

**NOTICE**

Notice is hereby given that the 27th Annual General Meeting of the Members of **S.S.ORGANICS LIMITED** will be held on Wednesday the 30th day of December, 2020, 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, 2020, together with the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a director in place of **Sri. Muralidhar Rambatri (DIN 02016238)**, who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. To Appoint Sri. Nikil Reddy Pasya (DIN 08766589) 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 Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time read with Schedule IV to the Companies Act, 2013, **Sri. Nikil Reddy Pasya (DIN 08766589)** who was appointed as an Additional Independent Director of the Company w.e.f 25th July, 2020 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, and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of 5 Years.”

4. To Appoint Sri. Rajasekhar Reddy Puchakayala (DIN 08766520) as Executive Director of the Company:

To consider and, if thought fit, to pass with or without modification, the following Resolution as **Special 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 Rajasekhar Reddy Puchakayala (DIN 08766520)** who was appointed as an Additional Director and Executive Director of the Company w.e.f 25th July, 2020 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.”

5. To Appoint Sri. Sandeep Kumar Reddy Kommidi (DIN 05319020) 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 Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time read with Schedule IV to the Companies Act, 2013, **Sri. Sandeep Kumar Reddy Kommidi (DIN 05319020)** who was appointed as an Additional Independent Director of the Company w.e.f 10th September, 2020 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, and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a term of 5 Years.”

6. To Appoint Sri. Raghavender Rao Kanuganti (DIN 08766586) as Executive Director of the Company:



To consider and, if thought fit, to pass with or without modification, the following Resolution as **Special 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. Raghavender Rao Kanuganti (DIN 08766586)** who was appointed as an Additional Director and Executive Director of the Company w.e.f 10th September, 2020 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 remuneration as per the nomination and remuneration committee, 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.”

7. To approve the revision/change in the remuneration of Dr. Sai Sudhakar Vankineni, Managing Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) as amended by Companies Act 2017 read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law and subject to approval of shareholders, consent of the board be and is hereby accorded for the alteration in the remuneration of Dr. Sai Sudhakar Vankineni, Managing Director of the Company downward revision to Rs.1,00,000/- from

Rs.2,00,000/-, till the remaining tenure, due to inadequate profits of the company with effect from 05th December, 2020, as approved and recommended by the remuneration committee and noted.”

“RESOLVED FURTHER THAT all the existing terms and conditions of his appointment presently shall remain in force except the remuneration which is revised shall payable.”

“RESOLVED FURTHER THAT the Board of Directors of the Company may revise the remuneration payable to the Managing 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 Managing 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 any Director of the Company be and is hereby authorized to perform all acts, deeds and things, execute documents and make all filings under Companies Act 2013, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable”.

8. Issue of Equity Shares on Preferential basis to ARR Capital Private Limited on conversion of existing loan plus interest accrued thereon.

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

“RESOLVED THAT pursuant to Sections 42, 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchanges where the Company's shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the “SEBI (ICDR) Regulations, 2018”) and other applicable regulations of Securities and Exchange Board of India (“SEBI”), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“RBI”) and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other



appropriate authority, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution to offer, issue, and allot in one or more tranches up to 35,00,000 Equity Shares (Thirty Five Lakhs Only) of the face value of Rs. 10/- each (Rupees Ten Only) fully paid up at an issue price of Rs. 10/- each (Rupees Ten Only) per share aggregating to Rs. 3,50,00,000 (Rs. Three Crores Fifty Lakhs Only) to M/s. ARR Capital Investment Private Limited, a company on a preferential basis, provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as Board may deemed fit in its absolute discretion.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed by the SEBI (ICDR) Regulations, 2018;

- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The ‘Relevant Date’ for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned allottee is 27th November, 2020 i.e. being the date which is 30 days prior to the date of this meeting;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure

or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottee upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/ Key Managerial Personnel/ Officers of the Company.

9. Issue of Equity Shares on Preferential basis to Non – Promoter.

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

“RESOLVED THAT pursuant to Sections 42, 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchanges where the Company’s shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations, 2018”) and other applicable regulations of Securities and Exchange Board of India (“SEBI”), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“RBI”) and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include any committee which the Board has constituted or may



constitute to exercise its powers, including the powers conferred by this resolution to offer, issue, and allot in one or more tranches up to 5,00,000 Equity Shares (Five Lakhs Only) of the face value of Rs. 10/- each (Rupees Ten Only) fully paid up at an issue price of Rs. 10/- each (Rupees Ten Only) per share aggregating to Rs. 50,00,000 (Rs. Fifty Lakhs Only) to Mr. Kowdi Hemanth Kumar – Non Promoter, whether they are Shareholders of the Company or not, by way of a preferential allotment, provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as Board may deemed fit in its absolute discretion.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

The Equity Shares to be allotted to the Mr. Kowdi Hemanth Kumar – Non Promoter, shall be under lock-in for such period as may be prescribed by the SEBI (ICDR) Regulations, 2018;

- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The 'Relevant Date' for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned allottee is 27th November, 2020 i.e. being the date which is 30 days prior to the date of this meeting;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of

pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;

- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottee upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/ Key Managerial Personnel/ Officers of the Company.

