

**Board of Directors**

Sri. V.N. Sunanda Reddy  
Dr. Sai Sudhakar Vankineni  
Dr. D. Sadasiva Reddy  
Sri. P. Ramachandra Gupta  
Sri. N. Gangi Reddy  
Sri. Appasani Ravi Kumar  
Sri. Vidya Sagar Devabhaktuni  
Dr. Sumanth Simha Vankineni  
Sri. Vongumalli Gowtham Reddy  
Sri. Bodi Venkata Ramana Reddy  
Sri. Lokesh Agarwal

Managing Director  
Executive Director  
Director  
Director  
Director<sup>@</sup>  
Director<sup>#</sup>  
Director<sup>\$</sup>  
Director<sup>%</sup>  
Additional Director<sup>^</sup>  
Additional Director<sup>!</sup>  
Company Secretary<sup>&</sup>

<sup>@</sup> Appointed as Director w.e.f. 29-07-2013

<sup>#</sup> Appointed as Director w.e.f. 29-07-2013

<sup>\$</sup> Appointed as Director w.e.f. 29-07-2013

<sup>%</sup> Appointed as an Additional Director w.e.f. 24-10-2013

<sup>^</sup> Appointed as an Additional Director w.e.f. 13-08-2013

<sup>!</sup> Ceased to be the Director of the Company w.e.f. 31.03.2014

<sup>&</sup> Appointed as Company Secretary w.e.f. 26-05-2014

**Statutory Auditors**

VDNR & ASSOCIATES  
201, Dwaraka Avenue,  
Dwaraka Puri Colony,  
Panjagutta, Hyderabad – 34.

**Internal Auditors**

AMARNADHA REDDY & CO,  
6-1-229/40,  
Old CIB Quarters,  
Khairatabad,  
Hyderabad - 500 004

**Regd. Office & Factory**

Survey No. 252/1,  
Aroor Village,  
Sadasivapet Mandal,  
Medak Dist.  
Telangana State.

**Corporate Office**

H.No. 8-2-120/77/5  
Road No. 2, Ground Floor,  
Opp. KBR Park, Banjara Hills,  
Hyderabad 500 034. Telangana State.  
Ph : 040-23559938  
Fax No. 08455-250080  
e-mail: md@ssorganics.co.in  
cs@ssorganics.co.in

**Registrar and Share Transfer Agent  
(Physical and Demat)**

M/s. Venture Capital & Corporate Investments Pvt. Limited  
12-10-167, Bharat Nagar,  
Hyderabad – 500 018.  
Phone No. 040-23818475/476  
Fax No. 040-23868024  
e.mail: info@vccilindia.com



### **NOTICE**

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of **S.S.ORGANICS LIMITED** will be held on Friday, the 26<sup>th</sup> day of September, 2014, at 4.00 P.M. at its Registered Office at Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak District, Telangana State to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31<sup>st</sup> March, 2014 and the Audited Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
2. **To appoint a Director in place of Dr. D. Sadasiva Reddy who retire by rotation and being eligible, offers himself for re-appointment.**
3. **To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:**

" **RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, as may be applicable, M/s.VDNR & Associates., Chartered Accountants (Firm Registration No. 011251S) retiring Auditors of the Company, be and are hereby appointed as Auditors of the Company for a period of one (1) year, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Second Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors or any Committee thereof."

#### **SPECIAL BUSINESS:**

4. **To consider and if thought fit, to pass with or without modification(s) the following resolutions as an Ordinary Resolution :**

"**RESOLVED THAT** in accordance with the provisions of Section 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, Sri V. Gowtham Reddy (DIN - 06717978), who was appointed as an Additional

Director pursuant to Section 161 of the Companies Act, 2013 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 proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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 Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri. P. Rama Chandra Gupta (DIN: 00153258) who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from ensuing Annual General Meeting."

6. **To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri. N. Gangi Reddy (DIN: 02723963) who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from ensuing Annual General Meeting."



