

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND 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 29TH DAY OF SEPTEMBER, 2016, 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, 2016, 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, 2016, together with the Report of the Auditors thereon.

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

To appoint a Director in place of Sri E.Bhaskar Rao (DIN: 00003608), who retires by rotation and, being eligible, offers himself for reappointment.

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

To ratify 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 Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s Karvy & Co., Chartered Accountants (ICAI Firm Registration No. 001757S), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty third AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

## 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.

THE 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

## SPECIAL BUSINESS:

Item No.4 - To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2017

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) 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 2016-17, be paid a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit.”

“RESOLVED FURTHER 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.”

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

**A. Shailendra Babu**  
Company Secretary

Date: 13.08.2016

### 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

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 23.09.2016 to 29.09.2016 (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 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 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. Members are requested to note that, as per Section 205A and 205C of the Companies Act, 1956, as amended, the unpaid or unclaimed dividend and application moneys received for allotment of securities and due for refund, etc., for a period of seven years shall be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government.
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 2016-17.
12. **Appointment/Re-appointment of Directors:** The Information to be provided in terms of the Stock Exchanges and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 relating to Re-appointment of Director in the enclosed annexure to this notice.
13. ***To promote green initiative, members 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 22nd 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 2015-16 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 22nd 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 22nd Annual General Meeting (AGM) of the Company.

The Company has 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/its 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. 22nd September, 2016, may write to Karvy on the email Id: [voting@karvy.com](mailto:voting@karvy.com) or to Ms. C. Sobha 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 Monday, the 26th September, 2016 at 10.00 A.M. and ends on Wednesday, 28th 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, 22nd September, 2016, 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, 22nd September, 2016. 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 Jyothi, 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 3 days 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 on or 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: 13.08.2016

**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 of the Notice of the Meeting.

### Item No.4 - To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2017

The Board, on the recommendation of the Audit Committee at its meeting held on 13th August, 2016, 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 2016-17, 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 other

wise, 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.

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

**A. Shailendra Babu**  
Company Secretary

Date: 13.08.2016

**SSPDL Limited**  
**Registered Office:**

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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)

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

**E BHASKAR RAO****Brief profile of Sri E.Bhaskar Rao (DIN 00003608):**

Sri E. Bhaskar Rao (Date of Birth:05.06.1962) is on the Board of the Company since 24.10.1994. He is a Commerce graduate and has 22 years of varied experience in the business of poultry breeding and real estate and construction.

He is also a director in, Srinivasa Agri Tech Pvt Ltd, Sri Krishna Devaraya Hatcheries Pvt Ltd, Jaagruthi Foundations Pvt Ltd, Sri Lakshmi Narasamma Minerals Pvt Ltd, Mojasa Enterprises Pvt Ltd, Jaagruthi Ventures Pvt Ltd, Edala Infrastructures Pvt Ltd, SSPDL Ventures Pvt Ltd, SSPDL Infrastructure Developers Pvt Ltd, CBA Hotels & Resorts Pvt Ltd, Edala Propertis Private Limited, Edala Hotels Private Limited, Corporate Enterprises Private Limited, SSPDL Infra Projects India Pvt Ltd, SSPDL Resorts Pvt Ltd, SSPDL

Realty India Pvt Ltd, SSPDL Real Estates India Pvt Ltd, Mojasa Fragrances and Cosmetics Pvt Ltd, (under the processing of Striking off), and Pallavi Perfumes And Cosmetics Pvt Ltd (under liquidation).

He is neither a Director in any other listed company nor a member in any Committee of the Board of any other Company.

None of the directors or Key Managerial Personnel of the Company are a relative of Sri E.Bhaskar Rao. He holds 1,50,000 (1.16%) equity shares of the Company in his name.

After re-appointment, he will be liable to retire by rotation.

For other details such as number of meetings of the board attended during the year, remuneration drawn etc., please refer to the Corporate Governance Report.