

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD AT QUTUB SHAHI HALL, COUNTRY CLUB, 6-3-1219, BEGUMPET, HYDERABAD – 500 016, TELANGANA, AT 12.00 P.M. ON THURSDAY, THE 28<sup>TH</sup> DAY OF SEPTEMBER, 2017, TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:****Item No.1 - Adoption of Financial Statements**

To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.

**Item No.2 - Appointment of Director**

To appoint a Director in place of Smt. Sridevi Challa (DIN: 01802477), who retires by rotation and, being eligible, offers herself for reappointment.

**Item No.3 - Appointment of Auditors**

The appointment of Auditors and fix their remuneration - consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), M/s. A.Madhusudana & Co., Chartered Accountants, (ICAI Firm Registration Number 007405S), Hyderabad, be and is hereby appointed as the Statutory Auditors of the Company, in place of the retiring Auditors of the Company, M/s Karvy & Co., Chartered Accountants (ICAI Firm Registration No. 001757S), Hyderabad, to hold office for a term of 5 (five) years, from the conclusion of this Annual General Meeting until the conclusion of the Twenty Eighth Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting, as may be applicable), at such remuneration plus applicable taxes, out of pocket expenses as may be incurred by them during the course of the Audit, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**“FURTHER RESOLVED THAT** the Board of Directors of the company be and are hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”

**SPECIAL BUSINESS:****Item No.4 - To ratify the remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2018**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013

(“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. D R S & Co., Cost Accountants (Membership No. 19892), Hyderabad, appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2017-18, be paid a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the cost audit.”

**“FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.”

**Item No.5 - To approve the payment of remuneration to Sri Prakash Challa, Chairman and Managing Director of the Company**

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

**“RESOLVED THAT** in compliance of the provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder, and other applicable enactments, (including any statutory modifications or re-enactment thereof, for the time being in force) and Articles of Association of the Company, and subject to such sanctions and approvals as may be necessary, consent and approval of the members of the Company be and is hereby accorded for the payment of remuneration, to Sri Prakash Challa (DIN 02257638), Chairman and Managing Director of the Company, for a period of two years i.e., from 01.10.2017 to 30.09.2019 on the following terms and conditions as recommended by the nomination and remuneration committee and approved by the Board of Directors

- a) **Salary:** Fixed Salary of ₹ 9,00,000/- (Rupees Nine Lakhs Only) per month including dearness and all other allowances.
- b) **Perquisites:**
  - i) Contribution to the Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
  - ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and,
  - iii) Encashment of leave at the end of the tenure.
- c) Company cars with driver for official use, provision of telephone(s) at residence,

Apart from the remuneration aforesaid, he shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.”

**“FURTHER RESOLVED THAT** the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee is hereby authorised to revise upwards suitably if the Company makes adequate profits during the above mentioned period and during the balance tenure of his appointment as per the applicable provisions of the Companies Act, 2013 and any other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force).”

“FURTHER RESOLVED THAT for the purpose of giving effect to above resolutions, the Board of Directors and/or any Committee of the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable and settle any question or difficulty that may arise, in such manner as it may deem fit.”

By **Order of the Board**  
For **SSPDL Limited**

**A. Shailendra Babu**  
Company Secretary

Date: 17.08.2017

#### SSPDL Limited

##### Registered Office:

8-2-595/3/6, Eden Gardens,

Road No.10, Banjara Hills,

Hyderabad - 500 034, Telangana, India.

Corporate Identity Number (CIN): L70100TG1994PLC018540

Phone: 040-6663 7560, Fax: 040-6663 7969.

Website: www.sspdl.com

e-mail: investors@sspdl.com

#### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY, SO APPOINTED, NEED NOT BE A MEMBER OF THE COMPANY.**

**PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXY FORM IS ANNEXED.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.

In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

**Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, under its seal, etc. as applicable.**

2. The Register of Members and the transfer books of the Company will be closed from 22.09.2017 to 28.09.2017 (both days inclusive).
3. Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted under Item No. 4 to 5 at the ensuing Annual General Meeting is annexed hereto and forms part of the Notice.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations (in Form No.SH.13), power of attorney, change of address, change

of name, e-mail address, contact numbers, etc., to their Depository Participant (DP).

Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, M/s. Karvy Computershare Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Karvy Computershare Private Limited.

The Securities and Exchange Board of India (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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holdings shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.

Further, the members who hold shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares.

Members can contact the Company or M/s. Karvy Computershare Private Limited for assistance in this regard.

Non-Resident Indian Members are requested to inform M/s. Karvy Computershare Private Limited of the change in residential status immediately on return to India for permanent settlement.

The Registrar and Transfer Agent, Karvy Computershare Private Limited (Karvy), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500 032, is handling registry work in respect of shares held both in physical form and in electronic/demat form.

5. **Members desirous of seeking any information/clarifications on the annual accounts are requested to write to the Company at least 7 (seven) working days before the date of Annual General Meeting so that the required information can be made available at the meeting.**
6. Members/Proxies are requested to bring their copies of Annual Report and the attendance slip duly filled in for attending the meeting.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting.
8. Corporate Members intending to send their Authorized Representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution or other governing body, authorizing their representatives to attend and vote at the Annual General Meeting.
9. In case of Joint holders attending the meeting only such Joint Holder who is higher in the order of names will be entitled to vote.
10. The Ministry of Corporate Affairs has notified provisions relating to unpaid/ unclaimed dividend under Sections 124

and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/claimed by the Shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Further, the shareholders whose dividend / shares transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

11. The Company's equity shares are listed on Bombay Stock Exchange (BSE). The Company has promptly paid annual listing fees to the BSE for the year 2017-18.
12. **Appointment/Re-appointment of Directors:**  
The Information to be provided, in terms of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Companies Act, 2013, relating to Re-appointment of Director, Payment of Remuneration, in the enclosed annexures to this notice forms part of the Notice of the 23rd Annual General Meeting of the Company.
13. **To promote green initiative, members holding shares in electronic form are requested to register their e-mail addresses through their Depository Participants for sending the future communications by email. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.**
14. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of 23rd Annual General Meeting and the Annual report, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent in the permitted mode.
15. Members may also note that the Annual Report for the financial year 2016-17 will also be available on the Company's website [www.sspdl.com](http://www.sspdl.com) for their download. Members may also note that the notice of the 23rd Annual General Meeting of the Company along with attendance slip and proxy form will also be available on the Company's website [www.sspdl.com](http://www.sspdl.com) and also on the Karvy's website <https://evoting.karvy.com>.
16. Route map of the venue of the Meeting (including prominent land mark) is annexed.
17. **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the members are provided with e-voting facility to exercise their right to vote electronically on all the resolutions set forth in the notice of the 23rd Annual General Meeting (AGM) of the Company.

The Company as engaged the services of Karvy Computershare Private Limited (Karvy) to provide e-voting facility. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

**The instruction for e-voting are as under:**

**A. In case a Member receiving an email of the AGM Notice from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:**

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii) Enter the login credentials (i.e., User ID and password mentioned below). Event No. followed by Folio No./DP ID-Client ID will be your User ID.  
  
However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii) After entering these details appropriately, Click on "LOGIN".
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with new credentials.
- vi) On successful login, the system will prompt you to select the "EVENT" i.e., SSPDL Limited.
- vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned therein. If the shareholders does not indicate either "FOR" or "AGAINST" the shares held will not be counted under either head.