**7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri. Appasani Ravi Kumar (DIN: 01274427) who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from ensuing Annual General Meeting."

**8. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri. Vidya Sagar Devabhaktuni (DIN: 05317783) who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from ensuing Annual General Meeting."

**FOR S.S.ORGANICS LIMITED**

**Sd/-**

**V.N.SUNANDA REDDY  
CHAIRMAN AND MANAGING DIRECTOR**

**Place : Hyderabad**

**Date : 26-05-2014**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be received at the Corporate Office of the Company not less than Forty-eight hours before the scheduled time of commencement of the meeting.
3. The register of members and Share Transfer Books of the Company will remain closed during the period from **16.09.2014 to 26.09.2014** (both days inclusive).
4. M/s. Venture Capital and Corporate Investments Pvt. Ltd., 12-10-167, Bharat Nagar, Hyderabad-500001 is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
5. Members seeking any information or clarification on the accounts are requested to send queries in writing to the Registered Office of the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
6. Members/Proxies are requested to bring their copies of the Annual Report to the AGM and the Attendance slip duly filled in for attending AGM. Copies of Annual Report will not be provided at the AGM.
7. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrar and Transfer Agent enclosing their share certificates to enable consolidation of their shareholdings in one folio.
8. Members holding Shares in physical form may write to the Company/Registrar & Share Transfer Agents (RTA) for any change in their address and bank mandates; having shares in electronic form may inform the same to their address and bank mandates: members having shares in electronic form may inform the same to their depository participants immediately.

9. As part of the "**Green Initiative**", the Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participants unless the members have registered their request for a hard copy of the same.

10. Process and manner for members opting for e-voting as under :

The Company is offering e-voting facility to its members enabling them to cast their votes electronically. The Company has signed an agreement with M/s. Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Rule 20 of Companies (Management and Administration) Rules, 2014. The instructions for e-voting are as under :

- (i) The voting period begins on **21st September, 2014 at 9.00 A.M. and ends on 22nd September, 2014 at 3.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **29th August, 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "**S.S. Organics Limited**" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
  - a. For CDSL : 16 digits beneficiary ID,
  - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on "**LOGIN**."

- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- (viii) If you are a first time user follow the steps given below :

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)</p> <ol style="list-style-type: none"> <li>1. Members who have not updated their PAN with the Company/Depository Participant are requested to use the first 2 letters of their name and the 8 digits of the folio number in the PAN field</li> <li>2. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first 2 characters of the name in CAPITAL Letters. Eg. If your name is Ramesh Kumar with Sequence number 1 then enter RA00000001 in the PAN field</li> </ol>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.

- (x) Members holding shares in physical form will then directly reach the Company selection screen. However members holding share in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password

field. kindly note that this password is to be also eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xii) Click on the EVSN for the relevant **<S.S. ORGANICS LIMITED>** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option " YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL"and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as promoted by the system.
- (xix) Note for Institutional Shareholders.
  - 1. Institutional shareholder (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - 2. A scanned copy of the Registration form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**

3. After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

4. The list of accounts should be emailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.

5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.co.in** under help section or write an email to **helpdesk.evoting@cdslindia.com**.

11. Kindly note that the Shareholders can opt only one mode of voting i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physically also and vice versa. However, in case shareholders cast their vote physically and e-voting, then voting done through e-voting will prevail and voting done physically will be treated as invalid.

12. The Board of Directors have appointed Mrs. N. Vanitha, a Practicing Company Secretary (CP No. 10573) as a Scrutinizer to process the e-voting and submit a report to the Chairman.

13. Mr. Lokesh Agarwal, Company Secretary and Compliance Office of the Company will address all the grievances in relation to this Annual General Meeting including e-voting. His contact details are Email: [cs@ssorganics.co.in](mailto:cs@ssorganics.co.in), Phone Nos. 040-23559938.

14. The Members may download a copy of the notice of this meeting and the results declared along with the Scrutinizer's Report from the website of the Company ([www.ssorganics.co.in](http://www.ssorganics.co.in)) or from [www.evotingindia.com](http://www.evotingindia.com).

