



NOTICE

NOTICE is hereby given that the **41st Annual General Meeting of the Members of TGV SRAAC LIMITED** (CIN:L24110AP19851PLC003077) will be held through (Video Conference) VC / OAVM (Other Audio Visual Means) Mode on Friday, the 29th September, 2023 at 01.00 P.M. to transact the following business :

ORDINARY BUSINESS :

- 1) To receive, consider and adopt the Balance Sheet as at March 31, 2023 and the Statement of Profit and Loss for the year ended and other annexures together with the Reports of Directors and the Auditors attached thereto.
- 2) To appoint a Director in place of Sri N. Jesvanth Reddy (DIN : 03074131) who retires by rotation and being eligible offers himself for re-appointment.
- 3) To appoint a Director in place of Sri C. Srinivasa Babu (DIN : 09266926) who retires by rotation and being eligible offers himself for re-appointment.
- 4) To declare final dividend on Equity Shares for the financial year ending March 31, 2023 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** final dividend at the rate of Rs.1/- (Rupee One only) per Equity Share of Rs.10/- (Rupees Ten) each fully paid-up of the company, as recommended by the Board of Directors, be and is hereby declared for the financial year ending March 31, 2023 and the same be paid out of the profits of the company for the financial year ending March 31, 2023”.

SPECIAL BUSINESS :

- 5) **Ratification for Re-appointment and Remuneration to Cost Auditor.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s. Aruna Prasad & Co., (Regn.No.100883) Proprietrix : Aruna Prasad as Cost Auditors of the Company by the Board of Directors of the Company in its meeting held on 29.05.2023 (upon the recommendation of Audit Committee in its meeting held on 29.05.2023) on a remuneration of Rs.1,75,000/- plus GST and reimbursement of out of pocket expenses, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2024, be and is hereby ratified.

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



6) Reappointment of Sri Karunakar Rao Kamisetty, as Executive Director (Fin. & Comml.) for a period of 3 (three) years and fixation of Remuneration.

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

“**RESOLVED THAT** pursuant to Section 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to required statutory approval as may be necessary, the Members of the Company hereby ratify the Board approval and recommendation for Reappointment of Sri Karunakar Rao Kamisetty (DIN:02031367) as Executive Director (Fin. & Comml.) for a period of three years i.e., from 11-05-2024 to 10-05-2027 in its meeting held on 14-08-2023, upon the recommendation of Nomination and Remuneration Committee Meeting held on 03-07-2023 on the following remuneration.

RESOLVED FURTHER THAT the members noted that Sri Karunakar Rao Kamisetty will be more than 74 years of age on the date of reappointment and hence approval is accorded by way of Special Resolution to comply with statutory provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Sri Karunakar Rao Kamisetty will be paid Rs.2,50,000/- per month as salary + allowances and perquisites of Rs.41,400/- per month to be divided into different components as per rules of the company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of Profits in any financial year the aforesaid remuneration shall be treated as minimum remuneration in pursuance to Schedule V of the Companies Act, 2013 and any amendment thereof from time to time.

RESOLVED FURTHER THAT Sri Radhakrishna Murthy Vemula, CGM and Company Secretary is hereby authorized to file Form MGT-14, Form MR-1 and other related forms with MCA/ROC and to digitally sign the same to comply with statutory formalities.”

7) Reappointment of Sri Jesvanth Reddy Nalla, as Executive Director (Technical) for a period of 3 (three) years and fixation of Remuneration.

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

“**RESOLVED THAT** pursuant to Section 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to required statutory approval as may be necessary, the Members of the Company hereby ratify the Board approval and recommendation for Re-Appointment of Sri Jesvanth Reddy Nalla (DIN:03074131) as Executive Director (Technical) for a period of three years i.e., from 11-05-2024 to 10-05-2027 in its meeting held on 14-08-2023 upon the recommendation of Nomination and Remuneration Committee Meeting held on 03-07-2023 on the following remuneration.



