



SS Infrastructure
Development Consultants Limited

Date: September 5, 2018

To
The Manager- Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E),
Mumbai-400 051, Maharashtra

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: SYMBOL: SSINFRA, ISIN - INE182Z01015

Dear Sir/ Ma'am

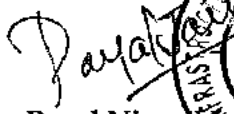

In Compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we are submitting herewith the Notice of 11th Annual General Meeting of the Company, which is being sent to the shareholders.

This is for your information and for the public at large.

Kindly take the same on your record.

Yours faithfully

For S.S. Infrastructure Development Consultants Limited



Payal Nirman Jain
Company Secretary & Compliance Officer

S.S. Infrastructure Development Consultants Limited

(formerly known as S.S. Infrastructure Development Consultants Private Limited)

Flat No.15, Jabbar Building, Begumpet, Hyderabad - 500 016, Telangana. Phone: +91 40 27766312, 66310224. Fax: +91 40 66310223.
CIN: U45400TG2007PLC054360. Website: www.ssidcon.org Email: info@ssidcon.org, ssidconhyd2@gmail.com
Bengaluru | New Delhi | Visakhapatnam

NOTICE

Notice is hereby given that the 11th Annual General Meeting of the members of S.S. Infrastructure Development Consultants Limited is scheduled to be held as below:

Date : September 30, 2018

Day : Sunday

Time : 2.00 p.m.

Place: Hotel Marigold by Greenpark, 7-1-25, Greenlands, Begumpet, Hyderabad, Telangana 500016 to transact the following business:

ORDINARY BUSINESSES:

1. Adoption of Financial Statements

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, and the reports of the Board of Directors and Auditors thereon; and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2018, and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. Declaration of dividend

To declare a dividend on equity shares for the financial year ended March 31, 2018, and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a dividend at the rate of 3% i.e. Rs. 0.3 /- (only) per equity share of 10/- (Ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2018.

3. Re-appointment of Retiring Director

To appoint Mr. Sri Rama Moorthy Mangalampally (DIN 02061810) who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sri Rama Moorthy Mangalampally (DIN 02061810), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. Ratification of appointment of Statutory Auditors and fix their remuneration in this regard:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the resolution passed by the members at the Annual General Meeting (AGM) held on 30th September, 2014, the appointment of M/s. V. G. Rao & Associates, Chartered Accountants, Hyderabad (ICAI Firm Registration No.0031545) as Statutory Auditors of the Company to hold office

for a period of 5 years i.e. till the conclusion of the AGM to be held in the year 2019 be and is hereby ratified for the financial year 2018-19 at such remuneration as shall be fixed by the Board of Directors of the Company in consultation with them.”

SPECIAL BUSINESSES

5. Approval to alter the terms and Conditions of appointment and remuneration of Mr. Satyanarayana Sundara (DIN 02062896), Chairman and Managing Director

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

“**RESOLVED THAT** pursuant to the resolution passed at the Meeting of Board of Directors dated August 30, 2018, and in accordance to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) there of, for time being in force) and as per Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to alter the terms and conditions of appointment and remuneration of Mr. Satyanarayana Sundara, Chairman & Managing Director w.e.f. August 30, 2018.

RESOLVED FURTHER THAT Mr. Satyanarayana Sundara shall not be liable to retire by rotation and shall hold office for a term of three consecutive years with effect from August 30, 2018 and receive remuneration on the terms and conditions as set out in the Statement annexed to the Notice.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Satyanarayana Sundara, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors (hereinafter referred to as “the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) may deem fit, subject to the limits prescribed herein and in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of remuneration as it may deem fit and as may be acceptable to Mr. Satyanarayana Sundara.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Approval to alter the terms and conditions of appointment and remuneration of Mr. Seshagiri Rao Palle (DIN 02061865), Whole Time Director

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

“**RESOLVED THAT** pursuant to the resolution passed at the Meeting of Board of Directors dated August 30, 2018 and in accordance to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to alter the terms

and conditions of appointment and remuneration of Mr. Seshagiri Rao Palle (DIN 02061865), Whole Time Director w.e.f. August 30, 2018.