- viii) Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- ix) Voting has to be done for each item of the Notice separately.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: savitajyoti@yahoo.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."
- xiii) In case a person has become the Member of the Company after despatch of AGM Notice but on or before the cut-off date i.e. 21st September, 2017, may write to Karvy on the email Id: evoting@karvy.com or to Ms. C. Shobha Anand, Contact No.040-67162222, at [Unit: SSPDL Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:**
- i) User ID and initial password - These will be sent separately.
- ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- C. The e-voting period commences on Saturday, the 23rd September, 2017 at 10.00 A.M. and ends on Wednesday, 27th September, 2016 at 05.00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Thursday, 21st September, 2017, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
- D. In case of any query pertaining to e-voting, please visit Help & Frequently Asked Questions (FAQ's) section available at Karvy's website <https://evoting.karvy.com>. (Karvy's Website). Also, may contact on Karvy's toll free number 1800 345 4001.
- E. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being Thursday, 21st September, 2017. A person who is not a Member as on the cut-off date should treat this Notice for information only.
- F. The Company has appointed Smt. Savita Jyoti, Practicing Company Secretary, Hyderabad, vide Membership No. FCS 3738, CP No.1796, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall immediately after the conclusion of the voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later 48 hours of conclusion of the meeting, a consolidated Scrutinizers Report of the total votes cast in the favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall counter sign the same.
- H. The Results on resolutions shall be declared after the Annual General Meeting of the Company and the resolution(s) will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- I. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.sspdl.com](http://www.sspdl.com)) and Service Provider's website (<https://evoting.karvy.com>) and communication of the same to the BSE Limited.

By **Order of the Board**  
For **SSPDL Limited**

**A. Shailendra Babu**  
Company Secretary

Date: 17.08.2017

**SSPDL Limited**

**Registered Office:**

8-2-595/3/6, Eden Gardens,  
Road No.10, Banjara Hills,  
Hyderabad - 500 034, Telangana, India.  
Corporate Identity Number (CIN): L70100TG1994PLC018540  
Phone: 040-6663 7560, Fax: 040-6663 7969.  
Website: [www.sspdl.com](http://www.sspdl.com)  
e-mail: [investors@sspdl.com](mailto:investors@sspdl.com)

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013, the following Statement sets out all material facts relating to the Special Business specified in item no.4 to 5 of the Notice of the Meeting. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given below. Also, as additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No. 3 of the said Notice.

### Item No.3 - Appointment of Auditors

This explanatory statement is provided though statutorily not required as per Section 102 of the Act.

M/s. Karvy & Co., Chartered Accountants (ICAI Firm Registration No. 0017575), Hyderabad, had been the Auditors of the Company since 30.09.2004 and at the Twentieth Annual General Meeting ("AGM") held on 30.09.2014 the Company appointed M/s. Karvy & Co., as the Auditors of the Company to hold office from the conclusion of the Twentieth AGM till the conclusion of the Twenty Third AGM of the Company to be held in the year 2017, subject to the ratification of their appointment at every AGM by the Members.

As per the provision of Section 139(2) of the Companies Act, 2013 ("the Act") read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014 ("Rules"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided the Companies a period of three years from the date of commencement of the Act i.e. April 1, 2014 to comply with this requirement.

In view of the above, it is proposed to appoint M/s. A.Madhusudana & Co., Chartered Accountants, (ICAI Firm Registration Number 0074055), Hyderabad, as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of the Twenty Third AGM till the conclusion of the Twenty Eighth AGM to be held in the year 2022, subject to ratification of their appointment at each AGM to be held after the Twenty Third AGM, if so required under the Act.

As per the requirement of the Act, M/s. A.Madhusudana & Co., Chartered Accountants, have given a written consent to act as Statutory Auditors of your Company and have also confirmed that the said appointment would be in conformity with the provisions of sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

In view of the above M/s. A.Madhusudana & Co., being eligible to act as Auditors of the Company and based on the recommendation of the Audit Committee at its Meeting held on 17.08.2017, the Board recommends the Resolution set forth at Item No. 3 for approval by the Members.

M/s. A.Madhusudana & Co., Chartered accounts, Hyderabad, have over 21 years of experience in the areas of auditing & assurance, income tax, company law, foreign exchange management services, etc.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution at Item No. 3 of the Notice.

### Item No.4 - To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2018

The Board, on the recommendation of the Audit Committee at its meeting held on 17th August, 2017, appointed M/s. D R S & Co., Cost Accountants, having Membership No. 19892, as cost auditor of the Company, in terms of Section 148 of the Companies Act, 2013 ("the Act") and fixed a sum of ₹ 75,000/- (Rupees Seventy Five Thousands Only) as remuneration payable to him for the financial year 2017-18, subject to ratification by the shareholders of the Company.

