



**SSPDL**  
Limited

*Building the big picture*

**Date: 06.09.2019**

To,  
**The BSE Limited**  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
**Mumbai – 400 001,**  
Maharashtra.

Dear Sir/Madam,

**Sub: Notice of 25<sup>th</sup> Annual General Meeting Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.**

**Ref.: SCRIP CODE 530821.**

Pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are enclosing herewith a copy of the Notice of the 25<sup>th</sup> Annual General Meeting ("AGM") of the Company dated 14.08.2019 sent to the shareholders of the company. Brief details of the same are provided below:

S.No.	Agenda Item	Type of business	Type of Resolution
1	Adoption of Financial Statements	Ordinary Business	Ordinary Resolution
2	Appointment of Smt. Sridevi Challa as Director	Ordinary Business	Ordinary Resolution
3	Re-appointment of Sri B.Lokanath as an Independent Director	Special Business	Special Resolution
4	Appointment of Sri Annam Dilip Kumar as an Independent Director	Special Business	Ordinary Resolution
5	Re-appointment of Sri Prakash Challa as the Chairman and Managing Director and fixing the remuneration	Special Business	Special Resolution
6	Adoption of new Articles of Association	Special Business	Special Resolution

Approval of the Shareholders is sought for the above mentioned agenda items by providing e-voting facility and ballot at the venue of the AGM.

Also, the Notice of 25<sup>th</sup> AGM along with the Annual Report of the Company are made available on the website of the Company at [www.sspdl.com](http://www.sspdl.com) and on the website <https://evoting.karvy.com> of Karvy Fintech Private Limited i.e., the agency appointed for providing remote e-voting facility.

This is for your kind information and record please.

Thanking you.

Yours faithfully,  
**For SSPDL LIMITED**

**A.SHAILENDRA BABU**  
**COMPANY SECRETARY**

SSPDL Limited Encl: As above  
CIN L70100TG1994PLC018540

CORPORATE OFFICE: "SSPDL House", # 2, Vellaiyan Street, Kotturpuram, Chennai - 600 085, Tamil Nadu, Tel: 044 - 4344 2424, Fax: 044 - 2447 2602

REGD. OFF: 3rd Floor, Serene Towers, 8-2-623/A, Road No. 10, Banjara Hills, Hyderabad - 500 034, Telangana, Tel: 040 - 6663 7560, Fax: 040 - 6663 7969

Email: [info@sspdl.com](mailto:info@sspdl.com) Website: [www.sspdl.com](http://www.sspdl.com)

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD AT GRAND BALL ROOM, COUNTRY CLUB, 6-3-1219, BEGUMPET, HYDERABAD – 500 016, TELANGANA, AT 12.00 P.M. ON MONDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2019, 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, 2019, 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, 2019, together with the Report of the Auditors thereon.

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

To appoint Smt. Sridevi Challa (DIN: 01802477), who retires by rotation and being eligible, offers herself for re-appointment as a Director.

### SPECIAL BUSINESS:

#### Item No. 3 – Re-appointment of Sri B.Lokanath as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sri B.Lokanath (DIN: 00037303), who was appointed as an Independent Director at the twentieth Annual General Meeting of the Company and who holds office up to 29th September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1) (b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 30th September, 2019 upto 29th September, 2024.”

#### Item No. 4 – Appointment of Sri Annam Dilip Kumar as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies

Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sri Annam Dilip Kumar (DIN: 01841463), who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for term of five years commencing with effect from 30th September, 2019 upto 29th September, 2024.”

#### Item No. 5 - Re-appointment of Sri Prakash Challa as the Chairman and Managing Director and fixing the remuneration.

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, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, approval of members of the Company be and is hereby accorded for the re-appointment of Sri Prakash Challa (DIN: 02257638) as the Chairman and Managing Director of the Company, for a period of 5 (five) years from 01.10.2019 to 30.09.2024 who shall not retire by rotation.”

“RESOLVED FURTHER THAT on the following terms and conditions, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, Sri Prakash Challa be paid remuneration from 01.10.2019 to 30.09.2022:

- 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.”

“RESOLVED FURTHER 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 enactments, if any, (including any statutory modifications or re-enactment thereof, for the time being in force).”

“RESOLVED FURTHER 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.”

