



REF:SRHHL/SEC/2015-16

23.09.2015

To  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex, Bandra (East)  
MUMBAI- 400051

Dear Sir,

Sub: Submission of documents - Scheme of Arrangement

Ref: Scrip Code SRHHYPOLTD  
Our earlier letters dated 16.09.2015 & 19.09.2015

With reference to Scheme of Arrangement between Sree Rayalaseema Hi-strength Hypo Limited (Demerged Company) and its four wholly owned Subsidiary Companies namely SRHHL Power Generation Private Limited ( 1<sup>st</sup> Resulting Company ), SRHHL Infrastructure Private Limited ( 2<sup>nd</sup> Resulting Company), TGV Infrastructure & Industrial Parks Private Limited ( 3<sup>rd</sup> Resulting Company) and Sri Vibhu Infrastructure Development Private Limited ( 4<sup>th</sup> Resulting Company ) and their respective shareholders , please find enclosed following documents as per checklist under clause 24(f) of the Listing agreement.

1. Checklist dully filled in
2. Draft Scheme of Arrangement
3. Report of the Audit Committee
4. Pre and post Shareholding pattern of all Companies.
5. Audited financials of the demerged company for the last 3 financial years.
6. Statutory Auditor's certificate confirming the compliance of the accounting treatment as specified in clause 24(i) of the listing agreement .
7. Net worth certificate issued by statutory auditors of the Company.
8. Certificate issued by Statutory Auditors of the Company certifying percentage turnover and profitability .
9. Certified true copy of Board Resolution of Sree Rayalaseema Hi-strength Hypo Limited ( Demerged company) approving draft Scheme of Arrangement including declaring of BSE Limited as designated stock exchange.
10. Confirmation under clause 24(g) of the listing agreement
11. Undertaking with respect to compliance of clause 49 of listing agreement



Regd. Office & Factory : Gondipada Kurnool - 518 004 A.P. India Tel : +91-8518-280064/5/6/7  
Fax : +91-8518-280090, Web : www.srhhl.com Email: hrsrhhl@gmail.com

ISO 9001, 14001 & OHSAS 18001 CERTIFIED COMPANY

12. Rational behind the Scheme of Arrangement

13. Brief details about the business of the Companies.

We ardently trust that the information furnished above is in order for your expeditious processing .  
We shall be too glad to furnish any further information or clarification on hearing from you .

Thanking you,

Yours Faithfully

For Sree Rayalaseema Hi-Strength  
Hypo Limited




(V SUREKHA)  
COMPANY SECRETARY

**List of details/ documents required for grant of approval under Clause 24(f)  
of the Listing Agreement  
(Demerger - Others)**



<b>Sr. No.</b>	<b>List of Documents/ details to be submitted</b>	<b>Yes/No/Not Applicable</b>
1	Certified true copy of Scheme/ Petition proposed to be filed before any Court or Tribunal under sections 391, 394 and 101 of the Companies Act, 1956.	YES
2	Valuation Report from Independent Chartered Accountant, if any (Certified true copy).	NOT APPLICABLE
3	Report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia, the Valuation Report issued by Independent Chartered Accountant.	YES
4	Fairness opinion by merchant banker, if any.	NOT APPLICABLE
5	Shareholding pattern in accordance with Clause 35 of the Listing agreement - for pre and post scheme of arrangement of the Companies.	YES
6	Audited financials of last 3 years	YES
7	Certificate from Auditors to the effect that the accounting treatment contained in the scheme is in compliance with all the applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013*.	YES
8	Certificate from Statutory Auditors / Practising Chartered Accountants / Practising Company Secretary for Networth (Networth = Equity Share Capital + Free Reserves** - Miscellaneous Expenditure written off, along with the detailed working) of the Company pre and post Scheme under Sections 101, 391 and 394 of the Companies Act, 1956.	YES
9	In case of scheme of demerger of a listed company a Certificate from Statutory Auditors / Practising Chartered Accountants / Practising Company Secretary certifying Percentage turnover and profitability of the division, being hived off vis-à-vis the other divisions of the	YES
10	Board resolution approving the scheme of arrangement.	YES
11	Confirmation from the Company regarding the following:	
a)	Undertaking in accordance with Clause 24(g) of Listing Agreement i.e. scheme of amalgamation / arrangement to be presented to any Court or Tribunal does not in any way violate, override or circumscribe the provisions of securities laws or the stock exchange requirements.	YES
b)	Undertaking that the Company is in Compliance with Clause 49 of the Listing Agreement.	
c)	Rational behind the scheme of arrangement.	YES
d)	Brief details about the business of the Companies.	YES
12	Website link of the Company where the draft Scheme and other required documents shall be uploaded (Also submit soft copy of the documents)	tgvgroup.com

\* See Regulations HI-5 (eng),  
Hyo Ltd.,

  
 (V. Surekha)  
 Company Secretary

13	Complaints Report as per Annexure I (To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme).	
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Date 23.09.2015

Place HYDERABAD

Authorised Signatory and Stamp of the company

Name

Designation *V. Suresh*

\* Provided that in case of Companies where the respective sectoral regulatory authorities have prescribed norms for accounting treatment of items in the financial statements contained in the scheme, the requirements of the regulatory authorities shall prevail.

\*\* Free Reserves to be considered as per Section 2(43) of the Companies Act, 2013.

**List of Documents to be submitted upon Sanction of the Scheme  
by the Hon'ble High Court**



Sr. No.	List of Documents	Yes/No/Not Applicable
1	Copy of the High Court approved Scheme	
2	Result of voting by shareholders for approving the Scheme	
3	Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme	
4	Status of compliance with the Observation Letter	
5	Complaints Report as per Annexure I	

**Complaints Report (Annexure - I)  
Part A**

Sr. No.	Particulars	Number
1	Number of complaints received directly	
2	Number of complaints forwarded by Stock exchanges	
3	Total Number of complaints/comments received (1+2)	
4	Number of complaints resolved	
5	Number of complaints pending	

**Part B**

Sr. No.	Name of Complainant	Date of Complaint	Status Resolved / Pending)
1			
2			
3			

**SCHEME OF ARRANGEMENT**

**BETWEEN**

**SREE RAYALASEEMA HI-STRENGTH HYPO LIMITED**  
**(Demerged Company)**

**AND**

**SRHHL POWER GENERATION PRIVATE LIMITED**  
**(1st Resulting Company)**

**AND**

**SRHHL INFRASTRUCTURE PRIVATE LIMITED**  
**(2<sup>nd</sup> Resulting Company)**

**AND**

**TGV INFRASTRUCTURE & INDUSTRIAL PARKS PRIVATE LIMITED**  
**(3rd Resulting Company)**

**SRI VIBHU INFRASTRUCTURE DEVELOPMENT PRIVATE LIMITED**  
**(4th Resulting Company)**

**AND**

**THEIR RESPECTIVE SHAREHOLDERS**

Dr. Sree Rayalaseema Hi-Strength  
Hypo Ltd.,

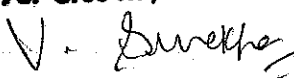
*V. Surekha*  
**(V. Surekha)**  
**Company Secretary**

4

## BACKGROUND

- A. **Sree Rayalaseema Hi-Strength Hypo Limited** (CIN No **L24110AP2005PLC045726**), the **Demerged Company** (as defined hereunder), is a multidivisional Company engaged in diverse businesses, including manufacture and sale of Calcium Hypochlorite, Stable Bleaching Powder, generation and sale of wind power and thermal energy, Shrimp Hatchery and other infrastructure assets and owns large tracts of non-agricultural lands for carrying on the business of industrial parks.
- B. **SRHHL Power Generation Company Private Limited** (CIN No **U40106AP2015PTC096481**), the 1st Resulting Company is a wholly owned subsidiary of the Demerged Company, and proposes to carry on the business of developing and running thermal power generating plants and/or distribution of electricity, steam and any other form of energy. The Resulting Company is yet to commence business operations.
- C. **SRHHL Infrastructure Private Limited** (CIN No **U40300AP2015PTC097106**), the 2nd Resulting Company is a wholly owned subsidiary of the Demerged Company, and proposes to carry on the business of generating and distributing wind power and other non-conventional forms of energy. The Resulting Company is yet to commence business operations.
- D. **TGV Infrastructure & Industrial Parks Private Limited** (CIN No **U45209AP2015PTC096457**), the 3<sup>rd</sup> Resulting Company is a wholly owned subsidiary of the Demerged Company, and proposes to carry on the business of developing and operating of Special Economic Zones and other industrial parks. The Resulting Company is yet to commence business operations.
- E. **Sri Vibhu Infrastructure Development Private Limited** (CIN No **U45200AP2015PTC096528**), the 4th Resulting Company is a wholly owned subsidiary of the Demerged Company, and proposes to carry on the business of developing and maintaining infrastructure facilities. The Resulting Company is yet to commence business operations.
- F. The Board of Directors of the Demerged Company are of the opinion that the transfer and vesting of the undertakings relating to the businesses of **Thermal Power (Undertaking 1)**, **Wind energy (Undertaking 2)**, **Industrial parks (Undertaking 3)**, **Shrimp Hatchery and Infrastructure (Undertaking 4)** to

For Sree Rayalaseema Hi-Strength  
Hypo Ltd.,



**(V. Surekha)**  
**Company Secretary**

wholly owned subsidiaries of the Demerged Company, by way of a demerger on a going concern, is in the interest of all concerned including the shareholders, creditors and employees as it provides the necessary focus, flexibility and vibrancy to the businesses of the Undertakings.

- G. It is in this background that this Scheme of Arrangement is presented for the demerger of Thermal power division, Wind energy division, industrial parks Division and Shrimp Hatchery and other infrastructure assets of the Demerged Company to the Resulting Companies pursuant to the relevant provisions of the Companies Act, 1956 read with relevant provisions of Companies Act, 2013 read with the relevant provisions of the Income Tax Act, 1961. This Scheme of Arrangement (hereinafter referred to as the "Scheme") deals with the demerger of the Demerged Undertakings of the Demerged Company to the wholly owned subsidiaries of the Demerged Company named as Resulting Companies 1 to 4. The demerger does not involve any cash consideration as the scheme is envisaged for corporate restructuring and the transfer is to wholly owned subsidiaries of the Demerged Company. The scheme also does not envisage any restructuring of the share capital of the Demerged Company. The scheme however, envisages that on the basis of a Fair value of business of the proposed demerged Undertakings, the respective Resulting Company should issue Equity shares and Preference shares to the Demerged Company under this Scheme. On the Scheme coming into effect, the Demerged Company will pursue the Remaining Business.
- H. The Scheme also makes provisions for various other matters consequential, incidental or related thereto and otherwise integrally connected therewith the arrangements as set out in Part II. Part I of this Scheme deals with the definitions of the expressions used in the arrangement set out in Part II and details in respect of the incorporation and share capital of the Demerged Company and each of the Resulting Companies.

For Sree Rayafaseema Hi-Strength  
Hypo Ltd.

V. Surekha  
(V. Surekha)  
Company Secretary

6

## PART I - GENERAL

### 1. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:

- 1.1 "1<sup>st</sup> Resulting Company" means SRHHL Power Generation Company Private Limited (CIN No U40106AP2015PTC096481), a company registered under the Companies Act, 2013 having its registered office at 40-304, K J COMPLEX, BHAGYA NAGAR, KURNOOL - 518004 Andhra Pradesh
- 1.2 "2<sup>nd</sup> Resulting Company" means SRHHL Infrastructure Private Limited (CIN No U40300AP2015PTC097106), a company registered under the Companies Act, 2013 having its registered office at 40-304, K J COMPLEX, BHAGYA NAGAR, KURNOOL - 518004 Andhra Pradesh
- 1.3 "3<sup>rd</sup> Resulting Company" means TGV Infrastructure & Industrial Parks Company Private Limited (CIN No U45209AP2015PTC096457), a company registered under the Companies Act, 2013 having its registered office at 40-304, K J COMPLEX, BHAGYA NAGAR, KURNOOL - 518004 Andhra Pradesh
- 1.4 "4<sup>th</sup> Resulting Company" means Sri Vibhu Infrastructure Development Private Limited (CIN No U45200AP2015PTC096528), a company registered under the Companies Act, 2013 having its registered office at 40-304, K J COMPLEX, BHAGYA NAGAR, KURNOOL - 518004 Andhra Pradesh
- 1.5 "Act" means the Companies Act, 1956 or any statutory modification or reenactment thereof from time to time, including the Companies Act, 2013 and provisions thereof as are notified and applicable from time to time.
- 1.6 "Appointed Date" means September 1, 2015.