In terms of Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the shareholders of the Company, at the ensuing AGM of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No.4 of this Notice.

The Board, therefore, recommends the ordinary resolution, as set out in item No.4, for ratification of the remuneration payable to the Cost Auditor by the shareholders of the Company.

### Item No.5 - To approve the payment of remuneration to Sri Prakash Challa, Chairman and Managing Director of the Company

Sri Prakash Challa (Director Identification Number 02257638) aged about 64 years, become first time as director of the Company on 17.10.1994. He is holding 2,359,390 equity shares of the Company which amounts to 18.25% of the total paid-up capital of the Company. He attended all 5 board meetings held in the financial year 2016-17. Other details like, qualification, experience, remuneration proposed and drawn details are provided in the "statement of information given to the shareholders - pursuant to schedule v of the companies act, 2013" annexed.

Sri Prakash Challa was re-appointed as the Managing Director of the Company for a period of five years from 01.10.2014 to 30.09.2019 and he was designated as the Chairman and Managing Director, through Postal Ballot notice dated 02.08.2014 and the special resolution was passed and voting results were declared on 27th September, 2014.

In compliance of the provisions of the Companies Act and through above stated postal ballot, Company has approved the remuneration payable to Sri Prakash Challa, for a period of three years i.e., from 01.10.2014 to 30.09.2017, as:

- a) Salary: Fixed Salary of ₹ 7,00,000/- (Rupees Seven Lakhs Only) per month including dearness and all other allowances.
- b) Perquisites:
  - i) Contribution to the Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
  - ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and,
  - iii) Encashment of leave at the end of the tenure.

- c) Company cars with driver for official use, provision of telephone(s) at residence, apart from the remuneration aforesaid, he shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.

Further, as per the provisions of the Companies Act, 2013, read with Schedule V, when a company has no profits or its profits are inadequate, then it may pay remuneration to a managerial person based on the effective capital of the Company and subject to compliance of other terms and conditions of Schedule V. In terms of Section 196, 197, 198 and 203 of the Companies Act, 2013, and in accordance with Schedule V requires the permission of the Shareholders for appointment and fixing the remuneration.

Since the Company had inadequate profits, based on the effective capital of the Company, recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to the approval of the shareholders, have fixed the remuneration (as mentioned in the resolution) of Sri Prakash Challa, Chairman and Managing Director of the Company from 01.10.2017 to 30.09.2019, in compliance of provisions of Section 196, 197 of the Companies Act, 2013, and the rules made there under, read with Schedule V.

In view of the above, the approval of the shareholders is sought by way of passing special resolution specified at Item No.5. The terms and conditions of the remuneration such as salary, perquisites and commission are laid in detail in the Resolution above.

Except Sri Prakash Challa, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution at Item No. 5 of the Notice.

None of the Directors and Key Managerial Personnel of the Company is related to Sri Prakash Challa in terms of the definition of 'relative' given under the Companies Act, 2013. However, members may note that Smt. Sridevi Challa, Director of the

Company is wife of Sri Suresh Challa who is a brother of Sri Prakash Challa.

Names of other companies in which Sri Prakash Challa also holds the directorship: (1) SSPDL Infratech Private Limited, (2) SSPDL Infra Projects India Pvt. Ltd., (3) SSPDL Realty India Pvt. Ltd., (4) SSPDL Real Estates India Pvt. Ltd., (5) SSPDL Resorts Pvt. Ltd., (6) Northwood Properties India Pvt. Ltd., (7) Alpha City Chennai IT Park Projects Pvt. Ltd., (8) Intelligent Software Solutions Pvt. Ltd., (9) CBA Hotels and Resorts Pvt. Ltd., (10) SSPDL Infrastructure Developers Pvt. Ltd., and (11) Indo-Australian Chamber of Commerce, (12) Chennai International Centre. Also, he is a Designated Partner in Godrej SSPDL Green Acres LLP.

