

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member (s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of S.S. Infrastructure Development Consultants Limited ("the Company") by means of Postal Ballot, pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Explanatory Statement pertaining to the proposed resolutions setting out the material facts and reasons thereof, as required under Section 102 of the Companies Act, 2013, is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Naresh Kumar Chanda, Company Secretary in Practice (FCS: 6092/COP: 8153) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on this Notice and on the Postal Ballot Form (enclosed hereto) and follow the same for voting. Members are requested to return the duly completed and signed Postal Ballot Form in the enclosed self-addressed pre-paid postage business reply envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on Monday, February 11, 2019, being the last date for receipt of Postal Ballot Forms. Please note that any Postal Ballot Form(s) received thereafter will be treated as not having been received.

SPECIAL BUSINESS:

1. Appointment of M/s. A. Ramachandra Rao & Co., Chartered Accountants, as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s. V. G. Rao & Associates, Chartered Accountants.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law as applicable for the time being in force (including any statutory modification (s) or amendment (s) thereto or re-enactment (s) thereof for the time being in force), M/s. A. Ramachandra Rao & Co., Chartered Accountants, (ICAI Firm Registration No. 002857S) be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. V.G. Rao & Associates, Chartered Accountants.

RESOLVED FURTHER THAT M/s. A. Ramachandra Rao & Co., Chartered Accountants, shall hold the office of the Statutory Auditors of the Company until the conclusion of the next Annual General Meeting on such remuneration (including fees for Certification) and reimbursement of out of pocket expenses for the purpose of audit as may be determined by the Chairman & Managing Director in consultation with the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects."

2. Approval to continue the appointment and employment of Mr. Sri Rama Moorthy Mangalampally (DIN 02061810) for holding the office of Whole Time Director of the Company upon attaining the age of 70 (Seventy) years.

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

RESOLVED THAT pursuant to the provisions of Section 196 (3) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any (including any statutory modification (s) or amendment (s) thereto or re-enactment (s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for continuation of the appointment and employment of Mr. Sri Rama Moorthy Mangalampally (DIN 02061810) for holding the office of Whole Time Director of the Company upon attaining the age of 70 (seventy) years on February 15, 2019 upto the expiry of the present term of office, on the existing terms and conditions of appointment and remuneration as duly approved by the Members of the Company through a Special Resolution passed at the 11th Annual General Meeting held on September 30, 2018.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution."

By Order of the Board of Directors

Place: Hyderabad

Date: January 10, 2019

For S.S. Infrastructure Development Consultants Limited

Sd/-

Registered Office:

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

Payal Nirmal Jain

Company Secretary and Compliance Officer

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 (1) of the Companies Act, 2013)

Item No. 1

M/s. V.G. Rao & Associates, Chartered Accountants, resigned as Statutory Auditors of the Company with effect from November 9, 2018. Consequently, the Company had approached M/s. A. Ramachandra Rao & Co., Chartered Accountants (ICAI Firm Registration No. 002857S), to act as the Statutory Auditors of the Company to fill up casual vacancy caused due to the resignation of M/s. V.G. Rao & Associates, Chartered Accountants.

M/s. A. Ramachandra Rao & Co., Chartered Accountants, being eligible under section 139(1) and other applicable provisions, have consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors, based on the recommendation of Audit Committee, has vide its resolution passed in their Meeting dated November 12, 2018, recommended appointment of M/s. A. Ramachandra Rao & Co, Chartered Accountants as Statutory Auditors of the Company to fill up casual vacancy caused due to the resignation of M/s. V.G. Rao & Associates, Chartered Accountants LLP.

The Members are requested to consider and approve resolution set out in Item No. 1 of the Notice as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

Item No. 2

The Members of the Company on September 30, 2018 approved the appointment of Mr. Sri Rama Moorthy Mangalampally as a Whole Time Director of the Company for a period of three consecutive years effective from August 30, 2018 through a special resolution passed at the 11th Annual General Meeting under the relevant provisions of Companies Act, 2013.

Mr. Mangalampally will attain the age of 70 (seventy) years in the Month of February, 2019. Considering the rich experience and abundance knowledge, the Board has approved to continue his term of office and is seeking your approval for the same.

Pursuant to the provisions of Section 196 (3) of the Companies Act, 2013, the Board therefore recommends the special resolution for your approval.

Except Mr. Sri Rama Moorthy Mangalampally, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

By Order of the Board of Directors
For S.S. Infrastructure Development Consultants Limited
Sd/-

Place: Hyderabad
Date: January 10, 2019

Payal Nirmal Jain
Company Secretary and Compliance Officer

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) in respect of item no.2.

PARTICULARS	Mr. Sri Rama Moorthy Mangalampally				
Date of Birth	15-02-1949				
Qualifications	Master in Civil Engineering				
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).				
Terms and Conditions of Appointment / Reappointment	To hold the office of Whole Time Director for a period of 3 consecutive years, liable to retire by rotation with effect from August 30, 2018.				
Remuneration last drawn (including sitting fees, if any)	NIL				
Remuneration proposed to be paid.	As per Special Resolution passed in the 11th Annual General Meeting held on September 30, 2018. a) Salary, Perquisites and Allowances per annum: <table><tr><td>Salary</td><td>Rs. 40 Lakhs</td></tr><tr><td>Perquisites and Allowances</td><td>Rs. 10 Lakhs</td></tr></table> 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.	Salary	Rs. 40 Lakhs	Perquisites and Allowances	Rs. 10 Lakhs
Salary	Rs. 40 Lakhs				
Perquisites and Allowances	Rs. 10 Lakhs				

