

**24TH ANNUAL REPORT
2016-17**

**“WE ARE IN
QUALITY BUSINESS”**



S.S. ORGANICS LIMITED

CIN: L24110TG1990PLC012038



S.S. ORGANICS LIMITED
CIN : L24110TG1990PLC012038
24TH ANNUAL GENERAL MEETING

Friday, 29th September, 2017
at 4.30 P.M
Aroor Village, Sadasivpet Mandel,
Sangareddy District, Telangana

BOARD OF DIRECTORS

| | | |
|----|------------------------------|---------------------|
| 1. | Sri.V.N.Sunanda Reddy | Managing Director |
| 2. | Dr. Sai Sudhakar Vankineni | Whole Time Director |
| 3. | Dr.D.Sadasiva Reddy | Director |
| 4. | Sri. N.Gangi Reddy | Director |
| 5. | Sri.Vidya Sagar Devabhaktuni | Director |
| 6. | Dr. Sumanth Simha Vankineni | Director |
| 7. | Sri. P.Santosh Kumar | Director |
| 8. | Smt.Sudi Vijaya Lakshmi | Director |

Dr.Sai Sudhakar Vankineni
Ms. Amreen Gulnaaz

Chief Finance Officer
Company Secretary & Compliance Officer

STATUTORY AUDITORS

VDNR & ASSOCIATES, Chartered Accountants, 201, Dwaraka Avenue, Dwarakapuri Colony,
Panjagutta, Hyderabad-34, Telangana.

SECRETARIAL CONSULTANTS

P.S. Rao & Associates, Company Secretaries, 6-3-347-22/2, Flat-10, 4th Floor, Iswarya Nilayam, Dwarakapuri Colony,
Opp: Saibaba Temple, Punjagutta, Hyderabad, Telangana-500082.

INTERNAL AUDITORS

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

REGD. OFFICE & FACTORY

Survey No. 252/1, Aroor Village, Sadasivpet Mandal, Sangareddy District, Telangana State-502291

CORPORATE OFFICE

H.No: 8-2-120/77/5, Ground Floor, Opp. KBR Park, Road No. 2, Banjara Hills, Hyderabad – 500034 Email : cs@ssorganics.co.in, md@ssorganics.co.in, website: www.ssorganics.co.in Ph No:040-23559938

REGISTRAR AND SHARE TRANSFER AGENT

(Physical and Demat)

Venture Capital and Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad,
500018, Phone: +91040-23818475/23818476/23868023, Fax: +91040-23868024, email: info@vccilindia.com

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of **S.S.ORGANICS LIMITED** will be held on Friday the 29th day of September, 2017, at 4.30 P.M. at Registered Office situated at Survey no. 252/1, Aroor Village, Sadasivapet Mandal, Sangareddy District, Telangana State-502291, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. D. Sadasiva Reddy, (DIN: 02128800), who retires by rotation and being eligible, seek re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 139, 141 and 142 of the Companies Act, 2013, the appointment of M/s. Gowri Shankar & Associates, Chartered Accountants, (Firm Registration No.015625S), Hyderabad be and are hereby appointed as the Statutory Auditors of the Company to hold the office for a term of 5 years from the conclusion of this 24th Annual General Meeting till the conclusion of 29th Annual General Meeting, (subject to ratification by the members at every Annual General Meeting) in respect of the financial year beginning April 1, 2017, and ending March 31, 2022, and on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company”.

SPECIAL BUSINESS:

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

INCREASE OF AUTHORIZED CAPITAL.

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.”

- “V. The Authorised Share Capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty Two Crores) divided into 2,20,00,000 (Two Crores Twenty Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.”**

**For and on behalf of the board
For S.S. Organics Limited**

**Sd/-
V.N. Sunanda Reddy
Chairman and Managing Director
(DIN : 00058317)**

**Place: Hyderabad
Date : 05th September, 2017**

NOTES:

1. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company's Corporate Office a certified copy of the Board Resolution authorizing their representative 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 with the Company, 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. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September 2017 to 29th September, 2017 (both days inclusive) and Cutoff date for dispatch of Annual Report to Shareholders either in physical or in demat mode is 04th September, 2017.
8. The annual report for the financial year 2016-17 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The annual report is also available on Company's website www.ssorganics.co.in. The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2016-17, free of cost, upon sending a request to the Compliance Officer/Company Secretary at H.No: 8-2-120/77/5, Ground Floor, Opp. KBR Park, Road No. 2, Banjara Hills, Hyderabad – 500034, Telangana.
9. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice.
10. Shareholders are requested to kindly bring their copy of the annual report with them at the AGM, as no extra copy of annual report would be made available at the AGM. Members/proxies should also bring the attached Attendance Slip, duly filled and hand it over at the entrance of AGM venue.
11. Shareholders holding shares in physical form may write to the Company/Company's R&T agents for any change in their address and bank mandates, shareholders holding shares in electronic form may inform the same to their depository participants immediately so as to enable the Company to dispatch notice or any future dividend warrants at their correct addresses, where applicable.
12. 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 their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Transfer Agent, M/s. Venture Capital And Corporate Investments Private Limited.



13. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
14. All documents referred to in the accompanying notice and statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 24th AGM of the Company.

For and on behalf of the board
For S.S. Organics Limited

Sd/-
V.N. Sunanda Reddy
Chairman and Managing Director
(DIN : 00058317)

Place: Hyderabad
Date : 05th September, 2017



**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)**

Item No. 4:

The Company, in order to meet its growth objectives and to strengthen its financial position may require generating long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorized Share Capital of the Company from Rs. 10,50,00,000/- (Rupees Ten Crores Fifty Lacs) to Rs.22,00,00,000/- (Rupees Twenty Two Crores) and for that purpose, the Memorandum of Association of the Company are proposed to be suitably altered by passing Ordinary Resolution.

The present Authorized capital of the Company is Rs. 10,50,00,000 (Rupees Ten Crores Fifty Lacs) divided into 1,05,00,000 (One Crore Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and Company proposed to increase it to Rs 22,00,00,000 (Rupees Twenty Two Crores) divided into 2,20,00,000 (Two Crore Twenty Lakhs) Equity Shares of Rs.10/- (Rupee Ten) each.

A Copy of the Memorandum of Association together with the propose alterations is available for inspection by members on any working days. The Board of Directors recommends the resolution set out at item No. 4 of the accompanying notice for the approval of the members.

None of the Directors and Manager of the Company is, in any way, concerned or interested in the said resolutions.

**For and on behalf of the board
For S.S. Organics Limited**

**Sd/-
V.N. Sunanda Reddy
Chairman and Managing Director
(DIN : 00058317)**

Place: Hyderabad
Date: 05th September, 2017

ELECTRONIC VOTING :

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI(LODR) Regulations, 2015, the Company is pleased to provide e-voting facility to members to cast their vote on all resolutions set forth in the notice convening the 24th Annual General Meeting (AGM) to be held on Friday, 29th September, 2017 at 4.30 P.M. The Company has engaged the services of Central Depository Service Limited (CDSL) to provide the e-voting facility.

The Members whose names appear in the Register of Members/List of Beneficial Owners as on 22nd day of September, 2017 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Tuesday, 26th day of September, 2017 at 9.00 A.M and will end on Thursday, 28th day of September, 2017 at 5.00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date and time mentioned above. The Company has appointed Mrs. N. Vanitha, Practicing Company Secretaries representing P.S. Rao and Associates, Hyderabad, to act as the Scrutinizer, to scrutinize the electronic voting process and poll at the Annual General Meeting (AGM) in fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

PROCEDURE FOR E-VOTING:

Instructions for members for voting electronically are as under :

- A. In case of members receiving e-mail (for members whose e-mail addresses are registered with the Company/ Registrars)
 - i) The shareholders should log on to the e-voting website www.evotingindia.com .
 - ii) Click on Shareholders.
 - iii) 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.
 - iv) Next enter the Image Verification as displayed and Click on Login.
 - v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - vi) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical | |
|--|--|
| PAN* | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders).</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramanathan with sequence number 1 then enter RA00000001 in the PAN field.</p> |
| DIVIDEND BANK DETAILS or DOB | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login</p> <ul style="list-style-type: none"> In case both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (iii). |

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares 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 used by the demat holders for voting for resolutions of any other company on which they are 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant “S.S. Organics Limited” on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Members can also cast their vote using CDSL’s mobile app “m-Voting” available for Android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non – Individual Shareholders and Custodians



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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
- (xix) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. In case of members receiving the physical copy of notice of 24th Annual General Meeting by courier (for members whose e-mail ids are not registered with the Company/Depositories)**
- Please follow all the steps from S.No. (i) to S.No (xvii) to caste vote.



Brief Profile of the Directors seeking appointment/ re-appointment at the Annual General Meeting scheduled to be held on 29.09.2017.

Item No.2 To appoint a director in place of D. Sadasiva Reddy (DIN: 02128800), who retires by rotation and being eligible, seek re-appointment.

| | | |
|----------|---|---|
| A | Name | D. Sadasiva Reddy |
| B | Brief Resume | |
| | i) Age | 70 Years |
| | ii) Qualification | M.B.B.S |
| | iii) Experience in specific functional area | 15 years Experience in Pharma Industry |
| | iv) Date of appointment on the Board of the Company (S S Organics Limited) | 26.06.2011 |
| C | Nature of expertise in specific functional Areas | Original Promoter of the Company worked as Managing Director and Director in the same Company |
| D | Names of other companies in which he is acting as Director | NIL. |
| E | Name(s) of companies in which committee Membership(s) held | NIL |
| F | No. of shares of Rs.10/- each held by the Director | 84,400 Equity Shares |
| G | Relationship with other director | No relation with other Directors |