

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SSPDL LIMITED ("THE COMPANY") WILL BE HELD, ON SATURDAY, THE 28TH DAY OF SEPTEMBER, 2024, AT 4.00 P.M. IST THROUGH VIDEO CONFERENCING ("VC") FACILITY/OTHER AUDIO VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements:

To receive, consider and adopt

(a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass, the following resolutions as an **Ordinary Resolution**:

- **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."
- **"RESOLVED FURTHER THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

Item No. 2 – Re-Appointment of Director retiring by rotation:

To appoint a Director in place of Sri E. Bhaskar Rao (DIN: 00003608), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Sri E. Bhaskar Rao (DIN: 00003608), who retires by rotation at this meeting, and being eligible, be and is hereby appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3 – Appointment of Sri S.Suryanarayana 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, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time and

the Articles of Association of the Company and subject to all other approvals, as may be required, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Sri Suryanarayana (DIN: 01951750), 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 of the Act proposing his candidature for the office of Director, being eligible, 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 28th September, 2024 upto 27th September, 2029."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 4 - 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 the 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 01.10.2024 to 30.09.2029 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 01.10.2024 to 30.09.2027:

- a) **Salary:** Fixed Salary of Rs.5,00,000/- (Rupees Five 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.”

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

Place : Hyderabad
Date: 23.08.2024

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
Website: www.sspdl.com E-mail: investors@sspdl.com

NOTES:

- The Ministry of Corporate Affairs (“MCA”) has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, and September 25, 2023 (collectively referred to as ‘MCA Circulars’) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), permitted the holding of the Annual General Meeting (AGM) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (“the Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circulars, the 30th AGM of the Company is being held through VC / OAVM on Saturday, September 28, 2024 at 4:00 P.M. (IST). The deemed venue of the proceedings of the 30th AGM shall be the Registered Office of the Company at 3rd Floor, Serene Towers, 8-2-623/A, Road No. 10, Banjara Hills, Hyderabad TG 500034.
- PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, THE BODY CORPORATES ARE ENTITLED TO APPOINT AUTHORISED REPRESENTATIVES TO ATTEND THE AGM THROUGH VC/OAVM AND PARTICIPATE THERE AT AND CAST THEIR VOTES THROUGH E-VOTING.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, in relation to e-voting facility provided by listed entities, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 30th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the 30th AGM will be provided by NSDL.
- The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- Up to 1000 members will be able to join on a FIFO basis to the e-AGM.
- No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee, Auditors, etc.
- The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- In terms of Section 152 of the Companies Act, 2013, Sri E. Bhaskar Rao (DIN: 00003608), Director, retire by rotation at the meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Brief profile of Director and relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are given at the end of the notes.
- M/s. Karvy & Co, Chartered Accountants were appointed as Statutory Auditors of the Company from 28th Annual General

Meeting till the conclusion of this 33rd Annual General Meeting i.e., for a period of 5 (Five) years. The disclosure relating to auditor's remuneration for the year 2023-24 is given in the notes to the accounts.

10. Members holding shares in the 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. KFin Technologies Limited (Formerly Known as KFin Technologies Private Limited) ("KTL") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. KFin Technologies Limited (Formerly Known as KFin Technologies Private Limited).

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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. KFin Technologies Limited (Formerly Known as KFin Technologies Private Limited) for assistance in this regard.

Non-Resident Indian Members are requested to inform M/s. KFin Technologies Limited (Formerly Known as KFin Technologies Private Limited) of the change in residential status immediately on return to India for permanent settlement.

The Registrar and Transfer Agent ("RTA"), KFin Technologies Limited (Formerly Known as KFin Technologies Private Limited), Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana, India are handling registry work in respect of shares held both in physical form and in electronic/demat form.

11. Members holding shares in physical form are requested to note the following:

As per Regulation 40 of the SEBI Listing Regulations, and other notifications issued by the SEBI, transfer of shares (except transmission and transposition of shares) will be in dematerialized 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 RTA, 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.

12. Members holding shares in physical mode desirous of making nomination are advised to submit Nomination Form (SH-13) to RTA or to the Company in respect of their shareholding in the Company and those Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility as provided under Section 72 of the Act.
13. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26th September, 2023, read with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024, SEBI has mandated the security holders (holding securities in physical form) to submit their PAN (i.e. linked with Aadhaar Number), Choice of Nomination, Contact details (Postal Address with PIN Code and Mobile Number), Bank Account details and Specimen Signature in their corresponding folios. However, the security holder(s) whose folio does not have PAN, KYC and Nomination shall be eligible:

- i. To lodge any grievance or avail of any service request from RTA, only after furnishing the PAN, KYC details and Nomination;
- ii. To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode w.e.f. 01st April, 2024) only after compliance with the above stated requirements.

