

23rd ANNUAL REPORT  
2015-16

**“WE ARE IN  
QUALITY BUSINESS”**



**S.S. ORGANICS LIMITED**  
CIN: L24110TG1990PLC012038

## S.S. ORGANICS LIMITED

### BOARD OF DIRECTORS

1. Sri. V. N. Sunanda Reddy	Managing Director.
2. Dr. Sai Sudhakar Vankineni	Whole Time Director.
3. Dr. D. Sadasiva Reddy	Director.
4. Sri. N. Gangi Reddy	Director.
5. Sri. Appasani Ravi Kumar	Director.
6. Sri. Vidya Sagar Devabhaktuni	Director.
7. Dr. Sumanth Simha Vankineni	Director.
8. Sri. Vongumalli Gowtham Reddy	Director.
9. Sri. P. Santosh Kumar	Director.
10. Sri. Sudi Vijaya Lakshmi	Director.

### STATUTORY AUDITORS

VDNR & ASSOCIATES, Chartered Accountants. 201, Dwaraka Avenue, Dwarakapuri Colony, Panjagutta, Hyderabad – 34, Telangana.

### SECRETARIAL CONSULTANTS

M/s. P.S Rao & Associates Company Secretaries, 6-3-347-22/2, Flat-10, 4th Floor, Iswarya Nilayam, Dwarakapuri Colony Opp:Saibaba temple, Punjagutta, Hyderabad, Telengana - 500082

### INTERNAL AUDITORS

AMARNADHA REDDY & CO, 6-1-229/40, Old CIB Quarters, Khairtabad, Hyderabad- 500 004, Telangana.

### REGD. OFFICE & FACTORY

Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak Dist, Telangana State.

### CORPORATE OFFICE

H. No. 8-2-120/77/5, Road No.2, Ground Floor, Opp. KBR Park, Banjara Hills, Hyderabad-500 034  
e-mail: cs@ssorganics.co.in, md@ssorganics.co.in, Website: www.ssorganics.co.in, Ph.No. 040-23559938.

### REGISTRAR AND SHARE TRANSFER AGENT

(Physical and Demat)

M/s. Venture Capital and Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad 500 018.  
Phone No. 040-23818475/476, Fax No: 040-23868024, e mail: info@vccilindia.com

CIN: L24110TG1990PLC012038

## NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of **S.S.ORGANICS LIMITED** will be held on Friday the 30th day of September, 2016, at 4.30 P.M. at Registered Office Situated at Survey no. 252/1, Aroor Village, Sadashivapet Mandal, Medak District, Telangana State-502291, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2016, including the Audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. **To appoint a director in place of Sri V. Gowtham Reddy (DIN: 06717978 ), who retires by rotation and being eligible, seek re-appointment.**
3. To ratify the appointment of Statutory Auditor appointed at 22nd Annual General Meeting:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, the appointment of **M/S. VDNR & ASSOCIATES., CHARTERED ACCOUNTANTS (Firm Registration No. 011251S)**, who were appointed as the Statutory Auditors of the Company till the conclusion of 24th Annual General Meeting, be and are hereby ratified and confirmed, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending 31st March, 2017."

### SPECIAL BUSINESS:

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

**Re-Appointment of Sri. V.N. Sunanda Reddy as Managing Director of the Company.**

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Rules made there under read with the Section II of Part II of Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, such other approvals and consents as may be required, the consent and approval of the Company, be and is hereby accorded to the re-appointment of Sri. V.N. Sunanda Reddy (DIN-00058317) as Managing Director of the Company for a period of 3 years w.e.f. 1st April, 2016 on a remuneration and such other terms and conditions as set out in the Explanatory Statement annexed hereto."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company may revise the remuneration payable to the Managing Director, in any financial year during the currency of the present tenure of office, in such manner as agreed to between the Board of Directors and the Managing Director subject to the conditions and shall not exceed such limits as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

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

**Re-Appointment of Dr. Sai Sudhakar Vankineni as Whole Time Director of the Company.**

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Rules made there under read with the Section II of Part II of Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, such other approvals and consents as may be required, the consent and approval of the Company, be and is hereby accorded to the re-appointment of Dr. Sai Sudhakar Vankineni (DIN-00733001) as Whole Time Director of the Company for a period of 3 years w.e.f. 1st August, 2016 on a remuneration and such other terms and conditions as set out in the Explanatory Statement annexed hereto."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company may revise the remuneration payable to the Whole Time Director, in any financial year during the currency of the present tenure of office, in such manner as agreed to between the Board of Directors and the Whole Time Director subject to the conditions and shall not exceed such limits as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

For and on behalf of the board

Sd/-  
V.N. Sunanda Reddy  
Chairman and Managing Director

Place: Hyderabad

Date: 12th August, 2016

**NOTES:**

1. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company's Corporate Office, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September 2016 to , 30th September, 2016 (both days inclusive). and cut off date for dispatch of Annual report to Shareholders either in Physical or in Demat is on 26th August, 2016.
8. The annual report for the financial year 2015-16 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The annual report is also available on Company's website [www.ssorganics.co.in](http://www.ssorganics.co.in).

The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2015-16, free of cost, upon sending a request to the Compliance Officer/Company Secretary at H.No: 8-2-120/77/5, Ground Floor, Opp. KBR Park, Road No. 2, Banjara Hills, Hyderabad - 500034, Telangana.

9. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are given as a separate attachment to this notice as **Annexure 1**.
10. Members are requested to kindly bring their copy of the annual report with them at the AGM, as no extra copy of annual report would be made available at the AGM. Members/proxies should also bring the attached Attendance Slip, duly filled and hand it over at the entrance to the venue.
11. Members are requested to intimate, immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar and Transfer Agent, M/s. Venture Capital Investment Private Limited, if the shares are held by them in physical form.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Transfer Agent, M/s. Venture Capital Investment Private Limited.
13. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures)

Rules, 2014 are requested to send their requests in Form No. SH- 13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.

14. All documents referred to in the accompanying notice and statement pursuant to Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 23rd AGM of the Company.

**For and on behalf of the board**

**Sd/-**  
**V.N. Sunanda Reddy**  
**Chairman and Managing Director**

**Place: Hyderabad**

**Date: 12th August, 2016**

## EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

### Item No. 4:

**Sri V.N. Sunanda Reddy** has been re-appointed as Managing Director of the Company with effect from 01.04.2016. Considering his very well experience in pharma industry and knowledge, business skills, managerial experience and expertise and for smooth and efficient running of the administrative affairs of the Company, the Nomination and Remuneration Committee and the Board of Directors are of the opinion that it is apt to fix remuneration of Managing Director of the Company for a period of 3 years w.e.f. 01.04.2016. The Board of Directors have at their meeting held on 30th May, 2016, recommended the appointment on the following terms and conditions as mentioned below:

#### I. Remuneration:

- a) **Basic Salary:** Rs. 2,00,000/- (Rupees Two Lacs) per month, there is no increase in the current remuneration.
- b) **House rent allowance:** House rent allowance at the rate of FIFTY percent of Basic salary.
- c) **Perquisites:** In addition to the basic salary, he shall be entitled to the following perquisites and facilities:
  - i. The company's contributions to provident fund, superannuation fund or annuity fund shall be payable in accordance with the rules and regulations of the company.
  - ii. Gratuity shall be payable in accordance with the rules and regulations of the company.
  - iii. He is eligible for Leave Encashment.
- 1. Such Contributions/Gratuity/ Encashment shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are exempt under the Income Tax act, 1961.
- 2. **Reimbursement of expenses:** Reimbursement of reasonable entertainment and other expenses actually and properly incurred in connection with the business of the company.
- 3. He will be provided chauffeur driven car, driver, mobile and telephone at residence to carry out his responsibilities. All personal long distance calls on

the telephone shall be recovered by the company. The provisions of car, driver and telephone will not be considered as perquisites.

#### II. Other Conditions:

- a. As long as **Sri V.N. Sunanda Reddy**, functions as the Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committees thereof.
- b. **Sri V.N. Sunanda Reddy**, will exercise the management control over the whole of the affairs of the Company to carry out day to day affairs of the Company to regulate all business activities.
- c. The Managing Director shall devote his time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board in connection with and in the best interest of the business of the Company.
- d. **Sri V.N. Sunanda Reddy**, is not related to any other Director of the Company except V. Gowtham Reddy (Son).
- e. The Board considers it desirable that the Company should avail his services as Managing Director, in terms of Item No.4 of the accompanying Notice, and recommends the same for acceptance by the Members of the Company.

Approval of the members is being sought to the reappointment of **Sri V.N. Sunanda Reddy** as Managing Director of the Company for a period of three years w.e.f.01-04-2016 on the terms and conditions set out in the draft agreement. This resolution shall be in supersession of the previous resolution passed on 18.03.2013 for re-appointing as Managing Director from 01.04.2013. The resolution set out in item No.4 of the Notice is intended for the purpose.

A brief resume and the profile of **Sri V.N. Sunanda Reddy** is provided at **Annexure-2** of this notice:

The statement containing information as required under Section II of Part II of Schedule V of the Companies Act, 2013, to the extent applicable, is given here under:

**A. General Information:**

- 1) Nature of Industry – Manufacturing of Bulk Drugs and its Intermediates.
- 2) Date of Commencement of Commercial Production – N.A.
- 3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – N.A
- 4) Financial Performance based on given indicators-the net loss for the year is Rs. 5.50 Crores against Rs. 6.85 Crores in the previous year.
- 5) Foreign Investments or Collaborators, if any- NIL.

**B. Information about the Appointee:****(1) Background details.**

**Sri. V.N. Sunanda Reddy** worked as superintendent in Andhra Pradesh Sericulture Department and he has been appointed as Managing Director of the Company since 1997 and he is having very good knowledge in the field of pharmaceutical industry, his experience in the field of Pharmaceutical industry is helpful to revive the company; after taking possession in the year 2012 company started its production in the month of August, 2013, July 2015 after fire accident ,under his management.

**(2) Past remuneration.**

2013-14: Rs. 24,00,000  
2014-15: Rs. 24,00,000  
2015-16: Rs. 24,00,000

**(3) Recognition or Awards:- NIL****(4) Job profile and his suitability.**

Sri V.N. Sunanda Reddy is entrusted with substantial powers of the management of the Company subject to the superintendence, control and direction of the Board of Directors, the provisions of Memorandum and Articles of Association, regulations made by the Company in Annual General Meeting and the restrictions imposed by the Companies Act, 2013, and shall do all in his power to promote, develop and extend the business of the Company.

He is nearly having 20 years of experience will help the company revive. He is well suited as he is not only experienced but he is also well versed of entire operations of the Company. The challenging business environment requires review of operations, monitoring and decision making on day-to-day basis besides strategic guidance and advice on ongoing basis for modernization, technological up-gradation and expansion/diversification activities in which the Company would be immensely benefited by his matured and timely advice.

**(5) Remuneration Proposed-**

- (a) As specified in the resolution and subject to such conditions as stipulated by/in the Company Policy.
- (b) He will be provided other facilities such as car, driver, mobile and laptop as per the policy of the company will not be considered as part of the remuneration.
- (c) He is also eligible for Provident Fund, Leave Encashment, Gratuity as per the policy of the Company which will not be considered as part of the remuneration.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person ( in case of expatriates the relevant details would be w.r.t the country of his origin).

The proposed remuneration to the appointee is in line with the remuneration comparable to the size of the company and also that of the industry and of the position and person.

(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any – He is holding 2652600 equity shares of Rs. 10/- each.

**C. Other Information:****1. Reasons of Loss –N.A**

Due to illegal takeover of management by B. Subba Reddy the operations of the Company came to a standstill from 20.10.2006 to 15.05.2012, as such there were no operations and after taking possession on 16-05-2012 Company started its revival process and also started its commercial production in the month of August, 2013. After fire accident the Company has spent heavy cost in the process of repairs and replacements of machinery and equipment for example the entire electrical cables, panel boards, generators, censors etc and replaced because of

fire accident happened in Block A in the month of January 2015 the production was discontinued for a period of Six Months and the Company incurred losses.

## 2. Steps taken for improvement.

Present management had taken various measures to revive the unit and Company has started its production operations in the year July, 2015 and expected to stabilize by end of the next financial year.

## 3. Expected increase in productivity and profits in measurable terms –

Under his management the Company has been doing contract manufacturing to the Aurobindo Pharma Limited. Company is planning to take few more Job Work Contracts with other entities and also planning to improve its Own Production. Due to this management is very much confident to achieve break even in this year and generate additional revenue by this year end.

None of the Directors, Manager, Key Managerial Personnel and their relatives is interested except V.N. Sunanda Reddy and His Son i.e. V. Gowtham Reddy in the above resolution.

## Item No. 5:

**Dr. Sai Sudhakar Vankineni** has been re-appointed as Whole Time Director of the Company with effect from 01.08.2016. Considering his very well experience in pharma industry and knowledge, business skills, managerial experience and expertise and for smooth and efficient running of the administrative affairs of the Company, the Nomination and Remuneration Committee and the Board of Directors are of the opinion that it is apt to fix remuneration of Whole Time Director of the company for a period of 3 years w.e.f. 01.08.2016. The Board of Directors have at their meeting held on 30th May, 2016, recommended the appointment on the following terms and conditions as mentioned below:

### I. Remuneration:

- a) Basic Salary: Rs. 1,80,000/- (Rupees One Lack Eighty Thousand) per month, there is no increase in the current remuneration.
- b) House rent allowance: House rent allowance at the rate of FIFTY percent of Basic salary.
- c) Perquisites: In addition to the basic salary, he shall be entitled to the following perquisites and facilities:

- i. The company's contributions to provident fund, superannuation fund or annuity fund shall be payable in accordance with the rules and regulations of the company.
- ii. Gratuity shall be payable in accordance with the rules and regulations of the company.
- iii. He is eligible for Leave Encashment.

1. Such Contributions/Gratuity/ Encashment shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are exempt under the Income Tax act, 1961.
2. Reimbursement of expenses: Reimbursement of reasonable entertainment and other expenses actually and properly incurred in connection with the business of the company.
3. He will be provided chauffeur driven car, driver, mobile and telephone at residence to carry out his responsibilities. All personal long distance calls on the telephone shall be recovered by the company. The provisions of car, driver and telephone will not be considered as perquisites.

### II. Other Conditions:

- a. As long as Dr. Sai Sudhakar Vankineni, functions as the Whole Time Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committees thereof.
- b. **Dr. Sai Sudhakar Vankineni** will exercise the management control over the whole of the affairs of the Company to carry out day to day affairs of the Company to regulate all business activities.
- c. The Whole Time Director shall devote his time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board in connection with and in the best interest of the business of the Company.
- d. **Dr. Sai Sudhakar Vankineni**, is not related to any other Director of the Company except Dr. Sumanth Simha Vankineni (Son).
- e. The Board considers it desirable that the Company should avail his services as Whole Time Director,

in terms of Item No.5 of the accompanying Notice, and recommends the same for acceptance by the Members of the Company.