RESOLVED FURTHER THAT Mr. Seshagiri Rao Palle shall be liable to retire by rotation and shall hold office for a term of three consecutive years with effect from August 30, 2018 and receive remuneration on the terms and conditions as set out in the Statement annexed to the Notice.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr.Seshagiri Rao Palle, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors (hereinafter referred to as “the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) may deem fit, subject to the limits prescribed herein and in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of remuneration as it may deem fit and as may be acceptable to Mr.Seshagiri Rao Palle, subject to the limits specified under Schedule V of Companies Act, 2013 or any statutory modification (s) or re-enactment (s) or amendment (s) made thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Appointment of Ms. Durga Bai Sreepathi (DIN 08015633) as Whole Time Director

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

“RESOLVED THAT pursuant to the resolution passed at the Meeting of Board of Directors dated August 30, 2018, and in accordance to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to appoint Ms. Durga Bai Sreepathi (DIN 08015633) as a Whole Time Director of the Company w.e.f. August 30, 2018.

RESOLVED FURTHER THAT Ms. Durga Bai Sreepathi shall be liable to retire by rotation and shall hold office for a term of three consecutive years with effect from August 30, 2018 and receive remuneration on the terms and conditions as set out in the Statement annexed to the Notice.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Ms. Durga Bai Sreepathi, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors (hereinafter referred to as “the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) may deem fit, subject to the limits prescribed herein and in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of remuneration as it may deem fit and as may be acceptable to Ms. Durga Bai Sreepathi, subject to the limits specified under Schedule V of Companies Act, 2013 or any statutory modification (s) or re-enactment (s) or amendment (s) made thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. Appointment of Mr. Sri Rama Moorthy Mangalampally (DIN 02061810) as a Whole Time Director

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

“RESOLVED THAT pursuant to the resolution passed at the Meeting of Board of Directors dated August 30, 2018, and in accordance to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to appoint Mr. Sri Rama Moorthy Mangalampally (DIN 02061810) as a Whole Time Director of the Company w.e.f. August 30, 2018.

RESOLVED FURTHER THAT Mr. Sri Rama Moorthy Mangalampally shall be liable to retire by rotation and shall hold office for a term of three consecutive years with effect from August 30, 2018 and receive remuneration on the terms and conditions as set out in the Statement annexed to the Notice.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Sri Rama Moorthy Mangalampally, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors (hereinafter referred to as “the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) may deem fit, subject to the limits prescribed herein and in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of remuneration as it may deem fit and as may be acceptable to Mr. Sri Rama Moorthy Mangalampally, subject to the limits specified under Schedule V of Companies Act, 2013 or any statutory modification (s) or re-enactment (s) or amendment (s) made thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

Flat No.15, Jabbar Building,
Begumpet, Hyderabad-500 016
Telangana

By Order of the Board of Directors
S.S.Infrastructure Development Consultants Limited

Place: Hyderabad
Date : August 30, 2018

Sd/-
Payal Nirmal Jain
Company Secretary & Compliance Officer

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. In terms of Section 152 of the Act, Mr. Sri Rama Moorthy Mangalampally, Director retiring by rotation at the Meeting and being eligible, offers himself for reappointment. The Human Resources, Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company commend re-appointment.
5. Mr. Sri Rama Moorthy Mangalampally is interested in the Ordinary Resolution set out at Item No. 3. Save and except him, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 4 of the Notice.
6. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and (iii) Schedule V of Companies Act, 2013.
7. Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended the ratification of appointment of M/s V.G. Rao & Associates, Chartered Accountants (ICAI Firm Registration No.003154S) as the Statutory Auditors of the Company till the next General Meeting for the financial year ending March 31, 2019. The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.
8. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

11. The Company has fixed September 24, 2018, as the “Cut-off Date” to record the entitlement of the shareholders to cast their vote at the 11th Annual General Meeting.
12. (a) The Company has fixed September 24, 2018, as the “Record Date” for determining entitlement of members to dividend for the financial year ended March 31, 2018.
(b) The dividend on equity shares, if declared at the Meeting as recommended by the Board of Directors, will be credited / despatched within 30 days from the date of declaration to those members whose names appear on the Company’s Register of Members on the Record Date; in respect of the shares held in dematerialised mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
13. The Company’s Registrars & Transfer Agents for its share registry is Bigshare Services Private Limited (“Bigshare”) having its office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059.
14. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or Bigshare cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) by the members.
15. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Bigshare.
16. **Members holding shares in electronic mode:**
 - a. are requested to submit their PAN to their respective DPs with whom they are maintaining their demat accounts, as mandated by SEBI for every participant in securities market.
 - b. are advised to contact their respective DPs for availing the nomination facility.
17. Members who have not registered / updated their e-mail addresses with Bigshare or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.
18. Non-Resident Indian members are requested to inform Bigshare / respective DPs, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
19. The Scrutinizer will, after the conclusion of voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast, make a consolidated Scrutinizer’s Report and submit the same to the Chairman. The result declared along with the consolidated Scrutinizer’s Report will be placed on the website of the Company: www.ssidcon.org.
20. The result will simultaneously be communicated to the stock exchanges.
21. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, that is, Sunday, September 30, 2018.