**EXPLANATORY STATEMENT****(Pursuant to Section 102(1) of the Companies Act, 2013)****Item No. 4**

The Board, appointed Sri. V. Gowtham Reddy as an Additional Director of the Company with effect from 24-10-2013, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Sri. V. Gowtham Reddy will hold office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from member along with a deposit of Rs.1,00,000/- (Rupees One Lakh only) proposing the candidature of Sri. V. Gowtham Reddy for the office of Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Except Sri. V. Gowtham Reddy and Sri. V.N. Sunanda Reddy, none of the Directors, Key Managerial Persons or their relatives are interested in the above said resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

**Item No. 5**

On the recommendation of the Remuneration Committee and after considering Sri. P. Rama Chandra Gupta's 30 years experience and expertise knowledge in the field of Distilleries & Breweries, the Board of Directors at its meeting held on 26-05-2014 has proposed to appoint Sri. P. Rama Chandra Gupta as an Independent Director of the Company, subject to the approval of the members of the Company, for a period of 5 years with effect from ensuing Annual General Meeting.

The Company has received from Sri. P. Rama Chandra Gupta (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from member of the Company along with a deposit of Rs.

1,00,000/- (Rupees One Lakh only) proposing the candidature of Sri. P. Rama Chandra Gupta for the office of Independent Director, to be appointed as such under the provisions of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Sri. P. Rama Chandra Gupta as an Independent Director of the Company for a period 5 years with effect from ensuing Annual General Meeting pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Sri. P. Rama Chandra Gupta, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Sri. P. Rama Chandra Gupta as an Independent Director of the Company setting out the terms and conditions is available for inspection without any fee by the members at the Company's Corporate Office during normal business hours on all Working days up to the date of the Annual General Meeting.

No Director, Key Managerial Personnel or their relatives, except Sri. P. Rama Chandra Gupta, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

**Item No. 6**

On the recommendation of the Remuneration Committee and after considering Sri. N. Gangi Reddy's 24 years experience and expertise knowledge in the field of Pharma Industry, the Board of Directors at its meeting held on 26-05-2014 has proposed to appoint Sri. N. Gangi Reddy as an Independent Director of the Company, subject to the approval of the members of the Company, for a period of 5 years with effect from ensuing Annual General Meeting.

The Company has received from Sri. N. Gangi Reddy' (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from member of the Company along with a deposit of Rs. 1,00,000/- (Rupees One Lakh only) proposing the candidature of Sri. N. Gangi Reddy for the office of Independent Director, to be appointed as such under the provisions of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Sri. N. Gangi Reddy as an Independent Director of the Company for a period of 5 years with effect from ensuing Annual General Meeting pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Sri. N. Gangi Reddy, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Sri. N. Gangi Reddy as an Independent Director of the Company setting out the terms and conditions is available for inspection without any fee by the members at the Company's Corporate Office during normal business hours on all Working days up to the date of the Annual General Meeting.

No Director, Key Managerial Personnel or their relatives, except Sri. N. Gangi Reddy, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

#### **Item No. 7**

On the recommendation of the Remuneration Committee and after considering Sri. Appasani Ravi Kumar's expertise experience and knowledge in the field of Management and Administration, the Board of Directors at its meeting held on 26-05-2014 has proposed to appoint Sri. Appasani Ravi Kumar as an Independent Director of the Company, subject to the approval of the members of the Company, for a period of 5 years with effect from ensuing Annual General Meeting.

The Company has received from Sri. Appasani Ravi Kumar (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Di-

rectors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from member of the Company along with a deposit of Rs. 1,00,000/- (Rupees One Lakh only) proposing the candidature of Sri. Appasani Ravi Kumar for the office of Independent Director, to be appointed as such under the provisions of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Sri. Appasani Ravi Kumar as an Independent Director of the Company for a period of 5 years with effect from ensuing Annual General Meeting pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Sri. Appasani Ravi Kumar, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Sri. Appasani Ravi Kumar as an Independent Director of the Company setting out the terms and conditions is available for inspection without any fee by the members at the Company's Corporate Office during normal business hours on all working days up to the date of the Annual General Meeting.

