

S.S.ORGANICS LIMITED

We are in Quality Business

To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street Fort,
Mumbai-400 001.

Date: 09.12.2021

Dear Sir(s),

Sub: Notice of 28th Annual General Meeting (AGM) and Annual Report for Financial Year 2020- 21 of S.S. Organics Ltd.

Ref: Stock Code: BSE – 524636:

The 28th (Twenty-Eighth) Annual General Meeting ("AGM") of the Company will be held on Friday, 31st December, 2021 at 03:00 P.M. through physical at the registered office of the Company.

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are herewith submitting the Annual Report of the Company for the FY 2020-21 along with Notice of AGM, which is being sent to the members through electronic mode.

The Annual Report along with the Notice is also uploaded on the Company's website at http://www.ssorganics.co.in/annual_reports.html

This is for your information and records.

Thanking you,

Yours faithfully,

S.S. ORGANICS LIMITED

R. Veerendra Babu

**Veerendra Babu R
Company Secretary**



(An ISO 9001 : 2008, ISO 14001:2004 & OHSAS 18001:2007 Certified Company)

CORP.OFFICE : Plot No.43, Sy No.55 to 58, The Park View, 1st Floor, Behind Preston Prime Mall, Lumbini Avenue, Gachibowli, Hyderabad - 500 032.

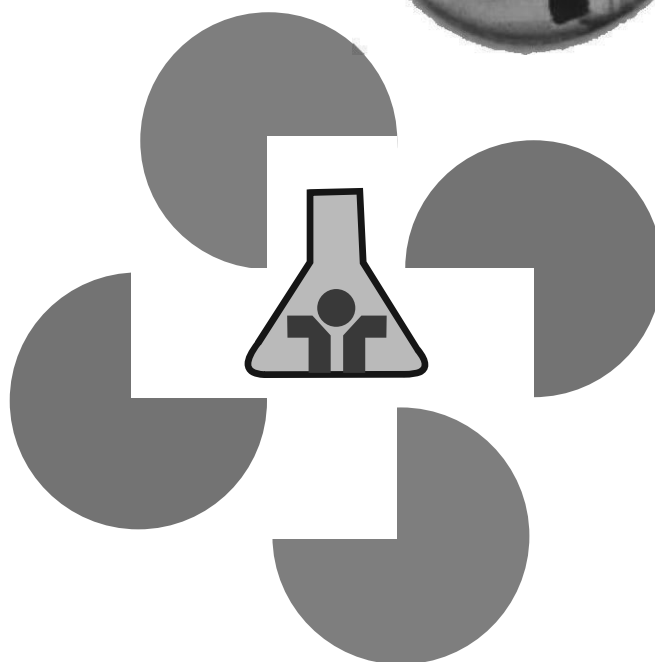
Ph No: 040-23353690, Email id : cs@ssorganics.co.in

GD.OFF & FACTORY : Sy.No. 252/1, Aroor (V), Sadasivapet (M), Sangareddy (Dist) - 502 291.T.S. India. Tel : (08455) 250080 / 25080, Fax : 08455-2500

CIN : L24110TG1990PLC012038. E-mail: info@ssorganics.co.in Website : www.ssorganics.co.in

**28TH ANNUAL REPORT
2020-21**

**"WE ARE IN
QUALITY BUSINESS"**



S.S. ORGANICS LIMITED

CIN : L24110TG1990PLC012038





S.S. ORGANICS LIMITED

CIN : L24110TG1990PLC012038
28TH ANNUAL GENERAL MEETING

Aroor Village, Sadasivapet Mandal,
Sangareddy District, Telangana.

BOARD OF DIRECTORS

Dr. Sai Sudhakar Vankineni	Managing Director.
Dr.D.Sadasiva Reddy	Executive Director
Sri. N.Gangi Reddy	Non Executive and Independent Director
Sri.Vidya Sagar Devabhaktuni	Non Executive and Independent Director
Sri Sanagari Kondal Reddy	Non Executive and Independent Director
Sri Muralidhar Rambathri	Executive Director
Sri Gunreddy Krishna Reddy	Executive Director
Sri Padmaja Surapureddy	Non Executive and Independent Director
Sri Nikhil Reddy Pasya	Non Executive and Independent Director
Sri Rajasekhar Reddy Puchakayala	Executive Director
Sri Sandeep Kumar Reddy Kommididi	Non Executive and Independent Director
Sri Raghavender Rao Kanuganti	Executive Director

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:

Ram & Associates, Chartered Accountants, 23-5-93, Beside Bank of India,
Naidupet, 1st Lane, Koritepadu, Guntur, Andhra Pradesh – 522007.