For Sree Rayalaseema Hi-Strength  
Hypo Ltd.,



(V. Surekha)  
Company Secretary



- 1.7 **"Court"** means the Honorable High Court of Judicature at Hyderabad for the State of Telangana and State of Andhra Pradesh and shall include the National Company Law Tribunal, as applicable.
- 1.8 **"Demerged Company"** means **SREE RAYALASEEMA HI-STRENGTH HYPO LIMITED (CIN No L24110AP2005PLC045726)**, a Company incorporated under the Companies Act, 1956 and having its registered office at Gondiparla, Kurnool, Andhra Pradesh- 518004.
- 1.9 **"Demerged Undertakings"** collectively shall mean the business together with all assets and liabilities as on the Appointed date of each of
- 1.9.1 Undertaking 1 comprising Thermal Power division to be transferred under this Scheme to 1<sup>st</sup> Resultant Company;
  - 1.9.2 Undertaking 2 comprising Wind Power division to be transferred under this Scheme to 2<sup>nd</sup> Resultant Company;
  - 1.9.3 Undertaking 3 comprising SEZ and industrial parks division to be transferred under this Scheme to 3<sup>rd</sup> Resultant Company, and
  - 1.9.4 Undertaking 4 comprising Shrimp Hatchery and infrastructure division to be transferred under this Scheme to 4<sup>th</sup> Resultant Company
- as per Appendix annexed hereto.
- 1.10 **"Effective Date"** shall mean the date on which the certified true copy of the Order as passed by the Court sanctioning the Scheme is filed with the Registrar of Companies, Andhra Pradesh and Telangana, by the Demerged Company and the respective Resulting Company. Any references in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the Scheme" shall mean the Effective date.
- 1.11 **"Equity Shares"** shall mean the number of Equity shares issued to the Demerged Company by each of the Resulting Companies at the Issue Price of Equity Shares on coming into effect of this Scheme

Resulting Company issuing Shares to the Demerged Company under this Scheme	No of Equity Shares
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For **Sree Rayalaseema Hi-Strength Hypo Ltd.,**

*V. Surekha*  
**(V. Surekha)**  
**Company Secretary**

1 <sup>st</sup> Resulting Company	6,50,800
2 <sup>nd</sup> Resulting Company	7,65,600
3 <sup>rd</sup> Resulting Company	58,800
4 <sup>th</sup> Resulting Company	240,400

The Equity shares proposed to be issued under the Scheme shall rank pari passu with the existing shares in all respects.

- 1.12 **“Face Value of Equity share”** shall mean Rs. 10 per share issued as fully paid up under the Scheme.
- 1.13 **“Face Value of Preference share”** shall mean Rs. 100 per share issued as fully paid up under the Scheme.
- 1.14 **“Initial Premium”** shall mean the Share premium considered as fully paid up on issue of shares under the Scheme which in the case of Equity shares shall stand at Rs. 40 per share and at Rs. 400 in the case of Preference Shares.
- 1.15 **“Issue Price of Equity shares”** shall mean Rs. 50 each per share (including Initial Premium) being the price at which the Equity shares in each of the respective Resulting Companies are issued as fully paid up, under this Scheme.
- 1.16 **“Issue Price of Preference shares”** shall mean Rs. 500 each per share (including Initial Premium) being the price at which the 6% Cumulative Redeemable Preference Shares in each of the respective Resulting Companies are issued as fully paid up, under this Scheme.
- 1.17 **“Issued Value of Equity and Preference Shares”** means the aggregate of the value arrived at by (a) multiplying the number of Equity shares as issued by each of the Resulting companies under this scheme with the Issue price of Equity shares and plus the value arrived at by (b) multiplying the number of Preference shares as issued by each of the Resulting companies under this scheme with the Issue price of Preference shares.

For Sree Rayalaseema Hi-Strength  
Hypo Ltd.,

*V. Surekha*  
(V. Surekha)

Company Secretary

- 1.18 “Liabilities” shall have the meaning ascribed to it in Clause 5.1 of Part II hereof.
- 1.19 “Preference Shares” shall mean the number of 6% Cumulative Redeemable Preference shares issued to the Demerged Company by each of the Resulting Companies at the Issue Price of Preference Shares on coming into effect of this Scheme

Resulting Company issuing Shares to the Demerged Company under this Scheme	No of Preference Shares
1 <sup>st</sup> Resulting Company	2,60,320
2 <sup>nd</sup> Resulting Company	3,06,240
3 <sup>rd</sup> Resulting Company	23,520
4 <sup>th</sup> Resulting Company	96,160

The Preference Shares issued under this Scheme shall be Cumulative Redeemable Preference Shares under Section 55 of the Act and the Face value thereof shall be redeemed in three equal installments at the end of 5th, 6th and 7th year from the Effective date together with a redemption premium comprising of (a) Initial Premium on the Issued Preference Capital and (b) 1% Annual premium for each of the years for which the Cumulative Preference Shares are outstanding. The Annual Premium shall be calculated on the Face Value of the Preference Share and is over and above the Coupon rate payable annually on the Face value of the Preference Shares. Any variation to these terms is subject to consent of the Preference shareholders in a class meeting under the provisions of the Act.

- 1.20 “Respective Resulting Company or Companies” means 1<sup>st</sup> Resulting company to which the Undertaking 1 will be transferred and vested under this Scheme, 2<sup>nd</sup> Resulting Company to which the Undertaking 2 will be transferred and vested under this Scheme, 3<sup>rd</sup> Resulting Company to which the Undertaking 3 will be transferred and vested under this Scheme and 4<sup>th</sup> Resulting Company to which the Undertaking 4 will be transferred and vested under this Scheme by the Demerged Company, on the day the Scheme comes into effect.

For ~~Sree Rayalaseema~~ **HI-Strength**  
Hypo Ltd.,

  
(V. Surekha)  
Company Secretary

Reference to the respective Resultant Company means the Resultant Company to which the respective Undertaking will be transferred under this Scheme.

1.21 **“Remaining Business”** means all the businesses and the divisions of the Demerged Company other than the **Demerged Undertakings** after the demerger pursuant to Part II of the Scheme.

1.22 **“Scheme”** or **“the Scheme”** or **“this Scheme”** means this Scheme of Arrangement in its present form which shall form part of this Scheme of Arrangement and shall be submitted to the Court with any modification (s) made under Clause 15 of this Scheme or with such other modification / amendments as the Court may approve, impose or direct.

1.23 **“Undertaking 1”** means the undertaking of the Demerged Company comprising the business of generating and/or distribution of thermal power being carried on by the Demerged Company on a going concern basis to be demerged under this Scheme with the sanction of the Hon’ble Court. Without prejudice to the generality of the meaning ascribed to, the Undertaking 1 shall mean and include, without limitation;

i. all assets and property of **Thermal Power division** wherever situated including the right to use such assets and property whether movable or immovable, tangible or intangible, plant and machinery, land, buildings, offices, capital work-in-progress, rolling stock, investments, current assets (including inventories, sundry debtors, bills of exchange, loans and advances etc), vehicles, godowns, stocks and stores, warehouses, furniture, fixtures, office equipment, appliances, accessories, power lines, water pipelines, depots, share of any joint assets and other facilities and premises;

ii. all permits, quotas, rights, entitlements, concessions, subsidies, exemptions, industrial and other licenses, approvals, consents, easement rights, leasehold rights, municipal permissions, Central Excise, DISCOM License, sales tax

For Sree Rayalaseema H.S. 1.,

V. Surekha  
**(V. Surekha)**  
**Company Secretary**

including Vat, service tax and other registrations and licenses in relation to plants, units, office and /or residential properties for the employees, offices, goodwill, intellectual property, trademarks, investments, cash balances, the benefit of any deposits, financial assets, funds belonging to or proposed to be utilized for the division, bank balances, bank accounts, privileges, all other rights and benefits, licenses, powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity and other services, provisions, funds, benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the **Thermal power division;**

iii. all earnest moneys and /or security deposits paid or received, carry forward losses, unabsorbed depreciation and other benefits, Cenvat, duty input credits and all other benefits under all direct and indirect taxes and similar benefits enjoyed by the Demerged Company in connection with or relating to the **Thermal power division;**

iv. all necessary records, documents, files, papers, engineering and process information, computer programmes, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records in connection with or relating to the **Thermal power division;**

v. All present and future liabilities appertaining to or relatable to the **Thermal power division** (including contingent liabilities and the "Transferred Liabilities", as defined hereunder) and shall further include any obligations under any licenses or permits appertaining to or relatable to the said division and

for **Sree Rayalaseema Hi-Strength**

**Hydro Ltd.,**

*V. Surekha*

**(V. Surekha)**

**Company Secretary**

- vi. All permanent employees of the Demerged Company employed in the **Thermal power division** as on the Effective Date who are substantially engaged in the business of the Undertaking 1.

It is intended that the definition of the Undertaking 1 under this Sub-Clause would enable the transfer of all lease hold property, assets, liabilities, rights, obligations, entitlements and benefits of the **Thermal power division** to the **1<sup>st</sup> Resulting Company** pursuant to this scheme without any further act or deed.

1.24 **“Undertaking 2”** means the undertaking of the Demerged Company comprising the business of generating and/or distribution of wind power being carried on by the Demerged Company on a going concern basis to be demerged under this Scheme with the sanction of the Hon’ble Court. Without prejudice to the generality of the meaning ascribed to, the Undertaking 2 shall mean and include, without limitation;

- i. all assets and property of **Wind Power division** wherever situate including the right to use such assets and property whether movable or immovable, tangible or intangible, plant and machinery, land, buildings, offices, capital work-in-progress, rolling stock, investments, current assets (including inventories, sundry debtors, bills of exchange, loans and advances etc), vehicles, godowns, stocks and stores, warehouses, furniture, fixtures, office equipment, appliances, accessories, power lines, water pipelines, depots, share of any joint assets and other facilities and premises;
- ii. all permits, quotas, rights, entitlements, concessions, subsidies, exemptions, industrial and other licenses, approvals, consents, easement rights, leasehold rights, municipal permissions, Central Excise, DISCOM License, sales tax including Vat, service tax and other registrations and licenses in relation to plants, units, office and /or residential properties for the employees, offices, goodwill, intellectual property, trademarks, investments, cash balances, the benefit of any deposits, financial assets, funds belonging to or proposed to be utilized for the division, bank balances, bank accounts, privileges, all other rights and benefits, licenses, powers and facilities of every kind, nature and

For Sree Rayalaseema Hi-Strength  
Hypo Ltd.,

V. Surekha  
(V. Surekha)  
Company Secretary

description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity and other services, provisions, funds, benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the **Wind power division;**

- iii. all earnest moneys and /or security deposits paid or received, carry forward losses, unabsorbed depreciation and other benefits, Cenvat, duty input credits and all other benefits under all direct and indirect taxes and similar benefits enjoyed by the Demerged Company in connection with or relating to the **Wind power division;**
- iv. all necessary records, documents, files, papers, engineering and process information, computer programmes, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records in connection with or relating to the **Wind power division;**
- v. All present and future liabilities appertaining to or relatable to the **Wind power division** (including contingent liabilities and the "Transferred Liabilities", as defined hereunder) and shall further include any obligations under any licenses or permits appertaining to or relatable to the said division and
- vi. All permanent employees of the Demerged Company employed in the **Wind power division** as on the Effective Date who are substantially engaged in the business of the Undertaking 2.

It is intended that the definition of the Undertaking 2 under this Sub-Clause would enable the transfer of all lease hold property, assets, liabilities, rights, obligations, entitlements and benefits of the **Wind power division** to the 2<sup>nd</sup> **Resulting Company** pursuant to this scheme without any further act or deed.

for **Sree Rayalaseema Hi-Strength**  
Hype Ltd.,

*V. Surekha*  
**(V. Surekha)**  
**Company Secretary**

14

1.25 "Undertaking 3" means the undertaking of the Demerged Company comprising the business of industrial parks division being carried on by the Demerged Company on a going concern basis to be demerged under this Scheme with the sanction of the Hon'ble Court. Without prejudice to the generality of the meaning ascribed to, the Undertaking 3 shall mean and include, without limitation;

- i. all assets and property of **Industrial Parks division** wherever situate including the right to use such assets and property whether movable or immovable, tangible or intangible, plant and machinery, land, buildings, offices, capital work-in-progress, rolling stock, investments, current assets (including inventories, sundry debtors, bills of exchange, loans and advances etc), vehicles, godowns, stocks and stores, warehouses, furniture, fixtures, office equipment, appliances, accessories, power lines, water pipelines, depots, share of any joint assets and other facilities and premises;
- ii. all permits, quotas, rights, entitlements, concessions, subsidies, exemptions, industrial and other licenses, approvals, consents, easement rights, leasehold rights, municipal permissions, Central Excise, other licenses, sales tax including Vat, service tax and other registrations and licenses in relation to plants, units, office and /or residential properties for the employees, offices, goodwill, intellectual property, trademarks, investments, cash balances, the benefit of any deposits, financial assets, funds belonging to or proposed to be utilized for the division, bank balances, bank accounts, privileges, all other rights and benefits, licenses, powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity and other services, provisions, funds, benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the **Industrial parks division**;
- iii. all earnest moneys and /or security deposits paid or received, carry forward losses, unabsorbed depreciation and other benefits, Cenvat, duty input credits and all other benefits under all direct and indirect taxes and similar benefits

For **Sree Rayalaseema Hi-Strength**  
**Hypo Ltd.,**

V. Surekha

(V. Surekha)  
**Company Secretary**



enjoyed by the Demerged Company in connection with or relating to the **Industrial parks division;**

- iv. all necessary records, documents, files, papers, engineering and process information, computer programmes, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records in connection with or relating to the **Industrial parks division;**
- v. All present and future liabilities appertaining to or relatable to the **Industrial parks division** (including contingent liabilities and the "Transferred Liabilities", as defined hereunder) and shall further include any obligations under any licenses or permits appertaining to or relatable to the said division and
- vi. All permanent employees of the Demerged Company employed in the **Industrial parks division** as on the Effective Date who are substantially engaged in the business of the Undertaking 3.

It is intended that the definition of the Undertaking 3 under this Sub-Clause would enable the transfer of all lease hold property, assets, liabilities, rights, obligations, entitlements and benefits of the **Industrial parks division** to the 3<sup>rd</sup> **Resulting Company** pursuant to this scheme without any further act or deed.