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

The following Statement sets out all the material facts relating to the Special Business mentioned in the Notice.

Item No. 5

The Board of Directors ("the Board") of the Company in its meeting held on August 30, 2018 had subject to approval of members in the ensuing Annual General Meeting altered the terms and conditions of appointment and remuneration of Mr. Satyanarayana Sundara, Chairman & Managing Director, pursuant to the provisions of 196, 197 and 203 of the Companies Act, 2013 read with rules framed thereunder along with Schedule V of the said Act and the Articles of Association of the Company.

Mr. Satyanarayana Sundara shall not be liable to retire by rotation and shall hold office for a period of 3 (three) consecutive years w.e.f August 30, 2018, on the terms and conditions as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.

Broad particulars of the remuneration are as under:

a) Salary, Perquisites and Allowances per annum:

Salary	Rs. 1.4 Crores
Perquisites and Allowances	Rs.20 Lakhs

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance, driver allowances and leave travel concession for self and family including dependents and other such allowable components. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

a) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

b) Reimbursement of Expenses: Expenses incurred for travelling, board and lodging including for Mr. Satyanarayana Sundara's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

A brief profile of Mr. Satyanarayana Sundara and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and Schedule V of the Companies Act, 2013 are annexed to this notice.

Mr. Satyanarayana Sundara is interested in the Special Resolution set out at Item No. 5 with respect to his appointment and remuneration. The relative(s) of Mr. Satyanarayana Sundara may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

As the remuneration to be paid exceeds the limits specified under Schedule V of the act, the Board recommends the resolution under the said item No.5 to be passed as Special Resolution.

Item No.6

The Board of Directors ("the Board") of the Company in its meeting held on August 30, 2018, had subject to approval of members in the ensuing Annual General Meeting altered the terms and conditions of appointment and remuneration of Mr. Seshagiri Rao Palle, Whole Time Director, pursuant to the provisions of 196, 197 and 203 of the Companies Act, 2013 read with rules framed thereunder along with Schedule V of the said Act and the Articles of Association of the Company.

Mr. Seshagiri Rao Palle shall be liable to retire by rotation and shall hold office for a period of 3 (three) consecutive years w.e.f. August 30, 2018, on the terms and conditions as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.

Broad particulars of the remuneration are as under:

- a) Salary, Perquisites and Allowances per annum:

Salary	Rs. 50 Lakhs
Perquisites and Allowances	Rs.10 Lakhs

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance, driver allowances and leave travel concession for self and family including dependents and other such allowable components. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- b) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- c) Reimbursement of Expenses: Expenses incurred for travelling, board and lodging including for Mr. Seshagiri Rao Palle's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

A brief profile of Mr. Seshagiri Rao Palle and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and Schedule V of the Companies Act, 2013 are annexed to this notice.

Mr. Seshagiri Rao Palle is interested in the Special Resolution set out at Item No. 6 with respect to his appointment and remuneration. The relative(s) of Mr. Seshagiri Rao Palle may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice. The Board commends the Special Resolution set out at Item No.6 of the Notice for approval by the members.

Item No. 7

The Board of Directors (“the Board”) of the Company had appointed, pursuant to the provisions of Section 196, 197 and 203 of the of the Companies Act, 2013 read with rules framed thereunder along with Schedule V of the said Act and the Articles of Association of the Company, Ms. Durga Bai Sreepathi as Whole Time Director of the Company with effect from August 30, 2018.

Ms. Durga Bai Sreepathi shall be liable to retire by rotation and shall hold office for a period of 3 (three) years w.e.f August 30, 2018, on the terms and Conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.