Approval of the members is being sought to the reappointment of Dr. Sai Sudhakar Vankineni as Whole Time Director of the Company for a period of three years w.e.f.01-08-2016 on the terms and conditions set out in the draft agreement. This resolution shall be in supersession of the previous resolution passed on 29.07.2013 for appointment as Executive Director from 01.08.2013. The resolution set out in item No.5 of the Notice is intended for the purpose.

A brief resume and the profile of Dr. Sai Sudhakar Vankineni is provided at **Annexure-2** of this notice:

The statement containing information as required under Section II of Part II of Schedule V of the Companies Act, 2013, to the extent applicable, is given here under:

**A. General Information:**

- 1) Nature of Industry – Manufacturing of Bulk Drugs and its Intermediates.
- 2) Date of Commencement of Commercial Production – N.A.
- 3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – N.A
- 4) Financial Performance based on given indicators-the net loss for the year is Rs. 5.50 Crores against Rs. 6.85 Crores in the previous year.

**5) Foreign Investments or Collaborators, if any- NIL.****B. Information about the Appointee:****(1) Background details.**

Dr. Sai Sudhakar Vankinei is a prominent practicing doctor having good exposure in the field of medical diagnosis and in the functional areas of finance and administration of the Company as he looked after those departments.

**(2) Past remuneration.**

2013-14: Rs. 14,44,000\*

2014-15: Rs. 21,60,000

2015-16: Rs. 21,60,000

\* He was appointed as an Executive Director of the Company w.e.f. 01.08.2013

**(3) Recognition or Awards:- NIL****(4) Job profile and his suitability**

Dr. Sai Sudhakar Vankineni is entrusted with substantial powers of the management of the Company subject to the superintendence, control and direction of the Board of Directors, the provisions of Memorandum and Articles of Association, regulations made by the Company in Annual General Meeting and the restrictions imposed by the Companies Act, 2013, and shall do all in his power to promote, develop and extend the business of the Company.

His experience in the pharma field will help the company revive. He is well suited as he is not only experienced but he is also well versed of entire operations of the Company. The challenging business environment requires review of operations, monitoring and decision making on day-to-day basis besides strategic guidance and advice on ongoing basis for modernization, technological up-gradation and expansion/diversification activities in which the Company would be immensely benefited by his matured and timely advice.

**(5) Remuneration Proposed-**

- (a) As specified in the resolution and subject to such conditions as stipulated by/in the Company Policy.
- (b) He will be provided other facilities such as car, driver, mobile and laptop as per the policy of the company will not be considered as part of the remuneration.
- (c) He is also eligible for Provident Fund, Leave Encashment, Gratuity as per the policy of the Company which will not be considered as part of the remuneration.

- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin).

The proposed remuneration to the appointee is in line with the remuneration comparable to the size of the company and also that of the industry and of the position and person

- (7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any – He is holding 2,30,000 equity shares of Rs. 10/- each.

**C. Other Information:****1. Reasons of Loss –N.A**

Due to illegal takeover of management by B. Subba Reddy the operations of the Company came to a standstill from 20.10.2006 to 15.05.2012, as such there were no operations and after taking possession on 16-05-2012 Company started its revival process and also started its commercial production in the month of August, 2013. After fire accident the Company has spent any cost in the process of repairs and replacements of machinery and equipment for example the entire electrical cables, panel boards, generators, censors etc and replaced Because of fire accident happened in Block A in the month of January 2015 the production was discontinued for a period of Six Months and the Company incurred losses.

**2. Steps taken for improvement**

Present management had taken various measures to revive the unit and Company has started its production operations in the year July, 2015 and expected to stabilize by end of the next financial year.

**3. Expected increase in productivity and profits in measurable terms –**

Under his management the Company has been doing contract manufacturing to the Aurobindo Pharma Limited. Company is planning to take few more Job Work Contracts with other entities and also planning to improve its Own Production. Due to this management is very much confident to achieve break even in this year and generate additional revenue by this year end.

None of the Directors, Manager, Key Managerial Personnel and their relatives is interested except Dr. Sai Sudhakar Vankineni and His Son i.e. Dr. Sumanth Simha Vankineni in the above resolution.

**For and on behalf of the board**

Sd/-  
**V.N. Sunanda Reddy**  
**Chairman and Managing Director**

**Place: Hyderabad**

**Date: 12th August, 2016**

## Annexure 1

Dear Member,

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to members to cast their vote on all resolutions set forth in the notice convening the 23rd Annual General Meeting (AGM) to be held on Friday, 30th September 2016 at 4.30 P.M. The Company has engaged the services of Central Depository Service Limited (CDSL) to provide the remote e-voting facility. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM is termed as 'remote e-voting'.

**Company appointed Mrs. N. Vanitha, Practicing Company Secretaries in P.S. Rao and Associates, Hyderabad, to act as the Scrutinizer, to scrutinize the voting at the Annual General Meeting (AGM) and remote e-voting process in a fair and transparent manner.**

The e-voting facility is available at the link <https://www.evotingindia.com> and the E-voting Event Number (EVEN) and period of remote e-voting are set out below:

Commencement of Remote E-voting	End of Remote E-Voting
Tuesday, 27th day of September, 2016, 09.00 A.M.	Thursday, 29th day of September, 2016, 05.00 P.M.

Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the notice of the AGM to be held on 30th September 2016.

**STEPS FOR REMOTE E-VOTING:**

- (i) The voting period begins on Tuesday, 27th day of September, 2016, 09.00 A.M. and ends on Thursday 29th day of September, 2016, 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23-09-2016 or may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

<b>PAN*</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
<b>DOB#</b>	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
<b>DIVIDEND BANK DETAILS</b>	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramanathan with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details field.

(ix) After entering these details appropriately, click on “SUBMIT” tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant “S.S. Organics Limited” on which you choose to vote.

(xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(XiX) Members can also cast their vote using CDSL's mobile app “m-Voting” available for Android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xx) Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian

- are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should
- be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details a Compliance User should be created using the admin
- login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to
- [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have
- issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

**(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).**

**Annexure 2**
**Details of Directors as on August 12th, 2016 seeking appointment/ re-appointment at the Annual General Meeting scheduled to be held on 30.09.2016 (Pursuant to Clause 49(IV)(E) and 49(IV)(G)(i) of the Listing Agreement).**

<b>A</b>	<b>Name</b>	<b>Sri V. Gowtham Reddy</b>	<b>Sri V.N. Sunanda Reddy</b>	<b>Dr. Sai Sudhakar V</b>
<b>B</b>	Brief Resume i) Age ii) Qualification	32 Years B.E, MS	66 Years B.Sc, M.A. P.G. Dip in Public Admn.	65 Years MBBS
i)	Experience in specific functional area	10 years experience in software industry. He got work exposure in the field of Electronic Content Management, Business Intelligence	He is having nearly 20 yearly of experience in the field of Pharma and manufacturing of bulk drugs, finance and administrative affairs of the Company.	He is having nearly 18 years of in the field of Pharma and exposure in the functional areas of administration and finance and he is CFO of the Company.
ii)	Date of appointment on the Present Board of the Company (S S Organics Limited)	24.10.2013	He was appointed as Managing Director of the Company on 01.01.1997 and he has been continuing acting as Managing Director.  The earlier re-appointment was done on 01.04.2013	13.02.2013.
<b>C</b>	Names of other companies in which directorship held (as per Section 165 of the Companies Act, 2013):	NIL	NIL	NIL
<b>D</b>	Name(s) of the companies in which committee Membership(s) held	NIL	1. Shareholders Grievance Committee.	1. Audit Committee
<b>E</b>	No. of Shares of Rs.10/- each held by the Director	150000 Equity shares of Rs. 10/- each.	2652600 Equity shares of Rs. 10/- each.	230000 Equity shares of Rs. 10/- each.
<b>F</b>	Relationship between Directors inter se [as per section 2 (77) of the Companies Act, 2013, read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014]	He is son of Sri V.N. Sunanda Reddy	Sri V.N. Sunanda Reddy is not related to any director except Sri V. Gowtham Reddy (Son).	Dr. Sai Sudhakar Vankineni is not related to any director except Dr. Sumanth Simha Vankineni (Son).

### Directors' Report

To the members,

The directors submit annual report of S.S. Organics Limited along with the audited financial statement for the year ended March 31, 2016.

#### 1. Financial Results:

Particulars	Stand alone	
	As at 2015-16	As at 2014-15
Gross Income	12,42,67,069	6,25,44,382
Less: Expenditure	16,59,23,049	10,36,74,173
Less: Interest & Finance Charges	51,15,458	20,66,333
Less: Depreciation	82,40,551	2,53,45,211
Profit before tax/ Loss	(5,50,11,989)	(6,85,41,335)
Less: Current Tax	-	-
Less: Deferred Tax	15,836	73,91,533
Profit available for appropriations/Loss	(5,49,96,153)	(6,11,49,802)
Profit brought forward/Loss	(26,27,10,299)	(19,47,96,438)
Balance carried forward/Loss	(31,77,06,452)	(26,27,10,299)

#### 2. Review of Operations:

It was already brought to your notice that, the present management of the Company has infused Rs. 600 lacs during 2013 to 2014 as per the Rehabilitation Scheme of Hon'ble Board for Industrial and Financial Reconstruction (BIFR) for revival of the Company. In the year 2014-15 had infused more than Rs. 347 lacs for operational activities of the Company. The aggregate amount of Rs. 947 lacs spent towards Revival of the Company. In addition to above infusions the present management has infused more than 2.69 Crores to its revival and smooth running of the Company in the Financial Year 2015-16.

It already brought to the notice of the shareholders in the last Annual General Meeting that the Company has entered into contract manufacturing work with M/s. Aurobindo Pharma Limited for manufacturing of ciprofloxacin and started its production in 'A' Block in the month of August 2013 and started its own production of Gabapatine in the month of August, 2014 and Company is planning to take few more Job Work contract with other entities and also planning to take further expansion of its Own Production in the next coming years.

#### 3. Fire Accident at Block A :

It already brought to the notice of shareholders in the last year AGM there was a fire accident on January 7th, 2015 at 11.40 A.M at "A" Block. There was no human loss or injuries but there is a huge property loss to the Company.

After due procedure the Company has received total Insurance Claim of Rs. 3,79,63,964/- (Three Crores Seventy Nine Lacs Sixty Three Thousand Nine Hundred and Sixty Four).

The management revived its production process in the month of July, 2015 and adopted few more additional safe guard measures in addition to existing measures to prevent and mitigate the risk.

#### 4. Status with BIFR:

The Hon'ble BIFR has circulated the MDRS on 27.01.2014 and the scheme envisages infusion of fresh funds, reduction of Paid-up Share Capital and Issue of Fresh Capital etc. The Proceedings are pending with BIFR.

#### 5. Dividend:

Your Directors did not recommend any dividend for the year 2015-16.

#### 6. Transfer To Reserves:

Your Company has not transferred any amount to the general reserve.

#### 7. Directors:

V. Gowtham Reddy, retiring director at the ensuing 23rd AGM and being eligible, offer himself for reappointment.

The Board, after considered the recommendations for appointments and remunerations of members of Nomination and Remuneration Committee, re-appointed Sri V.N. Sunanda Reddy as Managing Director of the Company for a period of 3 years w.e.f 01.04.2016 and Dr. Sai Sudhakar Vankinei as Whole Time Director of the Company for a period of 3 years w.e.f 01.08.2016 these appointments are subject to the approval of shareholders in the ensuing AGM and explanations are included at Item No. 4 and 5 of the Notice convening the ensuing AGM.

None of the independent directors will retire at the ensuing AGM of the Company.

**8. Directors Responses on the Qualifications made by the Company Secretary in Practice in Secretarial Audit Report:**

**Secretarial Auditors Qualifications:**

**1. "The Company has appointed Whole Time Company Secretary pursuant to the provisions of Section 203 of the Companies Act, 2013 with delay of 29 days."**

**Explanation:** "Since the company is a Sick Company registered with BIFR as Case No. 91/97 Company no Company Secretary has come forward to act as Company Secretary and after taking lot of struggles Company has appointed J. Vijay Kumar as Company Secretary w.e.f. 14.11.2015. Therefore 29 days delay in the appointment and comply to the provisions of section 203 of the Companies Act, 2013."

**Secretarial Auditors Observations:**

**1. "BSE has imposed a Fine of Rs. 1,42,000 on its letter dated 06.10.2015 for non appointment of Women Director in the Board "**

**Explanation:** "Since the company is a Sick Company registered with BIFR as Case No. 91/97 Company no woman has come forward to act as Woman Director. And we had also wrote a several letters to SEBI, BSE and MCA for suggesting any lady for acting as Woman Director but there is no suggestions from aforesaid departments. After a lot of struggles company had appointed Smt. Sudha Vijaya Lakshmi as Woman Director to the Board and Company also wrote a request letter to BSE, SEBI and MCA for withdrawing of the fine of Rs. 1,42,000 as Company is a Sick Company and not in a position to pay the fine."

**2. "Chairman of the Audit Committee has not attended the Last Annual General Meeting"**

**Explanation:** "Chairman of the Audit Committee has not attended the last AGM due to his pre-occupation with some other. Chairman of the Company authorized Sri. N. Gangi Reddy, member of Audit Committee and having a status of Non-Executive and Independent Director of the Company to clarify any doubts on the Audited Accounts. Sri N. Gangi Reddy is having Financial and Accounting Knowledge."

**9. Deposits from the Public:**

The Company has not accepted any deposits which cover under the Section 73 of the Companies Act, 2013.

**10. Particulars of Loans, Guarantees or investments:**

Loans, guarantees and investments covered under section 186 of the Companies Act, 2013 from part of the notes to the financial statements provided in this Annual Report.

**11. Particulars of Contracts or arrangement made with related parties:**

No contracts or arrangement made with related parties during the year as per the Section 188(1) of the Companies Act, 2013.

**12. Material changes and commitment affecting financial position between the end of the financial year and date of report:**

There is no material changes and commitment affecting financial position between the end of the financial year 2015-16.

**13. Directors Responsibility Statement:**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their Knowledge and ability, confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. They have taken prepared the annual accounts on a going concern;

- v. They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

**14. Number of meetings of the Board:**

Five (5) meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

**15. Declaration by independent directors:**

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013. That he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

**16. Board Evaluation:**

As required under the provisions of Schedule IV of the Companies Act, 2013 the performance evaluation of independent directors has been done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the nomination and remuneration committee.