1.26 "**Undertaking 4**" means the undertaking of the Demerged Company comprising the business of Infrastructure division being carried on by the Demerged Company on a going concern basis to be demerged under this Scheme with the sanction of the Hon'ble Court. Without prejudice to the generality of the meaning ascribed to, the Undertaking 4 shall mean and include, without limitation;

- i. all assets and property of **Shrimp Hatchery and Infrastructure division** wherever situate including the right to use such assets and property whether movable or immovable, tangible or intangible, plant and machinery, land,

for **Sree Rayalaseema Hi-Strength**  
Hypo Ltd.,



(V. Surekha)

**Company Secretary**

16

buildings, offices, capital work-in-progress, rolling stock, investments, current assets (including inventories, sundry debtors, bills of exchange, loans and advances etc), vehicles, godowns, stocks and stores, warehouses, furniture, fixtures, office equipment, appliances, accessories, power lines, water pipelines, depots, share of any joint assets and other facilities and premises;

- ii. all permits, quotas, rights, entitlements, concessions, subsidies, exemptions, industrial and other licenses, approvals, consents, easement rights, leasehold rights, municipal permissions, Central Excise, other licenses, sales tax including Vat, service tax and other registrations and licenses in relation to plants, units, office and /or residential properties for the employees, offices, goodwill, intellectual property, trademarks, investments, cash balances, the benefit of any deposits, financial assets, funds belonging to or proposed to be utilized for the division, bank balances, bank accounts, privileges, all other rights and benefits, licenses, powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity and other services, provisions, funds, benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the **Shrimp Hatchery and Infrastructure division;**
- iii. all earnest moneys and /or security deposits paid or received, carry forward losses, unabsorbed depreciation and other benefits, Cenvat, duty input credits and all other benefits under all direct and indirect taxes and similar benefits enjoyed by the Demerged Company in connection with or relating to the **Shrimp Hatchery and Infrastructure division;**
- iv. all necessary records, documents, files, papers, engineering and process information, computer programmes, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records in connection with or relating to the **Shrimp Hatchery and Infrastructure division;**

For Sree Rayalaseema Hi-Strength  
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V. Surekha

(V. Surekha)  
Company Secretary

- v. All present and future liabilities appertaining to or relating to the **Shrimp Hatchery and Infrastructure division** (including contingent liabilities and the "Transferred Liabilities", as defined hereunder) and shall further include any obligations under any licenses or permits appertaining to or relating to the said division and
- vi. All permanent employees of the Demerged Company employed in the **Shrimp Hatchery and Infrastructure division** as on the Effective Date who are substantially engaged in the business of the Undertaking 4.

It is intended that the definition of the Undertaking 4 under this Sub-Clause would enable the transfer of all lease hold property, assets, liabilities, rights, obligations, entitlements and benefits of the **Shrimp Hatchery and Infrastructure division** to the 4<sup>th</sup> **Resulting Company** pursuant to this scheme without any further act or deed.

- 1.27 "Undertakings" collectively mean Undertaking 1, Undertaking 2, Undertaking 3 and Undertaking 4.
- 1.28 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the applicable laws, rules, regulations, bye-laws as the case may be including any statutory modification or re-enactment thereof from time to time.

## 2. INCORPORATION AND SHARE CAPITAL

- 2.1 **SREE RAYALASEEMA HI-STRENGTH HYPO LIMITED**, the Demerged Company was incorporated under the Companies Act, 1956 on 28<sup>th</sup> March, 2005 under the name and style of SARAC CHEMICALS LIMITED. The name of the Demerged Company was changed to SREE RAYALASEEMA HI-STRENGTH HYPO LIMITED with effect from the date of fresh Certificate of Incorporation issued by the Registrar of Companies, Andhra Pradesh on 3<sup>rd</sup> August, 2006. The

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(V. Surekha)  
Company Secretary

Demerged Company has acquired the businesses and undertakings under a Scheme of Arrangement between SRHHL Industries Limited (formerly known as Sree Rayalaseema Hi-Strength Hypo Limited) and Sree Rayalaseema Dutch Kassenbouw Limited and Brilliant Industries Limited, the Demerged Companies and their respective shareholders pursuant to the order dated 15th June, 2006 of the Hon'ble High Court of Andhra Pradesh. The Demerged Company pursuant to a Scheme of Arrangement with its shareholders and SRHHL Industries Limited & TGV Pharma Private Limited with their respective shareholders amalgamated the latter companies with itself pursuant to the order dated 31<sup>st</sup> August, 2012 of the Hon'ble High Court of Andhra Pradesh. The main objects of the Demerged Company are as set out in the Memorandum of Association. The Demerged Company has its registered office at Gondiparla, Kurnool – 518 004, Andhra Pradesh. The authorized, issued, subscribed and paid up share capital of the Demerged Company as on 31st August 2015 was as under:

Authorised Share Capital (in Rupees)	
4,90,00,000 Equity Shares of Rs.10 each	49,00,00,000
Issued, Subscribed and Paid Up Share Capital (In Rupees)	
1,47,16,689 Equity Shares of Rs.10 each	14,71,66,890

The Equity shares of the Demerged Company are listed on the BSE Limited and the National Stock Exchange of India Limited

**2.2 SRHHL POWER GENERATION PRIVATE LIMITED**, the 1<sup>st</sup> Resulting Company was incorporated under the Companies Act, 2013 on 10<sup>th</sup> day of April, 2015. The main objects of the Resulting Company are as set out in the Memorandum of Association. The 1<sup>st</sup> Resulting Company has its registered office at 40-304, K J Complex, Bhagya Nagar, Kurnool – 518 004, Andhra Pradesh. The authorized, issued, subscribed and paid up share capital of the 1<sup>st</sup> Resulting Company as on 31<sup>st</sup> August, 2015 was as under

Authorised Share Capital (in Rupees)	
10,000 Equity Shares of Rs.10 each	1,00,000
Issued, Subscribed and Paid Up Share Capital (In Rupees)	

For Sree Rayalaseema Hi-Strength  
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(V. Surekha)  
Company Secretary

10,000 Equity Shares of Rs.10 each	1,00,000
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The entire Paid up capital of the 1<sup>st</sup> Resulting Company is beneficially held by the Demerged Company (i.e., it is a wholly owned subsidiary of the Demerged Company)

- 2.3 **SRHHL INFRASTRUCTURE PRIVATE LIMITED**, the 2nd Resulting Company was incorporated under the Companies Act, 2013 on 04<sup>th</sup> day of August, 2015. The main objects of the Resulting Company are as set out in the Memorandum of Association. The 2<sup>nd</sup> Resulting Company has its registered office at 40-304, K J Complex, Bhagya Nagar, Kurnool – 500 004, Andhra Pradesh. The authorized, issued, subscribed and paid up share capital of the 2nd Resulting Company as on 31<sup>st</sup> August, 2015 was as under

Authorised Share Capital (in Rupees)	
10,000 Equity Shares of Rs.10 each	1,00,000
Issued, Subscribed and Paid Up Share Capital (In Rupees)	
10,000 Equity Shares of Rs.10 each	1,00,000

The entire Paid up capital of the 2nd Resulting Company is beneficially held by the Demerged Company (i.e., it is a wholly owned subsidiary of the Demerged Company)

- 2.4 **TGV INFRASTRUCTURE & INDUSTRIAL PARKS PRIVATE LIMITED**, the 3rd Resulting Company was incorporated under the Companies Act, 2013 on 8th day of April, 2015. The main objects of the Resulting Company are as set out in the Memorandum of Association. The 3<sup>rd</sup> Resulting Company has its registered office at 40-304, K J Complex, Bhagya Nagar, Kurnool – 500 004, Andhra Pradesh. The authorized, issued, subscribed and paid up share capital of the 3rd Resulting Company as on 31st August, 2015 was as under

Authorised Share Capital (in Rupees)
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Hypo Ltd.,

*V. Surekha*

(V. Surekha)

Company Secretary

10,000 Equity Shares of Rs.10 each	1,00,000
Issued, Subscribed and Paid Up Share Capital (In Rupees)	
10,000 Equity Shares of Rs.10 each	1,00,000

The entire Paid up capital of the 3rd Resulting Company is beneficially held by the Demerged Company (i.e., it is a wholly owned subsidiary of the Demerged Company)

- 2.5 SRI VIBHU INFRASTRUCTURE DEVELOPMENT PRIVATE LIMITED**, the 4<sup>th</sup> Resulting Company was incorporated under the Companies Act, 2013 on 20th day of April, 2015. The main objects of the Resulting Company are as set out in the Memorandum of Association. The 4<sup>th</sup> Resulting Company has its registered office at 40-304, K J Complex, Bhagya Nagar, Kurnool – 500 004, Andhra Pradesh. The authorized, issued, subscribed and paid up share capital of the 4th Resulting Company as on 31st August, 2015 was as under

Authorised Share Capital (in Rupees)	
10,000 Equity Shares of Rs.10 each	1,00,000
Issued, Subscribed and Paid Up Share Capital (In Rupees)	
10,000 Equity Shares of Rs.10 each	1,00,000

The entire Paid up capital of the 4th Resulting Company is beneficially held by the Demerged Company (i.e., it is a wholly owned subsidiary of the Demerged Company)

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Hypo Ltd.**

*V. Surekha*

**(V. Surekha)  
Company Secretary**

**PART II – DEMERGER OF UNDERTAKINGS 1 to 4 TO RESULTING  
COMPANIES ON A GOING CONCERN BASIS**

**3.0 TRANSFER OF ASSETS OF UNDERTAKINGS 1 to 4**

- 3.1. Upon the coming into effect of this Scheme, and with effect from the Appointed Date, the Undertaking 1 (including all the estate, assets, rights, claims, title, interest and authorities including accretions and appurtenances of the Undertaking) shall, pursuant to Section 394 (2) of the Act and without any further act or deed or instrument, be demerged from the Demerged Company and be transferred to and vested in or be deemed to have been demerged from the Demerged Company and transferred to and vested in the 1<sup>st</sup> Resulting Company on a going concern basis so as to become, as and from the Appointed Date, the undertakings including the estate, assets, rights, claims, title, interest and authorities of the 1<sup>st</sup> Resulting Company subject to Clause 5 of this Scheme in relation to charges thereon in favour of banks and/or financial institutions.
- 3.2 All assets acquired and liabilities incurred by the Demerged Company after the Appointed Date but prior to the Effective Date in relation to the Undertaking 1 shall also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in the 1<sup>st</sup> Resulting Company upon the coming into effect of this Scheme.
- 3.3 Upon the coming into effect of this Scheme, and with effect from the Appointed Date, the Undertaking 2 (including all the estate, assets, rights, claims, title, interest and authorities including accretions and appurtenances of the Undertaking) shall, pursuant to Section 394 (2) of the Act and without any further act or deed or instrument, be demerged from the Demerged Company and be transferred to and vested in or be deemed to have been demerged from the Demerged Company and transferred to and vested in the 2nd Resulting Company on a going concern basis so as to become, as and from the Appointed Date, the undertakings including the estate, assets, rights, claims, title, interest and authorities of the 2nd Resulting Company subject to Clause 5 of this Scheme in relation to charges thereon in favour of banks and/or financial institutions.

for Sree Rayalaseema Hi-Strength

V. Surekha Hypo Ltd.,

(V. Surekha)  
Company Secretary

- 3.4 All assets acquired and liabilities incurred by the Demerged Company after the Appointed Date but prior to the Effective Date in relation to the Undertaking 2 shall also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in the 2nd Resulting Company upon the coming into effect of this Scheme.
- 3.5 Upon the coming into effect of this Scheme, and with effect from the Appointed Date, the Undertaking 3 (including all the estate, assets, rights, claims, title, interest and authorities including accretions and appurtenances of the Undertaking) shall, pursuant to Section 394 (2) of the Act and without any further act or deed or instrument, be demerged from the Demerged Company and be transferred to and vested in or be deemed to have been demerged from the Demerged Company and transferred to and vested in the 3rd Resulting Company on a going concern basis so as to become, as and from the Appointed Date, the undertakings including the estate, assets, rights, claims, title, interest and authorities of the 3rd Resulting Company subject to Clause 5 of this Scheme in relation to charges thereon in favour of banks and/or financial institutions.
- 3.6 All assets acquired and liabilities incurred by the Demerged Company after the Appointed Date but prior to the Effective Date in relation to the Undertaking 3 shall also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in the 3rd Resulting Company upon the coming into effect of this Scheme.
- 3.7 Upon the coming into effect of this Scheme, and with effect from the Appointed Date, the Undertaking 4 (including all the estate, assets, rights, claims, title, interest and authorities including accretions and appurtenances of the Undertaking) shall, pursuant to Section 394 (2) of the Act and without any further act or deed or instrument, be demerged from the Demerged Company and be transferred to and vested in or be deemed to have been demerged from the Demerged Company and transferred to and vested in the 4th Resulting Company on a going concern basis so as to become, as and from the Appointed Date, the undertakings including the estate, assets, rights, claims, title, interest and authorities of the 4th Resulting Company

For Sree Rayalaseema Hi-Strength  
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*V. Surekha*

(V. Surekha)  
Company Secretary



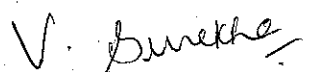
subject to Clause 5 of this Scheme in relation to charges thereon in favour of banks and/or financial institutions.

- 3.8 All assets acquired and liabilities incurred by the Demerged Company after the Appointed Date but prior to the Effective Date in relation to the Undertaking 4 shall also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in the 4th Resulting Company upon the coming into effect of this Scheme.

