



## NOTICE

**NOTICE** is hereby given that the **43rd Annual General Meeting of the Members of TGV SRAAC LIMITED (CIN:L24110AP1981PLC003077)** will be held through VC (Video Conference) / OAVM (Other Audio Visual Means) Mode **on Saturday, the September 27, 2025 at 11.30 A.M to transact the following business :**

### **ORDINARY BUSINESS :**

- 1) To receive, consider and adopt the Balance Sheet as at March 31, 2025 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 Srinivasa Babu Chappidi (DIN:09266926) who retires by rotation and being eligible offers himself for re-appointment.
- 3) To appoint a Director in place of Sri Karunakar Rao Kamisetty (DIN:02031367) 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, 2025 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, 2025 and the same be paid out of the profits of the company for the financial year ending March 31, 2025.”

### **SPECIAL BUSINESS :**

- 5) **Ratification for Appointment of Sri Ramaiah Elluru (DIN:11054179) as Director (Mechanical) for a period of 3 (three) years and restructure of total remuneration payable.**

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

**“RESOLVED THAT** pursuant to provisions of 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 approve and ratify the Board recommendation for Appointment of Sri Ramaiah Elluru (DIN:11054179) with re-designation as Director (Mechanical) [earlier designate as Executive Director (Mechanical)] for a period of three years i.e., from 30-06-2025 to 29-06-2028 in its meeting held on 27.05.2025 and 08.08.2025 upon the recommendation of Nomination and Remuneration Committee Meeting held on 19.05.2025 and 07.07.2025 on the following remuneration.

**RESOLVED FURTHER THAT** Sri Ramaiah Elluru will be paid total remuneration of Rs.1,84,741/- per month i.e., Rs.1,63,391/- per month as Salary + Rs.21,350/- per month as allowances and perquisites (valued, reviewed and revised as per the Rules of the Company) for the period from 30-06-2025 to 30-09-2025.

**RESOLVED FURTHER THAT** the restructured remuneration payable from 01.10.2025 to 29.06.2028 will be total remuneration of Rs.2,00,000/- per month divided into Rs.1,63,391/- per month as Salary + Rs.36,609/- per month as allowances and perquisites (valued, reviewed and revised as per the rules of the company).



**RESOLVED FURTHER THAT** the members noted that the position of Sri Ramaiah Elluruas Director is subject to retire by rotation pursuant to Articles of Association of the company.

**RESOLVED FURTHER THAT** the members noted that the company has received a proposal from a member proposing the candidature of Sri Ramaiah Elluru as Director of the company to comply with statutory provisions.

**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 DIR-12, Form MR-1 and other related forms with MCA/ROC and to digitally sign the same to comply with statutory formalities.”

**6) Prior approval of Members for Appointment of Sri Raghavendra Reddy Patil (DIN:11054163) as Director (Quality Assurance) for a period of 3 (three) years and fixation of total 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 provisions of 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 approve the Board recommendation for appointment of Sri Raghavendra Reddy Patil (DIN:11054163) as Director (Quality Assurance) for a period of three years i.e., from 01.10.2025 to 30.09.2028 in its meeting held on 08.08.2025, upon the recommendation of Nomination and Remuneration Committee Meeting held on 07.07.2025 on the following total remuneration.

**RESOLVED FURTHER THAT** the members noted that Sri Raghavendra Reddy Patil is above 72 years of age on the date of appointment and hence prior approval is accorded by way of Special Resolution to comply with statutory provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Sri Raghavendra Reddy Patil will be paid total remuneration of Rs.2,00,000/- per month (i.e., Rs.1,63,391/- per month as salary + allowances and perquisites of Rs.36,609/- per month (valued, reviewed and revised as per the Rules of the Company).

**RESOLVED FURTHER THAT** the members noted that the position of Sri Raghavendra Reddy Patil as Director is subject to retire by rotation. pursuant to Articles of Association of the company.

**RESOLVED FURTHER THAT** the members noted that the company has received a proposal from a member proposing the candidature of Sri Raghavendra Reddy Patil as Director of the company to comply with statutory provisions.

**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) Appointment of Dr Asha Reddy Mora (DIN:07328122) as a Director and as an Independent Director of the Company.

