

## NOTICE OF THE 13<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 13<sup>th</sup> Annual General Meeting of the members of S.S. Infrastructure Development Consultants Limited will be held on Tuesday, December 29, 2020 from 11.00 A.M. onwards at the registered office of the Company situated at Flat No:15, Jabbar Building, Begumpet, Hyderabad-500016, Telangana.

### ORDINARY BUSINESSES:

#### **Item No. 1 - Adoption of Financial Statements**

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020, and the reports of the Board of Directors and Auditors thereon

#### **Item No. 2 - Re-appointment of Retiring Director**

To appoint a director in the place of Ms. Durga Bai Sreepathi (DIN 08015633), who retires by rotation and, being eligible seeks reappointment:

The shareholders are requested to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, approval of the shareholders of the Company be and is hereby accorded to the reappointment of Ms. Durga Bai Sreepathi (DIN: 08015633) as a Whole Time Director, who is liable to retire by rotation.

### SPECIAL BUSINESS:

#### **Item No. 3 – Appointment of Mr. Abdul Majeed Kadambot (DIN 08716148) as a Independent Director**

To consider and if thought fit, to pass with or without modification the following resolution as **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Mr. Abdul Majeed Kadambot (DIN: 08716148), who was appointed as an Additional Director on 25<sup>th</sup> May, 2020, whose term expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of Five (2) year from the ensuing Annual General Meeting.

#### **Item No. 4 – Appointment of Mrs. Udayasree Sankar Rao (DIN:07627654) as a Non-Executive, Non-Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification the following resolution as **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Udayasree Sankar Rao (DIN:07627654), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, whose office is liable to retire by rotation.”

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

Date: November 26, 2020  
Place: Hyderabad

Sd/-  
**Satyanarayana Sundara**  
Chairman & Managing Director  
DIN: 02062896

**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, Ms. Durga Bai Sreepathi, Whole Time Director retiring by rotation at the Meeting and being eligible, offers herself 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. Mrs. Durga Bai Sreepathi is interested in the Ordinary Resolution set out at Item No. 2. Save and except her, 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 and 2 of the Notice.
6. Details of Directors retiring by rotation / seeking appointment at the ensuing 13<sup>th</sup> Annual General 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. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of M/s A. Ramachandra Rao & Co, Chartered Accountants (ICAI Firm Registration No.002857S) as the Statutory Auditors. who were appointed in the 17<sup>th</sup> Annual General Meeting of the Company.
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 December 22, 2020, as the “Cut-off Date” to record the entitlement of the shareholders to cast their vote at the 13<sup>th</sup> Annual General Meeting.
12. The Company’s Registrars & Transfer Agents for its share registry is Bigshare Services Private Limited (“Bigshare”) having its office at 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059.
13. 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.

14. 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.
  
- 15. 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.
  
16. 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.
  
17. 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.
  
18. The Scrutinizer will, after the conclusion of voting at the Meeting, scrutinize the votes cast at the Meeting (Instant 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](http://www.ssidcon.org).
  
19. The result will simultaneously be communicated to the stock exchanges.
  
20. 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, Tuesday, December 29, 2020.

**STATEMENT PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND COMPANIES ACT, 2013:**

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

**Item No. 3:** In accordance with the provisions of Section 149 read with Schedule III to the Companies Act, 2013, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Abdul Majeed Kadambot be appointed as an Independent Director of the Company. The Board of Directors, at its meeting held on 25<sup>th</sup> May, 2020 has appointed Mr. Abdul Majeed Kadambot as an Additional (independent) Director, on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules.

Brief profile of Mr. Abdul Majeed Kadambot is as follows:

**Brief Profile of Mr. Abdul Majeed Kadambot:**

He has over 40 years of experience in Strategic Planning, Engineering Management, Construction & Project Management, Business and Organization Development.

He had graduated in Civil engineering from IIT Madras and has held various posts such as Executive Vice President, Chief Operating Officer, General Manager, Chief Engineer in different Organisations such as TATA Projects Ltd, IPM Services Pvt Ltd, Maytas Infra Ltd to name a few.

Keeping in view of his vast expertise and knowledge, it will be in the interest of the Company he is appointed as an Independent Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Abdul Majeed Kadambot for the office of Independent Director of the Company.

The Company has also received declarations from the Director that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, the director fulfils the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations.