#### 4.0 TRANSFER OF LIABILITIES

- 4.1 Upon the coming into effect of this Scheme, the loans, debts, liabilities, duties, and obligations, which arose out of the activities or operations of the Demerged Undertakings as on the Appointed Date, and being a part of the respective Demerged Undertaking shall, without, any further act or deed, be and stand transferred to and be deemed to be transferred to the respective Resulting Company (namely pertaining to Undertaking 1 to 1<sup>st</sup> Resulting Company; Undertaking 2 to 2<sup>nd</sup> Resulting Company; Undertaking 3 to 3<sup>rd</sup> Resulting Company and Undertaking 4 to 4<sup>th</sup> Resulting Company) to the extent that they are outstanding as on the Effective Date, and shall become the loans, debts, liabilities, duties and obligations of the said respective Resulting Company which it shall meet, discharge and satisfy on the same terms and conditions as applicable to the Demerged Company.
- 4.2 Where any of the loans, debts, liabilities, duties and obligations of the Demerged Company as on the Appointed Date have been discharged by the Demerged Company after the Appointed Date but prior to the Effective Date, such discharge shall be deemed to have been for and on account of the respective Resulting Company and all loans raised and used and all debts, liabilities and obligations incurred by the Demerged Company for the operations of the Demerged Undertakings after the Appointed Date and prior to the Effective Date, subject to the terms of this Scheme, shall be deemed to have been raised, used or incurred for and on behalf of the respective Resulting Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to and be deemed to be transferred to the respective Resulting Company

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Hypo Ltd.

  
(V. Surekha)  
Company Secretary

24

and shall become the loans, debts, liabilities, duties and obligations of the said Resulting Company which shall meet, discharge and satisfy on the same terms and conditions as applicable to the Demerged Company.

- 4.3 The transfer and vesting of the assets, liabilities and obligations of the Demerged Undertakings under Clause 3 and 4 hereof and the continuance of the proceedings by or against the respective Resulting Company under Clause 7 hereof shall not affect any transaction or proceedings already completed by the Demerged Company on or before the Appointed Date to the end and intent that, subject to Clause 9, the respective Resulting Company accepts all acts, deeds and things done and executed by and/or on behalf of the Demerged Company as acts, deeds and things done and executed by and on behalf of the respective Resulting Company.

#### 5.0 LOANS, BORROWINGS AND RELATED SECURITY

- 5.1. In so far as loans, borrowings and liabilities of the Demerged Company are concerned, such of the borrowings, loans and liabilities which are to be transferred to the respective Resulting Companies in terms of this Part II (the "Transfer of Liabilities") being a part of the Demerged Undertakings shall, upon coming into effect of this Scheme and subject to sub-clause 5.2 below, without any further act or deed, become loans, borrowings, and liabilities of the respective Resulting Company, and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in and shall be exercised by or against the said Resulting Company as if it had entered into such loans and incurred such borrowings.

- 5.2. In so far as the existing security in respect of the Transferred Liabilities is concerned, such security shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the Demerged Undertakings which have been charged and secured in respect of the Transferred Liabilities as transferred to the respective Resulting Company pursuant to Part II of this Scheme. Provided that if any of the assets comprised in the Demerged Undertakings which are being transferred to the respective Resulting Company pursuant to Part II of this Scheme have not been charged or secured in respect of the Transferred Liabilities, such assets shall remain unencumbered and the existing

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security referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or third party shall not affect the operation of the above.

- 5.3. In so far as the existing security in respect of liabilities of the Demerged Company other than the Transferred Liabilities is concerned, such security shall, without any further act, instrument or deed, stand modified and shall be extended and shall operate only over such of the assets of the Remaining Business.
- 5.4. Without any prejudice to the provisions of the foregoing Clauses and upon the effectiveness of this Scheme, the Demerged Company and the respective Resulting Company shall execute any instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charges, with the Registrar of Companies, Andhra Pradesh & Telangana to give formal effect to the above provisions, if required.
- 5.5. Upon the coming into effect of this Scheme, the respective Resulting Company alone shall be liable to perform all obligations in respect of the Transferred Liabilities, and the Demerged Company or the other three Resulting companies shall not have any obligations in respect of the Transferred Liabilities, and the respective Resulting Company shall indemnify the Demerged Company and the other three Resulting companies in this behalf.
- 5.6. It is expressly provided that, save as mentioned in this Clause 5, the terms or conditions of the Transferred Liabilities as applicable to the Demerged Company shall not stand modified by virtue of this Scheme.
- 5.7. Subject to the necessary consents being obtained, if required, in accordance with the terms of this Scheme, the provisions of this Clause 5 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document, all of which instruments, deeds or writings shall stand modified and/or superseded by the foregoing provisions.

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Hypo Ltd.,

  
(V. Surekha)  
Company Secretary

5.8 The existing security over the assets of the Remaining Business in respect of Transferred Liabilities shall subsist and continue to remain so at the option of the lenders, notwithstanding anything to the contrary contained elsewhere in the Scheme and the Demerged Company shall execute any instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charges, with the Registrar of Companies, Andhra Pradesh & Telangana to give formal effect to the above provisions, if required.

**6.0 CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS**

6.1 Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, Schemes, arrangements and other instruments of whatsoever nature in relation to the Demerged Undertakings to which the Demerged Company is a party or to the benefit of which the Demerged Company may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall continue in full force and effect on or against or in favour, as the case may be, of the Resulting Company and may be enforced as fully and effectually as if, instead of the Demerged Company, the Demerged Company and/or the said Resulting Company had been a party or beneficiary thereto.

6.2 Without prejudice to the vesting of the Demerged Undertakings by virtue of Part II of this Scheme itself, the Demerged Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings as may be necessary in order to give formal effect to the above provisions. The Demerged Company will, if necessary, also be a party to the above. The respective Resulting Company shall, under the provisions of Part II of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Demerged Company and to carry out or perform all such formalities or compliances referred to above on the part of the Demerged Company to be carried out or performed.

6.3 Without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, registrations,

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Company Secretary

certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Demerged Company in relation to the Demerged Undertakings shall stand transferred to the Resulting Company as if the same were originally given by, issued to or executed in favour of the said Resulting Company, and the Resulting Company shall be bound by the terms thereof, the obligations and duties there under, and the rights and benefits under the same shall be available to the said Resulting Company including making the applications to any Governmental Authority as may be necessary in this behalf.

- 6.4 It is clarified that if any assets (estate, claims, rights, title, interest in or authorities relating to such assets) or any contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Demerged Undertakings which the Demerged Company own or to which the Demerged Company are parties to cannot be transferred to the Resulting Company for any reason whatsoever, the Demerged Company shall hold such assets or contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of the said Resulting Company, insofar as it is permissible in law so to do, till such time as the transfer is effected.

## 7.0 LEGAL PROCEEDINGS

- 7.1. Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, (including before any statutory or quasi-judicial authority or tribunal) by or against the Demerged Company under any statute, whether pending on the Appointed Date or which may be instituted any time thereafter and in each case relating to the Demerged Undertakings shall be continued and enforced by or against the respective Resulting Company alone after the Effective Date. The Demerged Company or the other three Resulting companies shall in no event be responsible or liable in relation to any such legal, taxation or other proceedings against the said Resulting Company. The said Resulting Company shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with the Demerged Company.
- 7.2. Upon the coming into effect of this Scheme, if proceedings are taken against the Demerged Company in respect of the matters referred to in sub-clause 7.1 above,

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Company Secretary

they shall defend the same in accordance with the advice of the said Resulting Company and at the cost of the Resulting Company, and the latter shall reimburse and indemnify the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.

- 7.3 The respective Resulting Company undertakes to have all legal, taxation or other proceedings initiated by or against the Demerged Company referred to in sub-clause 7.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against the said Resulting Company to the exclusion of the Demerged Company and other three Resulting companies. Both / All Companies shall make relevant applications in that behalf.

#### **8.0 DEMERGED UNDERTAKINGS' EMPLOYEES AND EMPLOYEE BENEFITS**

- 8.1 Upon the coming into effect of this Scheme, all permanent employees of the Demerged Company working for the Demerged Undertakings as on such date shall become the permanent employees of the respective Resulting Company on terms and conditions not less favourable than those on which they were employed in the Demerged Company and without any interruption of service as a result of the transfer of the Demerged Undertaking.

- 8.2 In so far as the existing provident fund, gratuity fund and pension and / or superannuation fund, trust, retirement fund or benefits and any other funds or benefits, if any, created by the Demerged Company for the employees of the Demerged Undertakings are concerned (collectively referred to as the "Funds"), the Funds and such of the investments made by the Funds which are referable to the employees working for the Demerged Undertakings being transferred to the respective Resulting Company in terms of sub-clause 8.1 above shall be transferred to the said Resulting Company and shall be held for their benefit pursuant to this Scheme in the manner provided hereinafter. The Funds shall, subject to the necessary approvals and permissions and at the discretion of the said Resulting Company, either be continued as separate funds of the Resulting Company for the benefit of the employees working for the Demerged Undertakings or be transferred

For Sree Rayalaseema Hi-Strength  
Hypo Ltd.,

*V. Surekha*

(V. Surekha)  
Company Secretary

to and merged with the relevant funds of the said Resulting Company, provided however that the existing pension funds in respect of the employees working for the Demerged Undertakings shall be continued as separate funds of the Resulting Company. In the event of that the Resulting Company does not have its own funds in respect of any of the above, the Resulting Company may, subject to necessary approval and permissions, continue to contribute to the relevant Funds, until such time that the Resulting Company creates its own fund, at which time the Funds and the investments and contributions pertaining to the employees working for the Demerged Undertakings shall be transferred to the funds created by the Resulting Company.

- 8.3. In so far as the existing provident fund, gratuity fund and pension and/or superannuation fund, trusts, created by the Demerged Company for such of the employees working for the Remaining Business are concerned, if any, the same shall continue and, in the event that the Demerged Company presently contribute to the same, the Demerged Company shall continue to contribute to such funds and trusts in accordance with the provision thereof, and such funds and trusts, if any, shall be held for the benefit of the employees working for the Remaining Business.

## **9.0 CONDUCT OF BUSINESS BY DEMERGED COMPANY TILL EFFECTIVE DATE**

- 9.1 The Demerged Company, with effect from the Appointed Date and up to and including the Effective Date:

- a. shall be deemed to have been carrying on and to be carrying on all business and activities relating to the Demerged Undertakings and stand possessed of all the estates, assets, rights, title, interest, authorities, contracts and investments of the Demerged Undertakings for and on account of, and in trust for, the respective Resulting Company and
- b. all profits accruing to the Demerged Company, or losses arising or incurred by them (including the effect of taxes, if any thereon), relating to the Demerged Undertakings for the period after the Appointed Date based on the audited

for Sree Rayalaseema Hi-Strength

V. Surekha  
Hypo Ltd.,

(V. Surekha)  
Company Secretary

30

accounts of the Demerged Company shall for all purposes, be treated as the profits or losses, as the case may be, of the respective Resulting Company.

9.2. The Demerged Company undertakes that it will preserve and carry on the business of the Demerged Undertakings with reasonable diligence and business prudence and shall not undertake material financial commitments or sell, transfer, alienate, charge, mortgage, or encumber the Demerged Undertakings or any part thereof unless the prior written consent of the Board of Directors of the respective Resulting Company has been obtained in relation to any of the above, and agrees that they shall not make any decisions or undertake any business outside the capital expenditure plan and such other plans as have been approved by the Board of Directors of the Demerged Company without the prior written consent of the Board of Directors of the respective Resulting Company.

**10.0 CONTINUATION OF REMAINING BUSINESS BY DEMERGED COMPANY**

10.1. The Remaining Business and all the assets, liabilities and obligations pertaining thereto shall continue to and be vested in and be managed by the Demerged Company subject to Part II of this Scheme in relation to charges thereon in favour of banks and financial institutions.

10.2. (a) All legal, taxation or other proceedings whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal) by or against the Demerged Company under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case relating to the Remaining Business (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Business) shall be continued and enforced by or against the Demerged Company after the Effective Date. The Resulting Companies shall in no event be responsible or liable in relation to any such legal, taxation or other proceeding against the Demerged Company, which relate to the Remaining Business.

**For Sree Rayalaseema Hi-Strength Hypo Ltd.,**

*V. Surekha*  
(V. Surekha)

**Company Secretary**



(b) If proceedings are taken against any of the Resulting Company in respect of the matters referred to in sub-clause (a) above, it shall defend the same in accordance with the advice of the Demerged Company and at the cost of the Demerged Company and the latter shall reimburse, indemnify and hold harmless the said Resulting Company against all liabilities and obligations incurred by the Resulting Company in respect thereof.

10.3. With effect from the Appointed Date and up to and including the Effective Date:

(a) the Demerged Company shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf and

(b) all profits accruing to the Demerged Company thereon or losses arising or incurred by them (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of the Demerged Company alone.

10.4 The provisions of this Part shall operate notwithstanding anything to the contrary contained in this Scheme.

## 11.0 ISSUE OF SHARES FOR DEMERGED UNDERTAKINGS

11.1 The Resulting companies are wholly owned subsidiaries of the Demerged Company. The Scheme envisages restructuring of the businesses of the Demerged Company to provide focused attention to design independent strategies with a view to capture the full growth potential of various businesses in which the Undertakings 1 to 4 are engaged into. Since the Resulting companies are wholly owned subsidiaries of the Demerged Company, the Demerged Company will continue to have the Demerged Undertakings under its own control without having to issue any further capital by the respective Resulting companies to the Demerged Company. However, to account for the arms length principle and as required under Paragraph 11 of Accounting Standard – 13 (Accounting for Investments) notified under Companies (Accounting Standards) Rules, 2006 under Section 133 of the Act; the fair value of each of the

for Sree Rayalaseema Hi-Strength  
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V. Surekha

(V. Surekha)  
Company Secretary

32

undertakings proposed to be transferred under the Scheme is determined on the basis of the valuation as carried out by M/s PRSV & Co., LLP and S.T. Mohite & Co., Chartered Accountants. The Fair value so determined by the valuation is adopted for determining the Issued Value of Equity Shares and Preference shares by the respective Resulting Company.