RESOLVED FURTHER THAT the members noted that Sri Jesvanth Reddy Nalla will be crossing 70 years of age on 11.06.2024 (i.e., during reappointment tenure) and hence approval by way of Special Resolution is accorded to comply with statutory provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Sri Jesvanth Reddy Nalla will be paid Rs.2,50,000/- per month as salary + allowances and perquisites of Rs.44,700/- per month to be divided into different components as per the rules of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of Profits in any financial year the aforesaid remuneration shall be treated as minimum remuneration in pursuance to Schedule V of the Companies Act, 2013 and any amendment thereof from time to time.

RESOLVED FURTHER THAT Sri Radhakrishna Murthy Vemula, CGM and Company Secretary is hereby authorized to file Form MGT-14, Form MR-1 and other related forms with MCA/ROC and to digitally sign the same to comply with statutory formalities.”

8) Approval for Material Related Party Transactions.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to approve the company proposal and to enter into new/further contracts/arrangements/agreements/transactions with related party i.e. M/s. Sree Rayalaseema Hi-Strength Hypo Limited (SRHHL) to the aggregate value of Rs.455 Cr (tentatively divided into Sales Rs.250 Cr + Purchase Rs.200 Cr + Others Rs.5 Cr which are subject to interchange if required) estimated for the year 2023-24 clearly mentioned in the explanatory statement (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm’s length basis or on agreed values with ‘Related Parties’ within the meaning of the Act and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and related parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

9) Ratification for Creation of Security in favour of Consortium of Banks viz., IDBI Bank Ltd., and The South Indian Bank Ltd.

To consider and if thought fit, to pass with or without modification, the following Resolution which is proposed as an **Special Resolution.**



“**RESOLVED THAT** the consent by way of ratification and (or) approval of the members is hereby accorded to the Company in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 for creation of mortgage by the Board of Directors of the Company on the lands and other immovable assets of the company located in Gondiparla, Kurnool, Ramgiri and Polepalli, Anantapur Dist, Tagginabudhihal village, Bellary Dist., and Chloromethanes Plant of the Company at Gondiparla wheresoever situate, present and future, and the whole of undertaking of the Company together with power to take over the management of the business and concern of the Company in certain events, to or in favour of following Banks for creation of security on specific joint charge basis as under.

| Name of Bank | (Rs. in Crs) |
|-------------------------------|----------------------|
| IDBI Bank Limited | 25.00 |
| The South Indian Bank Limited | 5.66 |

together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, costs, charges, expenses and other moneys payable by the company to the Lenders under their Loan agreements in respect of the said financial assistance.”

By order of the Board
Sd/-

Place: Hyderabad
Date : 14th August, 2023

CS V. RADHAKRISHNA MURTHY
CGM & COMPANY SECRETARY

NOTES :

1. Explanatory statement as required under section 102 of the Companies Act, 2013 is annexed hereto.
2. The Board in its meeting held on 14.08.2023 has approved the company's proposal to conduct 41st Annual General Meeting through (Video Conference) VC / OAVM (Other Audio Visual Means) instead of physical Annual General Meeting in compliance of MCA General Circular No.2/2022 dated 05.05.2022 and General Circular No.10/2022, dated 28.12.2022 read with SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 and after due examination, it has been decided to allow companies whose AGMs were due 30.09.2023, or become due in the year 2023, to conduct their AGMs on or before 30.09.2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021 and General Circular No.2/2022 dated May 05, 2022 read with January 05, 2023.



3. Further, it has been decided that physical copies of Annual Reports will not be sent by post to Members and instead only soft copy of Annual Report (including Notice of AGM) will be sent to Registered email_ids of shareholders in pursuance to MCA Circular No. 17/2020 dated April 13, 2020 & May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, SEBI/HO/CFD/CMD21/CIR/P/2022/162 dated 13.05.2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023. Shareholders can view soft copy of the Annual Report on company's website www.tgvgroup.com and BSE Website and also on RTA Website.