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

**“RESOLVED THAT** Dr. Asha Reddy Mora (DIN:07328122), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 08.08.2025 by the Board of Directors in its meeting held on 08.08.2025 based on recommendation of the Nomination and Remuneration Committee (07.07.2025), and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles of the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, under the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies(Appointment and qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Dr Asha Reddy Mora, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI (LORD) Regulations, 2015 and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years, i.e., from 08.08.2025 to 07.08.2030 be and is hereby approved.”

## 8) Appointment of Sri. Mahadev Tirunagari, Practicing Company Secretary as Secretarial Auditor and fix his remuneration.

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 Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), Mr. Mahadev Tirunagari, Practicing Company Secretary (CP No. 7350) be and is hereby appointed as Secretarial Auditor of the Company for a period of 5 (Five) consecutive years, from April 1, 2025 to March 31, 2030 ('the Term'), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor in addition to applicable taxes, reimbursement of all out-of-pocket expenses as may be incurred in connection with the secretarial audit of the Company.



**RESOLVED FURTHER THAT** approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws.

**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

#### **9) Ratification for Re-appointment and Remuneration payable 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 27.05.2025 (upon the recommendation of Audit Committee in its meeting held on 27.05.2025) on a remuneration of Rs.2,00,000/- 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, 2026, 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.”

#### **10) 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.425 Cr (tentatively divided into Sales Rs.200Cr + Purchase Rs.200Cr + Others Rs.25 Cr which are subject to interchange if required) estimated for the year 2025-26 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 basis 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 or any of its authorised official be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, as an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

**11) Ratification/approval for Creation of Security in favour of Consortium of Banks viz., The Federal Bank Ltd., Indian Bank, Punjab National Bank and IDBI Bank Limited.**

To consider and if thought fit, to pass with or without modification, the following Resolution which is proposed as a **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/to be created of mortgage and/charge by the Board of Directors of the Company of “Specific charge on capital goods (brought by availing the said financial assistance) of the Company 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 charge basis as under.

**Capex LC Facility :**

Name of Bank	(Rs. in Crs)	Status
The Federal Bank Limited	25.00	(availed)
The Federal Bank Limited	75.00	(to be availed)
Indian Bank	45.00	(to be availed)
IDBI Bank Limited	50.00	(to be availed)

On Working Capital Limits : “1st pari passu charge basis on current assets and 2nd pari passu charge basis on the fixed assets of the company (excluding specific charges created) in favour of the following Banks.”

**Working Capital Facilities**

Name of Bank	(Rs. in Crs)	Status
LC Limits - Indian Bank	50.00	(availed)
Funded Limits - Indian Bank	6.45	(availed)
Funded Limits - Punjab National Bank	4.30	(availed)

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 of Directors

Sd/-

Place : Hyderabad

Date : 8th August, 2025

**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 08.08.2025 has approved the company's proposal to conduct 43rd 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, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023 and **SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03.10.2024** and after due examination, it has been decided to allow companies whose AGMs were due 30.09.2025, or become due in the year 2025, to conduct their AGMs on or before 30.09.2025, 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, General Circular No. 09/2023 dated September 25, 2023 and **General Circular No.09/2024 dated September 19, 2024.**
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 and **SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03.10.2024** Shareholders can view soft copy of the Annual Report on company's website [www.tgvgroup.com](http://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 Section 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 on the record date i.e., 19.09.2025.

**5. SAKSHAM NIVESHAK – MANNER OF REGISTERING KYC INCLUDING BANK DETAILS FOR RECEIVING DIVIDEND**

Pursuant to the MCA Circular dated July 16, 2025, TGV SRAAC Ltd., has initiated a 100 days campaign for updation of KYC and other related details of members including bank details to prevent transfer of unpaid/unclaimed dividends to IEPF. Details of unpaid/unclaimed dividend lying with the company are available on <http://www.tgvgroup.com>. For claiming the unpaid/unclaimed dividends, the members are requested to update their KYC as given below.



**The members holding shares in Physical form** – with the Company's registrars at Aarthi Consultants Private Limited, Unit : TGV SRAAC Limited, 1-2-285, Domalguda, Hyderabad – 500 029, Telangana. The forms for updating the same are available at <https://www.aarthiconsultants.com>

**For shares held in dematerialized form** – with the Depository Participant (DP) where the demat account is maintained as per the process advised by DP.