None of the independent directors are due for re-appointment

**17. Policy on director's appointment and remuneration and other details.**

The Company's policy on director's appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the director's report.

**18. Internal financial control systems and their adequacy.**

The Internal Financial Control systems is explained in Management Discussion Analysis

**19. Audit Committee:**

Your company has constituted the Audit Committee within the provisions laid down in Section 177(2) of Companies Act, 2013 and read with the regulation 18 of SEBI (LODR), 2015.

**20. Extract of Annual Return:**

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in the prescribed format in appended as Annexure I.

**21. Auditors:**

- i. The Statutory Auditors of the Company, M/s. VDNR & Associates, Chartered Accountants, who were appointed as the Statutory Auditors of the Company till the conclusion of 24th Annual General Meeting.
- ii. N. Vanitha of M/s. P.S. Rao & Associates, Practicing Company Secretaries was appointed to conduct the secretarial audit of the Company for the Financial Year 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for FY 2015-16 forms part of the Annual Report as Annexure II to the Board's Report.

**22. Particulars of Employees:**

The information required under section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year:

Directors	Ration to median remuneration
V.N. Sunanda Reddy	17.2 Times
Sai Sudhakar Vankineni	15.4 Times

"The Company has not paid any remuneration to the non-executive directors of the Company for the Financial Year 2015-16."

**b. The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the Financial Year:**

*"During the Financial Year 2015-16, there is no increase in the remuneration of each director, chief executive officer, chief financial officer, company secretary of the Company."*

**c. The Percentage increase in the median remuneration of employees in the Financial Year: 16.4%**

**d. The number of permanent employees on the rolls of Company: 109**

**e. The explanation on the relationship between average increase in remuneration and Company Performance:**

On an average, employees at factory received an annual increase of 16.4% in India. The individual increments varied from 9% to 25%, based on individual performance.

**f. Comparison of the remuneration of the key managerial personnel against the performance of the Company:**

Aggregate remuneration of Key managerial personnel (KMP) in FY 2015-16	Rs. 46,82,892
Total Revenue	Rs. 12,42,67,069
Remuneration of KMP's ( as % of Revenue)	3.77 %
Profit Before Tax ( PBT)	Rs. (5,50,11,989)
Remuneration of KMP ( as % of PBT)	(8.51) %

**g. Comparison of each remuneration of the key managerial personnel against the performance of the Company:**

Particulars	Mr. V.N. Sunanda Reddy, Managing Director	Dr. Sai Sudhakar Vankineni, Executive Director	Sri J. Vijay Kumar, Company Secretary
Remuneration in FY 2016.	24,00,000	21,60,000	1,22,892
Revenue (Rs.)		12,42,67,069	
Remuneration as % of revenue	1.93	1.74	0.10
Profit Before Tax (PBT)		(5,50,11,989)	
Remuneration ( as % of PBT)	(4.3)	(3.9)	(0.22)

\* Sri J. Vijay Kumar was appointed as Company Secretary and Compliance Officer w.e.f. 14.11.2015

**h.** The Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: None.

**i.** Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company.

**23.** Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo. The particulars as prescribed under Sub-Section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are enclosed as Annexure III to the Board's Report.

**24. Acknowledgement:**

Your Directors wish to express their gratitude to the central and state government, investors, analysts, financial institutions, banks, business associates and customers, the medical profession, distributors and suppliers for their whole-hearted support. Your directors commend all the employees of your company for their continued dedication, significant contributions, hard work and commitment.

**For S.S. Organics Limited**

**Sd/-**

**V.N. Sunanda Reddy**  
**Chairman and Managing Director**

**Place: Hyderabad.**

**Date: 12.08.2016**

**Annexure I**
**FORM NO. MGT-9**
**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2016

**[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014.]**

**I. REGISTRATION & OTHER DETAILS:**

1. <b>CIN</b>	L24110TG1990PLC012038	
2. <b>Registration Date</b>	27/11/1990	
3. <b>Name of the Company</b>	S.S. ORGANICS LTD.	
4. <b>Category/Sub-category of the Company</b>	Company Limited by Shares/ Indian Non-Government Company.	
5. <b>Address of the Registered office &amp; contact details</b>	Survey No.252/1, Aroor Village, Sadasivapet Mandal, Medak District, Medak, Telangana State. PIN-502291	
6. <b>Whether listed company</b>	Yes. Listed at Bombay Stock Exchange (BSE).	
7. <b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	M/s. Venture Capital and Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad 500 018. Phone No. 040-23818475/476, Fax No: 040-23868024, e mail: info@vccilindia.com .	

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing of Bulk Drugs	2100	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

Company is not having any Holding, Subsidiary and Associate Companies.

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the year [As on 31-March-2015]				No. of Shares held at the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat Shares	Physical	Total	% of Total Shares	
A. Promoter's									
<b>(1) Indian</b>									
a) Individual/ HUF	3429600	259100	3751700	36.78	3579700	22000	3751700	36.78	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (1)</b>	<b>3429600</b>	<b>259100</b>	<b>3751700</b>	<b>36.78</b>	<b>3579700</b>	<b>22000</b>	<b>3751700</b>	<b>36.78</b>	<b>0</b>
<b>(2) Foreign</b>									
(a) Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	150000	0	0	0	0
(a) Bodies Corporate	0	0	0	0	0	0	0	0	0
(b) Institutions	0	0	0	0	0	0	0	0	0
(c) Qualified Foreign Investors	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>150000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Total shareholding of Promoter and Promoter									
<b>Group (A) = (A)(1)+(A)(2).</b>	<b>3429600</b>	<b>259100</b>	<b>3751700</b>	<b>36.78</b>	<b>3729700</b>	<b>22000</b>	<b>3751700</b>	<b>36.78</b>	<b>0</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	9700	9700	0.10	0	9700	9700	0.10	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>9700</b>	<b>9700</b>	<b>0.10</b>	<b>0</b>	<b>9700</b>	<b>9700</b>	<b>0.10</b>	<b>0</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	342985	219400	562385	5.51	219400	299171	518571	5.08	0.43
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	687815	1441420	2129235	20.71	692399	1451330	2394029	21.01	2.59
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2655470	111510	2766980	27.12	2449100	84300	2531400	24.8	(2.32)

c) Others (specify)									
i. B. Subba Reddy*	630100	0	630100	6.17	630100	0	630100	0	0
ii. Non Resident Indians	55100	0	55100	0.54	55100	0	55100	0	0
i. Directors	168000	82300	250300	2.45	168000	82300	250300	0	0
ii. Clearing Members	45800	0	45800	0.45	60400	0	60400	0.59	0.14
<b>Sub-total (B)(2):-</b>	<b>4580270</b>	<b>1859630</b>	<b>6439900</b>	<b>63.13</b>	<b>3281799</b>	<b>3158101</b>	<b>6439900</b>	<b>63.13</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>4580270</b>	<b>1869330</b>	<b>6449600</b>	<b>63.22</b>	<b>3281799</b>	<b>3167801</b>	<b>6449600</b>	<b>63.22</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>8009870</b>	<b>2191430</b>	<b>10201300</b>	<b>100.00</b>	<b>8332270</b>	<b>1869030</b>	<b>10201300</b>	<b>100.00</b>	<b>0</b>

\* Mr. B. Subba Reddy has acquired 630100 shares contrary to the order of Company Law Board, Chennai in C.P. No. 22 of 05 dated 19/04/2005. Mr. B. Subba Reddy himself is the petitioner in the said C.P. and also without making requisite disclosures as required and applicable under the Regulation of SEBI.

**B) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year 31.03.2015			Shareholding at the end of the year 31.03.2016			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Pledged/encumbered to total shares	
1	V.N. Sunanda Reddy	2652600	26.00	0	2652600	26.00	0	0
2	Sumanth Simha Vankineni	68700	0.67	0	68700	0.67	0	0
3	Jhansi Rani Vankineni	26000	0.25	0	26000	0.25	0	0
4	Snigdha Vankineni	368000	2.25	0	368000	2.25	0	0
5	Sai Sudhakar Vankineni	230000	3.61	0	230000	3.61	0	0
6	V Gowtham	150000	1.47	0	150000	1.47	0	0
7	V Sinduri	150000	1.47	0	150000	1.47	0	0
8	V Santha	22000	0.22	0	22000	0.22	0	0
9	D. Sadasiva Reddy	84400	0.83	0	84400	0.83	0	0
	<b>Total</b>	<b>3751700</b>	<b>36.78</b>	<b>0</b>	<b>3751700</b>	<b>36.78</b>	<b>0</b>	<b>0</b>

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year 31.03.2015		Cumulative Shareholding during the year 31.03.2016	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year				
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			No Changes in Promoter's Shareholding.	
3	At the end of the year				

**D) Shareholding Pattern of top ten Shareholders:**  
 (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Particulars	Shareholding at the beginning of the year 31.03.2015		Cumulative Shareholding End of the year 31.03.2016	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	B. Subba Reddy	1372100	13.45	1372100	13.45
		0	0		
2	M/s Coral Drugs	200000	1.96	200000	1.96
		0	0		
3	Uppalapati Durga Mahidhar	150400	1.47	150500	1.47
		100	0.01		
4	Ch Avinash Reddy	125000	1.23	125000	1.23
		0	0		
5	Arvind Bhupatral Sheth	92900	0.91	92900	0.91
		0	0		
6	Jawahar K Reddy	55000	0.53	55000	0.53
		0	0		
7	Mackertich Consultancy Services Private Limited	52900	0.51	52900	0.51
		0	0		
8	Samrajya Lakshmi Kandyala	45500	0.45	45500	0.45
		0	0		
9	Hemant Kumar Gupta	44900	0.44	44900	0.44
		0	0		
10	Daakshinya Corporate Solutions Private Limited	44000	0.43	44000	0.43
		0	0		

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Name of the Shareholder	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sumanth Simha Vankineni	01.04.2015	At the beginning of the year	68700	0.67	0	0
		31.03.2016	At the end of the year	68700	0.67		
2	V Gowtham	01.04.2015	At the beginning of the year	150000	1.47	0	0
		31.03.2016	At the end of the year	150000	1.47		
3	D. Sadashiva Reddy	01.04.2015	At the beginning of the year	84400	0.83	0	0
		31.03.2016	At the end of the year	84400	0.83		
4	D. Vidya Sagar	01.04.2015	At the beginning of the year	168000	1.65	0	0
		31.03.2016	At the end of the year	168000	1.65		
5	P. Rama Chandra Gupta	01.04.2015	At the beginning of the year	82300	0.81	0	0
		31.03.2016	At the end of the year	82300	0.81		

**Key Managerial Persons( KMP)**

6	V.N. Sunanda Reddy	01.04.2015	At the beginning of the year	2652600	26.00	0
7	Sai Sudhakar Vankineni	31.03.2016	At the end of the year	2652600	26.00	
		01.04.2015	At the end of the year	230000	2.25	
		31.03.2016	At the end of the year	230000	2.25	

**V) INDEBTEDNESS**-Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Rs. in Lakhs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	206.52	1259.62	-	1466.14
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.098	0.87	-	0.968
<b>Total (i+ii+iii)</b>	<b>206.618</b>	<b>1260.49</b>	-	<b>1467.108</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	430.88	-	430.88
* Reduction	32.85	127.93	-	160.78
<b>Net Change</b>	<b>(32.85)</b>	<b>302.95</b>	-	<b>270.09</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	173.66	1562.57	-	1736.23
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.09	2.40	-	2.49
<b>Total (i+ii+iii)</b>	<b>173.75</b>	<b>1564.97</b>	-	<b>1738.72</b>

**VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S. No.	Particulars of Remuneration	Managing Director	Executive Director	Total Amount
		V.N. Sunanda Reddy	Sai Sudhakar Vankineni	
1	Gross salary	2400000	2160000	4560000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0
5	Others, please specify			
	<b>Total (A)</b>	<b>2400000</b>	<b>2160000</b>	<b>4560000</b>

**B. Remuneration to other directors:** During the F.Y. 2015-16 the Company has not paid any remuneration to other directors other than Managing Director i.e. V.N. Sunanda Reddy and Executive Director i.e. Dr. Sai Sudhakar Vankineni

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

S. No	Particulars of Remuneration	Key Managerial Personnel J. Vijay Kumar * Whole Time Company Secretary	Total
1	Gross salary	Rs. 1,22,892	Rs. 1,22,892
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit others, specify...	0 0 0	0 0 0
5	Others, please specify	0	0
	<b>Total</b>	<b>Rs. 1,22,892</b>	<b>Rs. 1,22,892</b>

\* Appointed w.e.f. 14.11.2015

**VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

BSE has imposed Fine of Rs. 1,42,000/- on its letter dated 06.10.2015 for non appointment of Woman Director in the Board .

*Explanation: "Since the company is a Sick Company registered with BIFR as Case No. 91/97 Company no woman has come forward to act as Woman Director. And we had also wrote a several letters to SEBI, BSE and MCA for suggesting any lady for acting as Woman Director but there is no suggestions from aforesaid departments. After a lot of struggles company had appointed Smt. Sudi Vijaya Lakshmi as Woman Director to the Board and Company also wrote a request letter to BSE, SEBI and MCA for withdrawing of the fine of Rs. 1,42,000 as Company is a Sick Company and not in a position to pay the fine."*

MR-3

**SECRETARIAL AUDIT REPORT****For the Financial year ended 31st March, 2016***(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)*

To,  
The Members,  
S.S. Organics Limited  
Sy. 252/1, Aroor Village,  
Sadasivapet Mandal,  
Medak Dist, T.S.

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by S.S. Organics Limited(herein after called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the S.S. Organics Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and return field and other records maintained by S.S. Organics Limited for the Financial Year ended on 31st March, 2016 according to the provisions of:

- i. The Companies Act, 2013 ( the Act) and the rules made thereunder;
- ii. The Securities Contract ( Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- iii. The Depositories Act, 1996 and Regulations and Bye Laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; ( Company has not raised External Commercial Borrowings)
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ( SEBI Act):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ( Not applicable to the Company during the audit period)
  - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (No instances for compliance requirements during the year).
  - f. The Securities and Exchange Board of India (issue and Listing of Debt Securities) Regulations, 2008; (No instances for compliance requirements during the year).
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client(Not Applicable to the Company during the audit period).
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (No instances for compliance requirements during the year); and

- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not instances for compliance requirements during the year);
- vi. Other specifically applicable laws to the Company:
  - a) Factories Act 1947.
  - b) Electricity Act, 2003.
  - c) Indian Boilers Act, 1923.
  - d) Contract Labour Regulation and Abolition Act 1970.

**1. *The Company has appointed Whole Time Company Secretary pursuant to the provisions of Section 203 of the Companies Act, 2013 with delay of 29 days.***

Following observations are found during the audit for the Financial Year 2015-16.

