

S.S. ORGANICS LIMITED

CIN : L24110TG1990PLC012038

**26TH ANNUAL GENERAL MEETING
Monday, 30th September, 2019 at 4.00 P.M
Aroor Village, Sadasivapet Mandal,
Sangareddy District,
Telangana.**

BOARD OF DIRECTORS

Dr. Sai Sudhakar Vankineni	Managing Director.
Dr.D.Sadasiva Reddy	Non Executive and Non Independent Director
Sri. N.Gangi Reddy	Non Executive and Independent Director
Sri.Vidya Sagar Devabhaktuni	Non Executive and Independent Director
Sri P Santosh Kumar	Non Executive and Independent Director
Sri Anush Chowdary Cherukuri@	Director, @ Appointed dated 02/11/2018.
Sri Sanagari Kondal Reddy#	Additional Director # Appointed dated 14/02/2019
Sri Muralidhar Rambathri\$	Additional Director \$ Appointed dated 14/12/2018
Sri Gunreddy Krishna Reddy%	Additional Director % Appointed dated 14/12/2018
Sri Padmaja Surapureddy*	Additional Director* Appointed dated 05/03/2019
Sri V.N. Sunanda Reddy^	Director ^ Resigned dated 14/02/2019

STATUTORY AUDITORS:

Gowri Shankar & Associates, Chartered Accountants (Firm Registration No. 015625S).

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, Sadasivapet Mandal, Sangareddy District, Telangana State-502291.

CORPORATE OFFICE:

202, Second Floor, Dwaraka Avenue Apartments, Dwarakapuri Colony, Panjagutta, Hyderabad, India 500 082.

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 26th Annual General Meeting of the Members of **S.S.ORGANICS LIMITED** will be held on Monday the 30th day of September, 2019, at 4.00 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 consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019, together with the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a director in place of Dr. Sadasiva Reddy Devagudi (DIN: 02128800), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. 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 Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.”

4. To Appoint **Sri. SanagariKondal Reddy (DIN02530466)** as **Non-Executive Independent Director of the Company:**

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, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Sri. SanagariKondal Reddy** who was appointed as an Additional Director of the Company w.e.f 14th February, 2019 by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a term of 5 years.”

5. To Appoint Sri.Padmaja Surapureddy (DIN 05358127) as Non-Executive Independent Director of the Company:

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, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Sri. Padmaja Surapureddy** who was appointed as an Additional Director of the Company w.e.f 05th March, 2019 by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a term of 5 Years.”

6. To Appoint Sri. Anush Chowdary Cherukuri (DIN 02193537) as Non-Executive Non Independent Director of the Company:

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 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Sri. Anush Chowdary Cherukuri** who was appointed as an Additional Director of the Company w.e.f 02nd November, 2018 by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting, liable to retire by rotation, be and is hereby appointed as an Director of the Company.”

7. To Appoint Sri. Muralidhar Rambathri (DIN 02016238) as Executive Director of the Company:

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, 152, 160, 196, 197, 198 and 203 any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the Section II of Part II of Schedule V of the Companies Act, 2013, such other approvals and consents as may be required, **Sri. Muralidhar Rambatri (DIN 02016238)** who was appointed as an Additional Director and Executive Director of the Company w.e.f 14th December, 2018 by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting an **Executive Director**, be and is hereby appointed as an Executive Director of the Company, on a remuneration, liable to retire by rotation and such other terms and conditions as set out in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company may revise the remuneration payable to the Executive Director, in any financial year during the currency of the present tenure of office, in such manner as agreed to between the Board of Directors and the Whole Time Director subject to the conditions and shall not exceed such limits as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

8. To Appoint Sri.Gunreddy Krishna Reddy (DIN 06484768) as Executive Director of the Company:

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, 152, 160, 196, 197, 198 and 203 any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the Section II of Part II of Schedule V of the Companies Act, 2013, such other approvals and consents as may be required, **Sri. Gunreddy Krishna Reddy (DIN 06484768)** who was appointed as an Additional Director and Executive Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting an **Executive Director**, be and is hereby appointed as an Executive Director of the Company w.e.f. 14/12/2018 on a remuneration, liable to retire by rotation and such other terms and conditions as set out in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company may revise the remuneration payable to the Executive Director, in any financial year during the currency of the present tenure of office, in such manner as agreed to between the Board of Directors and the Whole Time Director subject to the conditions and shall not exceed such limits as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