Upon updation of KYC & bank details, members are requested to intimate the same to the RTA, so that the unpaid/unclaimed dividend can be credited to their bank account.

## 6. SPECIAL WINDOW FOR RE-LODGE MENT OF TRANSFER REQUESTS OF PHYSICAL SHARES

Pursuant to SEBI Circular dated July 02, 2025, members who had lodged their transfer deeds of physical shares prior to April 01, 2019 which were rejected/returned/not attended due to deficiency in the documents/process or otherwise are granted one more opportunity for re-lodgment of transfer requests till January 06, 2026. The transfer deed along with other documents may be sent at the following address:

Aarti Consultants Private, Unit : TGV SRAAC Limited, 1-2-285, Domalguda, Hyderabad – 500 029, Telangana

7. **With effect from April 01, 2024, dividend to shareholders (holding shares in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e., the PAN, contact details including mobile no., Bank Account details and specimen signature are registered with the RTA/Company [ SEBI Master Circular No. SEBI/HO/MIRSD/POD=1/P/CIR/2024/37 dated May 07, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024].**
8. Non-resident and Resident Indian Shareholders are requested to inform us immediately :
  - a) the change in Residential Status on return to India for permanent settlement.
  - b) Important Request :the particulars of Bank/NRE Account, if not furnished earlier to enable the company for crediting dividend amount to their respective accounts.

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.

## 9. Mandatory updation of PAN, KYC, Bank details, Specimen signature and Nomination details prior to processing the payment of Dividend:

Pursuant to SEBI Master Circular no. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents and SEBI Circular no. SEBI/ HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 and SEBI Circular No. SEBI/HO/MIRSD/PoD-1/P/CIR/2024/81 dated June 10, 2024, as amended, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode “shall be paid only through electronic mode”. Such payment to the eligible shareholders holding physical shares shall be made



only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. Relevant FAQs have been published by SEBI in this regard. The FAQs and the abovementioned SEBI Master Circular and SEBI Circular are available on SEBI's website and the website of the Company at [www.tgvgroup.com](http://www.tgvgroup.com)

The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at <https://www.tgvgroup.com/investors.html>. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA at [www.aarthiconsultants.com](http://www.aarthiconsultants.com). Towards this, the Company has sent vide its letter dtd.04.03.2024 to the Members holding shares in physical form, in relation to applicable SEBI Circular(s). Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to their Aadhar Card.

**Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:**

Shares held in physical form: Members are requested to send the following details/documents to the Company's RTA, viz. M/s. Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad – 500 029 (Telangana).

» Form No. ISR-1 duly filled and signed by the holders, stating their name, folio number, complete address with pin code, and the following details relating to the bank account in which the dividend is to be received:

(I Name of Bank and Bank Branch;

(ii) Bank Account Number;

(iii) 11-digit IFSC Code; and

(iv) 9-digit MICR Code.

The said form is available on the website of the Company at <https://www.tgvgroup.com/investors.html> and on the website of the RTA at [www.aarthiconsultants.com](http://www.aarthiconsultants.com)

» Cancelled cheque in original, bearing the name of the Member or first holder (in case shares are held jointly). In case, name of the shareholder is not available on the cheque, kindly submit the following documents:

(i) Cancelled cheque in original and;

(ii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.



- » Self-attested copy of the PAN Card; and
- » Self-attested copy of any document (such as Aadhar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company. The PAN Card shall be linked to the Aadhar Card. Members are requested to refer to detailed process by accessing the link on [www.aarthiconsultants.com](http://www.aarthiconsultants.com) and proceed accordingly.

#### **10. Nomination facility:**

As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be.

The said forms can be downloaded from the Company's website at <https://www.tgvgroup.com/investors.html> as well as from the RTA's website at [www.aarthiconsultants.com](http://www.aarthiconsultants.com). Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in) in case the shares are held in physical form, quoting their folio no(s).

11. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, any fresh transfer requests for securities shall be processed in demat /electronic form only. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat / electronic form to get inherent benefits of dematerialisation.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/ P/CIR/ 2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant.
13. During FY2023-24, SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.tgvgroup.com>

#### **14. 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 – Aarthi Consultants Pvt Ltd.

- 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 2024-25 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](mailto:info@aarthiconsultants.com) or before 5 pm (IST), 19th September, 2025 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 after 5:00 pm (IST) 19th September, 2025 shall not be considered. All communications/ queries in this respect should be addressed to our RTA, M/s.Aarthi Consultants Private Limited to its email address at [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com) or Company's e-mail address at [srkalies@tgvmail.net](mailto:srkalies@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 9th September, 2025 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](mailto: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 43rd Annual General Meeting of the Company dated 08th August, 2025. 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 19th September, 2025. 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, General Circular No.10/22 dated December 28, 2022, General Circular No.09/2023 dated September 25, 2023 and General Circular No.09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/PoD /CIR/P/CIR/2023/4 dated January 05, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/ 2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024. 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, December 28, 2022, September 25, 2023 and September 19, 2024 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



at least 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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, MCA Circular No.09/2023 dated September 25, 2023 and MCA Circular No.09/2024 dated September 19, 2024 SEBI Circular No. SEBI/HO/CFD/PoD/CIR/P/CIR/2023/4 dated January 05, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024.

#### **THE INSTRUCTIONS 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 22-09-2025 at 9.00 A.M and ends on 26-09-2025 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 19-09-2025 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/CFD-PoD/2/P/CIR/2024/133 dated 03.10.2024, 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>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 e-voting 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 &amp; 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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li></ol>



Type of shareholders	Login Method
	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.
<b>Depository</b>	<p>1) 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or clic at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/ SecureWeb/Ideas Direct Reg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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</p>



	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.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 – 4886 7000 and 022 – 2499 7000

**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](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.



- 3) Now enter your User ID
- 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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• 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.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"><li>• 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.</li></ul>

- (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 share holders 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](http://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](mailto: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@tgvmail.net](mailto:sralkalies@tgvmail.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 (selfattested 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 of Directors  
Sd/-

**CS V. RADHAKRISHNA MURTHY**  
**CGM & COMPANY SECRETARY**

Place : Hyderabad  
Date : 8<sup>th</sup> August, 2025



## 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 under item no. 5 to 11 of the accompanying Notice dtd. 08.08.2025.

#### Item No. 5

Members may please be noted that in view of the increased operations of the Company and implementation of future plans and on consideration of Nomination and Remuneration Committee recommendation dated 19.05.2025 and 07.07.2025, the Board in its meetings held on 27.05.2025 and 08.08.2025 recommended for appointment of Sri Ramaiah Elluru as Director (Mechanical) subject to Shareholders' approval in the 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) Nature of Industry :** Manufacturer's of ChlorAlkalie Chemicals, Chloromethanes, Castor Oil derivatives, Fatty Acids and Power Generation. Company CIN No. L24110AP1981PLC003077, BSE Scrip Code : 507753 listing with BSE Ltd.

**(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 31.03.2025	Year Ended 31.03.2024	Year Ended 31.03.2023
Revenue from operations	1749.04	1545.96	2325.73
Profit Before exceptional item and Tax	125.55	43.76	442.14
Net Profit as per Profit and Loss Account from continuing operations	92.36	60.99	362.06
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 Elluru Ramaiah is 58 Years old and he possesses AMIE technical qualification in engineering having more than 38 Years of experience in our Company. Starting his career as Trainee Engineer and at present in the cadre of Sr. Vice President (Mechanical). He is not holding any Directorship in other listed entity.

**(2) Past Remuneration :**

As a recognition for his long term association with the company and for his committed involvement in execution of company growth plans, he has been proposed for appointment as Director (Mechanical) for 3 (Three) years subject to members approval and the details of remuneration are furnished in the prior to this, he is associated with the company in the cadre of Sr. Vice President (Mechanical).

**(3) Job Profile and his suitability :**

To take care of technical matters of the Plant, Maintenance, Safety, Execution of future plans of the company and Administration of Technical Staff, overall responsibility of future plans design and participation in strategic plans execution.

**(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, Rights and Accountability. Further, perquisites will be valued as per rules of the company.

**(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 Elluru Ramaiah is Technical Professional and he is not having any relationship with the 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 :**

Caustic Soda Expansion project 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 :**

Depending upon the nature of the Industry, it has not been 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 and ratification. None of the Directors or KMP or their relatives except Sri Elluru Ramaiah is deemed to be interested in this Special Resolution.