**1. *BSE Limited has imposed a Fine of Rs.1,42,000 vide its letters dated October 06, 2015 for non appointment of Women Director in the Board .***

**2. *Chairman of the Audit Committee has not attended the Last Annual General Meeting.***

We have also examined compliance with the applicable clauses of the following:

- a. *Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Effective from 01.12.2015) and The Listing Agreements entered into by the Company with BSE Limited (since repealed).*
- b. *Secretarial Standards SS-1 and SS-2 with respect to meetings of the board of directors and general meetings respectively issued and notified by The Institute of Company Secretaries of India which came into force w.e.f. 1stJuly, 2015 under the provisions of section 118(10) of the Act.*

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

**We further report that**

- *The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.*
- *Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.*
- *All the decisions at the board meetings and committee meetings have been carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.*

**We further report that**

- *There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.*
- *There were no such specific events/actions in pursuance of the above referred laws, rules, regulations etc. having a major bearing on the Company's affairs.*

For P.S. Rao & Associates

Place: Hyderabad  
Date: 12/08/2016.

Sd/-  
N. Vanitha  
Partner  
M.No. 26859  
C.P. No.10573

**Annexure III**

**Conservation of energy, research and development, technology absorption,  
foreign exchange earnings and outgo**  
(Particulars pursuant to the Companies (Accounts) Rules, 2014)

**A. Conservation of Energy:**

The Company has already implemented energy conservation measures to conserve and optimize the use of energy through operation methods and other means will continue. The following pictures show the conversation of energy during the financial year 2015-16.

<b>Particulars</b>	<b>2015-16</b>	<b>2014-15</b>
<b>POWER AND FUEL</b>		
Number of Units Consumed ( No.s in Lakhs)	13.88	12.28
Unit Rate	7.8745	7.608
Total Amount (Rs. In Lakhs)	109.30	93.43
<b>OWN GENERATION (D.G. Set)</b>		
Number of Units Consumed ( Nos. In Lakhs)	0.164	0.63
Unit Rate (Rs.)	53.72	54.39
Total Amount (Rs. In Lakhs)	8.81	34.26
<b>COAL</b>		
Quantity (MT)	1733	1833
Total Cost( Rs. In Lakhs)	121.33	122.21
Average Rate( M.T. in Rs.)	7001.4	6667.21

**B. Technology Absorption:**

The Company has not acquired any specific technology for its operations. The process technologies are acquired indigenously. Due to fire accident occurred in Block A the total plant and machinery was fired. The management has purchased new reactors for conversion process.

**C. Research and Development:**

The Company is carrying in process development in to Research and Development

**D. Foreign Exchange Earnings and out go.**

Foreign Exchange earnings during the year is Rs. 0 (ZERO) & Outflow is Rs.0 (ZERO).

## MANAGEMENT DISCUSSION AND ANALYSIS

### OVERVIEW:

The Indian pharmaceutical market is the third largest in terms of volume and thirteenth largest in terms of value. Branded generics dominate the pharmaceutical market, constituting nearly 70 to 80 percent of the market. India is the largest provider of generic drugs globally accounting for 20 percent exports in terms of volume. Of late, consolidation has become an important characteristic of the Indian pharmaceutical market as the industry is highly fragmented. The Indian pharma industry, which is expected to grow over 15 per cent per annum between 2015 and 2020, will outperform the global pharma industry, which is set to grow at an annual rate of 5 per cent between the same period. The market is expected to grow to 55 billion \$s by 2020, thereby emerging as the sixth largest pharmaceutical market globally by absolute size. India has also maintained its lead over China in pharmaceutical exports with a year-on-year growth of 7.55 per cent to 12.54 billion \$s in 2015, according to data from the Ministry of Commerce and Industry.

Overall drug approvals given by the US Food and Drug Administration (USFDA) to Indian companies have nearly doubled to 201 in FY 2015-16 from 109 in FY 2014-15 an increase of 84 per cent as per analysis by USFDA.

The country accounts for the second largest number of Abbreviated New Drug Applications (ANDAs) and is the world's leader in Drug Master Files (DMFs) applications with the US. Indian drugs are exported to more than 200 countries in the world, with the US as the key market. Generic drugs account for 20 per cent of global exports in terms of volume, making the country the largest provider of generic medicines globally and expected to expand even further in coming years. Pharmaceutical Exports Promotion Council (Pharmexcil) expects pharmaceutical exports to reach 25 billion \$s in 2015.

The Government of India plans to set up a 640 million \$s venture capital fund to boost drug discovery and strengthen pharmaceutical infrastructure. The 'Pharma Vision 2020' by the government's Department of Pharmaceutical aims to make India a major hub for end-to-end drug discovery. There are plenty of Opportunities for bulk durgs industry. Our Company is making facilities to gain over the opportunities in the manufacturing of bulk drugs.

### PRODUCT WISE PERFORMANCE:

S. S. Organics Limited is strong in manufacturing of anti ulcerative and anti bacterial drugs. The Company is doing contract manufacturing work for APL and also having its own production. To minimize the working capital requirement and to have consistent income, it is necessary to continue contract manufacturing work till the Company gets working capital limits from any Bank. This contract manufacturing helps the Company to meet major operational expenses of the company. Company has been doing contract manufacturing work with APL for manufacturing of Cirprofloxacin HCL from Q-Acid and Company is manufacturing Pantaproazole Sodium and Gabapentine for Own Production.

### RISKS AND CONCERNs

The company is no exception to the competition from the market, new technologies and stringent patent laws. The Company has already identified such risks and trying to counter them over a period of time.

### INTERNAL CONTROL SYSTEMS & ADEQUACY:

The Company has proper and adequate internal control systems to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposal. All the transactions are authorized, recorded and reported correctly. The internal control system provides for well documented policies, guidelines, authorizations approvals and procedures. The observations arising out of audit are subject to periodic review, compliance and monitoring. The significant observations, made in internal audit reports, along with the status of action thereon are reviewed by the Audit Committee of the Board of Directors on a regular basis for future appropriate action, if deemed necessary.

### FINANCIAL PERFORMANCE:

Since the Company has started its commercial production in the month of July 2015 after fire accident, it is in the process of stabilizing the manufacturing and marketing. Revenue from operations and operating income is less when compared to the amount of expenditure which is due to fire accident on 07.01.2015. But the Company is making serious efforts to strengthen its revenues against the expenditure but also to generate good profits in the near future.

**Performance Review:**

Discussion on Financial Performance with respect to Operational Performance:

**1. Total Income:**

During the year under review S.S. Organics Limited has achieved a gross total income of Rs. 12.43/- Crores for the Year 2015-16 against Rs. 6.25/- Crores for the year 2014-15.

**2. Share Capital:**

The paid up share capital as on 31st March, 2016 is 102013000/- divided into 10201300 fully paid-up equity shares of Rs.10/- each.

**3. Net Loss:**

The Company's net loss is Rs. 5.5 Crores.

**4. Earnings Per Share (EPS):**

The Earning Per Share for the Financial Year 2015-16 is Rs. (5.39) per share (Face Value: Rs.10/- each).

Your directors are putting continuous efforts to increase the performance of Company and are hopeful that the performance in coming year will improve in faster way.

**HUMAN RESOURCES:**

The Company's industrial relations continued to be harmonious with its workforce during the year under review. The numbers of employees are 109.

**For and on behalf of the board**

**Place: Hyderabad**  
**Date: 12.08.2016**

**Sd/-**  
**V. N. Sunanda Reddy**  
**Chairman and Managing Director**

## CORPORATE GOVERNANCE REPORT

The Corporate Governance Report, for Financial Year 2015-16, which forms a part of Boards Report, is prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). This report is for compliance with the Listing Regulations.

### **1. CORPORATE GOVERNANCE PHILOSOPHY:**

The Company's philosophy on Corporate Governance mirrors its belief that principles of transparency, fairness and accountability towards the stakeholders are the pillars of a good governance system. The Company believes that the discipline of Corporate Governance pertains to systems, by which companies are directed and controlled, keeping interests of members, while respecting interests of other stakeholders and society at large. It aims to align interests of the Company with its Members and other key stakeholders. Accordingly, this Company's philosophy extends beyond what is being reported under this Report and it has been the Company's constant Endeavour to attain the highest levels of Corporate Governance.

### **2. BOARD OF DIRECTORS:**

The Board of Directors ensures that the Company runs its business on fair and ethical principles and plays an important role in creation of value for its stakeholders, in terms of the Company's Corporate Governance and Ethics Policy. All statutory and other significant and material information including information mentioned in Regulation 17(7) read with Part A of Schedule II the Listing Regulations, is placed before the Board of Directors to enable it to discharge its responsibilities of strategic supervision of the Company with due compliance of laws and as trustees of stakeholders. The Managing Director and Executive Director are responsible for the day-to-day management of the Company, subject to the supervision, direction and control of the Board of Directors.

Name of the Director	Category	No of Board Meetings during the Year 2015-2016 and attendance		Last AGM	As on date			
		B.M.			No. of other Directorships <sup>1</sup>	Committee positions <sup>2</sup>		
		Held	Attended			Member	Chairman	
Sri. V.N Sunanda Reddy	Chairman and Managing Director	5	5	Yes	Nil	1	Nil	
Dr. V Sai Sudhakar	Executive Director	5	5	Yes	Nil	1	Nil	
Sri.N. Gangi Reddy	Independent Director	5	5	Yes	2	1	1	
Dr. D.Sadasiva Reddy	Non-Executive Director	5	5	No	Nil	1	Nil	
Sri. Appasani Ravi Kumar	Independent Director	5	5	No	Nil	1	Nil	
Sri. P. Rama Chandra Gupta@	Independent Director	3	3	No	1	Nil	1	
Sri. D. Vidya Sagar	Independent Director	5	2	Yes	Nil	Nil	Nil	
Dr. Sumanth Simha	Non-Executive Director	5	5	No	Nil	Nil	Nil	
Sri. V. Gowtham Reddy	Non-Executive Director	5	2	No	Nil	Nil	Nil	
Sri. P. Santosh Kumar#	Independent Director	4	4	No	1	Nil	1	
Sri Sudi Vijaya Lakshmi\$	Independent Director	3	3	No	1	Nil	Nil	

The number of total directorships is in accordance with Section 165 of the Companies Act, 2013 which excludes Foreign Companies.

1. Directorships in other Public Companies exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Only Audit Committee and Stakeholders Relationship Committee positions.
3. @ Sri. P. Rama Chandra Gupta ceased from directorship of the Company w.e.f 14.11.2015.
4. # Sri P. Santosh Kumar co-opted as director of the Company w.e.f 13.08.2015
5. \$ Sri Sudhi Vijaya Lakshmi co-opted as director of the Company w.e.f. 12.10.2015

During the year under review, Five(5) Board meetings were held on 30th May, 2015, 13th August, 2015, 14th November, 2015, 14th February, 2016 and 17th March, 2016.

Your Company holds minimum of four board meetings in each year with maximum time gap of Four months between any two meetings. Additional Board Meetings will be convened by giving appropriate notice to address the urgent needs of the Company. The Board may also approve permitted matters by passing resolutions by circulation.

**a. Relationship inter-se among directors**

In accordance with the provisions of as per section 2 (77) of the Companies Act, 2013, read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014, no Directors of the Company are related to each other except the Director Sri. V. Gowtham Reddy who is son of the Managing Director Sri. V. N. Sunanda Reddy and Dr. V. Sumanth Simha Director who is son of the Executive Director Dr. Sai Sudhakar Vankineni.

**b. Shareholding of Non-Executive Directors:**

<b>Name of Non Executive Director</b>	<b>No. of Shares as on 31st March, 2016</b>
Dr. Sadasiva Reddy	84400
Sri. V. Gowtham Reddy	150000
Dr. Sumanth Simha Vankineni	68700

**c. Familiarization Programmes:**

The Company has prepared familiarization programme for its Independent Directors on their roles, rights, and responsibilities in the Company, nature of its industry and the business model of the Company, etc and the same was approved by the Board of Directors at their meeting held on February 14th, 2015.

The said programme has been uploaded on the Company's website <http://www.ssorganics.co.in/>

**3. Audit Committee:**

The Company has complied with the requirements of Section 177 of Companies Act, 2013 ("the Act") and Regulation 18(1) of the Listing Regulations, applicable to the composition of the Audit Committee. The Committee has re-constituted on the result of resignation of P. Rama Chandra Gupta, Chairman of the Audit Committee from Committee and Board on 14th November, 2015. Committee elected Sri. P. Santosh Kumar as Chairman of the Audit Committee and he is a independent director and he complied all the requirements Companies Act, 2013, Clause 49 of Listing Agreement and SEBI(LODR), 2015. The composition of the Audit Committee and the attendance of each Member of the Committee at the meetings were as follows:

<b>S.No</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>No. of meetings held during the period</b>	<b>No. of Meetings attended</b>
1	Sri. P. Rama Chandra Gupta	Chairman@	2	2
2	Sri. P. Santosh Kumar	Chairman#	2	2
3	N. Gangi Reddy	Member	4	4
4	Dr. D.Sadasiva Reddy	Member	4	4
5	Dr. Sai Sudhakar Vankineni	Member	4	4
6	Appasani Ravi Kumar	Member	4	4

@ P. Rama Chandra Gupta ceased from directorship of the Company from 14.11.2015  
# P. Santosh Kumar co-opted as Chairman of the committee w.e.f 14.11.2015

Chairman of the Audit Committee due to his pre-occupation not attended the last AGM. Chairman of the Company authorized Sri. N. Gangi Reddy, member of Audit Committee and having a status of Non-Executive and Independent of the Company to clarify any doubts on the Audited Accounts. Sri N. Gangi Reddy is having Financial and Accounting Knowledge.

Members of Audit Committee met four times with maximum time gap of Four Months between any two Committee meetings. Audit Committee meetings were held during the year under review on 30th May, 2015, 13th August, 2015, 14th November, 2015, 14th February, 2016.