**Item No. 6 – Adoption of new Articles of Association**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such terms, conditions, amendments or modifications if any, as may be required or suggested by the Registrar of Companies and any other appropriate authorities, replacement and substitution of the existing Articles of Association of the Company with the new set of Articles of Association as submitted to this meeting, be and is hereby approved, and the substituted Articles be adopted as the Articles of Association of the Company.”

“RESOLVED FURTHER 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 questions or difficulties or doubts that may arise in this regard, in such manner as it may deem fit.”

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

**A. Shailendra Babu**  
Company Secretary

Date: 14.08.2019

**SSPDL Limited**

**Registered Office:**

3rd Floor, Serene Towers,  
8-2-623/A, 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 25.09.2019 to 30.09.2019 (both days inclusive).

- 3 **Change in the name of the Share transfer Agent and change in the Registered office of the Company:**

**Share Transfer Agent of the Company:** As per the information received, pursuant to Order of the Hyderabad Bench of the National Company Law Tribunal (NCLT Order), the operations of Karvy Computershare Private Limited, the Share Transfer Agents of the Company have been transferred to Karvy Fintech Private Limited with effect from 17th November, 2018.

**Change in the Registered office of the Company:** With effect from 01.07.2019, registered office of the Company is shifted to 3rd Floor, Serene Towers, 8-2-623/A, Road No.10, Banjara Hills, Hyderabad - 500 034, Telangana, India, from 8-2-595/3/6, Eden Gardens, Road No.10, Banjara Hills, Hyderabad - 500 034, Telangana, India.

- 4 Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted under Item No. 3 to 6 at the ensuing Annual General Meeting is annexed hereto and forms part of the Notice.

Further, additional information with respect to item numbers 2 to 5 is also annexed hereto.

- 5 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 Fintech Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Karvy Fintech 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 holding 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 Fintech Private Limited for assistance in this regard.

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

The Registrar and Transfer Agent, Karvy Fintech 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.

- 6 **Members holding shares in physical form are requested to note the following:**

The members may note that, pursuant to amendments to the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 and other notifications issued by the SEBI, transfer of shares (except transmission and transposition of shares) will be in dematerialised form only. Although, the members can continue to hold shares in physical form, members holding shares in physical form may consider to dematerialize the share certificates held by them through the depository participant of their choice and complete the conversion of share certificates from physical form to dematerialized form to avoid any inconvenience in future for transferring those shares.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Karvy, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

- 7 **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.**

- 8 Members/Proxies are requested to bring their copies of Annual Report and the attendance slip duly filled in for attending the meeting.

- 9 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.

- 10 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.

- 11 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.

12 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>.

13 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 2019-20.

**14 Appointment/Re-appointment of Directors:**

The Information to be provided, in terms of regulation 36 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, clause 1.2.5 of Secretarial Standard-2 (SS-2) on "General Meetings", and the Companies Act, 2013, relating to appointment and re-appointment of Director, Payment of Remuneration, etc., is provided in the enclosed annexures to this notice and the same forms part of the Notice of the 25th Annual General Meeting of the Company.

**15 Appointment / Ratification of Appointment of Statutory Auditors:**

M/s. A.Madhusudana & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company at the 23rd Annual General Meeting held on 28th September, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item/resolution on ratification of appointment of Auditors at this AGM.

**16 To promote green initiative, members holding shares in electronic form are requested to register/update their e-mail addresses through their Depository Participants for sending the future communications by email. Members holding the shares in physical form may register/update their e-mail addresses through the RTA, giving reference of their Folio Number.**

17 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 25th 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.

18 Members may also note that the Annual Report for the financial year 2018-19 is also made 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 25th Annual General Meeting of the Company along with attendance slip and proxy form are also made available on the Company's website [www.sspdl.com](http://www.sspdl.com) and also on the Karvy's website <https://evoting.karvy.com>.

All documents referred to in the accompanying notice will be available for inspection at the registered office of the company during business hours on all working days up to the date of 25<sup>th</sup> AGM of the company.

19 Route map of the venue of the Meeting (including prominent land mark) is annexed.

**20 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 25th Annual General Meeting (AGM) of the Company.

The Company as engaged the services of Karvy Fintech 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](mailto:savitajyoti@yahoo.com) with a copy marked to [evoting@karvy.com](mailto: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. 24th September, 2019, may write to Karvy on the email Id: [evoting@karvy.com](mailto:evoting@karvy.com) or to Ms. C. Shobha Anand, Contact No.040-67162222, at [Unit: SSPDL Limited] Karvy Fintech 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 Thursday, the 26th September, 2019 at 10.00 A.M. and ends on Sunday, 29th September, 2019 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 Tuesday, 24th September, 2019, 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 Tuesday, 24th September, 2019. 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

Date: 14.08.2019

A. Shailendra Babu  
Company Secretary

**SSPDL Limited**

**Registered Office:**

3rd Floor, Serene Towers,

8-2-623/A, 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. 3 to 6 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.