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

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

**Date: 5th December, 2020
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 **23rd December, 2020 to 30th December, 2020 (both days inclusive)** The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched within 20 days from the date of AGM to those members whose names shall appear on Company's Register of Members on **22nd day of December, 2020**. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
8. Members may also note that the Notice of the 27th Annual General Meeting is available on the Company's website i.e www.ssorganics.co.in. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at cs@ssorganics.co.in.
9. In compliance with the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by Ministry of Corporate Affairs (MCA), Government of India and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2019-20 will also be available on the Company's website at www.ssorganics.co.in, on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL i.e. www.evotingindia.com.
10. To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode respectively.
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. 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.

consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Venture Capital and Corporate Investment Private Limited in this regard.

- 13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to

- 14. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs, in case the shares are held by them in electronic form and with S.S. Organics Limited in case the shares are held by them in physical form.

- 15. Instructions for e-voting and joining the AGM are as follows:

VOTING THROUGH ELECTRONIC MEANS

Dear member,

- 1. 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 27th Annual General Meeting (AGM) to be held on Wednesday, 30th day of December 2020 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'
- 2. The Board of Directors has appointed N Vanitha (Membership No. ACS 26859 and Certificate of Practice No.10573) of P S Rao & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- 3. 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
Sunday, 27 th day of December, 2020 at 09.00A.M.	Tuesday, 29 th day of December, 2020 at 05.00P.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 December, 2020.

- 1. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- 2. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at CDSL Mail id helpdesk.evoting@cdslindia.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

STEPS FOR REMOTE E-VOTING:

- i. The voting period begins on Sunday, 27th day of December, 2020, 09.00 A.M. and ends on Tuesday, 29th day of December, 2020, 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 25th day December, 2020 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.
- 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:

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.

- 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 a 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 on or after June 30, 2016. 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 Corporates. 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.

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

Sd/-

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

Date: 5th December, 2020

Place: Hyderabad

Explanatory Statement**Item No. 3:**

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that **Sri. Nikil Reddy Pasya (DIN 08766589)** be appointed as an Independent Director of the Company.

The appointment of **Sri. Nikil Reddy Pasya (DIN 08766589)** shall be effective upon approval by the members in the Meeting.

Sri. Nikil Reddy Pasya (DIN 08766589) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from **Sri. Nikil Reddy Pasya (DIN 08766589)** that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI(LODR) Regulations, 2015. In the opinion of the Board, **Sri. Nikil Reddy Pasya (DIN 08766589)** fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI(LODR) Regulations, 2015. **Sri. Nikil Reddy Pasya (DIN 08766589)** is independent of the management and possesses appropriate skills, experience and knowledge.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at **Item No. 3**.

Item No.4:

Sri. Rajasekhar Reddy Puchakayala (DIN 08766520) was appointed as Additional and Executive Director of the Company with effect from 25th July, 2020. Considering his very well experience in pharma industry and knowledge, business skills, managerial experience and expertise and for smooth and efficient running of the administrative affairs of the Company, the Nomination and Remuneration Committee and the Board of Directors are of the opinion that it is appropriate to fix remuneration of Executive Director of the Company for a period of 3 years w.e.f. 25th July, 2020.

Sri. Rajasekhar Reddy Puchakayala (DIN 08766520) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.



The Board of Directors have at their meeting held on 05th **December, 2020**, recommended the appointment on the following terms and conditions as mentioned below:

I. Remuneration:

- a) **Total Salary: 1,00,000/-**
- b) House rent allowance: House rent allowance at the rate of FIFTY percent of Basic salary.
- c) Perquisites: In addition to the basic salary, he shall be entitled to the following perquisites and facilities:
 - i. The company's contributions to provident fund, superannuation fund or annuity fund shall be payable in accordance with the rules and regulations of the company.
 - ii. Gratuity shall be payable in accordance with the rules and regulations of the company.
 - iii. He is eligible for Leave Encashment.
1. Such Contributions/Gratuity/ Encashment Shall Not Be Included In the Computation of the Ceiling on Perquisites to the Extent These either Singly Or Put Together Are Exempt under the Income Tax Act, 1961.
2. Reimbursement of expenses: Reimbursement of reasonable entertainment and other expenses actually and properly incurred in connection with the business of the company.
3. He will be provided chauffeur driven car, driver, mobile and telephone at residence to carry out his responsibilities. All personal long distance calls on the telephone shall be recovered by the company. The provisions of car, driver and telephone will not be considered as perquisites.