The terms of reference of Audit Committee included the matters specified under Regulation 18 of the Listing Regulation as well as in Section 177 of the Act. The terms of reference of the Audit Committee, inter-alia, include the following:

- (a) To recommend the appointment/re-appointment/ re-placement, remuneration and terms of appointment of the Auditors of the Company.
- (b) To review and monitor Auditor's independence and performance and effectiveness of audit process.
- (c) To examination of the financial statement and auditors report thereon.
- (d) To give a approval or any subsequent modification of transactions of the company with related parties.
- (e) To scrutiny of inter corporate loans and investments.
- (f) Valuation of undertakings or assets of the Company, wherever it is necessary.
- (g) evaluations of internal financial controls and risk management systems.
- (h) monitoring the end use of funds raised through public offers and related matters.
- (i) To oversight of the financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (j) To approve payments to statutory auditors for any other services rendered by the statutory auditors;
- (k) To review, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - i. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - ii. changes, if any, in accounting policies and practices and reasons for the same;
  - iii. major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. significant adjustments made in the financial statements arising out of audit findings;
  - v. compliance with listing and other legal requirements relating to financial statements.
  - vi. disclosure of any related party transactions;
  - vii. modified opinion(s) in the draft audit report.
- (l) To review, with the management, the quarterly financial statements before submission to the board for approval;
- (m) To review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

- (n) To do discussion with internal auditors of any significant findings and follow up there on.
- (o) To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- (p) To do discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- (q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (r) To review the functioning of the whistle blower mechanism;
- (s) To approve the appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (t) To carry out any other function, as may be assigned to Audit Committee pursuant to any amendments to the Listing Regulations and the applicable provisions of the Act.
- (u) To review the following information/document:
  - i. Management Discussion and Analysis of financial condition and results of operation;
  - ii. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - iii. Management letter/letters of internal control weakness issued by the Statutory Auditors;
  - iv. Internal audit reports relating to internal control weakness;
  - v. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee; and
  - vi. Statement of deviations:
    - (i) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations.
    - (ii) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations.

The Company Secretary functions as the Secretary to the Committee.

#### **4. NOMINATION AND REMUNERATION COMMITTEE:**

The Company through its Board of Directors has constituted Nomination and remuneration Committee (hereinafter referred as "NRC") in terms of Regulation 19(1) of the Listing Regulations. The terms of reference of NRC include the matters specified under Regulation 19(4) of the Listing Regulations as well as Section 178 of the Act. The composition of Nomination and Remuneration Committee is as follows:

<b>S.No.</b>	<b>Name of the Director</b>	<b>Designation</b>
1	N. Gangi Reddy	Chairman
2	Dr. D. Sadasiva Reddy	Member
3	Appasani Ravi Kumar	Member

All the members of the Remuneration Committee are Non-Executive Directors and majority are Independent. The Remuneration Committee reviews the remuneration package payable to Executive Director(s) and Senior Executives in the top level management of the Company and other elements of their appointment and gives its recommendation to the Board and acts in terms of reference of the Board from time to time.

The terms of reference of NRC, inter-alia, include the following:

- a) To lay down criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- b) To formulate a criteria for evaluation of performance of Independent Directors and the Board of Directors.
- c) To devise a policy on diversity of the Board of Directors.
- d) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- e) To decide whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- f) To recommend to the Board the appointment and removal of the Directors, including Independent Directors.
- g) To recommend to the Board, a policy relating to the remuneration for Directors including Managing Director(s) (MD) and Whole-time Director(s) (WTD), Key Managerial Personnel (KMP) and other employees. While formulating the policy, NRC shall ensure that:
  - i. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
  - ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
  - iii. Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- h) To recommend remuneration to be paid to a Director for any service rendered by him to the Company which are of a professional nature and provide an opinion, whether such Director possess the requisite qualification for the practice of such profession.
- i) Carrying out functions as delegated by the Board of Directors from time to time.

NRC reviews the remuneration payable to the MD/WTD/ KMP(s) and Commission payable to the Non-Executive Directors and recommends it to the Board. On the recommendations of the NRC, the Board has formulated a Policy on Appointment, Training, Evaluation and Remuneration of Directors and Senior Management Personnel (SMP).

#### Performance Evaluation criteria of Independent Directors:

The Board of Directors have also evaluated the performance of the individual directors including Independent Directors, its own performance and also of its Committees. For this purpose, a questionnaire inter-alia covering the following parameters were circulated to NEDs and their feedback was obtained through an online platform by an Independent Agency.

- (a) Attendance at meetings of the Board and Committees thereof,
- (b) Participation in Board meetings or Committee thereof,
- (c) Contribution to strategic decision making,
- (d) Sharing of domain knowledge and experience to bear on the critical areas of performance of the organization and keeps updated in the areas of expertise,
- (e) Communication and contribution in the discussions in a positive and constructive manner,
- (f) Review of financial statements, business performance,

- (h) Contribution to the enhancement of brand image of the Company etc

## 5. REMUNERATION OF DIRECTORS:

- a. There is no pecuniary relationship or transactions of the non-executive directors during the F.Y. 2015-16.
- b. The policy for making payments to non-executive directors are explained in the Remuneration Policy of the Company. <http://www.ssorganics.co.in/>
- c. Disclosure of information relating to remuneration:

### i. Remuneration policy for SMPs and KMPs (other than MD/WTD):

**In determining the remuneration packages for SMP and KMPs, the Committee shall ensure:**

- (i) Remuneration shall be competitive and comprising of both fixed and variable components, performance incentives etc.
- (ii) Performance of the individual and also of the Company and given due consideration to industry practices/trends,
- (iii) The benchmark of international and domestic companies of similar in size and complexity to the Company,
- (iv) Relevant qualification and experience of the individual as well as the prevailing market condition,
- (v) Attractive to high-flier executives in a competitive global market and commensurate with the roles and responsibilities.

NRC may consider grant of Stock Options to KMPs and SMPs pursuant to any Stock Option Plan adopted by the Company, if any

### ii. Remuneration policy for MD/WTD:

- (i) Remuneration to the MD and WTD shall be proposed by the NRC and subsequently approved by the Board of Directors and the shareholders of the Company, whenever required.
- (ii) Remuneration shall be evaluated annually against performance and a benchmark of International and Domestic Companies, which are similar in size and complexity.
- (iii) Total remuneration for the MD and WTD shall be comprised of the following:
  - (a) Salary (both fixed and variable),
  - (b) Perquisites like house rent allowance, domiciliary medical expenses etc,
  - (c) Retirement benefits in accordance with applicable laws and policies of the Company,
  - (d) Performance Bonus linked to the individual performance vis-à-vis performance of the Company,
  - (e) Total remuneration payable to MD/WTDs shall be within the limit in accordance with Section 198 and Part II of Schedule V of Companies Act, 2013.

### iii. Remuneration policy for Non-Executive Directors (NEDs):

- (i) NEDs shall be entitled to such sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and of the Committee thereof.
- (ii) NEDs shall also be entitled for payment of commission upto the limits permitted in Section 197 of the Act and approved by the shareholders from time to time and shall be payable on pro-rate basis.
- (iii) Independent Directors shall not be eligible for any Stock Options, pursuant to any Stock Option Plan adopted by the Company. The NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services.

### iv. Directors Remuneration Details of remunerations paid to the Directors are given in Form MGT-9, Annexure 1 to the Board's report.

The Remuneration Policy is displayed on the website of the company at the link <http://www.ssorganics.co.in/polices.html>.

**DETAILS OF REMUNERATION:**

S. No	Name of the Director	Designation	Total Remuneration
1	V.N. Sunanda Reddy	Managing Director	24,00,000
2	Dr. Sai Sudhakar V	Executive Director	21,60,000

**6. Stakeholders Relationship Committee:**

The Company has formed a Stakeholders' Relationship Committee ("SRC") in compliance with Regulation 20 of the Listing Regulations and Section 178 of the Act. The Committee reviews and deals with complaints and queries received from the investors. It also reviews and deals with responses to letters received from the Ministry of Corporate Affairs, the Stock Exchanges and Securities and Exchange Board of India (SEBI).

The present composition of the Investors Relations Committee (Shareholders/ Investors grievances Committee) is as under:

Name of the Director	Designation	No. of meetings held during the year	No. of Meetings attended
N. Gangi Reddy	Chairman	4	4
V.N. Sunanda Reddy	Member	4	4

The status of the complaints received from investors is as follows:

Particulars of Complaints	Compliant No's
Complaints as on April 1, 2015	0
Complaints received during FY 2015-16	0
Complaints disposed off during FY 2015-16	0
Complaints remaining unresolved as on March 31, 2016	0

Dr. Sai Sudhakar Vankineni has appointed as Compliance Officer of the Company to do act as per the provisions of Companies Act, 2013 and regulations of SEBI (LODR), 2015.

**7. GENERAL BODY MEETINGS:**
**a. Details of Last Three Years Annual General Meetings:**

Year	Place of Meeting	Date & Time	Special Resolutions
2014-15	Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak District, TS	24.12.2015, 04.00 P.M	NIL
2013-14	Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak District, TS	26.09.2014 04.00 P.M	NIL
2012-13	Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak District, A.P	29-07-2013 04.30 P.M	Appointment of Dr. Sai Sudhakar Vankineni as an Executive Director of the company for a period of 3 years with effect from 1st August, 2013 – "Special Resolution"

b. No postal ballot conducted and proposed to be conducted during the F.Y. 2015-16.

**8. MEANS OF COMMUNICATION:**

S. No	Particulars	Relevant Information
1	Quarterly Results	The financial results are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement
2	Name of News Papers	1. Financial Express. 2. Nava Telangana.
3	Name of Website	1. <a href="http://www.ssorganics.co.in">www.ssorganics.co.in</a> .
4	Information relating to Official News Releases	Yes, Company has been publishing official news as per regulations of SEBI(LODR), 2015 and Companies, 2013 in aforesaid news papers.

**9. GENERAL SHAREHOLDER'S INFORMATION**
**a) Annual General Meeting**

<b>Date and Time</b>	Friday, 30th day of September, 2016 at 04.30 P.M.
<b>Venue</b>	Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak District, T.S.

**b) Financial Year** : 1st April 2015 to 31st March 2016.

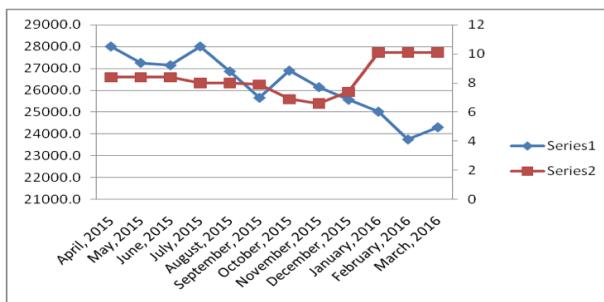
**c) Dividend Payment Details** : N.A.

**d) Name of Stock Exchange** : BSE Limited, Company has paid listing fee for F.Y. 2015-16.

**e) Scrip Code** : 524636

**f) Market Price Data: High and Low during each month in last Financial Year 2015-16 at BSE Limited is given below:**

Month	High (Rs.)	Low (Rs.)
April-2015	8.40	8.40
June-2015	8.40	8.40
July-2015	8.00	7.98
August-2015	8.00	7.98
September-2015	8.10	7.60
October-2015	7.22	6.52
November-2015	6.60	6.60
December-2015	8.58	6.30
January-2016	11.15	9.00
February-2016	11.15	9.00
March-2016	11.15	9.00

**g) Performance in comparison to broad based indices such as BSE Sensex and Company Share Price:**


**h) Registrar to an issue and Share Transfer Agents:**

**M/s. Venture Capital and Corporate Investments Private Limited**  
 12.10.167, Bharat Nagar,  
 Hyderabad – 500 018  
 Phone No. 040-23818475/476  
 Fax No. 040-23868024  
 E-mail: info@vccilindia.com

The Company periodically audits the operations of share transfer agent

**i) Share Transfer System:**

Share Transfers in physical form shall be lodged with the Registrar at the above-said address. The share transfers are generally processed by our Registrars within 15 days from the date of receipt provided the documents are complete in all respects.

**j) Distribution of Shareholding:**

Distribution details On Shares For The Period 31/3/2016				
Shares	Holders Number	Shares % To Total	No Of Shares	% To Total
Upto - 500	8140	92.27	1082938	10.62
501 - 1000	300	3.4	251234	2.46
1001 - 2000	148	1.68	237778	2.33
2001 - 3000	69	0.78	177166	1.74
3001 - 4000	21	0.24	72784	0.71
4001 - 5000	36	0.41	174200	1.71
5001 - 10000	36	0.41	267820	2.63
10001 and above	72	0.82	7937380	77.81
<b>Total</b>	<b>8822</b>	<b>100</b>	<b>10201300</b>	<b>100</b>

**k) Dematerialization of shares and liquidity:**

The Company has made necessary arrangements with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) for dematerialization facility. Shareholders can open an account with the depository participant registered with this depository.

81.67 % of equity share capital corresponding to 8332270 equity shares is held in dematerialized form as of March 31, 2016.

**l) Plant Location:**

Plant is situated at Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak Dist, Telangana.

**m) Address for Correspondence:**
**i. Corporate Office:**

S.S.Organics Limited, H/No. 8-2-120/77/5, Ground Floor, Opp: KBR Park, Road No. 2, Banjara Hills, Hyderabad – 500 034. Phone No. 040-2355 9938. Fax: 08455-250080

**ii. Registered Office:**

Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak Dist, Telangana.

**n) Outstanding GDRs/ADRs/Warrants/Any other Convertible Instruments:**

The Company do not have any outstanding GDRs/ ADRs/ Warrants/Any other Convertible Instruments as on March 31, 2016.

**10. DISCLOSURES****a. Disclosures on Materially Significant Related Party Transactions**

There were no materially significant related party transactions are entered by the Company. The policy is displayed on the website of the company at the link <http://www.ssorganics.co.in/polices.html>.

**b. Details of non-compliances:**

*BSE has imposed Fine of Rs. 1,42,000/- on its letter dated 06.10.2015 for non appointment of Woman Director in the Board .*

**Explanation:** "Since the company is a Sick Company registered with BIFR as Case No. 91/97 Company no woman has come forward to act as Woman Director. And we had also wrote a several letters to SEBI, BSE and MCA for suggesting any lady for acting as Woman Director but there is no suggestions from aforesaid departments. After a lot of struggles company had appointed Smt. Sudi Vijaya Lakshmi as Woman Director to the Board and Company also wrote a request letter to BSE, SEBI and MCA for withdrawing of the fine of Rs. 1,42,000 as Company is a Sick Company and not in a position to pay the fine."

**c. Whistle Blower Policy.**

The Company has also adopted a "Whistle Blower Policy" for its employees and Directors to report to the Chairperson of the Audit Committee instances of unethical behavior, actual or suspected fraud or violation of the Company's Corporate Governance and Ethics policy and the policy is displayed on the website of the company at the link <http://www.ssorganics.co.in/polices.html> No personnel/employee of the Company has been denied access to the Audit Committee for reporting instances of unethical behavior or suspected fraud or violation of the policy..

**d. Details of Compliances with Mandatory Requirements and Adoption of the non-Mandatory Requirements**

Regulation 34(3) read with schedule V of the Listing Regulations mandates the Company to obtain a certificate from either the Auditors or Practicing Company Secretaries regarding compliance of conditions of Corporate Governance as stipulated in the said Regulation and annex the certificate so obtained with the Boards' Report. The Company has obtained a certificate from its Statutory Auditors to this effect and the same is annexed to the Boards' Report.