### Item No. 3 – Re-appointment of Sri B.Lokanath as an Independent Director

Sri B.Lokanath was appointed as Independent Director at the twentieth Annual General Meeting (“AGM”) of the Company and holds office upto 29th September, 2019. The Company has, in terms of Section 160(1) of the Companies Act, 2013 (“Act”) received in writing a notice from a member, proposing his candidature for the office of Director. Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Sri B.Lokanath as Independent Director, for a second term of five years from 30th September, 2019 to 29th September, 2024, not liable to retire by rotation.

Based on the performance evaluation (criteria for evaluation of director and independent director is provided in Corporate Governance Report) of Sri B.Lokanath, the Board is satisfied with his performance. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Sri B.Lokanath would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. At present, Sri B.Lokanath is the Chairperson of the Stakeholders’ Relationship Committee, Audit Committee and Nomination and Remuneration Committee of the Company.

The company has received, *inter alia*, (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, from Sri B.Lokanath to the effect that he is not disqualified in accordance with Section 164(2) of the Companies Act, 2013, (iii) declaration that he meets the criteria of independence as provided in as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (iv) Confirmation in terms of Regulation 25(8) of SEBI Listing Regulations, that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence, and (v) declaration that he is not debarred or restrained from acting as a director by any SEBI order or by Ministry of Corporate Affairs or any other such authority.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the members at the registered office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM and a copy of the same is made available on the website of the Company at [www.sspdl.com](http://www.sspdl.com).

Brief profile of Sri B.Lokanath and other details have been given in the Annexure to this Notice and in Corporate Governance Report attached to Boards’ Report.

Section 149(10) of the Companies Act, 2013, provides that an independent director shall hold office for a term up to five consecutive years on the board of a company but shall be eligible for reappointment, for another term of up to five years, on passing of a special resolution by the shareholders. Accordingly, company is seeking the approval of its members by way of a special resolution, for reappointment of Sri B.Lokanath for the second term of 5 (five) consecutive years from 30th September, 2019 to 29th September, 2024.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Sri B.Lokanath as Independent Director is now being placed before the members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 3 of this Notice for approval of the Members.

Except Sri B.Lokanath and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, financially or otherwise, concerned or interested, in the Resolution set out at Item No. 3 of the Notice.

### Item No. 4 – Appointment of Sri Annam Dilip Kumar as an Independent Director

Pursuant to the provisions of section 149 of the Act, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. And, as per regulation 17(1)(b) of the SEBI Listing Regulations where the chairperson of the board of directors is an executive director, then at least half of the board of directors shall comprise of independent directors. Further, as per the terms of appointment, on 29.09.2019 the term of Sri K.Akmaluddin Sheriff come to an end and he is not seeking the re-appointment.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Sri Annam Dilip Kumar (DIN: 01841463) as Independent Director, for a term of five years from 30th September, 2019 to 29th September, 2024, not liable to retire by rotation. Earlier, Sri Annam Dilip Kumar was an Independent Director of the Company from 26.03.2009 to 10.06.2009. The Company has, in terms of Section 160(1) of the Companies Act, 2013 (“Act”) received in writing a notice from a member, proposing his candidature for the office of Director.

Based on the recommendation of Nomination and Remuneration Committee and considering his background and experience the Board is of the view that it is beneficial to the Company on appointing him as Independent Director.

The company has received, *inter alia*, (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, from Sri Annam Dilip Kumar to the effect that he is not disqualified in accordance with Section 164(2) of the Companies Act, 2013, (iii) declaration that he meets the criteria of independence as provided in as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (iv) Confirmation in terms of Regulation 25(8) of SEBI Listing Regulations, that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence, and (v) declaration that he is not debarred or restrained from acting as a director by any SEBI order or by Ministry of Corporate Affairs or any other such authority.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the members at the registered office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM and a copy of the same is made available on the website of the Company at [www.sspdl.com](http://www.sspdl.com).