Membership/Chairmanship of Committees of other Boards: Sri Prakash Challa is neither a member nor a Chairman of Committees of the Board of any other Company.

Your Directors recommend the passing of this resolution as Special Resolution.

**By Order of the Board  
For SSPDL Limited**

**A. Shailendra Babu**  
Company Secretary

Date: 17.08.2017

**SSPDL Limited**

**Registered Office:**

8-2-595/3/6, Eden Gardens,  
Road No.10, Banjara Hills,  
Hyderabad - 500 034, Telangana, India.

Corporate Identity Number (CIN): L70100TG1994PLC018540

Phone: 040-6663 7560, Fax: 040-6663 7969.

Website: www.sspdl.com

e-mail: investors@sspdl.com

**ANNEXURE TO THE NOTICE  
APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS**

(Item No.2 of the Notice of 23rd Annual General Meeting of M/s. SSPDL Limited)

**BRIEF PROFILE OF SMT. SRIDEVI CHALLA:**

Name of the Director	Smt Sridevi Challa
DIN	01802477
Age	50 Years
A brief resume, Qualification(s), Experience and Nature of his expertise in specific functional areas, Recognition or awards	Smt Sridevi Challa, aged about 50 years is on the Board of M/s. SSPDL Limited ("the Company") from 30.03.2015 as an Additional Director and has been regularised as Director on 30.09.2015. She is a graduate in Commerce from Osmania University and has varied experience of administrating educational trust and more than a decade's experience in the field of real estate.
Terms and conditions of appointment or re-appointment	As per the provisions applicable, she is liable to retire by rotation. Smt Sridevi Challa, who retires by rotation, and being eligible, offers herself for reappointment.
Details of the remuneration last drawn by such person (F.Y. 2016-17)	Other than sitting fees for attending Board Meetings, she is not eligible for payment of any other remuneration and during the financial year 2016-17 she has been paid an amount of ₹ 40,000/- (Rupees Forty Thousand Only) as sitting fees.
Date of first appointment on the Board	30th March, 2015
Shareholding in the Company	102,500 (0.79%)
Relationship with other Directors and Key Managerial Personnel	None of the directors of the Company are relatives of Smt Sridevi Challa as per the provisions of the Section 2(77) of the Companies Act, 2013. However, the members may note that Smt Sridevi Challa is a wife of Sri Suresh Challa who is brother of Sri Prakash Challa.
The number of Meetings of the Board attended during the Financial Year 2016-17	2 Board Meetings
Other Directorships (excluding SSPDL Limited)	M/s. Neotrax Software Private Limited, and M/s. Serenity Homes Private Limited
Membership/ Chairmanship of Committees of other Boards (excluding SSPDL Limited)	She is neither a member in any Committee of the Board nor a Director in any other listed Company.

**STATEMENT OF INFORMATION GIVEN TO THE SHAREHOLDERS - PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013.**

(Item No.5 of the Notice of 23rd Annual General Meeting of M/s. SSPDL Limited)

**I. General Information:**

- (1) Nature of industry: Real Estate, Property Development and Construction
- (2) Date or expected date of commencement of commercial production: 17.10.1994
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators: (Amount In ₹)

Financial Parameters	2014-15	2015-16	2016-17
Total Income/Turnover	1,50,08,51,224	83,85,48,025	1,13,50,24,179
Profit / (Loss) Before Tax	3,31,83,021	11,64,76,780	25,40,58,127
Profit / (Loss) After Tax	3,14,98,038	13,22,35,997	16,30,51,654
Networth	45,66,06,236	58,88,42,233	75,18,93,887
Rate of Dividend declared	NIL	NIL	NIL