## 12.0 RESTRUCTURING OF SHARE CAPITAL OF DEMERGED COMPANY

12.1 All the assets and liabilities of the Demerged Undertakings shall be transferred to the respective Resulting Company at the values appearing in the books of the Demerged Company (at historical cost less depreciation and without any revaluation in respect of assets) immediately before the demerger.

12.2 The Scheme does not require restructuring of the Share Capital of the Demerged Company. The Demerged Company will record the Equity and Preference Shares received by it under this Scheme from the respective Resulting Company at the respective Issue Price (i.e., Issue Price of the Equity Shares and Issue Price of the Preference Shares) as Long term Investments in its books of account.

Nothing contained in this Scheme shall be construed to imply that the transfer and vesting of the Demerged Undertakings to the respective Resultant companies shall remain or deemed to have remained suspended or in abeyance till the process of redemption of the Preference Shares issued under the Scheme.

12.3 As the Scheme does not envisage any restructuring of the Share Capital of the Demerged Company, the Demerged Company shall not be required to add "And Reduced" as suffix to its name.

## 13.0 ACCOUNTING TREATMENT

13.1 The respective Resulting Company shall record the assets and liabilities, including provisions and deferred tax liability / asset, if any of the Demerged Undertaking vested in it pursuant to this Scheme, at the values thereof appearing in the books of the Demerged Company immediately before the demerger without any revaluation.

For Sree Rayalaseema Hi-Strength  
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V. Surekha

(V. Surekha)  
Company Secretary

- 13.2 The excess of assets over the liabilities transferred to and vested in the respective Resulting Company by virtue of this Scheme coming into effect, and in excess of the Issued Value of Equity and Preference Shares, would be credited to 'Capital Reserve Account', which shall be a Reserve of the respective Resulting Company. If the Issued Value of Equity and Preference Shares exceed the value of excess of assets over the liabilities transferred, the same would be treated as 'Goodwill'.
- 13.3 The Face Value of the Equity and Preference Shares issued under the Scheme shall be accounted as the "Issued, Subscribed & Paid Up Equity Share Capital" and "Issued, Subscribed and Paid up 6% Cumulative Preference Capital" respectively.
- 13.4 Each of the Resulting Companies shall account for the Initial Premium in respect of the issue of Equity and Preference Shares under this Scheme as "Securities Premium" under section 52 of the Act which may be applied at the time of Redemption of the Preference Shares under the Scheme on completion of given tenure or such other purposes as decided by the Directors of the respective Resulting Company and as permitted by the Act.
- 13.5 The Demerged Company shall record the transfer of assets and liabilities, including provisions and deferred tax liability / asset, if any of the Demerged Undertakings vesting in the respective Resulting Company under this Scheme, at the values appearing in the books of the Demerged Company immediately before the demerger without any revaluation. The excess of assets over the liabilities transferred to the respective Resulting Company to the extent it exceeds the Issued Value of Equity and Preference Shares, would be debited to the existing 'Amalgamation Reserve' being carried in the books of the Demerged company. If the Issued Value of Equity and Preference Shares exceed the excess of assets over the liabilities transferred, the same would be treated credited to the existing 'Amalgamation Reserve'
- 13.6 For any matter arising in connection with the accounting treatment, the companies would deal with the same in consultation with the Statutory Auditors of the respective companies.

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(V. Surekha)  
Company Secretary

34

- 13.7 The Demerged Company has been advised that the provisions of Part II of the Scheme are in compliance with Section 2 (19AA) of the Income Tax Act, 1961 and are intended to be implemented accordingly.
- 13.8 The respective Resulting Company and the Demerged Company are expressly permitted to revise their Income Tax returns and seek revision of Tax deduction at Source (TDS) certificates as well as the right to claim refund, advance tax credits, MAT credits and adjustments, etc, if any, upon this Scheme becoming effective.

For Sree Rayalaseema Hi Strength

*V. Surekha*  
(V. Surekha)  
Company Secretary

**PART III**  
**GENERAL TERMS & CONDITIONS**

**14.0 APPLICATION TO COURT**

The Demerged Company and the Resulting Company shall, with all reasonable dispatch, make necessary applications to the Court for the sanction of this Scheme of Arrangement under Sections 391 and 394 of the Companies Act, 1956

**15.0 CHANGE OF NAME OF THE RESULTING COMPANY**

Upon the Scheme coming into effect, and pursuant to the provisions of Section 13 of the Act, the name of the 2<sup>nd</sup> Resulting Company shall stand changed to 'SRHHL GREEN ENERGY CORPORATION PRIVATE LIMITED' or such other name as may be decided by its Board of Directors and approved by the concerned Registrar of Companies. Further, the present name prior to such change wherever it occurs in Memorandum and Articles of Association be substituted by such name.

It is hereby clarified that for the purposes of this Clause, the consent of the Demerged Company being the sole shareholder of the said Resultant Company as required under the provisions of the Act, is hereby accorded.

**16.0 MODIFICATION OF AUTHORIZED CAPITAL AND INCREASE IN THE ISSUED, SUBSCRIBED AND PAID UP CAPITALS OF THE RESPECTIVE RESULTING COMPANIES**

16.1 Upon coming into effect of the Scheme the Authorized Share capital of each of the respective Resulting Companies, shall automatically stand increased without any further act, instrument or deed on the part of the respective Resulting company, such that upon the effectiveness of the Scheme the Authorized Share capital of each of the Resulting Companies shall be such amounts as specified hereunder:

Resulting Company issuing Shares under	Authorized	Authorized
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of Sree Rayalaseema Hi-Strength  
Hypo Ltd.

  
(V. Surekha)  
Company Secretary

the Scheme	Capital – Equity Shares of Rs. 10 each	Capital – Preference Shares of Rs. 100 each
1 <sup>st</sup> Resulting Company	66,00,000	270,00,000
2 <sup>nd</sup> Resulting Company	77,00,000	310,00,000
3 <sup>rd</sup> Resulting Company	6,00,000	25,00,000
4 <sup>th</sup> Resulting Company	25,00,000	100,00,000

The consent of the Demerged Company being the sole shareholder of each of the Resulting Companies as required under the provisions of the Act for amendment of Memorandum of Articles of each of the respective Resulting Companies is hereby accorded and no further resolutions under the applicable provisions of the Act would be required to be separately passed. The Resulting Companies will pay the required fee under Section 61 of the Act, to the Registrar of Companies Andhra Pradesh & Telangana on the Scheme coming into effect.

#### 17.0 MODIFICATIONS / AMENDMENTS TO THE SCHEME

17.1 The Demerged Company and the respective Resulting Company, by their respective Board of Directors either by themselves or through a Committee appointed by them in this behalf, may, in their full and absolute discretion, make and /or assent to any alteration or modification to this Scheme, including but not limited to those which the Court and /or any other Authority may deem fit to approve or impose.

17.2 The Demerged Company and the Resulting Company by their respective Boards of Directors, either by themselves or through a Committee appointed by them in this behalf, may give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith (including any question or difficulty arising in connection with any deceased or insolvent shareholders of the respective companies), or to review

For Sree Rayalaseema Hi-Strength  
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*V. Surekha*  
(V. Surekha)  
Company Secretary

the position relating to the satisfaction of various conditions to the Scheme and if necessary, to waive any of those (to the extent permissible under law).

- 17.3 Any issue as to whether any asset, liability, employee, legal, taxation or other proceedings pertains to the Demerged Business Undertakings or not shall be decided by the Boards of Directors of the Demerged Company and the respective Resulting Company, either by themselves or through a Committee or authorized officers appointed by them in this behalf, on the basis of evidence that they may deem relevant for the purpose (including the books and records of the Demerged Company).

#### 18.0 SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

This Scheme is conditional upon and subject to the sanction or approval of the authorities concerned being obtained and granted in respect of the following matters.

- 18.1 The Scheme as set out in Part II being agreed to by the requisite majority of the Equity Shareholders and with the consent of the Secured and Unsecured creditors, if any, of the Demerged Company as required under the Act. The Demerged Company being the sole shareholder of the Resultant companies hereby accord its consent to the Scheme, on the Scheme being agreed to by the requisite majority of the Equity shareholders and with the consent of the Secured and Unsecured creditors, if any of, of the Demerged Company.

- 18.2 The sanction of the Court under Section 391 read with Section 394 of the Act and to the necessary order or orders under Section 394 of the Act being obtained.

- 18.3 The certified copies of the orders of the Court referred to in this Scheme being filed with the Registrar of Companies, Andhra Pradesh.

#### 19.0 EFFECT OF NON-FULFILLMENT OF ANY OBLIGATION

In the event of non-fulfillment of any or all obligations under this Scheme by either the Demerged Company or the respective Resulting Company towards the other inter

For Sree Rayalaseema Hi-Strength  
Hypo Ltd.

  
(V. Surekha)  
Company Secretary

38

se or to third parties, the non- performance of which will place the other Company under any obligation, then such defaulting Company will indemnify all costs, interests etc to the other affected Company.

## 20.0 EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

In the event of any of the said sanctions and approvals not being obtained and / or the Scheme not being sanctioned by the Court and / or order or orders not being passed as aforesaid on or before 31<sup>st</sup> March 2016 or within such further period or periods as may be agreed upon between the Demerged Company and the Resulting Companies by their respective Board of Directors, this Scheme shall become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the parties or their shareholders or creditors or employees or any other person. In such case each of the companies stated above shall bear all their related costs.

In the event the shareholders and or the Court approve the Scheme in part and in respect of some of the Undertakings alone and not all the Undertakings, the Scheme shall be effective to the extent of those Undertakings alone to the exclusion of the other Undertakings and the former Undertakings shall be transferred and vest in the respective Resulting companies from the Demerged Company.

## 21.0 EXPENSES CONNECTED WITH THE SCHEME

21.1 All past, present and future costs, charges, levies, duties and expenses in relation to or in connection with or incidental to this Scheme or the implementation thereof shall be borne and paid for by the Demerged Company.

21.2 The stamp duty, if any, payable under Indian Stamp Act pursuant to Clause 11.1 shall be borne and paid for by the Resulting Companies.

21.3 Each of the Resulting Companies and Demerged Company shall have liberty to apply to the Court for necessary direction to remove difficulties, if any, in implementing the Scheme.

**For Sree Rayalaseema Hi-Strength  
Hypo Ltd.,**

*V. Surekha*

**(V. Surekha)**

**Company Secretary**



APPENDIX

Description of Asset / Liability	Thermal Power Division	Wind Energy Division	SEZ Division	Shrimp Hatchery & Infrastructure Division
	1st Resulting Company	2nd Resulting Company	3rd Resulting Company	4th Resulting Company
(1)	(3)	(2)	(4)	(5)
<b>Net Block of Fixed Assets</b>	476,760,518	450,424,754	14,667,074	44,392,828
<b>Long term Loans &amp; Advances</b>				15,688,330
<b>Current Assets:</b>				
Inventories	19,832,302			
Trade receivables	63,433,608	49,250,882	-	
Other current assets	2,676,957	1,792,774		
<b>Total Assets</b>	<b>562,703,385</b>	<b>501,468,410</b>	<b>14,667,074</b>	<b>60,081,158</b>
<b>Long Term Liabilities:</b>				
Term loans from banks	304,298,466	74,313,714	-	-
Loans repayable on demand from banks	4,564,539	6,650,865		
Deferred tax Liabilities (Net)	60,754,181	135,665,716	-	-
<b>Current Liabilities:</b>				
Trade payables	49,464,662	-		
Other Current Liabilities	20,675,443			
<b>Total Outside Liabilities</b>	<b>439,757,291</b>	<b>216,630,295</b>	<b>-</b>	<b>-</b>
<b>Net Book Value</b>	<b>122,946,095</b>	<b>284,838,115</b>	<b>14,667,074</b>	<b>60,081,158</b>

For Sree Rayalaseema Hi-Strength  
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*V. Surekha*  
(V. Surekha)  
Company Secretary



CIN : L24110AP2005PLC043999



**SREE RAYALASEEMA  
HI-STRENGTH HYPO LTD.**

CIN : L24110AP2005PLC043999

### Report of the Audit Committee of Sree Rayalaseema Hi-Strength Hypo Limited

Members Present in Meeting Held on September 19, 2015

Smt.D Sai Leela	Chairman
Sri P Ramachandra Gowd	Member
Dr.A.H.Praveen	Member

The Securities and Exchange Board of India vide its Circular No. CIR/CFD/DIL5/2013 dated February 4, 2013 read with circular No. CIR/CFDDIL/8/2013 dated May 21,2013 has amongst other requirements, sought a report from the audit Committee of the Listed companies recommending the draft Scheme of Arrangement under the Companies Act, 1956.

The Audit committee of Sree Rayalaseema Hi-Strength Hypo Limited (SRHHL) , at its meeting held on 19<sup>th</sup> September, 2015 examined the draft Scheme of Arrangement between Company and its four wholly owned subsidiary Companies namely SRHHL Power Generation Private Limited ( 1<sup>st</sup> Resulting Company ) , SRHHL Infrastructure Private Limited (2<sup>nd</sup> Resulting Company) , TGV Infrastructure & Industrial Parks Private Limited ( 3<sup>rd</sup> Resulting Company) and Sri Vibhu Infrastructure Development Private Limited ( 4<sup>th</sup> Resulting company ).