Brief profile of Sri Annam Dilip Kumar and other details have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Sri Annam Dilip Kumar as Independent Director is being placed before the members for their approval by way of an Ordinary Resolution.

The Board recommends the Ordinary Resolution at Item No. 4 of this Notice for approval of the Members.

Except Sri Annam Dilip Kumar and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, financially or otherwise, concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

#### **Item No. 5 - Re-appointment of Sri Prakash Challa as the Chairman and Managing Director and fixing the remuneration.**

Sri Prakash Challa (DIN: 02257638) aged about 66 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.

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. Other details like, qualification, experience, remuneration drawn in the past and remuneration proposed, etc., are provided in the annexures to this notice and Corporate Governance Report attached to the Boards Report.

Current tenure is coming to an end on 30.09.2019, considering the same the Board of Directors at its meeting held on 14th August, 2019, subject to the approval of the shareholders, re-appointed Sri Prakash Challa as the Chairman and Managing Director of the Company, before the expiry of his present tenure for a period of five years w.e.f. 01.10.2019.

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. And, as per Schedule V, no person shall be eligible for appointment as a managing director who has attained the age of seventy years, unless his appointment is approved by a special resolution passed by the company in general meeting, then no further approval of the Central Government shall be necessary for such appointment.

Sri Prakash Challa is a executive director and promoter, also, during the proposed re-appointment tenure of Sri Prakash Challa he is attaining the age of 70 years. Considering the same and above stated provisions, the re-appointment and remuneration is proposed to the shareholders by passing a special resolution.

As Company has no profits or inadequate profits (as per the latest audited financial statements), in compliance of provisions of Section 196, 197, 203 of the Companies Act, 2013, read with Schedule V and subject to the approval of the shareholders, the Board of Directors of the Company have fixed the remuneration as mentioned in the proposed special resolution, as recommended by the Nomination and Remuneration Committee, of Sri Prakash Challa. Brief profile of Sri Prakash Challa and other details have been given in the Annexure to this Notice and in Corporate Governance Report attached to Boards' Report also “Statement of information given to the shareholders - pursuant to schedule V of the Companies Act, 2013” is annexed.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the re-appointment of Sri Prakash Challa would be beneficial to the Company and it is desirable to continue to avail his services as Chairman and Managing Director of the Company.

In compliance of the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the SEBI Listing Regulations and the articles of association of the Company, the re-appointment of Sri Prakash Challa as Chairman and Managing Director and payment of remuneration is now being placed before the members for their approval by way of Special Resolution.



The Board recommends the Special Resolution at Item No. 5 of this Notice for approval of the Members. The terms and conditions of the re-appointment such as tenure, salary, perquisites, etc. are laid in detail in the Resolution.

Except Sri Prakash Challa and his relatives, and Sri. Suresh Challa spouse of Smt. Sridevi Challa, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, financially or otherwise, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

#### **Item No. 6 – Adoption of new Articles of Association**

The Articles of Association of the Company as currently in force were adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were carried out from time to time, over the past several years. Considering the requirements under the Companies Act, 2013, once the Articles of Association of the Company has been amended in AGM held in the year 2014.

Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified and amended several times from time to time, it is proposed to amend / replace the existing Articles of Association with new set of Articles aligned with the provisions of Companies Act, 2013 including the Rules framed thereunder.

Instead of altering, deleting several Articles of existing Articles of Association of the Company it is proposed to adopt new set of Articles.

The Board of Directors at their meeting held on 14th August, 2019 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

Pursuant to Section 14 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for alteration of Articles of Association of the Company.

A copy of the proposed Articles of Association of the Company shall be open for inspection by the members at the registered office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM and a copy of the same is made available on the website of the Company at [www.sspdl.com](http://www.sspdl.com).

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, financially or otherwise, concerned or interested, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends for approval by the members the resolution as set out at Item No. 6 of the Notice as a Special Resolution.