**e. Adoption of non-mandatory requirements:**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the non-mandatory requirements may be implemented as per the discretion of the Company. The disclosures of compliance with other non-mandatory requirements and adoption/non-adoption of the non-mandatory requirements shall be need based.

**f. Compliance with Discretionary Requirements:**

- There are no audit qualifications for the Standalone Financial Statement for the year ended March 31, 2016.
- The Position of Chairman of the Board of Directors and Managing Director are same.

**g. Material Subsidiary:**

The Company does not have any material subsidiary.

For And On Behalf Of The Board

Sd/-  
V. N. Sunanda Reddy  
Chairman & Managing Director

Place: Hyderabad  
Date: 12.08.2016

**CERTIFICATE UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

We have received the financial statements, read with the cash flow statement of S.S. Organics Limited for the year ended 31st March, 2016 and that to the best of our knowledge and belief, we state that;

- a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading.
- (ii) These statements present true and fair view of the Company's affairs and are in compliance with Current Accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company and have disclosed to the auditors and audit committee deficiencies in the design or operation of internal control, if any, and steps taken or proposed to be taken for rectifying these deficiencies.
- d) We have indicated to the Auditors and audit committee:
  - (i) Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements.
  - (ii) There are no instances of fraud involving the management or an employee

**For S.S. Organics Limited**

Sd/-  
**Dr. Sai Sudhakar Vankineni**  
**Whole Time Director and CFO**

Sd/-  
**V. N. Sunanda Reddy**  
**Chairman and Managing Director**

**Place: Hyderabad**  
**Dated: 12.08.2016**

**DECLARATION ON CODE OF CONDUCT**

All Board Members and the Senior Management Personnel have, for the year ended March 31, 2016, affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of the Listing Regulations.

**For S.S. Organics Limited**

Sd/-  
**V.N. Sunanda Reddy**  
**Chairman and Managing Director**

**Place: Hyderabad**  
**Date: 12.08.2016**

**AUDITOR'S REPORT ON CORPORATE GOVERNANCE**

To  
The Board of Directors,  
S. S. Organics Limited.

We have examined the compliances of conditions of Corporate Governance by S.S. Organics Limited for the year ended March 31, 2016, as stipulated in Clause 49 of the Listing Agreement ("Listing Agreement") of the Company with the stock exchanges for the period April 1, 2015 to November 30, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") as referred to in Regulation 15(2) of the Listing Regulations, for the period December 1, 2015 to March 31, 2016

The compliance of condition of Corporate Governance is the responsibility of management. Our examination was limited to procedure and implementation thereof, adopted by the company for ensuring the compliance of the condition of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above- mentioned Listing Agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2016, there is No Investor Grievance is pending for a period exceeding one month against the Company as per the records maintained by the company. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the company.

**For VDNR & ASSOCIATES.**  
**Chartered Accountants**  
**(Firm Regn. No. 011251S)**

**Place: Hyderabad**  
**Date: 12/08/2016**

**Sd/-**  
**D. Venkateswarlu**  
**Partner**  
**Membership No.02848**

### Independent Auditors' Report

To the Members of S.S. ORGANICS LTD

#### Report on the Financial Statements

We have audited the accompanying financial statements of S S Organics Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

#### Auditor's Responsibility

**Our responsibility is to express an opinion on these financial statements based on our audit.**

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its Losses and its cash flows for the year ended on that date.

#### Emphasis of Matter

We draw attention to Note 25, clause (c) of the additional information to the financial statements which describe the uncertainty related to the outcome of the 19 lawsuits filed against the Company by various Statutory Authorities and Non

Statutory concerns. Our opinion is not qualified in respect of these matters.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information's and explanations given to us, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.

**2. As required by Section 143 (3) of the Act, we report that:**

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance sheet, the Statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 25 (c) of the additional information to the financial statements;
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There are no matters to be reported there under in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For VDNR & Associates  
Chartered Accountants  
FRN: 011251S**

**Sd/-  
(Venkateswarlu D)  
Partner  
Membership No: 028488**

**Place : Hyderabad  
Date : 30th May, 2016**

**Annexure to the Auditor's Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) All the fixed assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the stock records were not material.
- (iii) The Company has not granted any loans to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Thus, Paragraph 3 (iii)(a), (iii) (b) and (iii) (c) of the order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not, granted any loans, made investments, guarantees and security ,thus compliance with the provisions of section 185 and 186 of the Act are not applicable. Hence Paragraph 3 (iv) of the order is not applicable to the Company.
- (v) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules made there under to the extent notified.
- (vi) We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by Central Government of India, the maintenance of cost records has been specified under sub-section (1) of section 148 of the Act, and are of opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and the records examined by us, in our opinion, the Company is not regular in depositing undisputed statutory dues including provident fund, income tax, sales-tax, service tax, and any other statutory dues with the appropriate authorities and there have been serious delays in a large number of cases. According to the information and explanation provided to us, arrears of undisputed amount outstanding as on 31st March, 2016 for a period more than six months from the date they became payable are as follows :

**Statement of Arrears of Statutory Dues Outstanding for more than 6 Months**

<b>Nature of the Dues</b>	<b>Amount (Rs.)</b>
Sales Tax	33,01,237
Service Tax	20,48,903
TDS Payable	48,71,935
Professional tax	259,000

b) Statement of Disputed dues as required by the clause are as given under:

Name of Authority	Nature of Dues	Amount in Rs.	Financial year to which the amount relates	Forum where disputes are pending
Customs Department	Customs Duty	Rs.62,40,052/-	1996-97	Hon'ble Customs, Excise, Gold(Control) Appellate Tribunal, Bangalore
Office of the Recovery officer – Employees Provident Fund Organization	Provident Fund	Rs.29,94,301/-	_____	Stay granted by High Court of Judicature - Hyderabad For the State of Telangana & Andhra Pradesh
Income Tax Department	Income Tax	Rs.11,84,817/-	2004-05	Income Tax, Circle – 1(1), Hyderabad
Income Tax Department	Income Tax	Rs.1,36,88,740/-	2005-06	Commissioner of Income Tax Appeals –III, Hyderabad After reassessment dues as on date is of Rs.32,34,522/-.
Income Tax	Income Tax	Rs.89,24,820/-	2005-06 Income Tax, Circle –	Commissioner of Income Tax Appeals-9, Hyderabad
Income Tax Department	Income Tax	Rs.61,270/-	2008-09	CPC - Bangalore

- (viii) According to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank as at the Balance Sheet date.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans obtained during the year were applied for the purpose, which they were raised.
- (x) According to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid /provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of the Act read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, there were no transactions with the related parties are in compliance with sections 177 and 188 of the Act, Accordingly, paragraph 3(xiii) of the Order is not applicable.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made private placement of shares of fully paid equity shares during the year and the amount raised have been used for the purpose which the funds were raised.

- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For VDNR & Associates  
Chartered Accountants  
FRN: 011251S**

**Sd/-  
(Venkateswarlu D)  
Partner  
Membership No: 028488**

**Place : Hyderabad  
Date : 30th May, 2016**

**Annexure - B to the Auditors' Report**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of S S Organics Limited as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For VDNR & Associates  
Chartered Accountants  
FRN: 011251S**

**Sd/-  
(Venkateswarlu D)  
Partner  
Membership No: 028488**

**Place : Hyderabad  
Date : 30th May, 2016**

**S.S. ORGANICS LIMITED**  
**Balance Sheet as at 31st March, 2016**

<b>Particulars</b>	<b>Note No</b>	<b>As at 31-03-2016</b>	<b>As at 31-03-2015</b>
<b>I. EQUITY AND LIABILITIES</b>			
(1) Shareholders' Funds			
(a) Share Capital	2	10,20,13,000	10,20,13,000
(b) Reserves and Surplus	3	(31,77,06,452)	(26,27,10,299)
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	4	16,64,91,889	14,33,17,521
(b) Deferred Tax Liabilities (Net)		1,38,48,184	1,38,64,020
(c) Long Term Liabilities	5	2,55,37,251	2,75,96,610
(3) Current Liabilities			
(a) Trade Payables	6	15,13,82,965	11,38,77,978
(b) Other Current Liabilities	7	5,13,64,116	3,90,77,382
(c) Short-Term Provisions	8	47,27,477	38,78,177
	<b>Total</b>	<b>19,76,58,430</b>	<b>18,09,14,389</b>
<b>II. ASSETS</b>			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible Assets	9	12,80,21,323	11,54,96,310
(ii) Capital work in Progress		6,54,037	6,43,727
(b) Non-current Investments	10	4,93,900	4,93,900
(c) Long Term Loans and Advances	11	1,43,32,549	1,00,21,663
(2) Current Assets			
(a) Inventory	12	92,82,421	52,63,383
(b) Trade Receivables	13	1,48,24,271	64,25,418
(c) Cash and Cash Equivalents	14	1,33,907	7,70,867
(d) Short-Term Loans and Advances	15	1,51,13,725	97,40,150
(e) Other Current Assets	16	1,48,02,297	3,20,58,971
	<b>Total</b>	<b>19,76,58,430</b>	<b>18,09,14,389</b>

"The accompanying notes are an integral part of the Balance Sheet  
As per my report of even date

**For VDNR & Associates  
Chartered Accountants  
FRN :011251S**

Sd/-  
(Venkateswarlu D)  
Partner  
M.No.028488

Sd/-  
(V N SUNANDA REDDY)  
Managing Director

Sd/-  
(Dr.V.SAI SUDHAKAR)  
Executive Director

Date : 30.05.2016  
Place : Hyderabad

**S.S. ORGANICS LIMITED**  
**Statement of Profit and Loss for the year ended 31st March, 2016**

Particulars		Note No	For the year Ended 31-03-2016	For the year Ended 31-03-2015
I.	Revenue from Operations	17	12,42,67,069	6,24,23,732
II.	Other Income	18	-	1,20,650
<b>III.</b>	<b>Total Revenue (I +II)</b>		<b>12,42,67,069</b>	<b>6,25,44,382</b>
<b>IV.</b>	Expenses:			
	Cost of material consumed	19	8,31,40,147	2,79,04,441
	Changes in Inventories	20	(2,04,674)	(47,52,058)
	Other Manufacturing Expenses	21	2,82,41,015	2,92,77,495
	Employee benefit expense	22	3,06,52,928	2,88,12,119
	Financial expenses	23	51,15,458	20,66,333
	Depreciation	9	82,40,551	2,53,45,211
	Other expenses	24	2,40,93,633	2,24,32,176
	<b>Total Expenses</b>		<b>17,92,79,058</b>	<b>13,10,85,717</b>
V.	Profit before exceptional and extraordinary items and tax (III - IV)		(5,50,11,989)	(6,85,41,335)
VI.	Exceptional Items		-	-
VII.	Profit before Prior Period items(V-VI)		(5,50,11,989)	(6,85,41,335)
VIII.	Prior Period items		-	-
IX.	Profit before extraordinary items and tax (VII - VIII)		(5,50,11,989)	(6,85,41,335)
X.	Extraordinary Items		-	-
<b>XI.</b>	<b>Profit before tax (IX - X)</b>		<b>(5,50,11,989)</b>	<b>(6,85,41,335)</b>
<b>XII.</b>	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		(15,836)	(73,91,533)
XIII.	Profit/(Loss) from the period from continuing operations (XI - XII)		(5,49,96,153)	(6,11,49,802)
XIV.	Profit/(Loss) from discontinuing operations		-	-
XV.	Tax expense of discontinuing operations		-	-
XVI.	Profit/(Loss) from Discontinuing operations (XIV - XV)		-	-
<b>XVII.</b>	<b>Profit/(Loss) for the period (XVI + XIII)</b>		<b>(5,49,96,153)</b>	<b>(6,11,49,802)</b>
<b>XVIII</b>	Earning per equity share:			
	(1) Basic		(5.39)	(5.99)
	(2) Diluted		(5.39)	(5.99)

"The accompanying notes are an integral part of the Profit & Loss

As per my report of even date

**For VDNR & Associates**

**Chartered Accountants**

**FRN :011251S**

**Sd/-**

**(Venkateswarlu D)**

**Partner**

**M.No.028488**

**Date : 30.05.2016**

**Place : Hyderabad**

**Sd/-**  
**(V N SUNANDA REDDY)**  
**Managing Director**

**for and on behalf of the board**

**Sd/-**  
**(Dr.V.SAI SUDHAKAR)**  
**Executive Director**

**S.S. ORGANICS LIMITED**  
**Cash flow statement for the year ending 31-03-2016**  
(As required Under Clause 32 of Listing Agreement with Stock Exchanges)

	<b>For the year Ended 31-03-2016</b>	<b>For the year Ended 31-03-2015</b>
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax and extraordinary items	(5,50,11,989)	(6,85,41,335)
Adjustment for:		
Add:- Depreciation	82,40,551	2,53,45,211
Less:-Interest income	51,15,458	(1,20,650)
Add:-Interest and Financial charges	-	20,66,333
Less:- Profit on Sale of Assets	-	-
<b>Operating Profit/(Loss)</b>		
<b>before working capital changes</b>		
(Increase)/Decrease in Inventories	(40,19,044)	(49,50,211)
(Increase)/Decrease in Sundry Debtors	(83,98,853)	20,51,865
(Increase)/Decrease in Other Current Assets	1,72,56,674	(3,14,87,474)
(Increase)/Decrease in Loans and advances	(53,73,575)	(25,16,675)
Increase/(Decrease) in Current Liabilities	4,97,91,721	3,51,11,140
Increase/(Decrease) in Provisions	8,49,306	2,02,175
	5,01,06,229	(15,89,180)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>84,50,249</b>	<b>(4,28,39,621)</b>
Income Taxes paid	-	-
<b>Cash flow before extraordinary items</b>	<b>84,50,249</b>	<b>(4,28,39,621)</b>
Extraordinary items	-	-
<b>Net cash from operative activities</b>	<b>84,50,249</b>	<b>(4,28,39,621)</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed assets	(2,07,75,874)	(2,29,67,357)
Damage of Fixed assets	-	3,21,68,497
Interest received	-	1,20,650
Profit on Sale of Fixed assets	-	-
<b>Net cash used in investing activities</b>	<b>(2,07,75,874)</b>	<b>93,21,790</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of share capital	-	-
Proceeds from long term & Other borrowings	2,11,15,009	3,90,06,884
Increase in Loans & Advances	(43,10,886)	(27,24,410)
Interest Paid	(51,15,458)	(20,66,333)
<b>Net cash used in financial activities</b>	<b>1,16,88,665</b>	<b>3,42,16,141</b>
Net increase in cash and cash equivalents	(6,36,961)	6,98,310
Cash and cash equivalents at beginning of the year	7,70,868	72,558
Cash and cash equivalents at end of the year	1,33,907	7,70,868

"The accompanying notes are an integral part of the Balance Sheet

**As per my report of even date**

**For VDNR & Associates**

**Chartered Accountants**

**FRN :011251S**

**Sd/-  
(Venkateswarlu D)**

**Partner  
M.No.028488**

**Date : 30.05.2016**

**Place : Hyderabad**

**Sd/-  
(V N SUNANDA REDDY)**

**Managing Director**

**Sd/-  
(Dr.V.SAI SUDHAKAR)**

**Executive Director**

**Notes No. 1****SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:****1. Basis of Preparation of financial statements**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost conversion on accrual basis, except certain tangible assets which are being carried at revalued amounts. Pursuant to section 133 of the Companies Act 2013 read with Rule 7 of Companies (Accounts) Rules 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act 1956, shall continue to apply. Consequently these financial statements have been prepared to comply in all material respects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 (Companies Accounting Standards Rules, 2006 as amended) and the relevant provisions of the Companies Act, 2013 ('the Act'). The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

**2. Method of Accounting**

The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis.