Further, SEBI vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024 for the ease of compliance and investor convenience, has stated that Securityholders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these securityholders. However, the securityholders are encouraged to update 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in the securities market.

To mitigate unintended challenges on account of freezing of folios not having PAN, KYC, and Nomination details and referring of frozen folios to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 has done away with the provisions regarding freezing of folios and referral of folios by RTA / Company to administering authority.

The Company has dispatched a letter on 9th August, 2024 to the Members holding shares in physical form to update their details as mandated by above referred SEBI Master Circular addressed to all the registered Registrars to an Issue and Share Transfer Agents (RTAs) dated 17th May, 2023.

In view of the above, Members are requested to update their details /changes, if any, pertaining to their name, postal address with PIN code, email address, telephone/mobile numbers, Permanent Account Number (PAN linked with Aadhaar), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank

account number, MICR code, IFSC code, etc. to their DPs in case the shares held by them are in electronic form and to the RTA in case of shares held by them in physical form.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circulars are made available (weblink) on Company's website i.e. www.sspdl.com.

14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website viz. www.sspdl.com (under investors section).

15. 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 the Annual General Meeting so that the required information can be made available at the meeting.
16. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to savitajyoti@yahoo.com.
17. In the case of Joint holders attending the meeting, only such Joint Holder who is higher in the order of names will be entitled to vote.
18. 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 that 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 the IEPF Authority. Further, the shareholders whose dividend / shares transferred to the IEPF Authority can now claim the same by following the Refund Procedure as detailed on the website of the IEPF Authority <http://iepf.gov.in/IEPF/refund.html>
19. The Company's equity shares are listed on the Bombay Stock Exchange (BSE). The Company has promptly paid annual listing fees to the BSE for the year 2024-25.
20. To promote the green initiative, members holding shares in electronic form are requested to register/update their e-mail addresses through their Depository Participants for sending future communications by email. Members holding the shares

in physical form may register/update their e-mail addresses through the RTA, giving reference to their Folio Number.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/ Company/Depositories.

Process to be followed for registering Email Address: (i) Shareholders holding shares in physical form: send a request to the RTA of the Company, KFin Technologies Limited (Formerly Known as KFin Technologies Private Limited) at einward.ris@kfintech.com providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card), and (ii) Shareholders holding shares in demat form: Please contact your DP and register your email address in your demat account, as per the process advised by your DP.

Members may also note that the Notice of the 30th AGM, Annual Report for the financial year 2023-24 will also be available on the Company's website www.sspdl.com, website of the Stock Exchange i.e. BSE Limited.

All documents referred to in this Notice and other statutory registers are open for inspection by the members at the registered office of the company during business hours on all working days up to the date of 30th AGM of the company and also during the AGM. The said documents would also be available online for inspection during the AGM. Members seeking to inspect such documents can send an email to investors@sspdl.com.

21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

Instructions for the Members for attending the e-AGM through Video Conference:

- I. The remote e-voting period commences on Tuesday, September 24, 2024 at 09:00 a.m. (IST) and ends on Friday, September 27, 2024 at 05:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., September 21, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut off date, being September 21, 2024.
- II. Savita Jyoti Associates, Practicing Company Secretaries (Membership No. F 3738), has been appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- III. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the AGM, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and submit, not later than two days from the conclusion of the meeting,

a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or to any other person authorized by him.

- IV. The Chairman of the Company or any person authorized by him will declare the result immediately along with the Scrutinizer's report and the same will be communicated to the Stock Exchanges on which the Company's shares are listed, NSDL, KTL and will also be displayed on the Company's website at www.sspdl.com.
- V. The members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- VI. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- VII. Any person holding shares in physical form and non individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e., September 21, 2024, may obtain the login ID and password by sending a request to evoting@nsdl.com or Company. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on No. 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a member of the Company after sending of the notice and holding shares as of the cut off date i.e., September 21, 2024, may follow steps mentioned in the notice of the AGM under "Access to NSDL e-Voting system".
- VIII. The process and manner for remote e-voting are explained herein below:





The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided to Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for individual shareholders holding securities in demat mode is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at above-mentioned website.</p>

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholder

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail id to: savitajyoti@yahoo.com with a copy marked to evoting@nsdl.com.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on No.: 022 - 4886 7000 or send a request to (Name of NSDL Official: Ms. Prajakta Pawle) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to : investors@sspdl.com.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to : investors@sspdl.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the

EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ have questions may send their questions, as mentioned above, in advance mentioning their name demat account number/folio number, email id, mobile number at : investors@sspdl.com. The same will be replied by the company suitably.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at : investors@sspdl.com from September 21, 2024, (9:00 a.m. IST) to September 23, 2024, (5:00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

A.Shailendra Babu
Company Secretary

Place : Hyderabad
Date : 23.08.2024

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
Website: www.sspdl.com
E-mail: 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 4 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 – Appointment of Sri S.Suryanarayana 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. Sri B.Lokanath (DIN: 00037303), was appointed as an Independent Director for a second term of five years commencing with effect from 30th September, 2019 upto 29th September, 2024 at Twenty Fifth Annual General Meeting held on the 30th day of September, 2019. His term would accordingly expire on 29th September, 2024.

In compliance with applicable provisions of the Companies Act, 2023, the Rules made thereunder, and the SEBI Listing Regulations Company is required to constitute the Board. Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes and recommend the appointment of Sri S.Suryanarayana (DIN 01951750) as Independent Director, for a term of five years from 28th September, 2024 to 27th September, 2029, and not liable to retire by rotation. 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 S.Suryanarayana 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 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.

Brief profile of Sri S.Suryanarayana 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 S.Suryanarayana as Independent Director is 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 S.Suryanarayana 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 - Re-appointment of Sri Prakash Challa as the Chairman and Managing Director and fixing the remuneration.

Sri Prakash Challa (DIN: 02257638) aged about 70 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 01.10.2019 to 30.09.2024 and he was designated as the Chairman and Managing Director, in 25th Annual General Meeting of the Company held on 30.09.2019, by passing a special resolution. 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 30.09.2024, considering the same the Board of Directors at its meeting held on 14th August, 2024, 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. 01.10.2024.

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 an executive director and promoter, also, he is aged 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. 4 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 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.

ANNEXURE TO THE NOTICE

APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

(Item No. 2 of the Notice of 30th Annual General Meeting of M/s. SSPDL Limited)

BRIEF PROFILE SRI E.BHASKAR RAO:

Name of the Director	Sri. E.Bhaskar Rao
DIN	00003608
Date of birth and age	05.06.1962 and 62 Years
A brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	He is a Commerce graduate and has 30 years of varied experience in the business of poultry breeding and real estate and construction.
Terms and conditions of appointment or re-appointment	As per the applicable provisions of the Companies Act, 2013, and the Rules made thereunder (as amended from time to time), he is liable to retire by rotation. Proposed to appoint him as a non-executive director of the Company. Except, the sitting fee for attending the meetings of the Board and its Committees, no other remuneration will be paid. Sri E.Bhaskar Rao, who retires by rotation, and being eligible, offer himself for reappointment.
Details of the remuneration last drawn by such person	Other than sitting fees for attending Board and Committee Meetings, he is not eligible for payment of any other remuneration, and during the financial year 2023-24 he has been paid an amount of Rs. 40,000/- (Rupees Forty Thousand Only) as sitting fees for attending the Board Meetings.
Date of the first appointment on the Board	24.10.1994
Shareholding in the Company	1,50,000 (1.16%)
Relationship with other Directors and Key Managerial Personnel	NIL
The number of Meetings of the Board attended during the Financial Year 2023-24	2 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, Sri Krishna Devaraya Hatcheries Pvt. Ltd., Jaagruthi Foundations Pvt. Ltd., Sri Lakshmi Narasamma Minerals Pvt. Ltd., Jaagruthi Ventures Pvt. Ltd., SSPDL Ventures Pvt. Ltd., CBA Hotels & Resorts Pvt. Ltd., SSPDL Infra Projects India Pvt. Ltd., SSPDL Resorts Pvt. Ltd., SSPDL Realty India Pvt. Ltd., SSPDL Real Estates India Pvt. Ltd., Sahiti Farms Pvt. Ltd., Edala Estates Pvt. Ltd., and Raayan Poultries Pvt. Ltd., Jaagruthi Feeds (Hospet) Pvt. Ltd.
Membership/ Chairmanship of Committees of other Boards (excluding SSPDL Limited)	NIL

APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

(Item No. 3 of the Notice of 30th Annual General Meeting of M/s. SSPDL Limited)

BRIEF PROFILE SRI S.SURYANARAYANA :

Name of the Director	Sri S.Suryanarayana
DIN	01951750
Date of birth and age	24.08.1966 and 58 Years
A brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	- Graduate in Commerce, and - Fellow Member of the Institute of Chartered Accountants of India He is a practicing Chartered Accountant. Having over three decades of experience in areas of finance, taxation, etc.
Terms and conditions of appointment or re-appointment	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 28th September, 2024. Except, sitting fee for attending the meetings of the Board and its Committees, no other remuneration will be paid.
Details of the remuneration last drawn by such person	Not Applicable
Date of the first appointment on the Board	28.09.2024
Shareholding in the Company	NIL
Relationship with other Directors and Key Managerial Personnel	NIL
The number of Meetings of the Board attended during the Financial Year 2023-24	Not Applicable
Other Listed Companies	Tierra Agrotech Limited
Other Directorships (excluding SSPDL Limited)	Lakshmi Finance and Industrial Corporation Limited, Tierra Agrotech Limited, and Ekalavya Grameena Vikas Foundation
Membership/ Chairmanship of Committees of other Boards (excluding SSPDL Limited)	In Tierra Agrotech Limited: (i) Chairman of the Audit Committee and the Nomination and Remuneration Committee, (ii) Member of the Stakeholders Relationship Committee and the Risk Management Committee.

APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

(Item No. 4 of the Notice of 30th 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 70 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 45 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 forge 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, 2024 to 30th September, 2029.
Details of the remuneration last drawn by such person	<p>From 01.04.2023 to 30.09.2024:</p> <p>a) Salary: Fixed Salary of Rs. 5,00,000/- (Rupees Five Lakhs Only) per month including dearness and all other allowances.</p> <p>b) Perquisites:</p> <p>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,</p> <p>ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and,</p> <p>iii) Encashment of leave at the end of the tenure.</p> <p>c) Company cars with driver for official use, provision of telephone(s) at residence,</p> <p>Apart from the remuneration aforesaid, he shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.</p>
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.
The number of Meetings of the Board attended during the Financial Year 2023-24	4 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) 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/Chairman in any Committee of the other Boards.

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

(Item No.4 of the Notice of 30th 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: Amount in Rupees in Lakhs**

Financial Parameters	2021-22	2022-23	2023-24
Revenue from Operations	2342.54	4288.76	1949.98
Profit / (Loss) Before Tax	(213.85)	(863.09)	(281.15)
Profit / (Loss) After Tax	(213.85)	(863.09)	(281.15)

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

II. Information about the appointee:

- (1) **Background details:** Sri Prakash Challa, aged about 70 Years, is a Graduate in MSc., CAIIB and having vast experience of over 45 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 3 years from 01.10.2019 to 30.09.2022: fixed salary of Rs.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) the remuneration approved by the shareholders in 28th Annual General Meeting is for a period of 2 years from 01.10.2022 to 30.09.2024: fixed salary of Rs.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. The remuneration paid during this period : (a) For a period of 6 months from 01.10.2022 to 31.03.2023: Fixed salary of Rs.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. (b) For a period of 18 months from 01.04.2023 to 30.09.2024: On recommendation of the Nomination and Remuneration Committee, with the approval of the Board the revised remuneration paid from 01.04.2023 to 30.09.2024: Fixed salary of Rs.5,00,000/- 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 Rs.5,00,000/- 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 and details are provided above. (ii) As on date he holds 23,59,390 shares (18.25%) of the Company in his personal capacity.

The details of the transactions during the financial year 2023-24 are available in the notes to the financial statements.

III. Other information:

- (1) **Reasons of loss or inadequate profits:** On account of legal constraints Company could not take up projects in the existing lands owned by the Company, once cleared Company will be taking up projects.
- (2) **Steps taken or proposed to be taken for improvement:** 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:** The Company has drawn up a business plan, which it will endeavour to achieve.

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".

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

Place : Hyderabad

Date : 23.08.2024

**SSPDL Limited
Registered Office:**

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8-2-623/A, Road No.10, Banjara Hills,

Hyderabad - 500 034, Telangana, India.

Corporate Identity Number (CIN): L70100TG1994PLC018540

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A.Shailendra Babu

Company Secretary