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

**A. Shailendra Babu**  
Company Secretary

Date: 14.08.2019

#### **SSPDL Limited**

##### **Registered Office:**

3rd Floor, Serene Towers,

8-2-623/A, 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)

**ANNEXURE TO THE NOTICE**  
**APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS**  
 (Item No. 2 of the Notice of 25th Annual General Meeting of M/s. SSPDL Limited)

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

Name of the Director	Smt. Sridevi Challa
DIN	01802477
Date of birth and age	24.05.1967 and 53 Years
A brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	Smt. Sridevi Challa, aged about 52 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 applicable provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), she is liable to retire by rotation. Proposed to appoint her as a non-executive director of the Company. Except, sitting fee for attending the meetings of the Board and its Committees, no other remuneration will be paid.  Smt. Sridevi Challa, who retires by rotation, and being eligible, offers herself for reappointment.
Details of the remuneration last drawn by such person	Other than sitting fees for attending Board Meetings, she is not eligible for payment of any other remuneration and during the financial year 2018-19 she has been paid an amount of ₹ 80,000/- (Rupees Eighty Thousand Only) as sitting fees for attending the Board Meetings.
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 and Key Managerial Personnel of the Company is a relative 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 2018-19	4 Board Meetings
Other Listed Companies	She is not a director in any other listed company.
Other Directorships (excluding SSPDL Limited)	Neotrax Software Private Limited, and 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 Company.

**APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS**  
(Item No. 3 of the Notice of 25th Annual General Meeting of M/s. SSPDL Limited)

**BRIEF PROFILE OF SRI B.LOKANATH:**

Name of the Director	Sri B.Lokanath
DIN	00037303
Date of birth and age	14.12.1957 and 62 Years
A brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	<p>- Bachelor Degree in Commerce and Fellow member of the Institute of Chartered Accountants of India.</p> <p>- He is a practicing Chartered Accountant and has over 30 years of substantial experience in the areas of Audit, Taxation, Compliance, corporate advisory and consulting and handled corporate and non-corporate clients in the varied industrial sectors.</p>
Terms and conditions of appointment or re-appointment	<p>As per the terms and conditions of the appointment letter and applicable provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), he is not liable to retire by rotation. Proposed to re-appoint him as a non-executive independent director of the Company for a period of five years from 30th September, 2019 to 29th September, 2024.</p> <p>Except, sitting fee for attending the meetings of the Board and its Committees, no other remuneration will be paid.</p>
Details of the remuneration last drawn by such person	Other than sitting fees for attending Board meetings and Committee meetings of the Board, he is not eligible for payment of any other remuneration and during the financial year 2018-19 he has been paid an amount of ₹ 162,500/- (Rupees One Lakh Sixty Two Thousand Five Hundred Only) as sitting fees.
Date of first appointment on the Board	31.03.2010
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	None of the Directors and Key Managerial Personnel of the Company is a relative of Sri B.Lokanath as per the provisions of the Section 2(77) of the Companies Act, 2013.
The number of Meetings of the Board attended during the Financial Year 2018-19	5 Board Meetings
Other Listed Companies	He is not a director in any other listed company.
Other Directorships (excluding SSPDL Limited)	He is also a director in, Rampex Labs Pvt. Ltd., SSPDL Infratech Pvt. Ltd., SSPDL Infra Projects India Pvt. Ltd., SSPDL Resorts Pvt. Ltd., SSPDL Realty India Pvt. Ltd., SSPDL Real Estates India Pvt. Ltd.
Membership / Chairmanship of Committees of other Boards (excluding SSPDL Limited)	He is neither a member in any Committee of the Board nor a Director in any other Company.

**APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS**  
(Item No. 4 of the Notice of 25th Annual General Meeting of M/s. SSPDL Limited)