Since the company has opted for convening Annual General Meeting through VC/OAVM, there will not be any provision for physical ballot voting. Members who have participated in Annual General Meeting through VC/OAVM mode can cast their vote through e-voting at the time of Annual General Meeting (provided that he has not cast his vote through remote e-voting).

4. Pursuant to Sec.91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed for 7 (Seven) days i.e. from 23-09-2023 to 29-09-2023 (both days inclusive).
5. Non-resident Indian Shareholders are requested to inform us immediately :
- a) the change in Residential Status on return to India for permanent settlement.
 - b) the particulars of Bank/NRE Account, if not furnished earlier.

Shareholders who have not registered their email_ids are requested to register / update immediately to enable the company to send soft copy of Annual Report of the ensuing Annual General Meeting and for future communication.

ATTENTION

Members may kindly aware that as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD_PoD-1/P/CIR/2023/37 dated March 16, 2023 and earlier circulars of SEBI, all the Members / Shareholders holding shares in Physical form shall submit required documents regarding PAN / KYC (Know your Customer) and Nominee Details on or before 30.09.2023 without fail.

Non-Compliance with these provisions will result in freezing of such members folios by the RTA / Company from 01.10.2023.

The Documents to be submitted under KYC are under :

- 1) Form ISR - 1 -> Request for Registering PAN, KYC Details or Change / Updation thereof.
- 2) Form ISR - 2 -> Confirmation of Signature of Securities Holder by the Banker.
- 3) Form ISR - 3 -> Declaration Form for Opting-Out of Nomination by Holders of Physical Securities in Listed Companies.



- 4) Form ISR - 4 -> Request for Issue of Duplicate Share Certificate and Other Service Requests.
- 5) Form SH-13 -> Nomination Form
- 6) Form SH-14 -> Cancellation or Variation of Nomination

In view of the above, shareholders complaints for Demat / Transmission(s) / Issue of Duplicate Share Certificates etc., will not be entertained from 01.10.2023 until they submit necessary documents for PAN / KYC and Nomination and register the details with RTA/Company.

LAST DATE : 30.09.2023

Members / Shareholders are hereby requested to verify your folios and update if required.

Members / Shareholders can download PAN / KYC and Nomination Forms on the Company's Website : www.tgvgroup.com and RTA Website : www.aarthiconsultants.com

6. Payment of Dividend through electronic means

- To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number and original cancelled cheque leaf bearing the name of the first-named shareholder as account holder, to the Company's Registrar and Share Transfer Agent – Aarhi Consultants Pvt Ltd.
- Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.
- Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.
- Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
- Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be



taxable in the hands of members. The Company shall therefore be required to deduct tax at source (“TDS”) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act:

For Resident Shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

| | |
|---|---|
| Members having valid Permanent Account Number (“PAN”) | 10% or as notified by the Government of India |
| Members not having PAN / valid PAN | 20% or as notified by the Government of India |

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during financial year 2023-24 does not exceed Rs. 5,000/- and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (“DTAA”), read with Multilateral Instrument (“MLI”) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the Member or details as prescribed under rule 37BC of Income-tax Rules, 1962.
- Copy of Tax Residency Certificate for financial year 2023-24 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- Self-declaration in Form 10F.
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member.



In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents can be downloaded from Company's website at <https://www.tgvgroup.com> on general tab and are required to be send at our RTA's e-mail id info@aarthiconsultants.com on or before 5 pm (IST), 20th September, 2023 to enable the Company to determine the appropriate TDS/ withholding tax rate applicable. Incomplete and/ or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post 5:00 pm (IST) 20th September, 2023 shall not be considered. All communications/ queries in this respect should be addressed to our RTA, M/s.Aarathi Consultants Private Limited to its email address at info@aarthiconsultants.com or Company's e-mail address at sralkalies@tgvmail.net. The Company will send through email a soft copy of the TDS Certificate at the shareholders registered email ID post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

- Members holding shares in physical form are advised to furnish, on or before 10th September, 2023 particulars of their bank account, if not done already or if it has changed, to the Company to incorporate the same in the dividend warrants/ payment instruments.
- Section 72 of the Act provides for Nomination by the Members of the Company in the prescribed Form No. SH-13 for shares held in physical form. Blank forms will be supplied by ACPL on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government.