**3. Fixed Assets:**

- a) Fixed Assets are stated at their cost of acquisition comprising of the purchase price and any attributable cost of bringing the asset to working condition for the intended use.
- b) Depreciation is provided on Straight line method on pro-rata basis in accordance with the useful life prescribed under Schedule II of the Companies Act, 2013.
- c) The Carrying amount of assets are reviewed at each balance sheet date when required to assess whether they are recorded in excess of their recoverable amounts and where carrying values exceed the estimated recoverable amount, assets are written down to their recoverable amount.

**4. Inventories:**

- a) Packing Materials, Stores, Spares and Consumables are valued at cost, calculated on "First-in-First-Out (FIFO)" basis, which either equal to or Less than the realizable value. Items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
- b) Finished goods and Work-in-process are valued at lower of the cost or net realizable value. In respect of finished goods, cost includes material, labour and proportion of appropriate overheads and excise duty.

**5. Revenue recognition:**

Revenues are recognized on accrual basis. Sales are recognized exclusive of Excise Duty and Sales Tax.

**6. Retirement Benefits:**

- a) The Company's contribution to Provident Fund is recognized on accrual basis.
- b) Gratuity and Leave Encashment Liability is provided on the basis of actuarial valuation at the end of each financial year.

**7. Deferred Taxation:**

Deferred Tax resulting from timing differences between book and tax profit is accounted for under the liability method, at the current rate of tax, to the extent that the timing differences are expected to crystallize.

**8. Contingencies:**

Loss arising from claims, litigation, assessments, fines, penalties etc, are provided for when it is probable that a liability may be incurred and the amount can be reasonably estimated.

**Notes No. 2. Share Capital**

Particulars	31 Mar 2016 Amount in Rs.	31 Mar 2015 Amount in Rs.
<b>Authorized Shares</b> 1,05,00,000 Equity Shares of Rs.10/- each	10,50,00,000	10,50,00,000
<b>Issued, Subscribed and fully paid Shares</b>  1,02,01,300 Equity Shares of Rs.10/- each (Prv. Year 1,02,01,300 equity shares of Rs.10/- each)	10,20,13,000	10,20,13,000
<b>Total Issued, Subscribed and fully paid Shares</b>	<b>10,20,13,000</b>	<b>10,20,13,000</b>

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Particulars	31 March 2016		31 March 2015	
	Nos	Amount In Rs	Nos	Amount In Rs
<b>“Issued, Subscribed &amp; fully paid Equity Shares”</b>				
At the Beginning of the period	1,02,01,300	10,20,13,000	1,02,01,300	10,20,13,000
Add:- Issued during the period	0	0	0	0
<b>Outstanding at the end of the Period</b>	<b>1,02,01,300</b>	<b>10,20,13,000</b>	<b>1,02,01,300</b>	<b>10,20,13,000</b>

**b. Terms/rights attached to Equity shares**

(i). The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of Equity shares is entitled to one vote per share.

(ii). In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c. Details of shareholders holding more than 5% Shares in the company**

Particulars	31 March 2016		31 March 2015	
	No.of shares held	% of share holding	No.of shares held	% of share holding
VN Sunanda Reddy	26,52,600	26.00%	26,52,600	26.00%
B.Subba Reddy	13,02,200	12.76%	13,02,200	12.76%

Note No.		As at 31-03-2016	As at 31-03-2015
3	<b>Reserves and Surplus</b> Profit and Loss statement Opening Balance Add:- Profit/(Loss)for the Year Add:- Adjustment to Reserves (Refer Note No. 3.1)	(26,27,10,299) (5,49,96,153) -	(19,47,93,438) (6,11,49,802) (67,67,058)
	<b>Total</b>	<b>(31,77,06,452)</b>	<b>(26,27,10,299)</b>

**3.1 Depreciation is calculated as per Schedule - II of the Companies Act, 2013. For the assets where the useful life is expired as on the date of financials is charged to Reserves & Surplus as per Schedule - II.**

<b>Note No.</b>		<b>As at 31-03-2016</b>	<b>As at 31-03-2015</b>
<b>4</b>	<b>Long-Term Borrowings</b> Secured Deposits-ICD (Refer Note No.4.1)	1,71,40,104	2,06,52,131
	Unsecured From Directors & Their Relatives (Refer Note No.4.2) Others (Refer Note No.4.3)	13,34,71,393 1,58,80,392	11,43,60,107 83,05,283
	<b>Total</b>	<b>16,64,91,889</b>	<b>14,33,17,521</b>

**4.1** The Deposits - ICD from Aurobindo Pharma Ltd are Secured by Hypothecation of Movable Fixed assets of the company.

**4.2** "The Company has taken interest free unsecured loans from directors and the relatives. Since the company is sick industry and registered with Hon'ble Board for Industrial Financial Reconstruction as case No. 91/97, Company has accepted deposits from Directors and their relatives.

Based on the BIFR Scheme, Company has obtained interest free loans from the directors. Post approval of the BIFR Scheme, Unsecured loans will be converted into Equity."

**4.3** Unsecured Loans are obtained from the IKF Finance Ltd., based on the personal guarantees provided by the directors.

<b>Note No.</b>		<b>As at 31-03-2016</b>	<b>As at 31-03-2015</b>
<b>5</b>	<b>Long Term Liabilities</b> Sales Tax Deferment (Refer Note No. 5.1) Others	1,15,70,647 1,39,66,604	1,15,70,647 1,60,25,963
	<b>Total</b>	<b>2,55,37,251</b>	<b>2,75,96,610</b>

**5.1** The Sales Tax Department sanctioned an amount of Rs.2,43,52,164/- towards deferment for a period of ten years starting from 17-03-1995 to 16-03-2005.

<b>Note No.</b>		<b>As at 31-03-2016</b>	<b>As at 31-03-2015</b>
<b>6</b>	<b>Trade Payables</b> Trade Payables (Refer Note No. 6.1) Advance from customers	14,12,37,039 1,01,45,926	10,36,10,876 1,02,67,102
	<b>Total</b>	<b>15,13,82,965</b>	<b>11,38,77,978</b>

**6.1** In the absence of the information about the "Small scale industrial undertakings" status of its Sundry Creditors, at present the Management is unable to quantify the amounts due to Small scale industrial undertakings exceeding rupees one lakh which is outstanding for more than 30 days.

Note No.		As at 31-03-2016	As at 31-03-2015
7	<b>Other Current Liabilities</b> Current Maturities of Long Term Debt Other Payables (Refer Note No.7.1)	71,32,157 4,42,31,959	32,96,712 3,57,80,670
	<b>Total</b>	<b>5,13,64,116</b>	<b>3,90,77,382</b>

7.1 Other Payables consists of Amounts payable towards Tds, Sales tax, Excise duty, Professional tax, ESI, Salaries & Wages etc.,

Note No.		As at 31-03-2016	As at 31-03-2015
8	<b>Short-term provisions</b> Provision for employee benefits Others (Refer Note No.8.1)	31,77,107 15,50,370	25,47,469 13,30,708
	<b>Total</b>	<b>47,27,477</b>	<b>38,78,177</b>

8.1 Others includes Provision for Earned Leave and Gratuity .

Note No.		As at 31-03-2016	As at 31-03-2015
10	<b>Non-Current Investments</b> Investments in Equity instruments (Refer Note No.10.1)	4,93,900	4,93,900
	<b>Total</b>	<b>4,93,900</b>	<b>4,93,900</b>

10.1 Investments consists of 49,390 Equity shares in M/s Pattancheru Enviro-Tech Ltd of Rs.10/- each

Note No.		As at 31-03-2016	As at 31-03-2015
11	<b>Long Term Loans and Advances</b> Deposits Balances with Revenue Authorities	29,02,677 1,14,29,872	22,40,853 77,80,810
	<b>Total</b>	<b>1,43,32,549</b>	<b>1,00,21,663</b>

Note No.		As at 31-03-2016	As at 31-03-2015
12	<b>Inventories</b> Closing Work in Progress Closing Stock of Finished goods	22,13,482 27,43,250	43,92,383 3,59,675
	<b>Total</b>	<b>49,56,732</b>	<b>47,52,058</b>

Note No.		As at 31-03-2016	As at 31-03-2015
13	<b>Trade receivables</b> Outstanding for a period exceeding six months Unsecured, considered Good (Refer Note No.12.1)	67,66,955 80,57,316	37,59,283 26,66,135
	<b>Total</b>	<b>1,48,24,271</b>	<b>64,25,418</b>

**13.1** The Management is in the process of obtaining confirmations of balances at the end of the year. Pending confirmation and the consequent impact on the Statement of Profit & Loss is not ascertained.

Note No.		As at 31-03-2016	As at 31-03-2015
14	<b>Cash and cash equivalents</b> (a). Cash on hand (b). Balances with banks (i). In current Accounts	1,04,673 29,240	6,98,045 72,822
	<b>Total</b>	<b>1,33,913</b>	<b>7,70,867</b>

Note No.		As at 31-03-2016	As at 31-03-2015
15	<b>Short term loans and advances</b> (Unsecured Considered good, recoverable in cash or in kind for value to be received) Advances for Materials Advances for Services (Staff Advances & Exp) Vat Input Credit Tds Receivable Cenvat Credit Receivable on Capital Goods	23,67,058 5,05,044 89,77,844 26,30,013 6,33,767	26,27,241 2,97,535 43,32,209 18,63,945 6,19,220
	<b>Total</b>	<b>1,51,13,725</b>	<b>97,40,150</b>

Note No.		As at 31-03-2016	As at 31-03-2015
16	<b>Other Current Assets</b> Other Current Assets (Refer note 16.1)	1,48,02,297	3,20,58,971
	<b>Total</b>	<b>1,48,02,297</b>	<b>3,20,58,971</b>

**16.1** a. A major fire accident was broke out on 07-Jan-2015, resulting into damage of Fixed assets of the company. Management and the Insurance company is in the process of evaluating the loss occurred due to fire.

b. Actual outcome of the Insurance claim is not ascertained and due to lack of information loss could not be recognized in the current financial year 2015-16. On actual receipt of the claim, loss or profit if any, will be accounted. “

**Note : 9**
**Tangible Assets**

Particulars	Assets	Gross Block				Depreciation			Net Block	
		“As at 01.04.2015“	Additions	Deletions	“As at 31.03.2016	“As at 01.04.2015“	For the Year	Dep on Deletions	“As at 31.03.2016“	“As at 31.03.2015
Land	17,94,240	22,800	-	18,17,040	1,21,14,328	14,75,348	-	-	18,17,040	17,94,240
Buildings	3,60,21,301	32,07,014	-	3,92,28,315	7,65,332	54,226	-	-	2,56,38,639	2,39,06,973
Data Processing Equipment	7,99,986	2,22,140	-	10,22,126	9,93,969	7,19,038	23,394	-	8,19,558	34,654
Furniture	9,82,669	11,300	-	29,06,251	18,54,784	70,395	-	-	7,42,432	2,51,537
Misc Fixed Assets	25,35,193	3,71,058	-	8,64,589	6,93,728	19,085	-	-	19,25,179	2,63,631
Office Equipment	8,64,589	-	-	17,30,77,161	7,16,44,819	60,44,398	-	-	7,12,813	9,81,072
Plant & Machinery	15,65,27,249	1,65,49,912	-	49,95,267	20,94,963	3,54,771	-	-	1,51,776	6,80,409
QC Lab Equipment	46,13,927	3,81,340	-	17,49,887	5,05,739	1,98,934	-	-	7,76,89,217	1,70,861
Vehicles	17,49,887	-	-	22,66,54,605	9,03,92,731	82,40,551	-	-	24,49,734	8,48,82,430
<b>Grand Total</b>	<b>20,58,89,041</b>	<b>2,07,65,564</b>	<b>-</b>						<b>12,80,21,323</b>	<b>11,54,96,310</b>

Capital Work In Progress	As at 01.04.2015	Additions	Deletions	As at 31.03.2016	As at 01.04.2015	For the Year	Dep on Deletions	As at 31.03.2016	As at 31.03.2016	As at 31.03.2015
Previous Year-Civil										-
“Current Year-Civil										-
“Plant&Machinery“	6,43,727	6,54,037	6,43,727	6,54,037	-	-	-	-	6,54,037	6,43,727

Note: a) Depreciation on the assets is provided according to the useful life of the asset as per Schedule - II of the Companies Act 2013.  
 b) The carrying amount of the asset as on the 01-Apr-2015 is depreciated over the remaining useful life of the asset as per Schedule - II.  
 c) The Gross block of assets as on 01-Apr-2015 has been reduced for an amount of Rs.67,67,058/- which is charged to retained earnings in the financial year 2014 - 15

Note No.		As at 31-03-2016	As at 31-03-2015
17	<b>Income</b> Job work Sales - Others	3,56,86,325 8,85,80,744	4,14,37,500 2,09,86,232
	<b>Total Revenue</b>	<b>12,42,67,069</b>	<b>6,24,23,732</b>

Note No.		As at 31-03-2016	As at 31-03-2015
18	<b>Other Income</b> Interest received	-	1,20,650
	<b>Total</b>	<b>-</b>	<b>1,20,650</b>

Note No.		As at 31-03-2016	As at 31-03-2015
19	<b>Cost of material consumed</b> Opening Stock Add: Purchases	5,11,325 8,69,54,511	3,13,177 2,81,02,589
	Less: Closing Stock	8,74,65,836 43,25,689	2,84,15,766 5,11,325
	<b>Cost of materials consumed</b>	<b>8,31,40,147</b>	<b>2,79,04,441</b>