REGD. OFFICE & FACTORY:

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

ADMINISTRATION 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: +91-040-23818475 / 23818476 / 23868023,
Fax: +91-040-23868024, email: info@vccilindia.com

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of **S.S.ORGANICS LIMITED** will be held on Friday the 31st day of December, 2021, at 03.00 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, 2021, together with the reports of the Board of Directors ('the Board's Report') and Auditors thereon.
2. To appoint a director in place of **Sri. Gunreddy Krishna Reddy (DIN: 06484768)**, who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. Revision in terms of appointment of Mr. Sai Sudhakar Vankineni, Managing Director (DIN:00733001) of the Company
*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 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Part I and Section II of Part II of Schedule V (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals as may be necessary in this regard, approval of the members of the Company be and is hereby accorded for variation in terms of appointment and remuneration of Mr. Sai Sudhakar Vankineni (DIN: 00733001) Managing Director of the Company, designated as chairman and Managing Director, who has attained age the age of 70 years on 21st April, 2021, with effect from 1st April, 2021 till his remaining tenure ending on 13th February, 2022."

"RESOLVED FURTHER THAT the remuneration paid/ payable to Mr. Sai Sudhakar Vankineni, Managing Director with effect from 1st April, 2021 shall be the same and unmodified."

4. Increase in aggregate limit of investment and holding by Non- Resident Indians (NRI's)/ Overseas Citizens of India (OCI) in the Equity share capital 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 applicable provisions of the Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Non-debt Instruments) Rules, 2019 as amended from time to time, the Companies Act, 2013 as amended, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any amendment, variation, statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Foreign investment promotion Board, The Reserve Bank of India, Ministry of Finance, Ministry of Corporate Affairs, Government of India, Securities and Exchange Board of India and concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, the consent of the Company be and is hereby accorder to increase the maximum permitted NRI Limit from the existing 10% to 24%, i.e., to permit Non-Resident Individuals (the NRI's), to acquire and hold on their own account, equity shares upto an aggregate limit of 24% of the paid up capital of the Company on repatriation basis for the time being provided, however, that the equity shareholding of the each NRI shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, rules and regulations."

"RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to do such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any committee of Directors or any Director(s) or officer(s) of the Company."

5. Consider and approve the power to borrow funds pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 not exceeding Rs. 50 Crores.:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its powers) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the Company be and is hereby accorded for borrowing from time to time any sums of money, on such terms and conditions as the board may deem fit notwithstanding the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained



from 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. 50 Crores (Rupees fifty crores only)."

"RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to do such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any committee of Directors or any Director(s) or officer(s) of the Company."

6. Consider and approve the power to create charge upon the borrowings pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 not exceeding Rs. 50 Crores.

*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 Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the Company be and is hereby accorded 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 favor of any Financial institutions, Banks, NBFC's 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."

"RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to do such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any committee of Directors or any Director(s) or officer(s) of the Company."

7. Ratification of Item no. 8 & 9 in the Explanatory statement of Notice of AGM dated 05-12-2020:

*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 applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to Regulation 164 and 165 of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, the consent of the members be and is hereby accorded to ratify the item wherever the Regulation 164/ 165 under Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 is referred in Item No. 8 & 9 in the explanatory statement of Notice of 27th AGM dated 05-12-2020, only Regulation 165 shall be construed."

"RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized to do such acts, deeds and things including filing of any forms, documents or representations with Jurisdictional Registrar of Companies, Regulatory authorities, Stock Exchanges or any other Authorities wherever required to give effect to the aforesaid resolution."

8. Consider and approve to reclassify the Promoters of the Company as Public Shareholders:

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

"RESOLVED THAT pursuant to provisions of Regulation 31A (2) read with Regulation 31A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as "Listing Regulations") or any other applicable provisions of Listing Regulations and other applicable laws, consent of the members of the company be and is hereby given to reclassify the following person from "Promoter Category" to "Public Category" since the person is neither involved in the management nor holding any controlling stake in the Company:

S. No	Name of the Entity/ Company	No of Equity shares held	Percentage of the Equity capital (%)
1	V N Sunanda Reddy	1,52,600	1.07
2	Santha Vangumalli	22,000	0.15
3	Sindhuri Vongumalli	1,50,000	1.06
4	Gowtham Reddy V	1,50,000	1.06

“RESOLVED FURTHER THAT it is hereby confirmed that:

- i. the aforesaid person(s) do not hold more than 10% of the paid-up Capital of the Company.
- ii. the shareholding of the aforesaid Promoter / Promoter Group is only up to 3.34% of the equity share capital of the Company.
- iii. the aforesaid person(s) has not and will continue to not exercise direct or indirect control over the Company.
- iv. No director of the above said person has been or would be appointed as key managerial personnel of the Company.
- v. No special rights were even held and would not be ever held by the above reclassified above said person(s)/ entity/ Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

9. Consider and approve the change in name 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 4, 5, 13, 14 & 15 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 29 of the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactments thereof, subject to the provisions of Memorandum and Articles of Association of the Company and the Listing agreement entered into by the Company with BSE Limited (“the Stock exchange”) and approval of Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, the Central Government, if necessary, and any other regulatory authorities, as may be applicable, the consent of the members of the Company be and is hereby given for change in name of the Company from “S.S. ORGANICS LTD.” To “OXYGENTA PHARMACEUTICAL LIMITED”

“RESOLVED FURTHER THAT consequent to the necessary approvals, the name “S.S. Organics Ltd.” wherever occurs in Memorandum and Articles of Association and any other documents of the Company be substituted by the new name as approved by the Central Registration Centre, MCA.”