The Audit committee based on the information given below, its observation and the discussion do hereby unanimously recommend the draft Scheme for favorable consideration by the Board of Directors of demerged Company, the stock exchanges and the Securities and Exchange Board of India.

1. Draft scheme of Arrangement
2. Certificate from S.T.Mohite and Co., Chartered Accountants, Hyderabad, the Statutory Auditors of the Company, regarding the accounting treatment as specified in Clause 24(i) read with Clause 24(f) of the Listing Agreement.

For and on behalf of the Audit Committee of SRHHL  
For Sree Rayalaseema Hi-Strength Hypo Ltd.

  
DIRECTOR

Date:19 September, 2015

Place: Kurnool

For Sree Rayalaseema Hi-Strength  
Hypo Ltd.

  
(V. Surekha)  
Company Secretary

## Annexure A

## (I) (a) Statement Showing Shareholding Pattern

49

Name of the Company: SREE RAYALASEEMA HI-STRENGTH HYPO LIMITED  
 Scrip Code, Name of the scrip, class of security: 532842, SRHHYPOLTD, EQUITY  
 As on : 1st September, 2015 (post Scheme of Arrangement)

Category Code	Category of Shareholder	Number of share holders	Total No. of shares	Number of shares held in dematerialized form	Total Shareholding as a percentage of Total Number of Shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) <sup>1</sup>	As a Percentage of A+B+C	Number of Shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)* 100
<b>(A)</b>	<b>SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/Hindu Undivided Family	5	1038692	1038692	7.06	7.06		
(b)	Central/State Government (s)	0	0	0	0	0		
(c)	Bodies Corporate	7	7098348	7098348	48.23	48.23		
(d)	Financial Institutions/Banks	0	0	0	0	0		
(e)	Any Other (specify)	0	0	0	0	0		
(e-i)								
(e-ii)								
	<b>Sub-Total (A)(1)</b>	<b>12</b>	<b>8137040</b>	<b>8137040</b>	<b>55.29</b>	<b>55.29</b>	<b>N/A</b>	<b>N/A</b>
<b>2</b>	<b>Foreign</b>							
(a)	Individuals (Non Resident Individuals/ Foreign Individuals	0	0	0	0	0		
(b)	Bodies Corporate	0	0	0	0	0		
(c)	Institutions	0	0	0	0	0		
(d)	Qualified Foreign Investor	0	0	0	0	0		
(e)	Any Other (specify)	0	0	0	0	0		
(e-i)								
(e-ii)								
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		
	<b>Total Shareholding of Promoters and Promoters Group A=(A)(1)+(A)(2)</b>	<b>12</b>	<b>8137040</b>	<b>8137040</b>	<b>55.29</b>	<b>55.29</b>	<b>N/A</b>	<b>N/A</b>
<b>B</b>	<b>PUBLIC SHAREHOLDING</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/UTI	4	2250	1322	0.02	0.02		
(b)	Financial Institutions/Banks	3	44417	44417	0.30	0.30		
(c)	Central/State Government (s)	0	0	0	0	0		
(d)	Venture Capital Funds	0	0	0	0	0		
(e)	Insurance Companies	0	0	0	0	0		
(f)	Foreign Institutional Investors	0	0	0	0	0		
(g)	Foreign Venture Capital Investors	0	0	0	0	0		
(h)	Qualified Foreign Investor	0	0	0	0	0		
(i)	Any Other (specify)	0	0	0	0	0		
(i-i)								
(i-ii)								
	<b>Sub-Total (B)(1)</b>	<b>7</b>	<b>46667</b>	<b>45739</b>	<b>0.32</b>	<b>0.32</b>	<b>N/A</b>	<b>N/A</b>

For Sree Rayalaseema Hi-Strength  
Hypo Ltd.,

V. Surekha

(V. Surekha)  
Company Secretary

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50

<b>B 2</b>	<b>Non Institutions</b>							
(a)	Bodies Corporate	316	445414	387968	3.03	3.03		
(b)	Individuals							
I	i) Individual Shareholders Holding Nominal Share Capital upto Rs.1 Lakhs	56968	4111554	2105652	27.94	27.94		
II	ii) Individual Shareholders Holding Nominal Share Capital In excess of Rs.1 Lakh	27	915749	915749	6.22	6.22		
(c)	Qualified Foreign Investor	0	0	0	0	0		
(d)	Any Other (specify)	0	0	0	0	0		
(d-i)	Non Resident Indians(NRI)	4585	1060265	160484	7.20	7.20		
(d-ii)		0	0	0	0	0		
	<b>Sub-Total (B)(2)</b>	<b>61896</b>	<b>6532982</b>	<b>3569853</b>	<b>44.39</b>	<b>44.39</b>		
(B)	<b>Total Public shareholding (B)=(B)(1)+(B)(2)</b>	<b>61903</b>	<b>6579649</b>	<b>3615592</b>	<b>44.71</b>	<b>44.71</b>		
	<b>Total (A)+(B)</b>	<b>61915</b>	<b>14716689</b>	<b>11752632</b>	<b>100.00</b>	<b>100.00</b>		
(C)	Shares held by Custodians and against which Depository Receipts have been issued						N/A	N/A
1	Promoter and Promoter Group	0	0	0	0	0		
2	Public	0	0	0	0	0		
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>61915</b>	<b>14716689</b>	<b>11752632</b>	<b>100.00</b>	<b>100.00</b>	<b>N/A</b>	<b>N/A</b>

For Sree Rayalaseema Hi-Strength  
Hypo Ltd.,

V. Surekha  
(V. Surekha)  
Company Secretary

(51)

Introductory sub-table (I)(a)

Name of the Company: SREE RAYALASEEMA HI-STRENGTH HYPO LIMITED			
Scrip Code, Name of the scrip, class of security: 532842, SRHHYPOLTD, EQUITY			
As on 1st September, 2015			
<b>Partly paid-up shares:-</b>	<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the company</b>
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
<b>Total - D</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Outstanding convertible securities:-</b>	<b>No. of outstanding securities</b>	<b>As a % of total no. of outstanding convertible securities</b>	<b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b>
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
<b>Total - E</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Warrants:-</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>
Held by promoter/promoter group	0	0.00	0.00
Held by public	0	0	0
<b>Total - F</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities (Grand Total (A+B+C)+ D+E+F )</b>	<b>14716689</b>	<b>0.00</b>	<b>0.00</b>

For Sree Rayalaseema Hi-Strength Hypo.Ltd.,

V. Surekha  
(V. Surekha)  
Company Secretary

53

Annexure B

(i) (b) Statement Showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group" as on 01.09.2015

Sl. No.	Name of the shareholder	Details of shares held		Encumbered Shares			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of Shares held	As a % of grand total (A)+(B)+(C)	Number of Shares	As a percent age	As a % of grand total (A)+(B)+(C) of sub-clause (i)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(i)	(ii)	(iii)	(iv)	(v)	(vi)=(v)/(iii)*10	(vii)	(viii)	(ix)	(x)	(xi)	(xii)
1	TGV SECURITIES PVT LTD	623053	4.23	N/A	N/A	N/A	N/A	N/A	N/A	N/A	4.23
2	TGV PROJECTS & INVESTMENTS (P) LTD	1320013	8.97	N/A	N/A	N/A	N/A	N/A	N/A	N/A	8.97
3	SREE RAYALASEEMA DUTCH KASSENBOUW PVT LTD	499422	3.39	N/A	N/A	N/A	N/A	N/A	N/A	N/A	3.39
4	GOWRI GOPAL HOSPITALS PVT. LTD	2592080	17.61	N/A	N/A	N/A	N/A	N/A	N/A	N/A	17.61
5	BRILLIANT INDUSTRIES PVT LTD (Formerly Brilliant Bio-Pharma Ltd)	305042	2.07	N/A	N/A	N/A	N/A	N/A	N/A	N/A	2.07
6	SREE RAYALASEEMA GALAXY PROJECTS PVT LTD	1513989	10.29	N/A	N/A	N/A	N/A	N/A	N/A	N/A	10.29
7	SREE RALASEEMA ALKALIES AND ALLIED CHEMICALS LTD	244749	1.66	N/A	N/A	N/A	N/A	N/A	N/A	N/A	1.66
8	SRI T G BHARATH	215737	1.47	N/A	N/A	N/A	N/A	N/A	N/A	N/A	1.47
9	SMT.T G SHILPA BHARATH	399676	2.72	N/A	N/A	N/A	N/A	N/A	N/A	N/A	2.72
10	SMT. T G RAJYALAKSHMI	415744	2.82	N/A	N/A	N/A	N/A	N/A	N/A	N/A	2.82
11	SMT. BODA MOURYA	488	0.00	N/A	N/A	N/A	N/A	N/A	N/A	N/A	0.00
12	SMT.JYOTHSNA S MYSORE	7047	0.05	N/A	N/A	N/A	N/A	N/A	N/A	N/A	0.05
	<b>TOTAL:</b>	<b>8137040</b>	<b>55.29</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>55.29</b>

For Sree Rayalaseema Hi-Strength Hypo Ltd.,

*N. Surekha*  
(V. Surekha)  
Company Secretary

54

(l) (c) i Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares as on 01.09.2015

Sl. No.	Name of the Shareholder	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (l)(a) above }	Details of warrants			Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
1	BHAVESH DHIRESHBHAI SHAH	318832	2.17	N/A	N/A	N/A	N/A	2.17	
	TOTAL:	318832	2.17	N/A	N/A	N/A	N/A	2.17	

(l) (c) ii Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company as on 01.09.2015

Sl. No.	Name(s) of the Shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of Shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (l)(a) above }	Details of warrants			Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	

For Sree Rayalaseema Hi-Strength Hypo Ltd.

*N. Suresh*  
(N. Suresh)  
Company Secretary

52

Sl. No	Notes
	NIL

For Sree Rayalaseema Hi-Strength  
Hypo Ltd.,

*V. Surekha*  
(V. Surekha)  
Company Secretary



(I) (d) Statement Showing details of Locked-in shares as on 01.09.2015

Sl.No	Name of the Shareholder	Number of Locked -in Shares	Locked-in shares as a percentage of total number of shaes (i.e. Grand Total (A)+(B)+(C) Indicated in Statement at para (I)(a)above}	Promoter / Promoter Group / Public
1	GOWRI GOPAL HOSPITALS PVT LTD	735830	5.00	Promoter Group
	TOTAL	735830	5.00	

For Sree Rayalaseema Hi-Strength Hypo Ltd.,

*V. Surekha*  
(V. Surekha)  
Company Secretary

## (II) (a) Statement Showing details of Depository Receipts (DRs)

Sino	Type of Outstanding DR (ADRs, GDRs, SDRs, etc)	Number of Outstanding DRs	Number of Shares Underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (I.e Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above )
	Nil	Nil	Nil	Nil

## (II) (b) Statement Showing Holding of Depository Receipts (DRs), where underlying shares held by "Promoter/promoter group" are in excess of 1% of the total number of shares

Sino	Name of the DR Holder	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of Shares Underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (I.e Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above )
	Nil	Nil	Nil	Nil

For Sree Rayalaseema Hi-Strength  
Hypo Ltd.,

V. Surekha  
(V. Surekha)  
Company Secretary

## Annexure A

## (I) (a) Statement Showing Shareholding Pattern

41

Name of the Company: SREE RAYALASEEMA HI-STRENGTH HYPO LIMITED

Scrip Code, Name of the scrip, class of security: 532842, SRHHYPOLD, EQUITY

As on : 31st August, 2015

(Pre - Scheme of Arrangement)

Category Code	Category of Shareholder	Number of shareholders	Total No. of shares	Number of shares held in dematerialized form	Total Shareholding as a percentage of Total Number of Shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) <sup>1</sup>	As a Percentage of A+B+C	Number of Shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)* 100
<b>(A)</b>	<b>SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/Hindu Undivided Family	5	1038692	1038692	7.06	7.06		
(b)	Central/State Government (s)	0	0	0	0	0		
(c)	Bodies Corporate	7	7098348	7098348	48.23	48.23		
(d)	Financial Institutions/Banks	0	0	0	0	0		
(e)	Any Other (specify)	0	0	0	0	0		
(e-i)								
(e-ii)								
	<b>Sub-Total (A)(1)</b>	<b>12</b>	<b>8137040</b>	<b>8137040</b>	<b>55.29</b>	<b>55.29</b>	<b>N/A</b>	<b>N/A</b>
<b>2</b>	<b>Foreign</b>							
(a)	Individuals (Non Resident Individuals/ Foreign Individuals	0	0	0	0	0		
(b)	Bodies Corporate	0	0	0	0	0		
(c)	Institutions	0	0	0	0	0		
(d)	Qualified Foreign Investor	0	0	0	0	0		
(e)	Any Other (specify)	0	0	0	0	0		
(e-i)								
(e-ii)								
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		
	<b>Total Shareholding of Promoters and Promoters Group A=(A)(1)+(A)(2)</b>	<b>12</b>	<b>8137040</b>	<b>8137040</b>	<b>55.29</b>	<b>55.29</b>	<b>N/A</b>	<b>N/A</b>
<b>B</b>	<b>PUBLIC SHAREHOLDING</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/UTI	4	2250	1322	0.02	0.02		
(b)	Financial Institutions/Banks	3	44417	44417	0.30	0.30		
(c)	Central/State Government (s)	0	0	0	0	0		
(d)	Venture Capital Funds	0	0	0	0	0		
(e)	Insurance Companies	0	0	0	0	0		
(f)	Foreign Institutional Investors	0	0	0	0	0		
(g)	Foreign Venture Capital Investors	0	0	0	0	0		
(h)	Qualified Foreign Investor	0	0	0	0	0		
(i)	Any Other (specify)	0	0	0	0	0		
(i-i)								
(i-ii)								
	<b>Sub-Total (B)(1)</b>	<b>7</b>	<b>46667</b>	<b>45739</b>	<b>0.32</b>	<b>0.32</b>	<b>N/A</b>	<b>N/A</b>