#### Item No. 6:

#### Justification for appointment as Director (Quality Assurance) at the age of 72 years.

It may please be noted that Sri Raghavendra Reddy Patil is one of the senior most officer of the Company since its starting commercial operations and at present he is discharging duties in the cadre of Vice President (Quality Assurance). The main justification for his appointment as Director (Quality Assurance) at the age of 72 is his commitment, loyalty, expertise, exposure and honesty and hence after considering these factors into account, Nomination and Remuneration Committee (07.07.2025) has recommended the company proposal for members approval to comply with statutory provisions of the Companies Act, 2013 to appoint him as Director (Quality Assurance) which is very much essential for company growth, and for meticulous execution of company strategic and sustainable growth plans. In view of the above explained reasons, it is fully justified that the proposed appointment as Director (Quality Assurance), as he is healthy and fully fit to discharge his duties, since he is at present discharging duties in the cadre of Vice President (Quality Assurance) of the company.

#### Annexure

##### I. General Information

**(1) Nature of Industry :** Manufacturer's of Chlor'Alkalie Chemicals, Chloromethanes, Castor Oil derivatives, Fatty Acids and Power Generation. Company CIN No. L24110AP1981PLC003077, BSE Scrip Code : 507753 listing with BSE Ltd.

**(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 31.03.2025	Year Ended 31.03.2024	Year Ended 31.03.2023
Revenue from operations	1749.04	1545.96	2325.73
Profit Before exceptional item and Tax	125.55	43.76	442.14
Net Profit as per Profit and Loss Account from continuing operations	92.36	60.99	362.06
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 Raghavendra Reddy Patil possessing Master of Science (M.Sc) qualification was born on 04/07/1953 and is now 72 years age having experience of more than 45 years in various reputed companies like Sree Rayalaseema Paper Mills Ltd., TGV SRAAC Limited etc. He is having expertise and experience in the field of quality assurance, maintenance, products development and compliance with the provisions for obtaining licenses and approval from concerned authorities.

### **(2) Past Remuneration :**

As a recognition for his long term association with the company and for his committed involvement in extension of company growth plans, he was proposed to be appointed as Director (Quality Assurance) and the details of remuneration are furnished in the Resolution and hence the details of past remuneration are not applicable.

### **(3) Job Profile and his suitability :**

To take care of quality assurance, maintenance, research and development. He is responsible for obtaining all types of approvals, licenses, and certifications of all the products being manufactured by the Company. He is also coordinating the activities of research and development of value added products, process etc., of all types.

### **(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, Rights and Accountability. Further, perquisites will be valued as per rules of the company.

### **(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 Raghavendra Reddy Patil is Technical Professional and he is not having any relationship with the Directors or KMP or their relatives. He is holding 02 Equity shares in the company.



### **III. Other Information :**

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

Caustic Soda Expansion project 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 :**

Depending upon the nature of the Industry, it has not been 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 or KMP or their relatives except Sri Raghavendra Reddy Patil is deemed to be interested in this Special Resolution.

#### **Item No. 7:**

It may please be noted that Dr Asha Reddy Mora was earlier associated with the company in the capacity of Non-Executive Independent Director for a period of 5 years and 8 months i.e., from 29.01.2016 to 27.09.2021. In view of this, she has acquainted thorough knowledge about the company, its growth plans and culture. Further cooling period of 3 years as mentioned in Section 149(10) read with Sec. 152 has been completed on 27.09.2024 and hence she is eligible to act as Independent Director of the company again.

On consideration of Nomination and Remuneration Committee recommendation (07.07.2025), she was appointed as Additional Director by the Board in its meeting held on 08.08.2025 whose term is upto the conclusion of this AGM pursuant to Section 161 of the Companies Act, 2013.

The Company has received a proposal from a member proposing her candidature for the position of Non-Executive Independent Director. Further she has given declaration that Directors disqualification provisions are not applicable to her. She has submitted her consent to act as Director in Form DIR-2 and DIR-8. Further, it may please be noted that to comply with the provisions of Section 149(6), she has confirmed that she meets the criteria for independence pursuant to Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. Considering the above the Board in its meeting held on 08.08.2025 has recommended the proposal for her appointment as Non-Executive Independent Director for a term of 5 consecutive years as clearly mentioned in the resolution (i.e., from 08.08.2025 to 07.08.2030) vide item No.7 of this notice for your approval.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.



None of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives, except Dr Asha Reddy Mora and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the accompanying Notice.

