



# **S.S.ORGANICS LIMITED**

*We are in Quality Business*

**Dated: April, 6<sup>th</sup> 2015**

To,  
The Department of Corporate Services  
**The BSE Limited**  
Floor 25, P.J. Towers,  
Dalal Street,  
**Mumbai- 400001**

Dear Sir,

**SUB: SUBMISSION OF CLAUSE 49 AS PER THE LISTING AGREEMENT  
FOR THE QUARTER ENDED 31<sup>st</sup> MARCH, 2015**

**REF: SCRIP CODE & ID: 524636, SSORGS**

With respect to the subject cited above, we are hereby forward you the quarterly compliance report on Corporate Governance as per the Clause 49 of the Listing Agreement for the quarter ended March 31<sup>st</sup>, 2015.

Kindly take the same on records..

Thanking You,

Yours faithfully  
For **S.S. ORGANICS LIMITED**

*V.N. Sunanda Reddy*  
**V.N. SUNANDA REDDY**  
**MANAGING DIRECTOR**  
**00058317**



Encl. as above

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**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE  
QUARTER ENDED ON 31<sup>st</sup> MARCH, 2015.**

**Name of the Company: S.S. ORGANICS LIMITED**  
**Quarter Ended on : 31<sup>st</sup> March, 2015**

**BSE-SCRIP-CODE: 524636**

<i>Particulars</i>	<i>Clause of Listing Agreement</i>	<i>Compliance Status (Yes/No/N.A.)</i>	<i>Remarks</i>
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (II A)	Yes *	---
(B) Independent Director	49 (II B)	Yes	---
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	---
(D) Other provisions as to Board and Committees	49 (II D)	Yes	---
(E) Code of Conduct	49 (II E)	Yes	---
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	---
(B) Meeting of Audit Committee	49 (III B)	Yes	---
(C) Powers of Audit Committee	49 (III C)	Yes	---
(D) Role of Audit Committee	49 (III D)	Yes	---
(E) Review of Information by Audit Committee	49 (III E)	Yes	---
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	N.A	Company do not have any subsidiaries
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transaction</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	---
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	---
(C) Remuneration of Director	49 (VIII C)	Yes	---
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A	Company has not raised any money through public, rights or preferential issue during the quarter and year.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	---
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	---
<b>XI. Compliance</b>	49 (XI)	Yes	---

This is for your information and records.

**Date: 06 -04-2015**  
**Place: Hyderabad**



For S.S. ORGANICS LIMITED

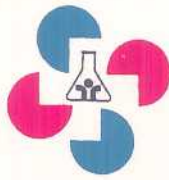
*V.N. Sunanda Reddy*  
**V.N. SUNANDA REDDY**  
**MANAGING DIRECTOR**

**Note:**

1. *"As per the provisions of Section 149 of Companies Act, 2013 and including rules thereunder and as per new clause 49 of Listing Agreement i.e. Corporate Governance Every listed company shall appoint at least one woman director."*

*As per aforesaid section the Company i.e. S.S. Organics Limited is not in a position fulfills the criteria as per the Section 149 of Companies Act, 2013 and Complied the Compliance of Listing Agreement relating to appointment of Woman Director. The reasons for the same already incorporated in a letter and addressed to Ministry of Corporate Affairs, BSE Limited and SEBI.*

2. *Copy of the letter is attached herewith.*



# S.S.ORGANICS LIMITED

*We are in Quality Business*

**Dated: 24.03.2015**

To,

**The Secretary  
SEBI Bhavan  
Plot No. C4-A,  
“G” Block, Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051**

Dear Sir,

## **Sub: Appointment of Women Director**

With respect to the subject cited above, we request you to kindly find the following information

“As per the provisions of Section 149 of Companies Act, 2013 and including rules thereunder and as per new clause 49 of Listing Agreement i.e. Corporate Governance Every listed company shall appoint at least one woman director.”

As per aforesaid section the Company i.e. S.S. Organics Limited has incorporated under Companies Act, 1956 having registered office at Survey No. 252/1, Aroor Village, Sadasivapet Mandal, Medak Dist, Telangana is not in a position fulfill the criteria as per the Section 149 of Companies Act, 2013 and Complied the Compliance of Listing Agreement due to the following reasons.

1. Company is Sick and registered with Board for Industrial and Financial Reconstruction (BIFR) as case no 91/97.
2. Due to management disputes Mr. B. Subba Reddy erstwhile director of the company has taken possession of the company illegally and forcibly and removed Mr. V.N. Sunanda Reddy, from Director Ship of the Company and declared himself as Managing Director.
3. V. N. Sunanda Reddy filed a petition before the Company Law Board; Additional Principle Chennai dated on 14-02-2007. After hearing of the case, the CLB passed **order** in favor of Mr. V. N. Sunanda Reddy against the illegal acts of Mr. Subba Reddy. In Company petition No. 14/2007 with Hon'ble Company Law Board, Additional Principle Bench, Chennai, has held all the acts of Mr. B. Subba Reddy is **null and void**. The

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company no way responsible/ liable for all acts, transactions, operations and other filling done by Mr. B. Subba Reddy during his illegal occupation.

4. After that Mr. B. Subba Reddy appealed against the order dated 14.08.2009 in C.P.No. 14 of 2007, on the file of the Hon'ble Company Law Board, Additional Principle Bench, Chennai before the High Court of Judicature, Andhra Pradesh at Hyderabad ( Appellate Jurisdiction).
5. After hearing of the case, the Hon'ble High Court of A.P. the company application no 22 & 24 has been dismissed on 22-2-2012 upholding the order of Hon'ble Company Law Board.
6. Court directed to Mr. B. Subba Reddy not to inference in the affairs of S.S. Organics Limited. But Mr. B. Subba Reddy has interfering the matters and filing several cases on Company as well as V.N. Sunanda Reddy with mollified intention.
7. After taking possession the present management has started the process of revival of the Company.
8. Still the company is under the purview under BIFR.
9. Mr. B. Subba Reddy is continuing the litigation and not allowing the smooth revival of the Company.
10. Due to lack of working capital the company is doing contract manufacturing work.
11. The company due to non-functional incurred heavy losses.
12. Since 2006 to 2012 the Company is non-functional. Due to non productivity it incurred heavy losses.
13. There are several statutory cases against the company from statutory bodies such as PF, ESI, IT etc.

***Company also complied all Compliance of Listing Agreement and also has tried to comply the new compliance of listing agreement i.e. appointment of lady director in the Board. Due to aforesaid cases No Woman is willing to join in Our Organization as director.***

In view of the above position, we have no objection if Ministry of Corporate Affairs nominates any lady director in our Board. Otherwise we may be exempted from applicability of appointment of Lady Director.

Thanking you,

Yours faithfully

**For S.S. Organics Limited**

*V.N. Sunanda Reddy*

**V.N. Sunanda Reddy**

**Managing Director**

**DIN: 00058317**



**CC to:**

**To the Secretary  
Ministry of Corporate Affairs  
Garage No.14, "A" Wing,  
Shastri Bhawan, Rajendra Prasad Road  
New Delhi - 110001.  
Phone : 011-23386110.**

**The Department of Corporate Services  
Listing Department  
The BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
MUMBAI- 400 001**