- (5) Foreign investments or collaborators, if any: NIL

## II. Information about the appointee:

- (1) **Background details:** Sri Prakash Challa, aged about 64 Years, is a Graduate in MSc., CAIIB and having vast experience of over 39 years in the construction, banking, aquaculture and pisciculture Industry. Before turning as an entrepreneur, Sri Prakash Challa was a banker for over 13+ years, holding senior positions in Andhra Bank and Punjab National Bank. He has started Construction activities since July 1993 for property development in Chennai, Hyderabad and Bangalore. He has the ability to force successful alliances and he is the person behind the Company's growth and instrumental in Company's success. He was the Past Vice President of CREDAI National and currently he is the Chairman of Taxation Committee, CREDAI National, New Delhi.
- (2) **Past remuneration:** (i) For a period of 5 years from 01.10.2009 to 30.09.2014 ₹ 3,00,000/- per month as salary, including, dearness and all other allowances and perquisites, and (ii) For a period of 3 years from 01.10.2014 to 30.09.2017 ₹ 7,00,000/- per month as salary, including, dearness and all other allowances and perquisites.
- (3) **Recognition or awards:** NIL.
- (4) **Job profile and his suitability:** Sri Prakash Challa is responsible for identifying and bringing new business and execution of the same in the interest of the Company. Under his leadership, the Company witnessed joint ventures with various investors/partners, including foreign partners. Also, he is responsible to discharge the duties entrusted by the Board of Directors from time to time, which may include day-to-day management and administration of the Company.
- (5) **Remuneration proposed:** Fixed salary of ₹ 9,00,000/- per month including dearness and all other allowances and perquisites. In addition to the proposed fixed salary, Sri Prakash Challa is also eligible for (i) Contribution to the Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and (iii) Encashment of leave at the end of the tenure. Further details of the remuneration proposed are mentioned in the resolution.
- (6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Taking into consideration the size of the Company, the profile of Sri Prakash Challa and the responsibilities shouldered by him, the aforesaid Remuneration package is commensurate with the prevailing remuneration in the Industry of similar size for similarly placed persons.
- (7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**
  - (i) The Remuneration is paid to Sri Prakash Challa as per the approval given by the shareholders. (ii) As on date holds 23,59,390 shares (18.25%) of the

Company in his personal capacity, (iii) Company has entered into an agreement for purchasing land from Sri Satya Sai Constructions, a partnership firm in which he is a partner and paid an advance of Rs.1.50 crores, (iv) A premises owned by Sri Suresh Challa (brother of Sri Prakash Challa) has been taken on Rent for the Registered office of the Company, (v) Company has taken a loan of Rs.3.00 crores from M/s. SSPDL Ventures Pvt. Ltd. in which Sri Suresh Challa (brother of Sri Prakash Challa) is having interest. (vi) Trade receivable outstanding from M/s. Alpha City Chennai IT Park Projects Pvt. Ltd. in which Sri Prakash Challa is having interest by way of shareholding (2%). The transaction details are available in the notes to the financial statements for the financial year 2016-17.

## III. Other information:

- (1) **Reasons of loss or inadequate profits:** Company has taken up a low cost project of developing 1155 homes for BHEL Employees Model Mutually Aided Co-operative House Building Society Ltd. to align with the market conditions and to meet the market requirement when the project was initiated. Due to which company has not made adequate profits.
- (2) **Steps taken or proposed to be taken for improvement:** The balance homes in Kollur project and EWS houses are being booked at the current market prices. Also, projects on the balance of the land of 17 acres available at Kollur and Osman Nagar villages will be taken up as this area becoming vibrant for real estate projects. Also, it is proposed to do the project on the lands purchased in Munnar.
 

Further, Company will put its efforts to align the strategies of the Company with the prevailing consumer sentiments and market conditions by altering the specifications/features of the projects to reduce the costs and meet the market requirement. The measures taken by the Company are expected to reward and the same may produce good results to the Company.
- (3) **Expected increase in productivity and profits in measurable terms:** Though the Real Estate/Construction Industry is following a downturn, in an anticipation of revival of the market in the near future, the above steps taken/proposed to be taken by the Company are expected to increase the revenue and profits of the Company.

## IV. Disclosures:

All the elements of remuneration package and other details as prescribed in the Schedule V are mentioned in the Board of Director's Report under the heading "Corporate Governance Report".