II. Other Conditions:

- a. As long as **Sri. Rajasekhar Reddy Puchakayala (DIN 08766520)**, functions as the Executive Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committees thereof.
- b. **Sri. Rajasekhar Reddy Puchakayala (DIN 08766520)**, will exercise the management control over the whole of the affairs of the Company to carry out day to day affairs of the Company to regulate all business activities.
- c. The Executive Director shall devote his time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board in connection with and in the best interest of the business of the Company.
- d. **Sri. Rajasekhar Reddy Puchakayala (DIN 08766520)**, is not related to any director or member.
- e. The Board considers it desirable that the Company should avail his services as Executive Director, in terms of Item No.7 of the accompanying Notice, and recommends the same for acceptance by the Members of the Company.

Approval of the members is being sought to the appointment of **Sri. Rajasekhar Reddy Puchakayala (DIN 08766520)**, as Executive Director of the Company for a period of three years w.e.f.25th July, 2020 on the terms and conditions set out in the draft agreement.

A brief resume and the profile of **Sri. Rajasekhar Reddy Puchakayala (DIN 08766520)**, provided at **Annexure-2** of this notice:

The statement containing information as required under Section II of Part II of Schedule V of the Companies Act, 2013, to the extent applicable, is given here under:

A. General Information:

- i. Nature of Industry – Manufacturing of Bulk Drugs and its Intermediates.
- ii. Date of Commencement of Commercial Production – NA.
- iii. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – N.A
- iv. Financial Performance based on given indicators-the net loss for the year is Rs. 5.94 Crores against Rs. 3.49 Crores in the previous year.
- v. Foreign Investments or Collaborators, if any- NIL.

**B. Information about the Appointee:**

- i. Background details: Graduation
- ii. Past remuneration: Nil
- iii. Recognition or Awards:- Nil

(5) Remuneration Proposed-

- (a) As specified in the resolution and subject to such conditions as stipulated by/in the Company Policy.
- (b) He will be provided other facilities such as car, driver, mobile and laptop as per the policy of the company will not be considered as part of the remuneration.
- (c) He is also eligible for Provident Fund, Leave Encashment, and Gratuity as per the policy of the Company which will not be considered as part of the remuneration.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin).

The proposed remuneration to the appointee is in line with the remuneration comparable to the size of the company and also that of the industry and of the position and person.

(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any – Nil.

None of the Directors, Manager, Key Managerial Personnel and their relatives is interested

Item No.5:

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that **Sri Sandeep Kumar Reddy Kommidi (DIN 05319020)** be appointed as an Independent Director of the Company.

The appointment of **Sri Sandeep Kumar Reddy Kommidi (DIN 05319020)** shall be effective upon approval by the members in the Meeting.

Sri Sandeep Kumar Reddy Kommidi (DIN 05319020) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from **Sri Sandeep Kumar Reddy Kommidi (DIN 05319020)** that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI(LODR) Regulations, 2015. In the opinion of the Board, **Sri Sandeep Kumar Reddy Kommidi (DIN 05319020)** fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI(LODR) Regulations, 2015. **Sri Sandeep Kumar Reddy Kommidi (DIN 05319020)** is independent of the management and possesses appropriate skills, experience and knowledge.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at **Item No. 5**.

Item No. 6

Sri. Raghavender Rao Kanuganti (DIN 08766586) was appointed as Additional and Executive Director of the Company with effect from 10th September, 2020. Considering his very well experience in pharma industry and knowledge, business skills, managerial experience and expertise and for smooth and efficient running of the administrative affairs of the Company, the Nomination and Remuneration Committee and the Board of Directors are of the opinion that it is appropriate to fix remuneration of Executive Director of the Company for a period of 3 years w.e.f. 10th September, 2020.

Sri. Raghavender Rao Kanuganti (DIN 08766586) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board of Directors have at their meeting held on 05th December, 2020, recommended the appointment on the following terms and conditions as mentioned below:

- I. Remuneration:
 - a) **Total Salary: 1,00,000/-**
 - b) House rent allowance: House rent allowance at the rate of FIFTY percent of Basic salary.



- c) Perquisites: In addition to the basic salary, he shall be entitled to the following perquisites and facilities:
- iv. The company's contributions to provident fund, superannuation fund or annuity fund shall be payable in accordance with the rules and regulations of the company.
 - v. Gratuity shall be payable in accordance with the rules and regulations of the company.
 - vi. He is eligible for Leave Encashment.
4. Such Contributions/Gratuity/ Encashment Shall Not Be Included In the Computation of the Ceiling on Perquisites to the Extent These either Singly Or Put Together Are Exempt under The Income Tax Act, 1961.
5. Reimbursement of expenses: Reimbursement of reasonable entertainment and other expenses actually and properly incurred in connection with the business of the company.
6. He will be provided chauffeur driven car, driver, mobile and telephone at residence to carry out his responsibilities. All personal long distance calls on the telephone shall be recovered by the company. The provisions of car, driver and telephone will not be considered as perquisites.