Members who have not encashed dividend declared by the Company during previous years, are advised to write to the Company immediately at sralkalies@tgvmail.net

E-Voting:

The Company is pleased to provide E-Voting facility through Central Depository Services (India) Limited (CDSL) for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 41st Annual General Meeting of the Company dated 29th September, 2023. The Company has appointed Mr M. Nirmal Kumar Reddy, B.Com., F.C.A., I.S.A, I.R.M., Practicing Chartered Accountant as the Scrutinizer for conducting and completing the E-voting counting process in a fair and transparent manner.



The E-voting rights of the Shareholders / beneficial owners shall be reckoned on the equity shares held by them as on 22nd September, 2023. The instructions for Members for voting electronically are as under :

CDSL e-Voting System – For Remote e-voting and Joining Virtual meetings e-voting during AGM / EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and General Circular No.2/2022 dated 05.05.2022 and General Circular No.10/22 dated December 28, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD/CIR/P/CIR/2023/4 dated January 05, 2023. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, May 05, 2022 and December 28, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 read with Circular No.02/2022 dated May 05, 2022, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.



6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.tgvgroup.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, Circular No.02/2022 dated May 05, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD/CIR/P/CIR/2023/4 dated January 05, 2023.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021, Circular No.02/2022 dated May 05, 2022 and General Circular No.10/2022 December 28, 2022.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 25-09-2023 at 9.00 A.M and ends on 28-09-2023 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22-09-2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.



In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration |



| Type of shareholders | Login Method |
|---|---|
| | <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |



| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:



| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant TGV SRAAC Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sralkalies@tgvmil.net (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders during AGM may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

By order of the Board

Sd/-

Place: Hyderabad
Date : 14th August, 2023

CS V. RADHAKRISHNA MURTHY
CGM & COMPANY SECRETARY



EXPLANATORY STATEMENT

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

The following Statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to the items of Special Business mentioned in the accompanying Notice.

ITEM NO. 5

The Board of Directors after taking into account the recommendation of Audit Committee in its meeting held on 29.05.2023 has appointed M/s.Aruna Prasad & Co., (Regn.No.100883) Proprietrix: Mrs.Aruna Prasad as Cost Auditor for the Financial year 2023-24 on a remuneration of Rs.1,75,000/- plus GST and reimbursement of out of pocket expenses to conduct Cost Audit of cost records of the Company in compliance of MCA Notification Ref. No.52/56/CAB-2010, Dated 06-11-2012. As per the provisions of Section 148 of the Act, payment of remuneration and appointment of Cost Auditors requires Members ratification for the action taken by the Board as explained above.

None of the Directors/Key Managerial Personnel (KMP) of the Company / their relatives is, in any way, concerned or interested in passing the Resolution set out in Item No.5 of the Notice.

The Board of Directors pleased to recommend the Resolution set forth in Item No.5 for your approval.

ITEM NO. 6

Shareholders may be aware that earlier approval for Re-appointment of Sri Karunakar Rao Kamisetty (DIN:02031367) as Executive Director (Fin. & Comml.,) by way of Postal ballot will expire on 10-05-2024. In view of the increased operations of the Company and implementation of future plans, and on consideration of Nomination and Remuneration Committee recommendation, dated 03-07-2023, the Board has re-appointed Sri Karunakar Rao Kamisetty as Executive Director (Fin. & Comml.,) in its meeting held on 14-08-2023 subject to Shareholders' approval in the ensuing Annual General Meeting (AGM) pursuant to Sec.110 of the Companies Act, 2013 on remuneration as explained in the Resolution. It may kindly be noted that Sri Karunakar Rao Kamisetty is 74 years old at the time of proposed reappointment and hence members approval by way of Special Resolution is required to comply with the provisions of Schedule-V of Part I (c) read with Sec.196 of Companies Act, 2013.

