeting of Joint Lenders' Forum held on 30th January 2016 and March 1st, 2016 and confirmed by majority lenders vide Minutes of the Meeting of Joint Lenders' Forum held on 4th July, 2016, agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which terms shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution), be and is hereby approved and the consent of the members of the Company be and is hereby accorded to adopt and implement the provisions of the SDR Circulars between the Company and the Lenders of the Company whose loans are being restructured under the Strategic Debt Restructuring Scheme issued by the RBI and the Board and/or any person authorized by the Board in respect thereof from time to time, be and is hereby authorized on behalf of the Company to discuss, negotiate, amend, if required, the terms and conditions of the SDR Circulars in the manner as may be approved by and between the Company and the Lenders, amend or make changes to the documents and enter into other documents in pursuance of the SDR Scheme, implement the SDR Scheme, on the basis of the terms set out in the SDR Scheme and as may be agreed between the respective parties, and execute the necessary documents for the same including, inter-alia issuance of Equity Shares / preference shares/convertible securities to the Lenders of the Company by conversion of loans into fully paid equity shares/preference shares/convertible securities in terms of the SDR Scheme."

RESOLVED FURTHER THAT in such event of invocation and implementation of

SUJANA TOWERS LIMITED

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

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

8. To ratify the remuneration of the cost auditors for the financial year ending march 31st, 2017 and the in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 2,00,000/- (Rupees Two Lakh Only) plus Service tax as applicable and reimbursement of actual expenses and out of packet expenses to be paid to M/s. Nageswara Rao & Co, (Membership No: 000332) Cost Auditors of the Company, for the financial year 2016-17, 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.”

By order of the Board

G. Srinivasa Raju
Managing Director

Place : Hyderabad

Date : 27th August, 2016

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 29th September, 2016 (One Day only).
9. Copy of the draft letters for respective appointment of Smt. A.Syamala Reddy as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company and also available @ www.sujana.com.
10. 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.
11. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
12. The registration of share transfers and other related correspondence will be dealt at M/s. Bigshare Services Private Limited of Mumbai, having its branch office at 306, Right Wing, 3rd Floor, Amruta Ville, Opp: Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082 and Section 136 of the Companies Act, 2013 read with relevant Rules issued there under, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their email address either with the Company or with the Depository. It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This is a golden opportunity for every shareholder of Sujana to contribute to the cause of Green Initiative. Members who have not registered their e-mail address with the Company are requested to register the same by submitting the letter to Companies RTA. The Members holding shares in electronic form are requested to register their e-mail address with their Depository Participants only. The Members of the Company, who have registered their e-mail address, are entitled to receive communications in physical form, upon request.
13. Electronic copy of the Annual Report for 2015-16 (including Notice of the 9th Annual General Meeting of the Company along with Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
14. 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.
15. Members may also note that the Notice of the 9th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.sujana.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during normal business hours on working days.
16. 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.
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address

SUJANA TOWERS LIMITED

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.

18. 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 9th Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote evoting") 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 26th, 2016 (9:00 A.M.) and ends on September 29th, 2016 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, September 23rd, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled

by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- Shri Y. Ravi Prasada Reddy, Practicing Company Secretary, Hyderabad, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Chairman shall at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote 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 three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sujana.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the stock exchanges at which the shares of the Company are listed.

The process and manner for remote e-voting are as under :

- (a) In case a Member receives an e-mail from NSDL (for members whose e-mail ID's are registered with the Company/Depository Participant(s)):
 - (i) Open e-mail and open PDF file with your Client ID or Folio No. as password. The said PDF

- file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select “EVEN” of Sujana Towers Limited
 - (viii) Now you are ready for e-Voting as Cast Vote page opens
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail yvafcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- (b) **In case of Shareholders’ receiving Physical copy of Notice [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**
 - (i) Initial password is provided at the bottom of the Attendance Slip.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
 - (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - (f) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
 - (g) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

By order of the Board

G. Srinivasa Raju
Managing Director

Place : Hyderabad
Date : 27th August, 2016

SUJANA TOWERS LIMITED

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

The following statement sets out all material facts relating to the business mentioned in Item no. 04 to 08 of the accompanying Notice:

Item No. 4:

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

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

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

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

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

The Board considers that keeping in view of her vast expertise and knowledge; it will be in the interest of the Company to appoint her as an Independent Director. Accordingly, the Board recommends the

resolution in relation to her appointment as an Independent Director pursuant to provisions of Section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company.