“RESOLVED FURTHER THAT any director and/or Company Secretary of the Company be and hereby authorized to make necessary application(s) and sign and execute and fill such forms, documents and papers as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the Registrar of Companies and other regulatory authorities, as may be applicable, for making application to give effect to the foregoing resolution and to file required documents and information to the Stock Exchanges and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection.”

**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: 6th December, 2021**

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 September, 2021 to 30th September, 2021 (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 September, 2021**. 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 28th 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.

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 2020-21 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 2020-21 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.

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.
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 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.
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 28th Annual General Meeting (AGM) to be held on Friday, 31st day of December, 2021 at 03.00 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> 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
Tuesday, 28 th day of December, 2021 at 09.00A.M.	Thursday, 30 th day of December, 2021 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 31st December, 2021.

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 Tuesday, 28th day of December, 2021 at 09.00A.M. and ends on Thursday, 30th day of December, 2021 at 05.00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd day December, 2021 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**

**Place: Hyderabad
Date: 6th December, 2021**

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

Explanatory Statement

Item No. 3:

Dr. Sai Sudhakar Vankineni, who was re-appointed as Chairman and Managing Director by the members through ordinary resolution at the 27th Annual General Meeting of the Company held on 30th September, 2019, to hold office for a period of 3 years commencing 14th February, 2019 to 14th February, 2022. He has attained the age of 70 years in 21st April, 2021 and hence continuation of his employment as chairman and Managing Director required approval of members by way of special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no Company shall continue the employment of a person who attained the age of 70 years, as Managing Director, Whole time Director or Manager unless it is approved by the members by passing special resolution. Part 1 of Schedule V to the act contains a similar relaxation.

Keeping in view that Dr. Sai Sudhakar Vankineni has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Dr. Sai Sudhakar Vankineni as Chairman and Managing Director.

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:

In terms of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt instruments) Rules, 2019 (the “FEMA Rules”), the master direction – Foreign investment in India issued by RBI through master direction No. 11/2017-18 and the consolidated policy circular of 2017, as amended (together with FEMA Rules, the FEMA Laws), the Non-resident Indians (“NRI”) and the overseas citizens of India (OCI), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of a listed Company. The FEMA laws further provide that the limit of 10% can further be increased to 24% by passing a special resolution to that effect by the shareholders of the Indian Company and followed by necessary filings with Reserve Bank of India. In light of this, the Board of Directors at its meeting held on 30th June, 2021, proposed subject to the approval of shareholders of the Company by way of special resolution, to increase the foreign investment limits of NRI’s and OCI’s to 24% of the paid up equity share capital of the Company .

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. 4**.

Item No. 5 & 6

Keeping in view the Company’s existing and future financial requirements to support its business operations, the Company need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or financial institutions and/or any other lending institutions and/ or bodies corporate and/or such other persons/individuals as may be considered fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) may exceed the aggregate of the paid-up share capital



and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits from Rs. 30 Crores to Rs. 50 Crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

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 & 6.**

Item No. 7

It is informed to the members that in the notice of Annual General Meeting dated 05th December, 2020 the pricing regulation under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Regulation is mentioned as 164/165 of the SEBI (ICDR) Regulations, 2018, whereas the correct pricing regulation is Regulation 165 of the SEBI (ICDR) Regulations, 2018.

Hence the regulation mentioned in the Notice of Annual General Meeting dated 05th December, 2020 accompanying the explanatory statement be read as mentioned in Item No 7 of this notice and the same is to be ratified by the members.

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. 7.**

Item No. 8

It is informed to the members that letters from Mr. V N Sunanda Reddy along with his family i.e. persons acting in concert has been received by the Board of Directors of the Company dated 06th December, 2021 to re-classify themselves as public shareholders of the Company also mentioning that they have not been associated with the Company with the role of Directorship and they were also holding shares of less than 10% of the total paid up shares of the of Company i.e. 3.4% only. The re-classification of promoter category to public shareholders requires approval of shareholders in special resolution.

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. 8.**

Item No. 9

The Board of Directors of the Company at its meeting held on 15-11-2021 decided to change the name of the Company from "S.S. ORGANICS LTD." To "OXYGENTA PHARMACEUTICAL LIMITED" Pursuant to provisions of Section 4 and 13(2) of the Companies Act, 2013, any change in name of the Company and alteration in the name clause of the Memorandum of Association of the Company shall be made only after obtaining the consent of the shareholders by passing a Special Resolution and the approval of the Central Government, Registrar of Companies and all other statutory approvals.

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. 9.**

**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: 6th December, 2021**