For Sree Rayalaseema Hi-Strength Hypo Ltd.,

Contd....2

V. Surekha  
(V. Surekha)  
Company Secretary

<b>B 2</b>	<b>Non Institutions</b>							
(a)	Bodies Corporate	316	445414	387968	3.03	3.03		
(b)	Individuals							
I	i) Individual Shareholders Holding Nominal Share Capital upto Rs.1 Lakhs	56968	4111554	2105652	27.94	27.94		
II	ii) Individual Shareholders Holding Nominal Share Capital in excess of Rs.1 Lakh	27	915749	915749	6.22	6.22		
(c)	Qualified Foreign Investor	0	0	0	0	0		
(d)	Any Other (specify)	0	0	0	0	0		
(d-i)	Non Resident Indians(NRI)	4585	1060265	160484	7.20	7.20		
(d-ii)		0	0	0	0	0		
	<b>Sub-Total (B)(2)</b>	<b>61896</b>	<b>6532982</b>	<b>3569853</b>	<b>44.39</b>	<b>44.39</b>		
<b>(B)</b>	<b>Total Public shareholding (B)=(B)(1)+(B)(2)</b>	<b>61903</b>	<b>6579649</b>	<b>3615592</b>	<b>44.71</b>	<b>44.71</b>		
	<b>Total (A)+(B)</b>	<b>61915</b>	<b>14716689</b>	<b>11752632</b>	<b>100.00</b>	<b>100.00</b>		
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>						<b>N/A</b>	<b>N/A</b>
1	Promoter and Promoter Group	0	0	0	0	0		
2	Public	0	0	0	0	0		
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>61915</b>	<b>14716689</b>	<b>11752632</b>	<b>100.00</b>	<b>100.00</b>	<b>N/A</b>	<b>N/A</b>

**For Sree Rayalaseema Hi-Strength Hypo Ltd.,**

*V. Surekha*

**(V. Surekha)**

**Company Secretary**

Introductory sub-table (I)(a)

Name of the Company: SREE RAYALASEEMA HI-STRENGTH HYPO LIMITED			
Scrip Code, Name of the scrip, class of security: 532842, SRHHYPOLTD, EQUITY			
As on 31st August, 2015			
Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
<b>Total - D</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Outstanding convertible securities:-	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
<b>Total - E</b>	<b>0</b>	<b>0</b>	<b>0</b>
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/promoter group	0	0.00	0.00
Held by public	0	0	0
<b>Total - F</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities (Grand Total (A+B+C)+ D+E+F)</b>	<b>14716689</b>	<b>0.00</b>	<b>0.00</b>

For Sree Rayalaseema Hi-Strength  
Hypo Ltd.,

V. Surekha

(V. Surekha)

Company Secretary

45

## Annexure B

(1) (b) Statement Showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group" as on 31.08.2015

SL. No.	Name of the shareholder	Details of shares held		Encumbered Shares		Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (XII)	
		Number of Shares held	As a % of grand total (A)+(B)+(C)	Number of Shares	As a percent age (VI)=(V)/(III)*10	As a % of grand total (A)+(B)+(C) of sub-clause (i)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held		As a % total number of convertible securities of the same class
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*10	(VII)	(VIII)	(IX)	(X)	(XI)	
1	TGV SECURITIES PVT LTD	623053	4.23	N/A	N/A	N/A	N/A	N/A	N/A	N/A	4.23
2	TGV PROJECTS & INVESTMENTS (P) LTD	1320013	8.97	N/A	N/A	N/A	N/A	N/A	N/A	N/A	8.97
3	SREE RAYALASEEMA DUTCH KASSENBOUW PVT LTD	499422	3.39	N/A	N/A	N/A	N/A	N/A	N/A	N/A	3.39
4	GOWRI GOPAL HOSPITALS PVT. LTD	2592080	17.61	N/A	N/A	N/A	N/A	N/A	N/A	N/A	17.61
5	BRILLIANT INDUSTRIES PVT LTD (Formerly Brilliant Bio-Pharma Ltd)	305042	2.07	N/A	N/A	N/A	N/A	N/A	N/A	N/A	2.07
6	SREE RAYALASEEMA GALAXY PROJECTS PVT LTD	1513989	10.29	N/A	N/A	N/A	N/A	N/A	N/A	N/A	10.29
7	SREE RALASEEMA ALKALIES AND ALLIED CHEMICALS LTD	244749	1.66	N/A	N/A	N/A	N/A	N/A	N/A	N/A	1.66
8	SRI T G BHARATH	215737	1.47	N/A	N/A	N/A	N/A	N/A	N/A	N/A	1.47
9	SMT.T G SHILPA BHARATH	399676	2.72	N/A	N/A	N/A	N/A	N/A	N/A	N/A	2.72
10	SMT. T G RAJYALAKSHMI	415744	2.82	N/A	N/A	N/A	N/A	N/A	N/A	N/A	2.82
11	SMT. BODA MOURYA	488	0.00	N/A	N/A	N/A	N/A	N/A	N/A	N/A	0.00
12	SMT.JYOTHSNA S MYSORE	7047	0.05	N/A	N/A	N/A	N/A	N/A	N/A	N/A	0.05
	<b>TOTAL:</b>	<b>8137040</b>	<b>55.29</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>55.29</b>

For Sree Rayalaseema Hi-Strength Hypo Ltd.,

V. Surekha

(V. Surekha)  
Company Secretary

46

(I) (c) I Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares as on 31.08.2015

Sl. No.	Name of the Shareholder	Number of Shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) Indicated in statement at para (I)(a) above }	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	BHAVESH DHIRESHBHAI SHAH	318832	2.17	N/A	N/A	N/A	N/A	2.17
	<b>TOTAL:</b>	<b>318832</b>	<b>2.17</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>2.17</b>

(I) (c) II Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company as on 31.08.2015

Sl. No.	Name(s) of the Shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of Shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above }	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	

For Sree Rayalaseema Hi-Strength Hypo Ltd.,

*V. Surekha*

(V. Surekha)  
Company Secretary

44

Sl. No	Notes
	NIL

For Sree Rayalaseema Hi-Strength  
Hypo Ltd.,

*V. Surekha*

(V. Surekha)  
Company Secretary



## (I) (d) Statement Showing details of Locked-in shares as on 31.08.2015

Sl.No	Name of the Shareholder	Number of Locked -In Shares	Locked-In shares as a percentage of total number of shaes {i.e. Grand Total (A)+(B)+(C) Indicated in Statement at para (I)(a)above}	Promoter / Promoter Group / Public
1	GOWRI GOPAL HOSPITALS PVT LTD	735830	5.00	Promoter Group
	TOTAL	735830	5.00	

For Sree Rayalaseema Hi-Strength  
Hypo.Ltd.,

*V. Surekha*

(V. Surekha)  
Company Secretary

**(II) (a) Statement Showing details of Depository Receipts (DRs)**

S/no	Type of Outstanding DR (ADRs,GDRs, SDRs, etc)	Number of Outstanding DRs	Number of Shares Underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (I.e Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above )
	Nil	Nil	Nil	Nil

**(II) (b) Statement Showing Holding of Depository Receipts (DRs), where underlying shares held by "Promoter/promoter group" are in excess of 1% of the total number of shares**

S/no	Name of the DR Holder	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of Shares Underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (I.e Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above )
	Nil	Nil	Nil	Nil

For Sree Rayalaseema Hi-Strength

V. Surekha <sup>Hypo Ltd.,</sup>

(V. Surekha)  
Company Secretary

Pre and Post shareholding Pattern of Resulting unlisted Companies :

1. SRHHL Power Generation Private Limited (Pre & Post) (1st Resulting Company)

S. No	Name of the Shareholder	Pre shareholdings (Equity Shares)		Post Shareholdings			
		No of Shares	% of holdings	(Equity Shares)		Cumulative Redeemable Preference shares	
				No of Shares	% of holdings	No of Shares	% of holdings
1	Sree Rayalaseema Hi-Strength Hypo Limited	9999	100	660799	100	260320	100
2	T G Bharath (Nominee of SRHHL)	1	0	1	0	---	---
	Total	10000	100	660800	100	260320	100

For Sree Rayalaseema Hi-Strength  
Hypo Ltd

*V. Surekha*  
(V. Surekha)  
Company Secretary

2. SRHHL Infrastructure Private Limited (Pre & Post) (2nd Resulting Company)

S. No	Name of the Shareholder	Pre shareholdings (Equity Shares)		Post Shareholdings			
		No of Shares	% of holdings	(Equity Shares)		Cumulative Redeemable Preference shares	
				No of Shares	% of holdings	No of Shares	% of holdings
1	Sree Rayalaseema Hi-Strength Hypo Limited	9900	99	775599	99.99	306240	100
2	T G Bharath (Nominee of SRHHL)	100	1	100	0.01	---	---
	<b>Total</b>	<b>10000</b>	<b>100</b>	<b>775600</b>	<b>100</b>	<b>306240</b>	<b>100</b>

for Sree Rayalaseema Hi-Strength  
Hypo Ltd

  
(V. Surekha)  
Company Secretary

3. TGV Infrastructure and Industrial Parks Private Limited (Pre & Post) (3<sup>rd</sup> Resulting Company )

S. No	Name of the Shareholder	Pre shareholdings (Equity Shares)		Post Shareholdings			
		No of Shares	% of holdings	(Equity Shares)		Cumulative Redeemable Preference shares	
		No of Shares	% of holdings	No of Shares	% of holdings	No of Shares	% of holdings
1	Sree Rayalaseema Hi-Strength Hypo Limited	9999	100	68799	100	23520	100
2	T G Bharath (Nominee of SRHHL)	1	0	1	0	---	----
	<b>Total</b>	<b>10000</b>	<b>100</b>	<b>68800</b>	<b>100</b>	<b>23520</b>	<b>100</b>

for Sree Rayalaseema Hi-Strength  
Hypo Limited

*V. Surekha*

(V. Surekha)

Company Secretary

4. Sri Vibhu Infrastructure Development Private Limited (Pre & Post) (4th Resulting Company)

S. No	Name of the Shareholder	Pre shareholdings (Equity Shares)		Post Shareholdings			
		No of Shares	% of holdings	(Equity Shares)		Cumulative Redeemable Preference shares	
		No of Shares	% of holdings	No of Shares	% of holdings	No of Shares	% of holdings
1	Sree Rayalaseema Hi-Strength Hypo Limited	9999	100	250399	100	96160	100
2	T G Bharath (Nominee of SRHHL)	1	0	1	0	---	---
	Total	10000	100	250400	100	96160	100

For Sree Rayalaseema Hi-Strength.



(V. Surekha)  
Company Secretary

**ANNEXURE I**

The financial details and capital evolution of the demerged company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **SREE RAYALASEEMA HI-STRENGTH HYPO LTD**

(Rs. in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2014-15	2013-14	2012-13
Equity Paid up Capital	14.71	14.71	14.22
Reserves and surplus	156.99	134.58	124.94
Carry forward losses	NIL	NIL	NIL
Net Worth	171.71	149.29	139.84
Miscellaneous Expenditure	0.19	0.14	0.10
Secured Loans	86.26	102.53	114.45
Unsecured Loans	1.14	1.61	2.19
Fixed Assets	199.43	199.95	207.06
Income from Operations	392.37	296.70	299.66
Total Income	394.37	305.91	302.63
Total Expenditure	375.20	294.25	282.53
Profit before Tax	25.75	11.65	12.81

For Sree Rayalaseema Hi-Strength  
Hypo Ltd

V. Surekha  
Company Secretary

Profit after Tax	19.37	7.43	9.29
Cash profit	41.92	22.34	22.48
EPS	13.16	5.05	6.53
Book value	116.68	101.44	98.31

**Note: The financials should not be more than 6 months old. In such cases additional column may be added to provide the latest financials.**

For Sree Rayalaseema Hi-Strength  
Hypocrite

*V. Surekha*  
(V. Surekha)  
Company Secretary





## S.T. Mohite & Co.,

Chartered Accountants

G5, B-Block, Paragon Venkatadri Apartments,

3-4-812, Street No.1, Barkatpura,

Hyderabad - 500 027, A.P. INDIA.

Mob : 9848994508, 9848359721

Email : stmohite@yahoo.com

### Certificate

(in accordance with Clause 24(i) of the Listing Agreement)

To,  
The Board of Directors  
Sree Rayalaseema Hi-Strength Hypo Limited  
Regd Off: Gondiparla, Kurnool - 518004

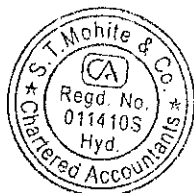
We, M/s S.T.Mohite & Co., Chartered Accountants, Hyderabad, the statutory auditors of Sree Rayalaseema Hi-Strength Hypo Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 13 of the Draft Scheme of Arrangement between Sree Rayalaseema Hi-Strength Hypo Limited (Demerged Company) and SRHHL Power Generation Private Limited (1st Resulting Company), SRHHL Infrastructure Private Limited (2<sup>nd</sup> Resulting Company), TGV Infrastructure and Industrial Parks Private Limited (3<sup>rd</sup> Resulting Company) and Sri Vibhu Infrastructure Development Private Limited (4<sup>th</sup> Resulting Company) in terms of the provisions of section(s) 391 to 394 of the Companies Act, 1956/ Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956/ Companies Act, 2013 and Other Generally Accepted Accounting Principles.