Annexure

I. General Information

- (1) Nature of Industry :** Manufacturer's of Chlor Alkalie Chemicals, Chloromethanes, Castor oil derivatives, Fatty Acids and Power Generation.
- (2) In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus :** - Not Applicable -.

**(3) Financial Performance : (Audited)**

(Rs.in Crores)

| Particulars | Year Ended 31.03.2023 | Year Ended 31.03.2022 | Year Ended 31.03.2021 |
|--|--------------------------|--------------------------|--------------------------|
| Revenue from operations | 2325.73 | 1525.32 | 1008.72 |
| Profit Before Interest, Depreciation and Tax | 442.14 | 209.35 | 48.86 |
| Net Profit as per Profit and Loss Account | 362.06 | 134.17 | 28.95 |
| Equity Capital | 107.09 | 107.09 | 107.09 |

(4) Foreign Investment or Collaboration, if any : - Not applicable -**II. Information about the appointee :****(1) Background details :**

Sri Karunakar Rao Kamisetty is about 73 Years old is a Chartered Accountant having more than 49 Years of Experience in the fields of Finance, Commercial and Administration. Associated with the company for the past 40 years i.e., since incorporation. He is not holding any Directorship in other listed entity.

(2) Past Remuneration :

It is proposed that there will not be any change in the remuneration for the proposed reappointment tenure. In other wards same remuneration will be continued during reappointment tenure.

(3) Job Profile and his suitability :

General administration of the company, Finance & Commercial Departments of the Company and he is declared as Chief Executive Officer (CEO) of the Company by the Board to comply with statutory requirement.

(4) Remuneration Proposed :

Proposed Remuneration has been recommended by Nomination and Remuneration Committee and Board of Directors which is appropriate and reasonable, keeping in view of Responsibility, authority and Accountability of the incumbent.

(5) Comparative Remuneration with respect to Industry, size of the Company, profile of the position and person :

Considering the size of the Company and the job profile of the position and the credentials and performance of the appointee, the remuneration proposed is moderate and reasonable and compares well with that of similar companies.

(6) Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any.

Sri Karunakar Rao Kamisetty is Executive Director of the company. He is not related to any Directors or KMP or their relatives. He is holding 2150 Equity Shares of the Company.



III. Other Information :

(1) Steps taken or proposed to be taken for improvement of the Company :

Expansion Programme of Chloromethanes Project second expansion is under progress. Company proposal for Solar Power generation is under implementation. Once these programmes are completed, the profitability of the company is envisaged for further improvement in view of these projects contribution.

(2) Expected Increase in productivity and profits in measurable terms :

It is depending upon the nature of the Industry. Hence it cannot be predicted accurately

IV. Disclosures :

The Company being a Listed Company, the provisions of Corporate Governance are applicable and hence required details are furnished here to comply with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with Schedule V of Companies Act, 2013.

Your Directors commend the Special Resolution for your approval. None of the Directors and KMP or their relatives except Sri Karunakar Rao Kamisetty is deemed to be interested in this Special Resolution.

ITEM NO. 7

Shareholders may be aware that earlier approval for Re-appointment of Sri Jesvanth Reddy Nalla (DIN:03074131) as Executive Director (Technical) through Postal Ballot by members will expire on 10-05-2024. In view of the increased operations of the Company and implementation of future plans and on consideration of Nomination and Remuneration Committee recommendation dated 03-07-2023, the Board has re-appointed Sri Jesvanth Reddy Nalla as Executive Director (Technical) in its meeting held on 14-08-2023 subject to Shareholders' approval in the ensuing Annual General Meeting (AGM) pursuant to Sec.110 of the Companies Act, 2013) on remuneration as explained in the Resolution.

Annexure

I. General Information

- (1) Same as details furnished under the Item No. I (1) of Item No.6
- (2) **In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus :**
 - Not Applicable –
- (3) **Financial Performance :**
 - Same as details furnished under the Item No. I (3) of Item No.6
- (4) **Foreign Investment or Collaboration, if any :**
 - Not Applicable –



II. Information about the appointee :

(1) Background details :

Sri Jesvant Reddy Nalla is about 69 Years old and possessing B.E (Mechanical) degree having more 44 Years of experience in Chemicals and Paper Industry and he is associated with the company for more than 34 Years. He has been declared as “MANAGER” of the Factory to comply with Statutory Provisions. He is not holding any Directorship in other listed entity.