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

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

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

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

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

Item No. 5 :

The Consortium of the Lenders of the Company (i.e. IDBI Bank Limited, Punjab National Bank, Andhra Bank, The Karnataka Bank Limited, UCO Bank, EXIM Bank, The Central Bank of India) are proposing to invoke the provisions of Strategic Debt Restructuring Scheme (SDR) formulated by Reserve Bank of India vide Circular I DBR.BP.BC. No.101/21.04.132/2014-15, dated June 8, 2015, Circular II DBR.BP.BC.No.41/21.04.048/2015-16 dated September 24, 2015, Circular III DBR.BP.BC.No.82/ 21.04.132 / 2015-16 dated February 25, 2016 and Circular IV DBR.No.BP.BC.103/21.04.132/2015-16 dated June 13, 2016 at their meeting held on 4th July, 2016 as set out in Item No. 7 of this Notice, in accordance with which Preference shares may have to be issued to the lenders in terms of above scheme. Accordingly there is a requirement of increasing the Authorised Share Capital of the Company from Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 7,90,00,000 (Seven Crores Ninety Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 21,00,000 (Twenty One Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each to Rs.1500,00,00,000/- (Rupees Fifteen Hundred Crores only) divided into 40,00,00,000 (Forty Crores

) Equity Shares of Rs.10/- (Rupees Ten only) each and 11,00,00,000 (Eleven crores) Preference Shares of Rs.100/- (Rupees One Hundred only) each by further creation of 32,10,00,000 (Thirty Two Crores and Ten Lakhs only) Equity shares of Rs.10/- each and 10,79,00,000 (Ten Crores and Seventy Nine Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each.

The Board/Management Committee of the Board will finalise the desired level/limit of authorized share capital of the Company to be increased upto an extent of Rs.1500 Crores (Rupees Fifteen Hundred Crores only) as required from time to time, keeping in view the proposed further issues of the Company.

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

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

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

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

Item No. 6

The Consortium of the Lenders of the Company (i.e. IDBI Bank Limited, Punjab National Bank, Andhra Bank, The Karnataka Bank Limited, UCO Bank, EXIM Bank, The Central Bank of India) are proposing to invoke the provisions of Strategic Debt Restructuring Scheme (SDR) formulated by Reserve Bank of India vide Circular I DBR.BP.BC.No.101/21.04.132/2014-15, dated June 8, 2015, Circular II DBR.BP.BC.No.41/21.04.048/2015-16 dated September 24, 2015, Circular III DBR.BP.BC.No.82/ 21.04.132 / 2015-16 dated February 25, 2016 and Circular IV DBR.No.BP.BC.103/21.04.132/2015-16 dated June 13, 2016 at their meeting held on 4th July, 2016 as set out in Item No.7 of this Notice. In such an event,

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

Therefore, it is proposed to issue and allot 'Cumulative Redeemable Preference Shares' (CRPS) of the face value of Rs.100/- (Rupees one hundred only) each, for an aggregate value not exceeding Rs. 1100 crores (including existing paid up preference share capital) to the lenders through conversion of existing loans and / or interest on such loans at such price or prices as the Board or duly authorized Management Committee thereof may in its absolute discretion think fit.

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

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

SUJANA TOWERS LIMITED

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

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

Item No. 7

To approve and confirm the Strategic Debt Restructuring Scheme.

At present

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

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

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

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

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

Item No. 8

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on May 30th , 2016, 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, 2017 on a remuneration of Rs. 2,00,000/- (Rupees Two Lakh Only) plus Service tax as applicable and reimbursement of actual expenses and out of packet 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.8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

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

The Board recommends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the shareholders.