2. The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.


3. Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with Clause 24(i) of the Listing Agreement and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956/ Companies Act, 2013.

4. This Certificate is issued at the request of the Sree Rayalaseema Hi-Strength Hypo Limited pursuant to the requirements of clause 24(i) of the Listing Agreement for onward submission to The BSE Limited and National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without our prior written consent.

Place:Hyderabad  
Date: 18th September,2015



For S.T.Mohite & Co.  
Chartered Accountants (Regd. No. 011410S)

  
M.T.Sreenivasa Rao  
Proprietor (Membership No.15635)



## S.T. Mohite & Co.,

Chartered Accountants

G5, B-Block, Paragon Venkatadri Apartments,

3-4-812, Street No.1, Barkatpura,

Hyderabad - 500 027, A.P. INDIA.

Mob : 9848994508, 9848359721

Email : stmohite@yahoo.com

### Certificate

Sree Rayalaseema Hi-Strength Hypo Limited have requested us to issue a certificate for its networth as on 31<sup>st</sup> March,2015 for onward submission to National Stock Exchange of India Limited in connection with approval for the proposed Scheme of Arrangement (demerger) of demerger of four undertakings.

2. According to the information and explanations given to us and based on our examination, we hereby certify that the networth of Sree Rayalaseema Hi-Strength Hypo Limited as on 31<sup>st</sup> March,2015 is as under:

	Rs. In Lakhs
Equity Share Capital : Fully paid up	1471.67
Reserves and surpluses	15699.37
	-----
	17171.04
	-----

(Rupees Seventeen Thousand One Hundred and Seventy One lakhs and Four Thousands only)

Place : Hyderabad  
Date : 18<sup>th</sup> September,2015

For S.T.Mohite & Co.  
Chartered Accountants (Regd. No. 011410S)

M.T.Sreenivasa Rao  
Proprietor (Membership No.15635)



## S.T. Mohite & Co.,

Chartered Accountants

G5, B-Block, Paragon Venkatadri Apartments,

3-4-812, Street No.1, Barkatpura,

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Mob : 9848994508, 9848359721

Email : stmohite@yahoo.com

### Certificate

Sree Rayalaseema Hi-Strength Hypo Limited have requested us to issue a certificate for the Turnover and Profit percentages of the demerged undertakings and other divisions for the year ended 31<sup>st</sup> March, 2015 for onward submission to National Stock Exchange of India Limited in connection with approval for the proposed Scheme of Arrangement (demerger) of demerger of four undertakings.

2. According to the information and explanations given to us and based on our examination, we hereby certify that Turnover and Profit percentages of the demerged undertakings and other divisions for the year ended 31st March, 2015 are as under:

Rs. In Lakhs					
Sl No.	Demerged Undertakings	Turnover Rs.	%	Profitability Rs.	%
1	Thermal Power Unit	1764.04	4.50	793.68	40.97
2	Wind Energy Generators	661.45	1.69	(24.87)	(1.28)
3	Infrastructure	103.38	0.26	103.38	5.34
4	Industrial Park ( SEZ)	0		0	
5	Remaining Divisions	36708.40	93.55	1064.89	54.97
	<b>Total</b>	<b>39237.27</b>	<b>100.00</b>	<b>1937.08</b>	<b>100.00</b>

Note : Turnovers are after excluding inter-segmental revenues

Place: Hyderabad

Date: 18<sup>th</sup> September, 2015

For S.T.Mohite & Co.  
Chartered Accountants (Regd. No. 011410S)

M.T.Sreenivasa Rao  
Proprietor (Membership No.15635)



TRUE EXTRACT OF MINUTES OF MEETING OF BOARD OF DIRECTORS OF SREE RAYALASEEMA HI-STRENGTH HYPO LTD HELD ON SATURDAY, 19<sup>TH</sup> SEPTEMBER , 2015, AT K J COMPLEX, BHAGYA NAGAR , KURNOOL – 518004 .

“RESOLVED THAT pursuant to the provisions of Section 391 to 394 and other applicable provisions, if any of the Companies Act, 1956 including Companies Act, 2013 and subject to the requisite sanction of Hon’ble High Court of Andhra Pradesh and Telangana and such other approvals as may be applicable , the draft Scheme of Arrangement between Sree Rayalaseema Hi-Strength Hypo Limited ( Demerged Co.,) and SRHHL Power Generation Private Limited ( 1<sup>st</sup> Resulting Company ) , SRHHL Infrastructure Private Limited (2<sup>nd</sup> Resulting Company) , TGV Infrastructure & Industrial Parks Private Limited ( 3<sup>rd</sup> Resulting Company) and Sri Vibhu Infrastructure Development Private Limited ( 4<sup>th</sup> Resulting company ) and their respective shareholders and creditor providing for the demerger of four undertakings of the Company to four wholly owned subsidiary resultant companies , as per the terms and conditions mentioned in the draft Scheme submitted to the Board and initialed by the chairman for the purpose of identification be and is hereby approved.

RESOLVED FURTHER THAT Sri T G Bharath, Chairman & Managing Director, Sri H.Gurunath Reddy, Director and Sri P.Ramachandra Gowd, Director of the Company be and are hereby authorized severally to make such alteration and changes therein as may be expedient or necessary for complying the requirements or conditions imposed by the Hon’ble High Court of Andhra Pradesh and Telangana provided that prior approval of the Board shall be obtained for making any material changes in the said Draft Scheme of Arrangement as approved in this meeting.

RESOLVED FURTHER THAT the report from the Audit Committee dated 19.09.2015, recommending the draft scheme as placed before the Board be and is hereby accepted and approved..

RESOLVED FURTHER THAT an undertaking of the Company certified by S.T.Mohite & Co., Chartered Accountants , Hyderabad, Statutory auditors of the company clearly stating the reasons for non applicability of Para 5.16(a) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with CIR/CFD/DIL/8/2013 dated May 21, 2013 be and is hereby noted and approved.

For Sree Rayalaseema Hi-St

*V. Surekha*

(V. Surekha)  
Company Secretary



**SREE RAYALASEEMA  
HI-STRENGTH HYPO LTD.**  
CIN:L24110AP2005PLC045726

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RESOLVED FURTHER THAT the Board hereby appoints BSE Limited as the Designated Stock Exchange for the purpose of coordinating with Securities and Exchange Board of India ("SEBI") for the proposed Demerger.

RESOLVED FURTHER THAT in the opinion of the Board, the said scheme of Arrangement, being advantageous and beneficial to the Company, its Members, the secured creditors and other stakeholders of the Company and the terms thereof being fair and reasonable, the Scheme of Arrangement be and is hereby approved.

RESOLVED FURTHER THAT Sri T G Bharath, Chairman & Managing Director, Sri H.Gurunath Reddy, Director, Sri P.Ramachandra Gowd, Director and Smt V Surekha, Company Secretary of the Company be and are hereby severally authorized :

- (a) to file applications/ affidavits to the Hon'ble High Court of Andhra Pradesh and Telangana for directions to hold meetings of the shareholders and the creditors of the Company as may be concerned with the said scheme.
- (b) to file application, if any with the Central Government, the Reserve Bank of India, Stock Exchanges or any other authority or body to obtain permissions, consents, sanctions or approvals to any provisions of the scheme or for giving effect thereto.
- (c) to file petitions for confirmation of the Scheme of Arrangement by the Hon'ble High Court in accordance with the provisions of sections 391/394 of the Companies Act, 1956.
- (d) to file affidavits, petitions, pleadings, applications or proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage counsel, advocates, solicitors, Chartered accountants, Company Secretaries and other professionals and to sign and execute Vakalatnamas and wherever necessary to do all acts necessary or incidental to the said proceedings for obtaining confirmation by the Hon'ble High Court of the said scheme.
- (e) to take all the steps necessary or incidental and applications and petitions and implementation of the orders passed thereon and generally for putting through, the scheme of Arrangement and completing the same.
- (f) to do all acts, deeds, matters and things necessary and convenient in relation thereto and give effect for implementation of Scheme of Arrangement."

//CERTIFIED TRUE EXTRACT//  
For Sree Rayalaseema Hi-Strength  
Hypo Ltd.,

*V. Surekha*

(V. Surekha)

Company Secretary

Regd. Office & Factory : Gondiparla Kurnool - 518 004 A.P. India Tel : +91-8518-280064/5/6/7  
Fax : +91-8518-280090, Web : www.srhhl.com Email: hrsrhhl@gmail.com

ISO 9001, 14001 & OHSAS 18001 CERTIFIED COMPANY



**Rational behind the Scheme of Arrangement:**

The Resulting companies are wholly owned subsidiaries of the Demerged Company. The Scheme envisages restructuring of the businesses of the Demerged Company to provide focused attention to design independent strategies with a view to capture the full growth potential of various businesses in which the Undertakings 1 to 4 are engaged into. Since the Resulting companies are wholly owned subsidiaries of the Demerged Company, the Demerged Company will continue to have the Demerged Undertakings under its own control .

for ~~Sree Rayalaseema~~ Hi-Strength

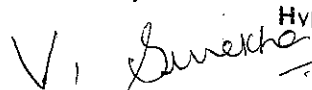


**(V. Surekha)  
Company Secretary**

**Brief details of business of the Companies:**

1. **Sree Rayalaseema Hi-Strength Hypo Limited (CIN No L24110AP2005PLC045726), the Demerged Company** is a multidivisional Company engaged in diverse businesses, including manufacture and sale of Calcium Hypochlorite, Stable Bleaching Powder, generation and sale of wind power and thermal energy, Shrimp Hatchery and other infrastructure assets and owns large tracts of non-agricultural lands for carrying on the business of industrial parks.
2. **SRHHL Power Generation Company Private Limited (CIN No U40106AP2015PTC096481), the 1st Resulting Company** is a wholly owned subsidiary of the Demerged Company, and proposes to carry on the business of developing and running thermal power generating plants and/or distribution of electricity, steam and any other form of energy. The Resulting Company is yet to commence business operations.
3. **SRHHL Infrastructure Private Limited (CIN No U40300AP2015PTC097106), the 2nd Resulting Company** is a wholly owned subsidiary of the Demerged Company, and proposes to carry on the business of generating and distributing wind power and other non-conventional forms of energy. The Resulting Company is yet to commence business operations.
4. **TGV Infrastructure & Industrial Parks Private Limited (CIN No U45209AP2015PTC096457), the 3<sup>rd</sup> Resulting Company** is a wholly owned subsidiary of the Demerged Company, and proposes to carry on the business of developing and operating of Special Economic Zones and other industrial parks. The Resulting Company is yet to commence business operations.
5. **Sri Vibhu Infrastructure Development Private Limited (CIN No U45200AP2015PTC096528), the 4th Resulting Company** is a wholly owned subsidiary of the Demerged Company, and proposes to carry on the business of developing and maintaining infrastructure facilities. The Resulting Company is yet to commence business operations.

For Sree Rayalaseema Hi-Strength Hypo



**(V. Surekha)**  
**Company Secretary**

**UNDERTAKING**

We hereby confirm that the company is in compliance with Clause 49 of the Listing Agreement which deals with Corporate Governance . A Report of the same is enclosed to this undertaking.

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	Yes	The Board consists of one executive director, three independent directors and 2 directors liable to retire by rotation
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	Non-executive directors are paid sitting fees for attending Board and Audit Committee meetings
(C) Other provisions as to Board and Committees	49 (IC)	Yes	The gap between two board meetings is not more than 120 days
D) Code of Conduct	49 (ID)	Yes	Annual declaration is included in the Directors report
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Audit Committee comprises of three independent directors as its members  Four Audit Committee meetings held during the year 2014-15 and the gap between two meetings is
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	

For Sree Rayalaseema Hi-Strength Hypo Ltd

*V. Surekha*  
(V. Surekha)

Company Secretary



			not more than 120 days  The Committee is overseeing all functions specified in the Clause. Relevant disclosures have been made in the Annual Report for 2014-15.
<b>III. Subsidiary Companies</b>	49 (III)	Yes	The company has following wholly owned subsidiary Companies incorporated during financial year 2015-16.  1. SRHHL Power Generation Private Limited  2. SRHHL Infrastructure Private Limited  3. TGV Infrastructure & Industrial Parks Private Limited  4. Sri Vibhu Infrastructure Development Private Limited
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Related party transactions are placed before the Audit Committee
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Accounting policies followed are disclosed in compliance with existing accounting standards, applicable laws and Regulations.
(C) Board Disclosures	49 (IV C)	Yes	Complied as per clause
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	-----
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosed at appropriate places in the Annual Report

For Sree Rayalaseema Hi-Strength

*V. Surekha*

(V. Surekha)  
Company Secretary

(F) Management	49 (IV F)	Yes	Management Discussion and analysis report form part of the Annual Report for 2014-15
(G) Shareholders	49 (IV G)	Yes	Complies with the requirements contained under this head
V.CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	The Annual report for 20104-15 contains a report on Corporate Governance
VII. Compliance	49 (VII)	Yes	The Company is in compliance with the provisions of Clause 49 of listing agreement

For Sree Rayalaseema Hi-Strength  
H

V. Surekha  
(V. Surekha)  
Company Secretary



 **SREE RAYALASEEMA  
HI-STRENGTH HYPO LTD.**  
CIN:L24110AP2005PLC045726

To  
National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (East)  
Mumbai - 400051.

### UNDERTAKING

We hereby confirm that the proposed Scheme of Arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(g) of the Listing agreement or the requirements of Stock Exchange .

Place : Hyderabad  
Date : 23.09.2015

For Sree Rayalaseema Hi-Strength Hypo Ltd



*V. Surekha*

V Surekha  
Company Secretary