II. Other Conditions:

- f. As long as **Sri. Raghavender Rao Kanuganti (DIN 08766586)**, functions as the Executive Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committees thereof.
- g. **Sri. Raghavender Rao Kanuganti (DIN 08766586)**, will exercise the management control over the whole of the affairs of the Company to carry out day to day affairs of the Company to regulate all business activities.
- h. The Executive Director shall devote his time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board in connection with and in the best interest of the business of the Company.
- i. **Sri. Raghavender Rao Kanuganti (DIN 08766586)**, is not related to any director or member.
- j. The Board considers it desirable that the Company should avail his services as Executive Director, in terms of Item No.7 of the accompanying Notice, and recommends the same for acceptance by the Members of the Company.

Approval of the members is being sought to the appointment of **Sri. Raghavender Rao Kanuganti (DIN 08766586)**, as Executive Director of the Company for a period of three years w.e.f.10th September, 2020 on the terms and conditions set out in the draft agreement.

A brief resume and the profile of **Sri. Raghavender Rao Kanuganti (DIN 08766586)**, provided at **Annexure-2** of this notice:

The statement containing information as required under Section II of Part II of Schedule V of the Companies Act, 2013, to the extent applicable, is given here under:

C. General Information:

- vi. Nature of Industry – Manufacturing of Bulk Drugs and its Intermediates.
- vii. Date of Commencement of Commercial Production – NA.
- viii. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – N.A
- ix. Financial Performance based on given indicators-the net loss for the year is Rs. (5.94) Crores against Rs.(3.49) Crores in the previous year.
- x. Foreign Investments or Collaborators, if any- NIL.

D. Information about the Appointee:

- iv. Background details: Graduation
- v. Past remuneration: Nil
- vi. Recognition or Awards:- Nil

(5) Remuneration Proposed-

- (a) As specified in the resolution and subject to such conditions as stipulated by/in the Company Policy.
 - (b) He will be provided other facilities such as car, driver, mobile and laptop as per the policy of the company will not be considered as part of the remuneration.
 - (c) He is also eligible for Provident Fund, Leave Encashment, Gratuity as per the policy of the Company which will not be considered as part of the remuneration.
- (6)** Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin).
- The proposed remuneration to the appointee is in line with the remuneration comparable to the size of the company and also that of the industry and of the position and person.
- (7)** Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any – Nil.
- None of the Directors, Manager, Key Managerial Personnel and their relatives is interested.

Item No. 7

Dr. Sai Sudhakar Vankineni (DIN 00733001) was appointed as Managing Director of the Company with effect from 14th February, 2019 for a period of 3years and his appointment approved by the shareholders of the company in their Annual General Meeting held on 30th September, 2019.

Considering the overall review of the company in previous years, consent of the board accorded to alter in the remuneration of Dr. Sai Sudhakar Vankineni, Managing Director of the Company downward revision to Rs.1,00,000/- existing from Rs.2,00,000/-, due to inadequate profits of the company with effect from 05th December, 2020, as approved and recommended by the remuneration committee are of the opinion that it is appropriate to fix remuneration of Managing Director of the Company for the existing period.

Accordingly the board of directors have at their meeting held on 05th December, 2020 recommend the resolution set out in item number.07 for approval of the members of the company.

Dr. Sai Sudhakar Vankineni (DIN 00733001) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

None of the other directors or Key Managerial Personnel of the company including their relatives is concerned or interested in the resolution, financially or otherwise, except to the extent of their shareholding if any, in the company.

Item No. 8

The Company had borrowed funds of Rs. 14.82 Crore from M/s. ARR Capital Investment Private Limited (Herein after referred as Lender company), a Company belonging to the Non-promoter group.

The object of this issue is to convert the outstanding unsecured loan into Equity Shares, as the company has used the amounts for augmenting of its business and development of the company operations.

The Lender expressed his willingness to convert part of the loan amount i.e Rs 3,50,00,000 (Rupees Three Crores Fifty lakhs) into equity shares to be as strategic investor. The Board of Directors accepted the request and has resolved to issue, offer and allot upto 35,00,000 Equity Shares (Thirty Five Lakhs Only) of the face value of Rs. 10/- each (Rupees Ten Only) fully paid up at an issue price of Rs. 10/- each (Rupees Ten Only) per share aggregating to Rs. 3,50,00,000 (Rs. Three Crores Fifty Lakhs Only) to M/s. ARR Capital Investment Private Limited, a company belonging to the Non -Promoter Group on a preferential basis, by conversion of their unsecured loans into Equity Shares. The Special Resolution as mentioned under Item No. 8 proposes to authorize the Board to issue and allot these shares on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations, 2018 and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The following are the details of the unsecured loan sought to be converted into Equity Shares pursuant to this resolution:

S. No.	Name of the proposed Allottee	Amount Outstanding as on 5-12 2020 (in Rs.)	Number of Equity Shares to be allotted	Balance of loan outstanding after conversion (in Rs.)
1	ARR Capital Investment Private Limited	14,82,00,000	35,00,000	11,32,00,000