**BRIEF PROFILE OF SRI ANNAM DILIP KUMAR:**

Name of the Director	Sri Annam Dilip Kumar
DIN	01841463
Date of birth and age	18.01.1951 and 69 Years
A brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	<p>He is a graduate from Osmania University and he is an approved Chemist and has 30 years of industrial experience.</p> <p>He promoted Fortune Biotech Ltd., in 1999 to manufacture Azadirachtin, a neem based bio-pesticide which is Eco-friendly and organic, with an installed capacity of 10 tons per annum. Under his leadership, this Company got first USA approval for Environment Protection Approval (EPA) clearance and has several "Neem patents" in USA, Canada, Mexico, Australia, Europe etc. And, it received Best R&amp;D award from FAPCCI for the best technological development in research and development by an industrial/scientific organization in the State for the year 1998-99. Apart from taking overall responsibility for the operations of Fortune Biotech Ltd., he also handles the overseas marketing and negotiations with clientele abroad.</p> <p>In the past, he promoted Asian Coffee Ltd., India's first soluble 100% EOU coffee plant with Brazilian collaboration and subsequently divested his stake in Asian Coffee Ltd., to TATAs a leading industrial house in India. Also, he was an Executive Director in Indo-American Chamber of Commerce.</p> <p>Also, he presented papers in several conferences and also a guest speaker in Indian School of Business Management, Hyderabad. He was an Executive Director in Indo-American Chamber of Commerce.</p>
Terms and conditions of appointment or re-appointment	<p>As per the terms and conditions of the appointment letter and applicable provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), he is not liable to retire by rotation. Proposed to appoint him as a non-executive independent director of the Company for a period of five years from 30th September, 2019 to 29th September, 2024.</p> <p>Except, sitting fee for attending the meetings of the Board and its Committees, no other remuneration will be paid.</p>
Details of the remuneration last drawn by such person	Not applicable.
Date of first appointment on the Board	He was an Independent Director of the Company from 26.03.2009 to 10.06.2009.
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	None of the directors and Key Managerial Personnel of the Company is a relative of Sri Annam Dilip Kumar as per the provisions of the Section 2(77) of the Companies Act, 2013.
The number of Meetings of the Board attended during the Financial Year 2018-19	Not applicable
Other Listed Companies	He is not a director in any other listed company.
Other Directorships (excluding SSPDL Limited)	He is also a director in Fortune Biotech Ltd.
Membership / Chairmanship of Committees of other Boards (excluding SSPDL Limited)	He is neither a member in any Committee of the Board nor a Director in any other Company.

**APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS**  
(Item No. 5 of the Notice of 25th Annual General Meeting of M/s. SSPDL Limited)

**BRIEF PROFILE OF SRI PRAKASH CHALLA:**

Name of the Director	Sri Prakash Challa
DIN	02257638
Date of birth and age	28.10.1953 and 66 Years
A brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	He is a Graduate in MSc., CAIIB and having vast experience of over 40 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.
Terms and conditions of appointment or re-appointment	As per the applicable provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), he is not liable to retire by rotation. Proposed to appoint him as Chairman and Managing Director of the Company for a period of five years from 1st October, 2019 to 30th September, 2024.
Details of the remuneration last drawn by such person	<b>From 01.10.2017 to 30.09.2019:</b> <b>a) Salary:</b> Fixed Salary of ₹ 9,00,000/- (Rupees Nine Lakhs Only) per month including dearness and all other allowances. <b>b) Perquisites:</b> 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. <b>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.</b>
Date of first appointment on the Board	He became first time as director of the Company on 17.10.1994.
Shareholding in the Company	23,59,390 shares (18.25%)
Relationship with other Directors and Key Managerial Personnel	None of the directors of the Company is a relative of Sri Prakash 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 2018-19	5 Board Meetings
Other Listed Companies	He is not a director in any other listed company.
Other Directorships (excluding SSPDL Limited)	(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., and (10) Indo-Australian Chamber of Commerce, (11) Chennai International Centre. Also, he is a Designated Partner in Godrej SSPDL Green Acres LLP.
Membership / Chairmanship of Committees of other Boards (excluding SSPDL Limited)	He is neither a member in any Committee of the Board nor a Director in any other Company.

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

(Item No.6 of the Notice of 25th Annual General Meeting of M/s. SSPDL Limited)

## I. General Information:

- (1) **Nature of industry:** Real Estate, Construction and Property Development
- (2) **Date or expected date of commencement of commercial production:** The Company was incorporated on 17.10.1994 and from 04.11.1994 commenced the business.
- (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:**

Financial Parameters	Amount In ₹		
	2016-17	2017-18	2018-19
Revenue from Operations	1,125,030,498	473,380,831	340,505,596
Profit / (Loss) Before Tax	254,058,127	(111,504,196)	(264,198,642)
Profit / (Loss) After Tax	163,051,654	(83,637,490)	(204,011,313)

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

## II. Information about the appointee:

- (1) **Background details:** Sri Prakash Challa, aged about 66 Years, is a Graduate in MSc., CAIIB and having vast experience of over 40 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:** (a) **For a period of 3 years from 01.10.2014 to 30.09.2017:** fixed salary of ₹ 7,00,000/- per month, including, dearness and all other allowances, plus 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, and 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. (ii) **For a period of 2 years from 01.10.2017 to 30.09.2019:** Fixed salary of ₹ 9,00,000/- per month as salary, including, dearness and all other allowances plus 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, and 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.
- (3) **Recognition or awards:** Under the leadership of Sri Prakash Challa, Chairman and Managing Director, the Company has received the following: Project 'SSPDL BHEL Employees Cyber Colony', Hyderabad, has been awarded (i) "PMAY- Empowering India Awards 2019" i.e., a Certificate of Merit in appreciation for the accomplishments and contribution for Affordable Housing Development Under PMAY (Urban), (ii) "REAL ESTATE AWARD FOR AFFORDABLE HOUSING PROJECT (SOUTH)" presented by ET NOW, and (iii) Indian Green Building Council ('IGBC') issued 'SILVER' rating.