(2) Past Remuneration :

It is proposed that there will not be any change in the remuneration for the proposed reappointment tenure. In other wards same remuneration will be continued during reappointment tenure.

(3) Job Profile and his suitability :

To take care of all Technical Matters including Mechanical and to ensure over all plant Maintenance and Management of Technical Personnel, project management execution of future strategic plans and ensuring preventive measures for future risks.

(4) Remuneration Proposed :

Proposed Remuneration has been recommended by Nomination and Remuneration Committee and Board Directors which is appropriate and reasonable, keeping in view of Responsibility, authority and Accountability.

(5) Comparative Remuneration with respect to Industry, size of the Company, profile of the position and person :

Considering the size of the Company and the job profile of the position and the credentials and performance of the appointee, the remuneration proposed is moderate and reasonable and compares well with that of similar companies.

(6) Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any.

Sri Jesvant Reddy Nalla is not having any pecuniary relationship with the company except that he is in employment of the company and he is not related to any Directors or KMP or their relatives. He is not holding any shares in the company.

III. Other Information :

(1) Steps taken or proposed to be taken for improvement of the Company :

Same as mentioned in the Item No. 1 (III) (1) of Item No. 6.

(2) Expected Increase in productivity and profits in measurable terms :

Same as mentioned in the Item No. 1 (III) (2) of Item No. 6.

**IV. Disclosures :**

The Company being a Listed Company, the provisions of Corporate Governance are applicable and hence required details are furnished here to comply with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with Schedule V of Companies Act, 2013.

Your Directors commend the Special Resolution for your approval. None of the Directors, KMP and their relatives except Sri Jesvanth Reddy Nalla is deemed to be interested in this Special Resolution.

ITEM NO. 8

Members may kindly aware that pursuant to Sec.188 of the Companies Act, 2013, Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 read with Regulation 23 of SEBI (LODR) Regulations, 2015 requires shareholders prior approval for all Material Related Party Transactions. Further, it may kindly be noted that when aggregate value of Related Party transactions with single party exceeds the following threshold limit, then it is called material related party transaction for a particular year.

Based on estimates it is expected that aggregate value of Related Party transactions to be entered with SRHHL for 2023-24 will likely be more than material Related Party transactions value (threshold limit) explained hereunder. To comply with the above statutory provisions members prior approval is sought for the following estimated values of Related Party transactions with SRHHL (Related Party/Group Company) for the year 2023-24.

Threshold Limit :

Pursuant to the above provisions, the threshold limit for 2023-24 is lower of the following:

1. 10% of previous year audited turnover (2022-23) which is Rs.233 Cr
2. Rs.1000 Crores

Threshold value of material Related Party transactions is Rs.233 Crores being lowest of the above (1) and (2) above. It is more likely that aggregate value of Related Party transactions with SRHHL (a group Company/ Related party) will be more than Rs. 233 Cr for 2023-24 as mentioned in the following table (i.e. Rs.455 Cr).

(₹ in Crores)

| Name of the Related Party | Actuals for 2022-23 | | | | Estimates for 2023-24 | | | |
|---|---------------------|-----------|--------|---------|-----------------------|-----------|--------|--------|
| | Sales | Purchases | Others | Total | Sales | Purchases | Others | Total |
| Sree Rayalaseema Hi-Strength Hypo Limited (SRHHL) | 156.76 | 123.96 | 2.58 | 283.30* | 250.00 | 200.00 | 5.00 | 455.00 |

(*) Members prior approval is for Rs. 302 Cr in 40th AGM)

In compliance of the above statutory provisions, prior approval for estimated Material Related Party Transactions is sought to the aggregate value of Rs.455 Cr as clearly explained in the table for which the resolution has been placed in Notice of AGM vide Item No.8. It may kindly be noted that the actuals



for 2023-24 with respect to sales, purchases and others may vary (i.e. subject to interchange) but overall omnibus value i.e. within will be Rs.455 Cr for which members prior approval sought.