The information pertaining to the proposed preferential allotment in terms of the Chapter V of the SEBI (ICDR) Regulations, 2018 is as stated below:

i. The objects of the issue	The object of this issue is to convert the outstanding unsecured loan into Equity Shares, as the company has used the amounts for augmenting of its business and development of the company operations.					
ii. The total number of shares or other securities to be issued	Upto 35,00,000 Equity Shares of Face value of Rs.10/- each.					
iii. The price or price band at which the allotment is proposed	The issue price is Rs.10/- per share provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations.					
iv. Basis on which the price has been arrived at	<p>The issue price of Rs.10/- Per share of face value of Rs.10/- each and is in accordance with regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the Relevant Date is 27/11/2020. The Valuation is Rs. 10 as per regulation 164 of the ICDR Regulation, 2018. Presently the shares of the company fall into the infrequently traded category. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation.</p> <p>The Company is suspended from trading As per circular no. LIST/COMP/OPS/ 16 /2019-2020 dated June 11, 2019 and Notice no. 20190903-37.</p>					
v. The relevant date on the basis of which price has been arrived at	Friday, November 27, 2020 (November 30, 2020, November 29, 2020 and November 28, 2020 being holiday) being the weekday 30 days prior to the date of Annual General Meeting i.e. Wednesday, December 30, 2020					
vi. The class or classes of person to whom the allotment is proposed to be made	Name of Investor	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre Issue		Post Issue	
			No. of Shares	%	No. of Shares	%
ARR Capital Investment Private Limited PAN: AATCA7176P Address : 4-7-64/A1/1, Saraswathi Block, Triveni Complex, Hyderabad – 500013.	<p>Name: PUSHPALATHA USTALA Address: PLOT NO 53, STREET NO 8, ROAD NO 13, RAVINDRA NAGAR COLONY, HABSIGUDA, HYDERABAD - 500013, OCC: BUSINESS PAN: AKMPV3345F Share Holding 39.99% in AAR Capital Investment Private Limited</p> <p>Name: SRAVANI REDDY GANTLA Address: FLAT NO. 203, 3-4-876, DAMAYANTHI ENCLAVE, BUS DEPOT RD, BARKATPURA AMBERPET, ZINDATELISMATH AMBERPET, HYDERABAD - 500013- TELANGANA. OCC: BUSINESS PAN: AOJPK3869G Share Holding 30% in AAR Capital Investment Private Limited.</p>	Nil	Nil	35,00,000	24.65%	



<p>vii. Intention of Promoters, directors or key managerial personnel to subscribe to the offer</p>	<p>None of the promoters, directors or key managerial personnel of the Company are subscribing to the Preferential Allotment.</p>		
<p>viii. The proposed time within which the allotment shall be completed</p>	<p>Under Regulation 170 of the ICDR Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.</p>		
<p>ix. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them.</p>	<p>Sl. No.</p>	<p>Name of the proposed Allottees</p>	<p>%</p>
	<p>1.</p>	<p>ARR Capital Investment Private Limited</p>	<p>24.65%</p>
<p>x. Change in control, if any in the Company that would occur consequent to the preferential offer.</p>	<p>No, Consequent to the completion of the Underlying Transactions the investor will not be classified as Promoter and there will not be a change in control of the Company.</p>		
<p>xi. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.</p>	<p>Nil</p>		
<p>xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.</p>	<p>Not Applicable</p>		



xiii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential offer	Shareholding Before the offer: (as on December 5, 2020)			
	Sl. No.	Category	No. of Shares	%
	A	Promoters and Promoter Group Holding:		
	1	Indian:		
		Individual/HUF	1601700	15.70
		Bodies Corporate	-	-
		Sub Total	1601700	15.70
	2	Foreign		
		Individual/NRI	150000	1.47
		Bodies Corporate		-
		Sub Total (A)	17,51,700	17.17
	B	Non-Promoters holding:		0.00
	1	Mutual Funds/UTI	9,700	0.10
		a) Foreign Bodies Corporate	0	0.00
	2	Non-Institution:	0	0.00
		a) Individuals	66,58,599	65.27
		b) Indian Bodies Corporate	1,69,700	1.66
		c) NRI (Repatriable)	15,90,200	15.59
		e) Clearing Member	21,401	0.21
		f) Trust	0	0.00
	g) NBFC	0	0.00	
	h) Others	0	0.00	
	Sub Total (B)	84,49,600	82.83	
	TOTAL	1,02,01,300	100.00	
Shareholding after the offer:				
Sl. No.	Category	No. of Shares	%	
A	Promoters and Promoter Group Holding:			
1	Indian:			
	Individual/HUF	1601700	11.28	
	Bodies Corporate	-	-	
	Sub Total	1601700	11.28	
2	Foreign			
	Individual/NRI	150000	1.06	
	Bodies Corporate		-	
	Sub Total (A)	17,51,700	12.33	
B	Non-Promoters holding:		0.00	
1	Mutual Funds/UTI	9,700	0.07	
	a) Foreign Bodies Corporate	0	0.00	
2	Non-Institution:	0	0.00	
	a) Individuals	71,58,599	50.41	
	b) Indian Bodies Corporate	36,69,700	25.84	
	c) NRI (Repatriable)	15,90,200	11.20	
	e) Clearing Member	21,401	0.15	
	f) Trust	0	0.00	
	g) NBFC	0	0.00	
	h) Others	0	0.00	
	Sub Total (B)	1,24,49,600	87.67	
	TOTAL	1,42,01,300	100.00	