It is proposed to seek members’ approval for the appointment of and remuneration payable to Ms. Durga Bai Sreepathi as Whole-time Director in terms of the applicable provisions of the Act.

Broad particulars of the terms of remuneration is as under:

- a) Gross Salary of Ms. Durga Bai Sreepathi shall be Rs. 10 Lakhs per annum.
- b) The Company’s contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- c) Reimbursement of Expenses: Expenses incurred for travelling, board and lodging including for Ms. Durga Bai Sreepathi and attendant(s) during business trips and provision of car(s) for use on Company’s business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

Ms. Durga Bai Sreepathi satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her appointment.

A brief profile of Ms. Durga Bai Sreepathi and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and Schedule V of the Companies Act, 2013 are annexed to this notice.

Ms. Durga Bai Sreepathi is interested in the Special Resolution set out at Item No. 7 with respect to her appointment. The relative(s) of Ms. Durga Bai Sreepathi may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8

The Board of Directors (“the Board”) of the Company had appointed, pursuant to the provisions of Section 196, 197 and 203 of the of the Companies Act, 2013 read with rules framed thereunder along with Schedule V of the said Act and the Articles of Association of the Company, Ms. Sri Rama Moorthy Mangalampally as Whole Time Director of the Company with effect from August 30, 2018.

Mr. Sri Rama Moorthy Mangalampally shall be liable to retire by rotation and shall hold office for a period of 3 (three) years w.e.f August 30, 2018 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.

It is proposed to seek members approval for the appointment of and remuneration payable to Mr. Sri Rama Moorthy Mangalampally as Whole-time Director in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment of and remuneration are as under:

a) Salary, Perquisites and Allowances per annum:

Salary Rs. 40 Lakhs

Perquisites and Allowances Rs.10 Lakhs

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance, driver allowances and leave travel concession for self and family including dependents and other such allowable components. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- a) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- b) Reimbursement of Expenses: Expenses incurred for travelling, board and lodging including for Mr. Sri Rama Moorthy Mangalampally's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

Mr. Sri Rama Moorthy Mangalampally satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment.

A brief profile of Mr. Sri Rama Moorthy Mangalampally and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and Schedule V of the Companies Act, 2013 are annexed to this notice.

Mr. Sri Rama Moorthy Mangalampally is interested in the Special Resolution set out at Item No. 8 with respect to his appointment and remuneration. The relative(s) of Mr. Sri Rama Moorthy Mangalampally may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice. The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

Registered Office:

Flat No.15, Jabbar Building,
Begumpet, Hyderabad-500 016
Telangana

By Order of the Board of Directors
S.S.Infrastructure Development Consultants Limited

Sd/-

Payal Nirmal Jain

Company Secretary & Compliance Officer

Place: Hyderabad

Date : August 30, 2018

ANNEXURE TO THE NOTICE DATED AUGUST 30, 2018

DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 11TH ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment

PARTICULARS	Mr. Sri Rama Moorthy Mangalampally	Ms. Durga Bai Sreepathi
Date of Birth	15-02-1949	14-12-1962
Qualifications	Master in Civil Engineering	B.Sc
Experience (including expertise in specific functional area)/Brief Resume	Extensive experienced profile spanning 35+ years, garnered through stints at Consultancies like, Hash Consultancy Services, Jamshedpur and at leading bellwether Indian Companies like Tata Iron & Steel Company (TISCO) Jamshedpur. He has considerable experience in structural designs in the Public, Industrial and Defence Sectors. He has majored in Civil Engineering and is an Associate Member of the Institution of Engineers (AMIE).	She is associated with the Company since its inception. She experience of over 28 years in the fields like plans and drawings plans and drawings (Draughtsman), administrative and managerial works.
Terms and Conditions of Appointment / Reappointment	1. Director retiring by rotation and being eligible, offers himself for reappointment. 2. Appointment as a Whole Time Director for a period of 3 years, liable to retire by rotation	Appointment as a Whole Time Director for a period of 3 years, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	NIL	Rs.696,000/- per annum
Remuneration proposed to be paid	As per the resolution proposed in item no.8 of the notice read with the respective explanatory statements	As per the resolution proposed in item no.7 of the notice read with the respective explanatory statements
Date of first appointment on the Board	03-01-2008	26-12-2017
Shareholding in the Company as on March 31, 2018	NIL	NIL
Relationship with other Directors/Key Managerial Personnel	None	None