In view of the above explained reasons, your Directors commend the Special Resolution as mentioned in item No. 7 of Notice of AGM for your approval for her appointment as Non-Executive Independent Director.

**Item No. 8:**

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any (“the Act”), the Audit Committee and the Board of Directors at their respective meetings held on 08.08.2025 have approved subject to approval of Members, appointment of Mr. Mahadev Tirunagari, Practicing Company Secretary (CP No. 7350) as Secretarial Auditor for a term of 5 (Five) consecutive years from April 1, 2025 till March 31, 2030.

Mr. Mahadev Tirunagari is a Fellow Member of Institute of Company Secretaries of India (ICSI) and an Insolvency Professional registered with Insolvency and Bankruptcy Board of India (IBBI). He also holds a Master's Degree in Finance and Master's Degree in Law. He possesses more than 20 years of rich Experience in Secretarial Services, Merchant Banking Activities and Insolvency matters. He is currently Vice Chairman of ICSI-SIRC and was the Chairman for Hyderabad Chapter of ICSI in the year 2016.

Mr. Mahadev Tirunagari is Peer reviewed in terms of the guidelines issued by the ICSI.

Mr. Mahadev Tirunagari has been the Secretarial Auditor of the Company since FY24 and as part of his Secretarial audit demonstrated his expertise and proficiency in handling Secretarial audits of the Company till date.

The proposed remuneration to be paid to Mr. Mahadev Tirunagari for secretarial audit services for the financial year ending March 31, 2026, is Rs. 1,00,000/- (Rupees one lakh only) plus applicable taxes and out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from Mr. Mahadev Tirunagari under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of Mr. Mahadev Tirunagari for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with Mr. Mahadev Tirunagari.



Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members.

Mr. Mahadev Tirunagari have consented to the said appointment and confirmed that his appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. He has further confirmed that he is not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.8.

The Board recommends Ordinary resolution under Item No. of the accompanying Notice for approval of Members.

**Item No. 9:**

The Board of Directors after taking into account the recommendation of Audit Committee in its meeting held on 27.05.2025 has appointed M/s.Aruna Prasad & Co., (Regn.No.100883) Proprietrix: Mrs.Aruna Prasad as Cost Auditor for the Financial year 2025-26 on a remuneration of Rs.2,00,000/- 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.9 of the Notice.

The Board of Directors pleased to recommend the Resolution set forth in Item No.9 for your approval.

**Item No. 10:**

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 2025-26 will likely be more than the threshold limit i.e., 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 2025-26.

**Threshold Limit :**

Pursuant to the above provisions, the threshold limit for 2025-26 is lower of the following:

1. 10% of previous year audited turnover (2024-25) which is Rs.175 Cr
2. 1000 Crores

Threshold value of material Related Party transactions is Rs.175 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.175 Cr (threshold limit) for 2025-26 as mentioned in the following table (i.e., Rs.425 Crs).

(Rs. in Crores)

Name of the Related Party	Actuals for 2024-25				Estimates for 2025-26 (omnibus approval)			
	Sales	Purchase	Others	Total	Sales	Purchase	Others	Total
Sree Rayalaseema Hi-Strength Hypo Limited (SRHHL)	95.33	18.41	2.58	116.32 (*)	200.00	200.00	25.00	425.00

**(\*) Members prior approval is for Rs. 460 Cr in 42<sup>nd</sup> AGM)**

In compliance of the above statutory provisions, prior approval for estimated Material Related Party Transactions is sought to the aggregate value of Rs.425 Cr as clearly explained in the table for which the resolution has been placed in Notice of AGM vide Item No.10. It may kindly be noted that the actuals for 2025-26 with respect to sales, purchases and others may vary (i.e. subject to interchange) but overall omnibus value i.e., within Rs.425 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. Further 77.47% of Related Party Transactions are between two Listed Companies and these transactions are mutually beneficial. It may please be noted that previous month weighted average sales/purchase price is considered for valuing current month sales/purchase as per the company policy and sales/purchase forms major part of material related party transactions aggregate value. Further lease rents are paid and received as per Rent Agreements.

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.10 of the Notice.

Your Directors recommend the above resolution for your approval.