Note	The post shareholding pattern includes the issue of 35,00,000 issued pursuant to conversion of loan and also the fresh allotment of 5,00,000 shares.				
xiv. Lock-In Period	The Equity Shares issued pursuant to this Preferential Allotment to the Proposed Allottees shall be locked-in as per Regulation 167 and other applicable provisions of ICDR Regulations.				
xv. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, consequent to the Preferential Issue	Sl. No.	Name & Address of SH	PAN	No. of Shares Holding	%
	1	Name: PUSHPALATHA USTALA Address: PLOT NO 53, STREET NO 8, ROAD NO 13, RAVINDRA NAGAR COLONY, HABSIGUDA, HYDERABAD - 500013, TELANGANA. OCC: BUSINESS	AKMPV3345F	11,99,700	39.99%
	2	Name: SRAVANI REDDY GANTLA Address: FLAT NO. 203, 3-4-876, DAMAYANTHI ENCLAVE, BUS DEPOT RD, BARKATPURA AMBERPET, ZINDATELISMATH AMBERPET, HYDERABAD -500013, TELANGANA. OCC: BUSINESS	AOJPK3869G	9,00,000	30%
xvi. Requirements as to re-computation of price:	The company undertakes to re-compute the price of the Equity share in terms of the provisions of SEBI (ICDR) Regulations 2018 where it is required to do so. The company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.				
xvii. Auditor's Certificate xviii. Willful Defaulter	Statutory Auditors of the Company, M/s. Gowri Shanker & Associates., Chartered Accountants, (Firm Registration No.015625S) have/will issued/ issue a certificate confirming that the issue of the Equity Shares is being made in accordance with the requirements of the ICDR Regulations. A copy of the certificate will also be open for inspection at the Registered Office of the Company from 11.00 A.M. to 1.00 P.M. on any working day upto the date of the meeting.				
xviii. Willful Defaulter	Neither the issuer nor or any of its promoters or directors is a willful defaulter				

Item No. 9

The Company shall use the proceeds from the proposed issue towards the business development of the Company, working capital requirement, investment in Technologies and for general corporate purpose which shall enhance the business of the Company.

The Board of Directors of the Company in their meeting held on 5th December, 2020 has approved to issue, offer and allot upto 5,00,000 Equity Shares to certain persons / entities as mentioned below (hereinafter referred to as the "Investors" or the "Proposed Allottees") whether they are Shareholders of the Company or not, by way of a preferential allotment, provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or enactments thereof for the time being in force).



The information pertaining to the proposed preferential allotment in terms of the Chapter V of the SEBI (ICDR) Regulations, 2018 is as stated below:

i. The objects of the issue	The Company shall utilise the proceeds from the preferential issue towards its business development, working capital requirement, investment in Technologies and for general corporate purpose which shall enhance the business of the Company.					
ii. The total number of shares or other securities to be issued	5,00,000 Equity Shares of Face value of Rs.10/- each.					
iii. The price or price band at which the allotment is proposed	The issue price is Rs.10/- per share provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations.					
iv. Basis on which the price has been arrived at	<p>The issue price of Rs.10/- Per share of face value of Rs.10/- each and is in accordance with regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the Relevant Date is 27/11/2020. The Valuation is Rs. 10 as per regulation 164 of the ICDR Regulation, 2018. Presently the shares of the company fall into the infrequently traded category. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation.</p> <p>The Company is suspended from trading As per circular no. LIST/COMP/OPS/ 16 /2019-2020 dated June 11, 2019 and Notice no. 20190903-37.</p>					
v. The relevant date on the basis of which price has been arrived at	Friday, November 27, 2020 (November 30, 2020, November 29, 2020 and November 28, 2020 being holiday) being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Wednesday, December 30, 2020					
vi. The class or classes of person to whom the allotment is proposed to be made	Name of Investor	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre Issue		Post Issue	
			No. of Shares	%	No. of Shares	%
Name : Kowdi Hemanth Kumar PAN: DDRPK5504A Address :1-5-1005/3, Bhupathi Rao Nagar, Old Alwal, Opp Manjeera Colony, Alwal -500010	NA	Nil	Nil	5,00,000	3.52%	
vii. Intention of Promoters, directors or key managerial personnel to subscribe to the offer	None of the promoters, directors or key managerial personnel of the Company are subscribing to the Preferential Allotment.					