Also, Indian Green Building Council issued 'Platinum' rating to 'Mayfair / Lakewood Enclave', Chennai project.

- (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 ₹ 7,00,000/- per month as salary, including, dearness and all other allowances plus 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, and 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.

**(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 ₹ 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 till 30.06.2019, (v) Company has taken a loan of ₹ 3.00 crores from M/s. SSPDL Ventures Pvt. Ltd. in which Sri Suresh Challa (brother of Sri Prakash Challa) is having interest, (vi) purchased two flats in SSPDL Prithvi Raj Terrace, Chennai project for ₹ 3.00 crores each, and (v) 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 details of the transaction during the financial year 2018-19 are available in the notes to the financial statements.

**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. Waiting for the clearances from the Government and once it is received the necessary applications will be submitted for approvals. 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 economy and 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".

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies  
(Management and Administration) Rules, 2014]

Name of Member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

Email Id : \_\_\_\_\_

Regd. Folio No./Client ID : \_\_\_\_\_ DP ID: \_\_\_\_\_

I/We, being the member (s) of \_\_\_\_\_ Shares of SSPDL Limited, hereby appoint:

1. Name \_\_\_\_\_ Address \_\_\_\_\_

\_\_\_\_\_

Email ID \_\_\_\_\_ Signature \_\_\_\_\_

or failing him

2. Name \_\_\_\_\_ Address \_\_\_\_\_

\_\_\_\_\_

Email ID \_\_\_\_\_ Signature \_\_\_\_\_

or failing him

3. Name \_\_\_\_\_ Address \_\_\_\_\_

\_\_\_\_\_

Email ID \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fifth Annual General Meeting of the Company, to be held on Monday, the 30th day of September, 2019 at 12:00 P.M. at Grand Ball Room, Country Club, 6-3-1219, Begumpet, Hyderabad - 500 016, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	For	Against
	<b>Ordinary Business:</b>		
1.	To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019, with the Reports of the Board of Directors and the Auditors thereon; and (b) the Auditor Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditor thereon.		
2.	To appoint a Director in place of Smt. Sridevi Challa, who retires by rotation.		
	<b>Special Business:</b>		
3.	Re-appointment of Sri B.Lokanath as an Independent Director in terms of section 149 of the Companies Act, 2013.		
4.	Appointment of Sri Annam Dilip Kumar as an Independent Director in terms of section 149 of the Companies Act, 2013.		
5.	Re-appointment of Sri Prakash Challa as Chairman and Managing Director and fixing remuneration.		
6.	Amendment to Articles of Association of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix a  
15 paise  
Revenue  
Stamp

**NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



# Route Map To AGM Venue





## SSPDL LIMITED

CIN: L70100TG1994PLC018540

Regd.Off: 3rd Floor, Serene Towers, 8-2-623/A,  
Road No. 10, Banjara Hills, Hyderabad - 500 034, Telangana.  
Phone No.: 040 - 6663 7560, Fax No.: 040 - 6663 7969.  
www.sspdl.com email: investors@sspdl.com

### ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Registered Folio / DP ID & Client ID	
Number of Shares held	
Name and address of the Shareholder (In block letters)	

1. I hereby record my presence at the **Twenty Fifth Annual General Meeting** of the Company held on **Monday, the 30th day of September, 2019 at 12:00 P.M. at Grand Ball Room, Country Club, 6-3-1219, Begumpet, Hyderabad - 500 016, Telangana.**
2. Signature of the Shareholder / Proxy Present \_\_\_\_\_
3. Shareholder / Proxy Holder wishing to attend the meeting must bring the duly signed Attendance Slip to the meeting.
4. Shareholder/Proxy Holder attending the meeting is requested to bring his / her copy of the Annual Report.