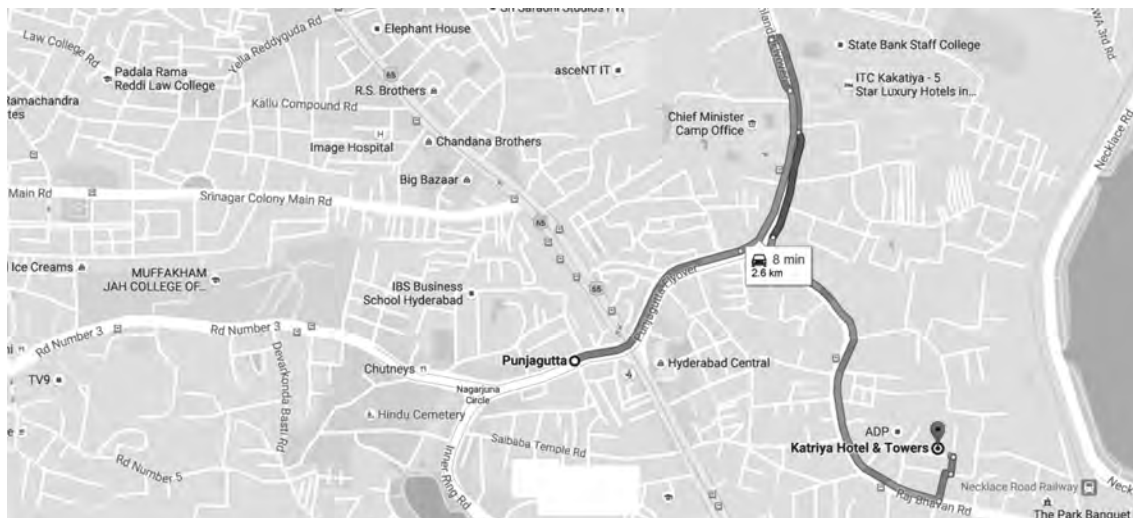
By order of the Board

G. Srinivasa Raju
Managing Director

Place : Hyderabad

Date : 27th August, 2016

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



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 A. Syamala Reddy	Shri L. V. Rao
Director Identification Number	02224082	02754292
Date of Birth	10.08.1966	18.09.1947
Date of Appointment	27.08.2016	29.07.2009
Expertise	She was a Director in various companies and having an industrial experience for more than 10 years.	He hold a degree of Bachelor of Engineering (Electrical), from Osmania University(1970), Hyderabad and a gold medalist. He is a retired Executive Director of NTPC with excellent exposure to power generation and power trading. He had various positions in NTPC for three decades, including those of ED-South, ED-West, CEO of NTPC Power Trading Corporation and also as the ED of the APDERP programme.
Qualifications	M.Sc.,	BE (Electrical)
Directorship held in other public companies (excluding foreign companies)	1. Bartronics India Limited. 2. Vijay Home Appliances Limited.	1. Yuvraj Power Projects Limited. 2. Sowbhagya Energy Private Limited. 3. Raus Power Limied.
Membership / Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders' Grievances Committee) C = Chairman, M = Member	Audit Committee : 1. Bartronics India Limited (M&C)	Nil
Shareholdings in the Company	Nil	Nil
Relationship between directors inter-se	Nil	Nil

**SUJANA TOWERS LIMITED**

Regd. Office: Plot No.18, Nagarjuuna Hills, Punjagutta, Hyderabad - 500 082.

CIN : L40109TG2006PLC049743**9th Annual General Meeting - Friday, 30th September, 2016****ATTENDANCE SLIP**

I, hereby record my presence at the 9th Annual General Meeting of the Company to be held on Friday, September 30th, 2016 at Katriya Hotel& Towers, # 8, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082, Telangana at 02.00 PM.

Folio No. / DP ID-Client ID:.....

Full Name of the Shareholder in Block Letters:.....

No. of Shares held:.....

Name of Proxy (if any) in Block Letters:.....

Signature of the Shareholder/Proxy/Representative*

*Strike out whichever is not applicable

EVEN	User ID	Password
105438		

**SUJANA TOWERS LIMITED**

Regd. Office: Plot No.18, Nagarjuuna Hills, Punjagutta, Hyderabad - 500 082.

CIN : L40109TG2006PLC049743**PROXY FORM****9th Annual General Meeting - Friday, 30th September, 2016**

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on the Friday, September 30th, 2016 at 02.00 PM at Katriya Hotel & Towers, # 8, Raj Bhavan Raod, Somajiguda, Hyderabad - 500 082, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions
Ordinary Business	
1.	Adoption of Financial Statements for the year ended 31st March, 2016.
2.	Re-appointment of Shri L V Rao, who retires by rotation.
3.	To re-appoint M/s.Venugopal & Chenoy, Chartered Accountants, as Statutory Auditors of the Company.
Special Business	
4.	Appointment of Smt A.Syamala Reddy, Independent Director in terms of Section 149 of the Companies Act, 2013.
5.	To consider and approve the increase of Authorised Share Capital of the Company from Rs.100 crores to Rs.1500 crores
6.	To consider and approve the issue of Cumulative Redeemable preference shares (CRPS).
7.	To approve and confirm the Strategic Debt Restructuring scheme (SDR)/outside SDR formulated by Reserve Bank of India.
8.	Ratification of remuneration of the Cost Auditor of the Company.

Signed this day of September 2016.

Signature of shareholder

Signature of Proxy holder(s)

Affix Re.1
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 9th Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.

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

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

Name of the Company : Sujana Towers Limited
CIN : L40109TG2006PLC049743

BALLOT PAPER

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

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

Item No.	Resolution	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	Ordinary Business			
1.	Adoption of Financial Statements for the year ended 31st March, 2016.			
2.	Re-appointment of Shri L V Rao, who retires by rotation.			
3.	To re-appoint M/s.Venugopal & Chenoy, Chartered Accountants as Statutory Auditors of the Company.			
	Special Business			
4.	Appointment of Smt A.Syamala Reddy, Independent Director in terms of Section 149 of the Companies Act, 2013.			
5.	To consider and approve the increase of Authorised Share Capital of the Company from Rs.100 crores to Rs.1500 crores			
6.	To consider and approve the issue of Cumulative Redeemable preference shares (CRPS).			
7.	To approve and confirm the Strategic Debt Restructuring scheme (SDR)/outside SDR formulated by Reserve Bank of India.			
8.	Ratification of remuneration of the Cost Auditor of the Company.			

Place:

Date:

(Signature of the shareholder)

INSTRUCTIONS

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

INTENTIONALLY KEPT BLANK

PRINTED MATTER
By Registered Post / Speed Post / Courier



If undelivered, please return to:

Sujana Towers Limited

Registered Office :

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

Phone: 040-23351882, 23351887

Website : www.sujana.com