No Director, Key Managerial Personnel or their relatives, except Sri. Appasani Ravi Kumar, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 7 for the approval of the members.

#### **Item No. 8**

On the recommendation of the Remuneration Committee and after considering Sri. Vidya Sagar Devabhaktuni's expertise experience and knowledge in the field of Sustainable Energy, Sustainable Agriculture, Waste Management and Climate Change. The Board of Directors at its meeting held on 26-05-2014 has proposed to appoint Sri. Vidya Sagar Devabhaktuni as an Independent Director of the Company, subject to the approval of the members of the Company, for a period of 5 years with effect from ensuing Annual General Meeting.

The Company has received from Sri. Vidya Sagar Devabhaktuni (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from member of the Company along with a deposit of Rs. 1,00,000/- (Rupees One Lakh only) proposing the candidature of Sri. Vidya Sagar Devabhaktuni for the office of Independent Director, to be appointed as such under the provisions of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Sri. Vidya Sagar Devabhaktuni as an Independent Director of the Company for a period of 5 years with effect from ensuing Annual General Meeting pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Sri. Vidya Sagar Devabhaktuni, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Sri. Vidya Sagar Devabhaktuni as an Independent Director of the Company setting out the terms and conditions is available for inspection without any fee by the members at the Company's Corporate Office during normal business hours on all Working days up to the date of the Annual General Meeting.

No Director, Key Managerial Personnel or their relatives, except Sri. Vidya Sagar Devabhaktuni, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 8 for the approval of the members.

**FOR S.S.ORGANICS LIMITED**

**Sd/-**  
**V.N. SUNANDA REDDY**  
**CHAIRMAN AND MANAGING DIRECTOR**

**Place : Hyderabad**  
**Date : 26-05-2014**



**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/  
RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT:**

<b>A</b>	<b>Name</b>	<b>Dr. D. Sadasiva Reddy</b>	<b>Sri. Gowtham Reddy Vongumalli</b>	<b>Sri.P. Rama Chandra Gupta</b>	<b>Sri. N. Gangi Reddy</b>	<b>Sri. Appasani Ravi Kumar</b>	<b>Sri. Vidaya Sagar Devabhaktuni</b>
<b>B</b>	Brief Resume						
	i) Age	67 Years	30 Years	69 Years	61 Years	55 Years	57 Years
	ii) Qualification	M.B.B.S.	B.E, MS	B.Com	M.Sc.	B.Com	B.Com
	iii) Experience in specific functional area	12 years Experience in Pharma Industry	8 years Experience in Software Industry. He got work exposure in the field of Electronic Content Management Business Intelligence.	32 years Experience in Distilleries & Brewries	24 years Experience in Pharma Industry	He has vast experience in the field of Management and Administration as he is involved in the management of other Companies at senior level	Expert in sustainable energy, sustainable agriculture, waste management and climate change
	iv) Date of appointment on the Board of the Company (SS Organics Limited)	26-06-2011	24-10-2013	20-10-2006	20-10-2006	29-07-2013	29-07-2013
<b>C</b>	Name of other companies in which directorship held (as per Section 165 of the Companies Act, 2013):	NIL	NIL	1. Sri Indra Power Engeries Limited 2. Karol Distilleries And Breweries Private Limited 3. Ammu Mega Projects Private Limited	NIL	Tracks & Towers Infratech Private Limited (PART IX)	NIL
<b>D</b>	Name(s) of the companies in which Committee Membership(s) held	NIL	NIL	NIL	NIL	NIL	NIL
<b>E</b>	No. of Shares of Rs. 10/- each held by the Director	84,400 Equity Shares	1,50,000 Equity Shares	82,300 Equity Shares	NIL	NIL	1,68,000 Equity Shares
<b>F</b>	Relationship between Directors inter se (as per section 2(77) of the Companies Act, 2013, read with Rule of the Companies (Specification of definitions details Rules, 2014	No. relationship with other Directors	He is son of Sri V.N.Sunanda Reddy	No relationship with other Directors	No relationship with other Directors	No relationship with other Directors	No relationship with other Directors