9. Re-Appointment of Dr. Sai Sudhakar Vankineni as Managing Director of the Company.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Rules made there under read with the Section II of Part II of Schedule V of the Companies Act, 2013 and other applicable provisions, if

any, of the Companies Act, 2013, such other approvals and consents as may be required, the consent and approval of the Company, be and is hereby accorded to the reappointment of **Dr. Sai Sudhakar Vankineni (DIN-00733001)** as **Managing Director** of the Company for a period of 3 years w.e.f. **14th February, 2019** on a remuneration, liable to retire by rotation and such other terms and conditions as set out in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company may revise the remuneration payable to the Whole Time Director, in any financial year during the currency of the present tenure of office, in such manner as agreed to between the Board of Directors and the Whole Time Director subject to the conditions and shall not exceed such limits as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

10. To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 30 crores.

To consider and if thought fit to pass the following resolution with or without modification as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or reenactment thereof) consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing, from time to time, as they may consider fit, any sums of money, on such terms and conditions as the Board may deem fit notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so that the total amounts of monies so borrowed for the purpose of the Company at any time shall **not exceed the sum of Rs. 30 Crores (Rupees Thirty Crores only).**”

11. To approve power to create charge pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013., not exceeding Rs. 30 crores.

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby

accorded to the Board to mortgage and /or create charge to the extent of Borrowing Limits of the Board of Directors, on all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertakings of the Company to or in favour of any Financial Institutions, Banks, NBFCs or any other Agencies/Lenders to secure the term loans and /financial assistance/ other obligations that has already been granted or may in future be granted by them to the Company from time to time.”

12. To Reappoint Sri. Gangi Reddy Narravula, as Non Executive Independent Director of the Company for a period of 5 years.

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), **Sri Gangi Reddy Narravula** (DIN 02723963) whose current term as independent director expires on the date of ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, **to hold office with effect from 1 October, 2019 up to date of 31st Annual General Meeting.”**

13. To Reappoint Sri. Vidyasagar Devabhaktuni, as Non-Executive Independent Director of the Company for a period of 5 years.

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), **Sri Vidyasagar Devabhaktuni**(DIN 05317783) whose current term as independent director expires on date of ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature to the office of Director, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, **to hold office with effect from 1 October, 2019 up to date of 31st Annual General Meeting.”**

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

Sd/-

**Vankineni Sai Sudhakar
Chairman and Managing Director**

Date: 06th September, 2019

Place: Hyderabad

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, 2019 to 30th September, 2019 (both days inclusive).
8. The annual report for the financial year 2018-19 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 2018-19, free of cost, upon sending a request to the Compliance

Officer/Company Secretary at 202, Second Floor, Dwaraka Avenue Apartments, Dwarakapuri Colony, Panjagutta, Hyderabad, India 500 082

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. The detailed instructions for e-voting are given as a separate attachment to this notice as Annexure 1.
10. Members 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 to the venue.
11. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar and Transfer Agent, M/s. Venture Capital and Corporate Investment Private Limited, if the shares are held by them in physical form.
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 Investment Private Limited.

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

Sd/-

**Vankineni Sai Sudhakar
Chairman and Managing Director
(DIN: 00733001)**

Place: Hyderabad

Date: 06th September, 2019

E-VOTING:

Dear Member,

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 the Listing Regulations, 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 26th Annual General Meeting (AGM) to be held on Monday, 30th day of September 2019 at 4.00 P.M. The Company has engaged the services of Central Depository Service Limited (CDSL) to provide the remote e-voting facility. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM is termed as 'remote e-voting'

Company appointed Mrs. N. Vanitha, Practicing Company Secretaries in P.S. Rao and Associates, Hyderabad, to act as the Scrutinizer, to scrutinize the voting at the Annual General Meeting (AGM) and remote e-voting process in a fair and transparent manner.

The e-voting facility is available at the link [https //www.evotingindia.com](https://www.evotingindia.com) and the E-voting Event Number (EVEN) and period of remote e-voting are set out below:

Commencement of Remote E-voting	End of Remote E-Voting
Friday, 27th day of September, 2019, 09.00 A.M.	Sunday, 29th day of September, 2019, 05.00 P.M

Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the notice of the AGM to be held on 30th September, 2019.

STEPS FOR REMOTE E-VOTING:

- i. The voting period begins on Friday, 27th day of September, 2019, 09.00 A.M. and ends on Sunday, 29th day of September, 2019, 05.00 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 23rd day September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- iii. 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 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:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
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.

* 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.

Please enter any one of the details in order to login. 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.

- 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 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.