PARTICULARS	Mr. Sri Rama Moorthy Mangalampally
	<p>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.</p> <p>c) 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.</p>
Date of first appointment on the Board	03-01-2008
Shareholding in the Company as on September 30, 2018.	4650 Equity Shares of Rs. 10/- each
Relationship with other Directors/Key Managerial Personnel	None
Number of meetings of the Board attended during the year	7
Directorships of other Boards	None
Membership / Chairmanship of Committees of other Boards.	None

THE FOLLOWING ADDITIONAL DETAILED INFORMATION AS PER SECTION – II OF SCHEDULE V IS AS FOLLOWS IN RESPECT OF ITEM NO. 2.

i) General Information		
1) Nature of Industry	Service Sector	
2) Date or expected date of commencement of commercial production	08-06-2007 (Date of incorporation of the Company)	
3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4) Financial performance based on given indicators.	For the F.Y ended March 31, 2018	Rupees
	Turnover (Gross)	Rs.29.9 Crores
	Net Profit After Tax	Rs. 5.25 Crores
	Net Worth	Rs. 26.86 Crores
	Effective CapitalRs.	Rs.26.94 Crores

Name of the Key Managerial Personnel	Mr. Sri Rama Moorthy Mangalampally
1) Background details	Details are given under aforementioned statement pursuant to SS-2
2) Past remuneration	Details are given under aforementioned statement pursuant to SS-2
3) Recognition or awards	–
4) Job profile and his suitability	Details are given under aforementioned statement pursuant to SS-2 along with explanatory statement under item no.2
5) Remuneration proposed	As per the resolution passed through Special Resolution in the 11th Annual General Meeting held on September 30, 2018.
6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the size of Company's operations, the proposed remuneration is commensurate with general industry trends.
7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving the proposed remuneration and holding 4650 Equity shares of the Company, he does not have any other pecuniary relationship with the Company or Managerial Personnel.

iii) Other Information	
Reasons of loss or inadequate profits	Due to working capital requirements for the few couple of years and as major projects were being executed for Government Sector, increasing the receivables.
Steps taken or proposed to be taken for improvement	The Initial Public Offer in the Month of April, 2018, and commencement of new vertical-Advance Engineering Solutions and branch office along with strengthening the human resources of the Company has optimized the inadequacy of the profit of the Company. Further various realignment and divestment initiative ensured reduced debt burden on the Company resulting in overall reduction in finance cost. In addition to the above, certain management changes made during the current financial would result in further cost reduction and would be driving factors in contributing to the profitability in the years to come
Expected increase in productivity and profits in measurable terms.	With political clarity emerging, the business and consumer confidence are expected to improve in the coming financial year, geared with a streamlined organizational design, the company intends to grow in its niche area along with other verticals. The Company expects that with the improvement in consumer sentiment and increased consumer spending will enable the growth momentum to pick up. The management continues to be cautiously optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.
iv) Disclosures <ul style="list-style-type: none"> ● All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., is stated above ● No stock option is given to any Director The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.	

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed.
2. In terms of Section 110 of Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by Postal Ballot.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on January 4, 2019 (Cut-off date). Members whose names appear on the Register of Members/ List of Beneficial owner as on the Cut-off date will be entitled for voting through postal ballot.
4. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent to all the Members by email to those Members who have registered their email addresses with their Depository Participants or with the Company's Registrar and Share Transfer Agent. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a self-addressed prepaid postage Business Reply Envelope.
5. Members can also download the Postal Ballot Form from www.ssidcon.org or seek duplicate Postal Ballot Form from:
Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments, Next to Keys Hotel, Marol Maroshi Road, Andheri (E), Mumbai - 400 059, Maharashtra - India. Contact No: 022-62638200, E-mail Id: investor@bigshareonline.com
6. A Member cannot exercise his/her vote by proxy on postal ballot.
7. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed prepaid postage Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 p.m.) on February 11, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expenses of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.
8. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 p.m. on Monday, February 11, 2019 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
9. The Scrutinizer will submit his report to the Chairman & Managing Director of the Company after the completion of scrutiny of physical Postal Ballot Papers but not later than two days from the date of conclusion of Postal Ballot process, and the result of Postal Ballot will be announced on or before Wednesday, February 13, 2019, at the Registered Office of the Company and also by placing the same on the Company's website: www.ssidcon.org. The results will simultaneously be communicated to the National Stock Exchange of India Limited.
10. Resolutions passed by the Members through postal ballot are deemed to have been passed as if it were passed at a General Meeting of the Members.
11. The proposed Resolutions, if passed by the Members through Postal Ballot, shall be considered as passed on the last date of voting, i.e. Monday, February 11, 2019.
12. As per Notification issued by Ministry of Corporate Affairs dated March 19, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and XC of SEBI (Issue of Capital Disclosure Requirement) Regulations, 2009 are being exempted from e-voting provisions. Being listed on SME platform of National Stock Exchange of India Limited and covered under Chapter XB of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, the Company is exempted to provide e-voting facility and hence did not provide the same.

Place: Hyderabad
Date: January 10, 2019

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

Enclosures:
1.Postal Ballot Form
2.Self-Addressed Prepaid Postage Business Reply Envelope

By Order of the Board of Directors
For S.S. Infrastructure Development Consultants Limited
Sd/-
Payal Nirmal Jain
Company Secretary and Compliance Officer