<p>viii. The proposed time within which the allotment shall be completed</p>	<p>Under Regulation 170 of the ICDR Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.</p>		
<p>ix. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them</p>	Sl. No.	Name of the proposed Allottees	%
	1.	<p>Name : Kowdi Hemanth Kumar PAN: DDRPK5504A Address :1-5-1005/3, Bhupathi Rao Nagar, Old Alwal, Opp Manjeera Colony, Alwal -500010. Occupation : Business</p>	3.52%
<p>x. Change in control, if any in the Company that would occur consequent to the preferential offer</p>	<p>No, Consequent to the completion of the Underlying Transactions the investor will not be classified as Promoter and there will not be a change in control of the Company.</p>		
<p>xi. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.</p>	<p>Nil</p>		
<p>xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.</p>	<p>Not Applicable</p>		



Note	The post shareholding pattern includes the issue of 35,00,000 issued pursuant to conversion of loan and also the fresh allotment of 5,00,000 shares.				
xiv. Lock-In Period	The Equity Shares issued pursuant to this Preferential Allotment to the Proposed Allottees shall be locked-in as per Regulation 167 and other applicable provisions of ICDR Regulations.				
xv. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, consequent to the Preferential Issue	Sl. No.	Name & Address of SH	PAN	No. of Shares Holding	%
	1	Name: PUSHPALATHA USTALA Address: PLOT NO 53, STREET NO 8, ROAD NO 13, RAVINDRA NAGAR COLONY, HABSIGUDA, HYDERABAD - 500013, TELANGANA. OCC: BUSINESS	AKMPV3345F	11,99,700	39.99%
	2	Name: SRAVANI REDDY GANTLA Address: FLAT NO. 203, 3-4-876, DAMAYANTHI ENCLAVE, BUS DEPOT RD, BARKATPURA AMBERPET, ZINDATELISMATH AMBERPET, HYDERABAD -500013, TELANGANA. OCC: BUSINESS	AOJPK3869G	9,00,000	30%
xvi. Requirements as to re-computation of price:	The company undertakes to re-compute the price of the Equity share in terms of the provisions of SEBI (ICDR) Regulations 2018 where it is required to do so. The company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.				
xvii. Auditor's Certificate xviii. Willful Defaulter	Statutory Auditors of the Company, M/s. Gowri Shanker & Associates., Chartered Accountants, (Firm Registration No.015625S) have/will issued/ issue a certificate confirming that the issue of the Equity Shares is being made in accordance with the requirements of the ICDR Regulations. A copy of the certificate will also be open for inspection at the Registered Office of the Company from 11.00 A.M. to 1.00 P.M. on any working day upto the date of the meeting.				
xviii. Willful Defaulter	Neither the issuer nor or any of its promoters or directors is a willful defaulter				

Item No. 9

The Company shall use the proceeds from the proposed issue towards the business development of the Company, working capital requirement, investment in Technologies and for general corporate purpose which shall enhance the business of the Company.

The Board of Directors of the Company in their meeting held on 5th December, 2020 has approved to issue, offer and allot upto 5,00,000 Equity Shares to certain persons / entities as mentioned below (hereinafter referred to as the "Investors" or the "Proposed Allottees") whether they are Shareholders of the Company or not, by way of a preferential allotment, provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or enactments thereof for the time being in force).



The information pertaining to the proposed preferential allotment in terms of the Chapter V of the SEBI (ICDR) Regulations, 2018 is as stated below:

i. The objects of the issue	The Company shall utilise the proceeds from the preferential issue towards its business development, working capital requirement, investment in Technologies and for general corporate purpose which shall enhance the business of the Company.					
ii. The total number of shares or other securities to be issued	5,00,000 Equity Shares of Face value of Rs.10/- each.					
iii. The price or price band at which the allotment is proposed	The issue price is Rs.10/- per share provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations.					
iv. Basis on which the price has been arrived at	<p>The issue price of Rs.10/- Per share of face value of Rs.10/- each and is in accordance with regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the Relevant Date is 27/11/2020. The Valuation is Rs. 10 as per regulation 164 of the ICDR Regulation, 2018. Presently the shares of the company fall into the infrequently traded category. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation.</p> <p>The Company is suspended from trading As per circular no. LIST/COMP/OPS/ 16 /2019-2020 dated June 11, 2019 and Notice no. 20190903-37.</p>					
v. The relevant date on the basis of which price has been arrived at	Friday, November 27, 2020 (November 30, 2020, November 29, 2020 and November 28, 2020 being holiday) being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Wednesday, December 30, 2020					
vi. The class or classes of person to whom the allotment is proposed to be made	Name of Investor	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre Issue		Post Issue	
			No. of Shares	%	No. of Shares	%
Name : Kowdi Hemanth Kumar PAN: DDRPK5504A Address :1-5-1005/3, Bhupathi Rao Nagar, Old Alwal, Opp Manjeera Colony, Alwal -500010	NA	Nil	Nil	5,00,000	3.52%	
vii. Intention of Promoters, directors or key managerial personnel to subscribe to the offer	None of the promoters, directors or key managerial personnel of the Company are subscribing to the Preferential Allotment.					