## DIRECTOR'S REPORT

To  
The Members of  
**S.S. ORGANICS LIMITED**

Your Director's are pleased to present the 21<sup>st</sup> Annual Report of the Company together with the Audited Financial Statements for the year ending 31<sup>st</sup> March, 2014.

## FINANCIAL RESULTS

	(Rs. In lacs)	
	For the year ending 31.03.2014 (12 months)	Previous period 31.03.2013 (12 months)
Total Income	(270.37)	--
Profit/ (Loss) before Financial Expenses and Depreciation	(322.93)	(145.15)
Profit/ (Loss) after Financial Expenses and Depreciation	(410.00)	(145.15)
	<u>(410.00)</u>	<u>(145.15)</u>
Less: Prior Year Adjustments	-	21.81
Profit / (Loss) for the year Before taxation.	(410.00)	(166.96)
Add: Deferred Tax	(18.83)	-
Profit / (Loss) after Tax	<u>(428.83)</u>	<u>(166.96)</u>

## REVIEW OF OPERATIONS:

It was already brought to the notice of the share holders in the last Annual General Meeting. that the present management has infused more than Rs. 429 Lacs for revival of the Company and restored all the Machinery and Equipment. The entire cables, lights, transformer, CTPT, MCC & PCC panels were totally replaced and completed renewal of all the statutory licenses.

During the year the present management infused more than Rs. 215 Lacs for revival of the Company and the total funds infused is more than Rs. 644 Lacs in the last two years.

The Company has started the production in 'A' Block in the month of August, 2013 and the present management has entered into contract manufacturing work with M/s.

Aurobindo Pharma Limited for manufacturing of Ciprofloxacin.

The Company has revived the 'B' Block and started its own production in the month of August, 2014.

## STATUS WITH BIFR:

The Hon'ble BIFR has circulated the MDRS on 27.01.2014 and the scheme envisages infusion of fresh funds, reduction of Paid-up Share Capital and Issue of fresh Capital etc. The proceedings are pending with BIFR.

## STEPS TAKEN FOR REVIVAL:

For revival of Company, the present management has taken lot of strains not only to revive the factory but also for raising funds of Rs. 644 Lacs which was spent towards the revival in the last two years. The total amount which was raised as loans from Directors & relatives is Rs. 644 Lakhs is as per the MDRS.

After taking the possession of the factory, the present management has consulted various senior professionals for the revival of plant and took-up the work of replacement of old machinery with the new machinery and refurbishing of reactors and boilers as they got rusted and non functioned due to non-maintenance.

The Company has also started its production process in the month of August 2013. During the production process Company has faced teething problems in the form of technology, power shortage, frequent maintenance etc.,. Company has consulted skilled and experience professionals for scaling up the production. The process is giving positive results to Company.

## DIRECTORS:

Mr. Vongumalli Gowtham Reddy was appointed as an Additional Directors of the company w.e.f. 24<sup>th</sup> October, 2013. A notice in writing under Section 160 read with 115 of the Companies Act, 2013, along with a deposit of Rs.1,00,000/- (Rupees One Lakh) a member proposing his candidature for the office of Director of the Company has been received to appoint as Director of the Company whose period of office shall be determinable by retirement of Directors by rotation.

Dr. D. Sadasiva Reddy, Director retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

Section 149, Sub-section (10) of the Companies Act, 2013 provides that Independent Directors shall hold office for a term of upto five (5) consecutive years on the Board of the Company and shall be eligible for re-appointment for another term of upto five (5) years on passing a special resolution by the shareholders of the Company. Sub-section