It may kindly be noted that all Related Party Transactions are having Omnibus approval of the Audit Committee and Board. Related Party Transactions are entered during the ordinary course of business and are at arm's length. These transactions are subject to transfer price audit to comply with statutory provisions. 98.6% of Related Party Transactions are between two Listed Companies and these transactions are mutually beneficial.

None of the Directors /Key Managerial Personnel (KMP) of the Company / their relatives except the promoters are, in any way, concerned or interested in passing the Resolution set out in Item No. 8 of the Notice.

Your Directors recommend the above resolution for your approval.

ITEM NO. 9

The Company has availed additional working capital facilities of Rs.25 Cr from IDBI Bank Limited vide their sanction letter Ref.No.IDBI/MCG/129/TGVSRAAC/445/2021-22 dtd.05.01.2022 and from The South Indian Bank Limited additional working capital facilities of Rs.5.66 Cr vide their sanction letter Ref.No.SIB/HYD/GEN/627/2021-22 dtd.06.01.2022. In compliance of terms and conditions mentioned in the respective sanction letters of Banks mentioned above the company has to provide security of mortgage by deposit of title deeds by way of extension on second pari passu basis on its all lands and other immovable assets located in Gondiparla, Ramagiri and Polepalli, Bellary Power Plant at Tagginabudhihal Village and Chloromethanes plant at Gondiparla, Kurnool. Accordingly, the company has created joint mortgage in favour of IDBI Bank Limited vide Charge ID No. 100735186 dt.23.07.2023 (on its behalf and on behalf of Banks Consortium being Security Trustee) and in favour of Indian Bank (lead Bank) vide Charge ID No.100314602 dt.21.06.2023 on its behalf and on behalf of Banks consortium which also includes the above financial assistance/additional working capital facilities along with renewal of existing working capital limits availed by the company from M/s. IDBI Bank Rs.25 Cr and from M/s. The South Indian Bank Ltd., Rs.5.66 Cr and also Banks Consortium members for renewal of working capital limits.

Members are hereby requested to ratify the action taken by the company for registration of charges with ROC/MCA to comply with terms and conditions of Banks sanction letters referred above.

Your Directors recommended the Special Resolution as set out in the Notice for your approval.

None of the Directors/Key Managerial Personnel (KMP)/their relatives is deemed to be interest in the Special Resolution.



**Details of Directors seeking appointment
(Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015**

| | | |
|--|---|--|
| Name of the Director | Sri K. Karunakar Rao | Sri N. Jesvanth Reddy |
| Director Identification Number (DIN) | 02031367 | 03074131 |
| Nationality | Indian | Indian |
| Date of Birth / Age | 14-06-1950 / 73 years | 11-06-1954 / 69 years |
| Qualifications | B.Com., ACA | B.E (Mechanical) |
| Experience in Specific areas | Morethan 49 years experience in the field of finance and accounts in Chemical industries. | Morethan 44 years experience in paper and chemical industries. |
| Date of Appointment on the Board of the Company | May 11, 2010 | May 11, 2010 |
| Shareholding in the Company | 2150 Equity Shares | Nil |
| List of Directorship in other Listed Companies | Nil | Nil |
| Membership (M)/Chairmanship (C) in Committees in other Listed Companies as on date | Nil | Nil |
| Board Meetings attended | 5 | 5 |
| Committee positions in the Company | 3 | 3 |
| Relationship between Director inter-se | There is no inter-se relationship among the Directors. | There is no inter-se relationship among the Directors. |
| Details of resignations, if any, from the Board of other listed companies, in the last 3 years | Nil | Nil |

By order of the Board
Sd/-

Place : Hyderabad
Date : 14th August, 2023

CS V. RADHAKRISHNA MURTHY
CGM & COMPANY SECRETARY