Note No.		As at 31-03-2016	As at 31-03-2015
20	<b>Changes in Inventories</b> Closing Stock of Work in Progress Closing Stock of Finished Goods	22,13,482 27,43,250	43,92,383 3,59,675
	Opening Stock of Work in Progress Opening Stock of Finished Goods	49,56,732 43,92,383 3,59,675	47,52,058 - -
	<b>Change in inventories</b>	<b>2,04,674</b>	<b>47,52,058</b>

Note No.		As at 31-03-2016	As at 31-03-2015
21	<b>Other Manufacturing Expenses</b> Carriage Inward Stores, Spares and Consumables Coal Purchases Lubricants & Fuel Charges Electricity Charges Repair & Maintenance P & M A/c	23,96,582 15,26,620 1,01,99,288 8,81,180 1,12,63,946 19,73,399	12,73,129 11,02,546 1,26,55,271 30,68,421 94,37,220 17,40,908
	<b>Total</b>	<b>2,82,41,015</b>	<b>2,92,77,495</b>

Note No.		As at 31-03-2016	As at 31-03-2015
<b>22</b>	<b>Employee Benefits Expense</b>		
	Salaries and wages	2,70,91,065	2,49,04,717
	Earned Leave	1,29,747	85,269
	Gratuity	5,30,812	1,53,230
	Staff welfare expenses	29,01,304	36,68,903
	<b>Total</b>	<b>3,06,52,928</b>	<b>2,88,12,119</b>

Note No.		As at 31-03-2016	As at 31-03-2015
<b>23</b>	<b>Financial Expenses</b>		
	Bank Charges	29,016	20,317
	Interest	50,86,442	20,46,016
	<b>Total</b>	<b>51,15,458</b>	<b>20,66,333</b>

Note No.		As at 31-03-2016	As at 31-03-2015
<b>24</b>	<b>Other Expenses</b>		
	Rent-Office	6,76,000	6,20,000
	Rates and Taxes	20,24,687	4,06,635
	Legal Expenses A/c	27,500	6,700
	Legal Fee A/c	1,00,000	50,000
	Professional & Consultancy Charges A/c	13,87,512	22,68,554
	Directors Remuneration	45,60,000	45,60,000
	Insurance	3,87,329	2,07,147
	Printing & Stationery A/c	6,42,654	4,65,778
	Audit Fee A/c	3,00,000	3,37,080
	Postage & Telephone charges	4,58,226	3,56,227
	Travelling Expenses	5,89,875	12,62,931
	Conveyance Expenses A/c	2,09,312	2,34,842
	Vehicle Maintenance	2,64,518	3,53,848
	Listing Fees	2,00,000	1,12,360
	Registration & Renewal Fees	3,67,600	90,100
	License & Renewals	65,265	21,600
	Selling Expenses	2,48,805	-
	Other Expenses	65,26,325	59,62,651
	Repairs & Maintenance - Building A/c	1,21,434	5,84,136
	Repairs & Maintenance - Others A/c	4,41,542	9,12,363
	Development Expenses	1,35,000	-
	Service tax	11,02,799	11,55,853
	Effluent and Other Manufacturing Expenses	32,57,250	24,63,371
	<b>Total</b>	<b>2,40,93,633</b>	<b>2,24,32,176</b>

**Note No. 25**
**Additional Information to the Financial Statements:**
**a) Remuneration to Directors**

During the Current Financial year, The Company provides the following remuneration.

Particulars	01-04-15 to 31-03-16 (12 Months)	01-04-14 to 31-03-15 (12 Months)
Directors – Salary*	22,80,000	22,80,000
Allowances	22,80,000	20,20,800
Total	45,60,000	45,60,000

**b) Annual Capacities (As Certified by the Management)**

DETAILS	2015-16	2014-15
Registered / Installed Capacity	320 Tonnes Per Annum	320 Tonnes Per Annum

**c) CONTINGENT LIABILITIES:**

Particulars	As at 31st March, 16	As at 31st March, 15
(i) Estimated Amount of Contracts Remaining to be executed on Capital account and not provided for	0.00	0.00
(ii) Exported obligation	70, 00,000	70, 00,000
(iii) Claims not acknowledged as debts	92,34,353	92,34,353

**d) FOREIGN EXCHANGE TRANSACTIONS:**

Inflow - Nil  
Outflow - Nil

**e) Earnings per Share:**

Particulars	As at 31st March, 16	As at 31st March, 15
Net Profit/(Loss) for the Year	(5,49,96,153)	(6,11,49,802)
No. of Equity Shares (Face Value of Rs.10/- each)	1,02,01,300	1,02,01,300
EPS	(5.39)	(5.99)

f) As per accounting standards 18, the disclosures of transactions with the related parties are given below:

(i). List of related parties where control exists (KMP) with whom transactions have taken place

Sl. No	Name of the Related Party	Nature of Relationship
1	V N Sunanda Reddy	Key Management Personnel
2	Dr. V Sai Sudhakar	Key Management Personnel
3	V Gowtham Reddy	Son of VN Sunanda Reddy
4	V Sumanth Simha	Son of Dr. V Sai Sudhakar

ii) Transactions during the year with the related parties

Name of the Related Party / Nature of Transactions	Nature of Relationship	Amount (In Rs)
A) V N Sunanda Reddy	Key Management Personnel	
1. Salary		12,00,000
2. Allowances		12,00,000
3. Unsecured Loans received during the year net.		27,11,284
	<b>Total</b>	<b>51,11,284</b>
B) V Gowtham Reddy	Son of VN Sunanda Reddy	
1. Unsecured Loan received		3,50,000
	<b>Total</b>	<b>3,50,000</b>
C) Dr. V Sai Sudhakar	Key Management Personnel	
1. Salary		10,80,000
2. Allowances		10,80,000
3. Unsecured Loans received during the year net.		1,74,50,000
	<b>Total</b>	<b>1,96,10,000</b>
D) V Sumanth Simha	Son of Dr. V Sai Sudhakar	
1. Unsecured Loan received		6,00,002
	<b>Total</b>	<b>6,00,002</b>

iii) (a) Amounts due to Directors, KMP & their relatives as at the year end:

Particulars	Amount (Rs. Lacs)
Total Amount due to Directors and their relatives	1334.71

(b) Loan from directors/KMP in excess of 10% of the total amount mentioned in iii (a)

Particulars	Amount (Rs. Lacs)
V N Sunanda Reddy	220.755
Dr. V Sai Sudhakar	677.50

\*Previous year's figures have been regrouped, recast and reclassified where ever necessary to conform to the current year's classification.

As per our report of even date attached

**For VDNR & Associates**  
**Chartered Accountants**  
**FRN: 011251S**

**For and on behalf of the Board**

Sd/-  
(VENKATESWARLU D)  
Partner  
M.No.028488

Sd/-  
(V N SUNANDA REDDY)  
Managing Director

Sd/-  
(Dr. V SAI SUDHAKAR)  
Executive Director

Date: 30-May-2016

Place: Hyderabad

## **S.S. Organics Limited**

CIN: L24110TG1990PLC012038

Registered Office: Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak Dist. Telangana State  
 • E-mail : cs@ssorganics.co.in, md@ssorganics.co.in • Website : [www.ssorganics.co.in](http://www.ssorganics.co.in)

**ATTENDNACE SLIP FOR ANNUAL GENERAL MEETING**  
**(To be surrendered at the venue of the meeting)**

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of S S Organics Limited.

I hereby record my presence at the 23rd Annual General Meeting of the Shareholders of S S Organics Limited on Friday the 30th day of September, 2016 at 04.30 P.M. at Registered Office of the Company

DP ID*	Regd. Folio No.
Client ID*	No. of Shares

\*Applicable if shares are held in electronic form.

Name & Address of Member

\_\_\_\_\_  
 Signature of Shareholder/Proxy/  
 Representative (Please Specify)

### **ELECTRONIC VOTING**

Electronic voting (e-voting) facility is being provided in respect of the Resolutions proposed at the 23rd AGM, in accordance with Section`108 of the Companies Act, 2013 read with Rule`20 of the Companies (Management and Administration) Rules, 2014. Please see Note (10) to the Notice 23rd AGM, convening the AGM for the procedure with respect to e-voting.

Your e-voting user ID and password are provided below:

Electronic Voting Event Number (EVEN)	User ID	Password
		<b>Use your existing password</b>



S.S. ORGANICS LIMITED

23rd ANNUAL REPORT

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**S.S. Organics Limited**

CIN: L24110TG1990PLC012038

Registered Office: Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak Dist. Telangana State  
• E-mail : cs@ssorganics.co.in, md@ssorganics.co.in • Website : [www.ssorganics.co.in](http://www.ssorganics.co.in)

**Form No.MGT-11  
Proxy Form**

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

CIN	L24110TG1990PLC012038		
Name of the Company	S.S. Organics Limited		
Registered Office	Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak Dist. Telangana State		
Name of the member(s)			
Registered Address			
E-mail Id			
Folio No./Client ID		DP ID	

I / We, being the Member(s) of \_\_\_\_\_ shares of S.S. Organics Limited, hereby appoint

(1) Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

(2) Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

(3) Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 23rd AGM of the Company to be held on Friday, the 30th day of September, 2016 at 04.30 P.M. at Registered Office of the Company i.e. Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak Dist. Telangana State , and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Vote (optional see note2) (please mention no of shares)	
		For	Against
1	Adoption of Accounts for the financial year ended 31st March, 2016, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.		
2	Appointment of Sri. V. Gowtham Reddy who retires by rotation and being eligible offers herself for re-appointment.		
3	Ratification of the appointment of Statutory Auditors of the Company.		
4	To re-appointment of Sri V.N. Sunanda Reddy as Managing Director of the Company for a period of 3 years.		
5	To re-appointment of Dr. Sai Sudhakar Vankineni as Whole Time Director of the Company for a period of 3 years.		

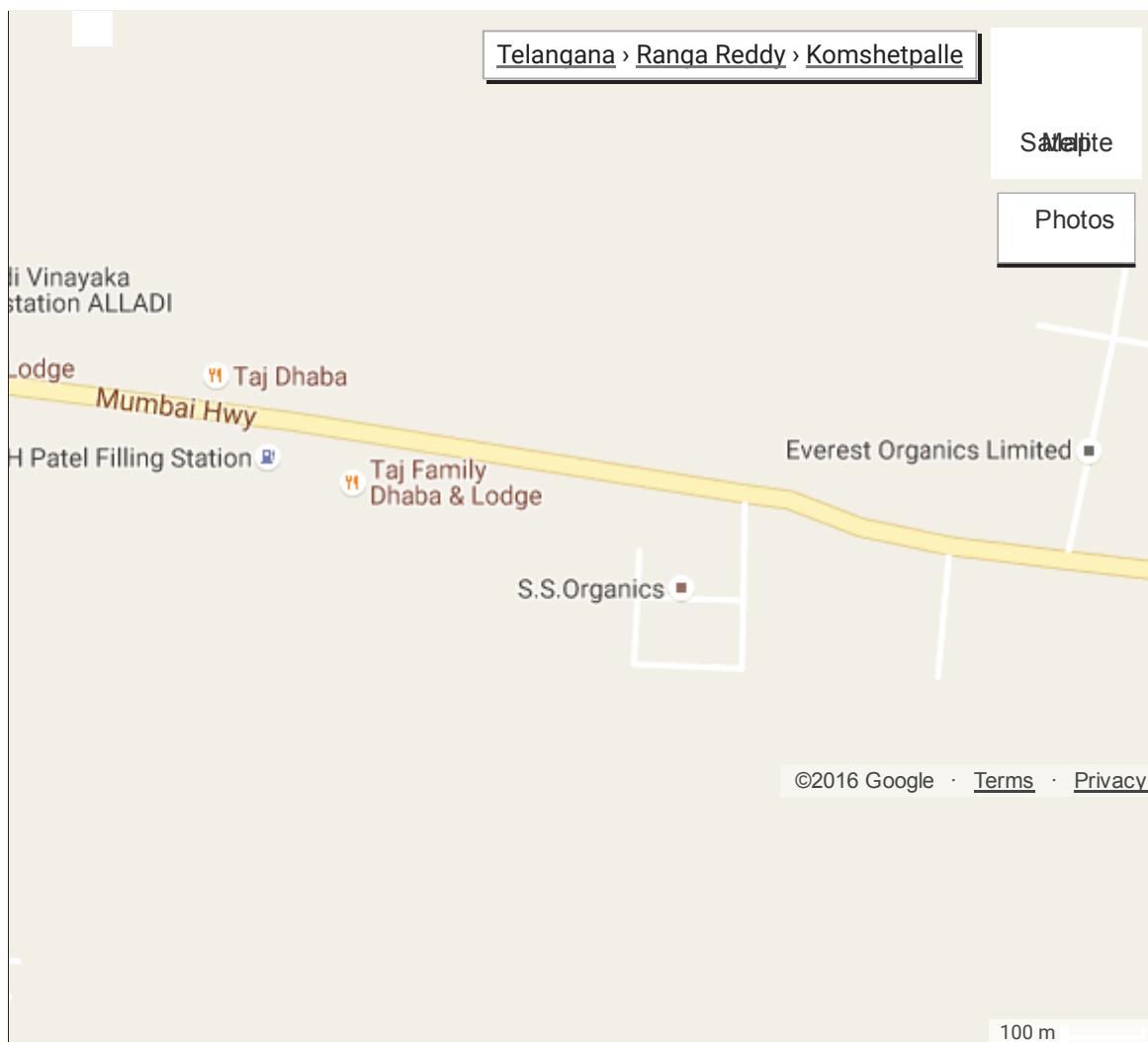
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.      Signature of shareholder: \_\_\_\_\_

Affix  
Revenue  
Stamp

**NOTE :**

1. This form in order to be effective should be duly completed and deposited at the Corporate Office of the Company situated at H.No: 8-2-120/77/5, Ground Floor, Opp. KBR Park, Road No. 2, Banjara Hills, Hyderabad – 500034 Telangana, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

**ROUTE MAP**

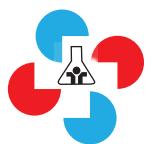


### NOTE

**COURIER / REGISTER POST  
PRINTED MATTER**



If undelivered please return to:



**S.S. ORGANICS LIMITED**

**CIN: L24110TG1990PLC012038**

Corporate Office :H. No. 8-2-120/77/5,  
Road No.2, Ground Floor, Opp. KBR Park,  
Banjara Hills, Hyderabad-500 034

e-mail: [cs@ssorganics.co.in](mailto:cs@ssorganics.co.in) [md@ssorganics.co.in](mailto:md@ssorganics.co.in)  
Website: [www.ssorganics.co.in](http://www.ssorganics.co.in).  
Ph.No. 040-23559938.