Except Mr. Abdul Majeed Kadambot, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3. The Board recommends the Resolution set forth in Item No. 3 for approval of the Members.

**Item No: 4**

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mrs. Udayasree Sankar Rao be appointed as Non-Executive Director on the Board, whose office is liable to retire by rotation.

The appointment of Mrs. Udayasree Sankar Rao shall be effective upon approval by the members in the Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Udayasree Sankar Rao for the office of Director of the Company. Mrs. Udayasree Sankar Rao is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

**Brief Profile of Mrs. Udayasree Sankar Rao:**

Mrs. Udayasree Sankar Rao, aged 52 yrs, has done her Master of Computer Application from Anna university Chennai in the year 1992. She is been serving Infomine Software Solutions LLP in the capacity of Designated Partner since 2017.

Keeping in view her past expertise, it will be in the interest of the Company that Udayasree Sankar Rao is appointed as a Non-Executive Director of the Company.

Mrs. Udayasree Sankar Rao was appointed as an Additional Director by the Board in their meeting held on 26<sup>th</sup> November, 2020.

Mrs. Udayasree Sankar Rao is a member of the Nomination and Remuneration Committee, of the Board of Directors of the Company.

Copy of the draft letter for appointment of Mrs. Udayasree Sankar Rao as a Non-Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Mrs. Udayasree Sankar Rao is the spouse of Mr. Satyanarayana Sundara, Chairman & Managing Director of the Company.

Except Mr. Satyanarayana Sundara, Chairman & Managing Director and Mrs. Udayasree Sankar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

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

Date: November 26, 2020

Place: Hyderabad

Sd/-

**Satyanarayana Sundara**  
Chairman & Managing Director  
DIN: 02062896

**ANNEXURE TO THE NOTICE DATED NOVEMBER 26, 2020**

**DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT AT THE 13<sup>TH</sup> ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY:**

<b>Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment</b>			
<b>PARTICULARS</b>	<b>Ms. Durga Bai Sreepathi</b>	<b>Mrs. Udayasree Sankar Rao</b>	<b>Mr. Abdul Majeed Kadambot</b>
Date of Birth	14.12.1962	18.10.1968	06.12.1955
Qualifications	B.Sc	Master of Computer Application (MCA)	B.Tech in Civil Engineering
Experience (including expertise in specific functional area)/Brief Resume	Ms. Durga Bai Sreepathi aged about 58 yrs is a B.Sc Graduate.  She has a experience of over 30 years in various fields like plans and drawings Draughtsman, administrative and managerial works .	Mrs. Udayasree Sankar Rao, aged 52 yrs, has done her Master of Computer Application from Anna university Chennai in the year 1992.  She is been serving Infomine Software Solutions LLP in the capacity of Designated Partner since 2017	He has over 40 years of experience in Strategic Planning, Engineering Management, Construction & Project Management, Business and Organization Development.  He had graduated in Civil engineering from IIT Madras and has held various posts such as Executive Vice President, Chief Operating Officer, General Manager, Chief Engineer in different Organisations such as TATA Projects Ltd, IPM Services Pvt Ltd, Maytas Infra Ltd to name a few
Terms and Conditions of Appointment / Reappointment	Whole time Director Liable to retire by rotation	Appointed as Non Executive Non Independent Director of the Company, liable to retire by rotation.	Appointed as a Independent Director for a period of Five years, not liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Salary Rs. 10 Lakhs	Nil	Nil
Remuneration proposed to be paid	Salary Rs. 10 Lakhs	NA	NA
Date of first appointment on the Board	26-12-2017	26.11.2020	25.05.2020

Shareholding in the Company as on March 31, 2020	NIL	NIL	NIL
Relationship with other Directors/Key Managerial Personnel	NIL	Mrs. Udayasree Sankar Rao is wife of Mr. Satyanarayana Sundara Chairman & Managing Director of the Company	NIL
Number of meetings of the Board attended during the year	9	NIL	NIL
Directorships of other Boards as on March 31, 2020	NIL	NIL	NIL
Membership / Chairmanship of Committees of other Boards as on March 31, 2020	NIL	NIL	NIL

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

Date: November 26, 2020

Sd/- Place: Hyderabad  
**Satyanarayana Sundara**  
Chairman & Managing Director  
DIN: 02062896