**Item No. 11:**

The Company has availed additional Capex LC facilities of Rs.25 Cr from The Federal Bank Limited (FBL) vide their sanction letter Ref.No.FB/HYD/CIB/FY25/92 dtd.28.02.2025 and letter dtd.07.08.2025, and The Federal Bank Limited (FBL) agreed to sanction Rs.75 Cr Capex LC facility and from Indian Bank (IB) additional Capex LC facilities of Rs.45 Cr vide their sanction letter No. 413 dtd.22.04.2025 and further Rs.50 Cr Capex LC facility sanctioned by IDBI Bank Limited vide their sanction letter Ref.No.IDBI/MCG/129/TGVSRAAC/187/2025-26 dtd.06.08.2025. In compliance of terms and conditions mentioned in the respective sanction letters of Banks mentioned above the company has created/going to create exclusive charge on capital goods purchased/imported or going to purchase/import by availing the above Capex LC Limits.

Further, Indian Bank (IB) vide its sanction letter dtd.22.04.2025 to be availed sanction of Rs.56.45 Crs (Rs.50 Cr LC limits + Rs.6.45 Cr funded limits), and Punjab National Bank (PNB) vide its sanction letter dtd.02.06.2025 has sanctioned Rs.4.30 Cr (funded limits) working capital facilities to the company. In compliance of terms and conditions mentioned in the respective sanction letter of Banks mentioned above the company has created/going to create 1st paripassu charge on current assets and 2nd paripassu charge on fixed assets (excluding specific charges) by availing the above working capital limits.

Shareholders approval is requested for creation/ratification of charge created in favour of FBL and ratification in favour of IB, IDBI Bank Limited with respect to the above Capex LC sanctions and approval for creation of security in favour of IB and PNB for working capital sanctions to the company by these Banks.

Members are hereby requested to ratify the action taken by the company for registration of charges with ROC/MCA or to create charge in favour of Banks 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 or Key Managerial Personnel (KMP) or their relatives except the promoters is deemed to be interest in the Resolution.



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

<b>Name of the Director</b>	<b>Sri E. Ramaiah Director (Mechanical)</b>	<b>Sri P. Raghavendra Reddy Director (Quality Assurance)</b>
Director Identification Number (DIN)	11054179	11054163
Nationality	Indian	Indian
Date of Birth / Age	05-07-1967 / 58 years	04-07-1953 / 72 years
Qualifications	AMIE	M.Sc
Experience in Specific areas	He has joined the company on 08.10.1987 starting his career as trainee engineer and prior to this appointment working as Sr. Vice President (Mechanical). He has put in 38 years of experience in various capacities with the company.	He has put in 35 years of experience with the company and prior to this appointment associated with the company in the cadre of Vice President (QA). His overall experience with reputed listed/non-listed companies in various fields is more than 46 years. He is having enormous knowledge and exposure with respect to compliance with various statutes and regulators apart from research and development.
Date of Appointment on the Board of the Company	June 30, 2025	October 01, 2025
Shareholding in the Company	Nil	02 Equity Shares
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	0	0
Committee positions in the Company	Nil	Nil
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



<b>Name of the Director</b>	<b>Dr. M. Asha Reddy Independent Director</b>
Director Identification Number (DIN)	07328122
Nationality	Indian
Date of Birth / Age	April 18, 1969 / 56
Qualifications	M.D.S
Experience in Specific areas	She is having more than 20 years experience in the field of teaching dentistry, also having more than 15 years experience in medical service relating to dentistry and hospitals administration. At present working as Reader in Balaji Dental College, Moinabad and also consultant in the field of Root Canal specialty. Apart from this, she was associated with the company as Non-Executive Independent Director for 5 years and 8 months earlier i.e., from 2016 to 2021. She is having adequate exposure and experience as Independent Director with the company in her previous stint and also well known personality in hospital administration and teaching.
Date of Appointment on the Board of the Company	August 8, 2025
Shareholding in the Company	Nil
List of Directorship in other Listed Companies	Nil
Membership (M)/Chairmanship (C) in Committees in other Listed Companies as on date	Nil
Board Meetings attended	0
Committee positions in the Company	Nil
Relationship between Director inter-se	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

By order of the Board of Directors  
Sd/-

Place : Hyderabad  
Date : 8<sup>th</sup> August, 2025

**CS V. RADHAKRISHNA MURTHY**  
**CGM & COMPANY SECRETARY**