<p>viii. The proposed time within which the allotment shall be completed</p>	<p>Under Regulation 170 of the ICDR Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.</p>		
<p>ix. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them</p>	<p>Sl. No.</p>	<p>Name of the proposed Allottees</p>	<p>%</p>
	<p>1.</p>	<p>Name : Kowdi Hemanth Kumar PAN: DDRPK5504A Address :1-5-1005/3, Bhupathi Rao Nagar, Old Alwal, Opp Manjeera Colony, Alwal -500010. Occupation : Business</p>	<p>3.52%</p>
<p>x. Change in control, if any in the Company that would occur consequent to the preferential offer</p>	<p>No, Consequent to the completion of the Underlying Transactions the investor will not be classified as Promoter and there will not be a change in control of the Company.</p>		
<p>xi. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.</p>	<p>Nil</p>		
<p>xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.</p>	<p>Not Applicable</p>		



xiii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential offer	Shareholding Before the offer: (as on December 5, 2020)			
	Sl. No.	Category	No. of Shares	%
	A	Promoters and Promoter Group Holding:		
	1	Indian:		
		Individual/HUF	1601700	15.70
		Bodies Corporate	-	-
		Sub Total	1601700	15.70
	2	Foreign		
		Individual/NRI	150000	1.47
		Bodies Corporate		-
		Sub Total (A)	17,51,700	17.17
	B	Non-Promoters holding:		0.00
	1	Mutual Funds/UTI	9,700	0.10
		a) Foreign Bodies Corporate	0	0.00
	2	Non-Institution:	0	0.00
		a) Individuals	66,58,599	65.27
		b) Indian Bodies Corporate	1,69,700	1.66
		c) NRI (Repatriable)	15,90,200	15.59
		e) Clearing Member	21,401	0.21
		f) Trust	0	0.00
		g) NBFC	0	0.00
	h) Others	0	0.00	
	Sub Total (B)	84,49,600	82.83	
	TOTAL	1,02,01,300	100.00	
Shareholding after the offer:				
Sl. No.	Category	No. of Shares	%	
A	Promoters and Promoter Group Holding:			
1	Indian:			
	Individual/HUF	1601700	11.28	
	Bodies Corporate	-	-	
	Sub Total	1601700	11.28	
2	Foreign			
	Individual/NRI	150000	1.06	
	Bodies Corporate		-	
	Sub Total (A)	17,51,700	12.33	
B	Non-Promoters holding:		0.00	
1	Mutual Funds/UTI	9,700	0.07	
	a) Foreign Bodies Corporate	0	0.00	
2	Non-Institution:	0	0.00	
	a) Individuals	71,58,599	50.41	
	b) Indian Bodies Corporate	36,69,700	25.84	
	c) NRI (Repatriable)	15,90,200	11.20	
	e) Clearing Member	21,401	0.15	
	f) Trust	0	0.00	
	g) NBFC	0	0.00	
	h) Others	0	0.00	
	Sub Total (B)	1,24,49,600	87.67	
	TOTAL	1,42,01,300	100.00	



Note	The post shareholding pattern includes the issue of 35,00,000 issued pursuant to conversion of loan and also the fresh allotment of 5,00,000 shares.
xiv. Lock-In Period	The Equity Shares issued pursuant to this Preferential Allotment to the Proposed Allottees shall be locked-in as per Regulation 167 and other applicable provisions of ICDR Regulations.
xv. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of postpreferential issue capital that may be held by them and change in control, if any consequent to the Preferential Issue	Not Applicable
xvi. Requirements as to re-computation of price:	The company undertakes to re-compute the price of the Equity share in terms of the provisions of SEBI (ICDR) Regulations 2018 where it is required to do so. The company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.
xvii. Auditor's Certificate	Statutory Auditors of the Company, M/s. Gowri Shanker & Associates., Chartered Accountants (Firm Registration No.015625S) have/will issued/ issue a certificate confirming that the issue of the Equity Shares is being made in accordance with the requirements of the ICDR Regulations. A copy of the certificate will also be open for inspection at the Registered Office of the Company from 11.00 A.M. to 1.00 P.M. on any working day upto the date of the meeting.
xviii. Willful Defaulter	Neither the issuer nor or any of its promoters or directors is a willful defaulter

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

Sd/-
Vankineni Sai Sudhakar
Chairman and Managing Director
(DIN :00733001)

Date: 5th December, 2020
Place: Hyderabad