



TGV SRAAC LIMITED

(Formerly Sree Rayalaseema Alkalies and Allied Chemicals Ltd.)



**36th Annual Report
2017-18**



TGV SRAAC LIMITED

(formerly known as Sree Rayalaseema Alkalies and Allied Chemicals Limited)

BOARD OF DIRECTORS

Sri T.G. Venkatesh
Chairman
Sri P. N. Vedanarayanan
Sri Subhasish Roy
(Nominee of IDBI upto 15-10-2018)
Sri G. Krishna Murthy
Sri K. Karunakar Rao
Executive Director & CEO
Sri N. Jesvanth Reddy
Executive Director (Technical)
Sri Gopal Krishan
Executive Director (Technical)
Sri J. Nagabhushanam
Smt. V. Surekha
Dr M. Asha Reddy

CGM & COMPANY SECRETARY

Sri V. Radhakrishna Murthy

CGM & CHIEF FINANCIAL OFFICER

Sri C. Rajesh Khanna

BANKERS

Indian Bank
United Bank of India
The South Indian Bank Limited
The Federal Bank Limited
IDBI Bank Limited
Canbank Factors Limited

SECRETARIAL AUDITOR

Sri N. Ramaswamy
Flat No.101C, Sartaaaj Villa Apartment
3-6-159, Urdu Hall Lane
Himayat Nagar
Hyderabad - 500 029 (T.S)

COST AUDITOR

Mrs. Aruna Prasad
Plot No. 802, 64th Street
10th Sector, K.K. Nagar
Chennai - 600 078 (T.N)

STATUTORY AUDITORS

M/s. K S Rao & Co.,
Chartered Accountants
Flat No.602, Golden Green Apartments
Irrum Manzil Colony
Hyderabad – 500 082 (T.S)

REGISTERED OFFICE & FACTORY

Gondiparla, Kurnool - 518 004 (A.P.)

CORPORATE IDENTITY NUMBER (CIN)

L24110AP1981PLC003077

CORPORATE OFFICE

40-304, 2nd Floor, Krishna Jyothsna Complex
Bhagyanagar
Kurnool - 518 004 (A.P.)

REGISTRAR & SHARE TRANSFER AGENT

Aarthi Consultants Private Limited
Regd. Office: 1-2-285, Domalguda
Hyderabad - 500 029 (Telangana State)
Tel. No. 040-27638111 / 4445
Fax No. 040-27632184
E-mail: info@aarthiconsultants.com
aarthiconsultants@gmail.com

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TGV SRAAC LIMITED

(formerly known as Sree Rayalaseema Alkalies and Allied Chemicals Limited)

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the Members of **TGV SRAAC LIMITED (formerly Known as Sree Rayalaseema Alkalies and Allied Chemicals Limited)** (CIN:L24110AP1981PLC003077) will be held at the Registered Office of the Company at the Factory Premises, Gondiparla, Kurnool - 518 004 (A.P.) on **Wednesday, the 26th December, 2018 at 4.00 P.M.** to transact the following business :

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended as on that date together with the Reports of Directors and the Auditors attached thereto.
- 2) To appoint a Director in place of Sri Gopal Krishan (DIN: 05342348), who retires by rotation and being eligible offers himself for re-appointment.
- 3) To appoint a Director in place of Smt V. Surekha (DIN: 06953161), who retires by rotation and being eligible offers herself for re-appointment.
- 4) **To take note and ratify the payment of two years outstanding dividend on Cumulative Redeemable Preference Shares (CRPS).**

“RESOLVED THAT the members hereby taken note of payment of 2 years outstanding dividend on Cumulative Redeemable Preference Shares (CRPS) @ 0.01 % per year for two years by the Company on declaration of the same by the Board in its meeting held on 06-06-2018 on consideration of Board Audit Committee recommendation and ratify the action taken by the Company for payment of CRPS dividend to CRP Shareholders before due date along with Second Redemption Installment.”

SPECIAL BUSINESS:

- 5) **Increase in Authorized Capital.**

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

“RESOLVED THAT pursuant to Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company be and is hereby increased from the existing

Rs.114,00,00,000/- (Rupees One Hundred and Fourteen Crores only) divided into 9,50,00,000 (Nine Crore Fifty Lacs) of Equity Shares of Rs.10/- (Rupees Ten only) and 1,90,00,000 (One Crore Ninety lacs) of Preference Shares of Rs. 10/- (Rupees Ten only) to Rs.130,00,00,000/- (Rupees One Hundred and Thirty Crores only) divided into 11,10,00,000 (Eleven Crore Ten Lacs) of Equity Shares of Rs.10/- (Rupees Ten only) and 1,90,00,000 (One Crore Ninety lacs) of Preference Shares of Rs.10/- (Rupees Ten only) each, ranking pari passu with the existing Equity Shares of the Company.”

- 6) **Alteration of Capital Clause of Memorandum of Association.**

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 Proviso i) Sub-clause (a) of Clause V of the Memorandum of Association of the company be hereafter substituted by the following Proviso i) Sub-Clause (a) of Clause V.

- V. a) The Authorized Share Capital of the Company is Rs.130,00,00,000/- (Rupees One Hundred and Thirty Crores only) comprising of:
 - i) Equity Share Capital of the Company is Rs.111,00,00,000/- (Rupees One Hundred and Eleven Crore only) divided into 11,10,00,000 (Eleven Crore Ten Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each.

- 7) **Alteration of Articles of Association.**

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

“RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the existing Articles of Association of the Company, be altered by substituting the following proviso (I) of Article 7.

Article 7 :

The Authorized Share Capital of the Company is Rs.130,00,00,000/- (Rupees One Hundred and Thirty Crores only) comprising of:

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TGV SRAAC LIMITED

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- i) Equity Share Capital of the Company is Rs.111,00,00,000/- (One Hundred and Eleven Crores only) divided into 11,10,00,000 (Eleven Crore Ten Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each.

8) Appointment and Remuneration of 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 05-05-2018 [upon the recommendation of Audit Committee in its meeting held on 05-05-18] on a remuneration of Rs.1,50,000/- 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, 2019, be and is hereby ratified.

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

9) Re-appointment of Dr. M. Asha Reddy as Independent Director for second term of 3 consecutive years.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) of re-enactment thereof for the time being in force) and Regulation 17 & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Dr. M. Asha Reddy in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be

and is hereby re-appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years term from 27.09.2018."

10) Re-appointment of Sri J. Nagabushanam as Independent Director for second term of 3 consecutive years.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) of re-enactment thereof for the time being in force) and Regulation 17 & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Sri J.Nagabushanam in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years term from 16.09.2018."

11) Re-appointment of Sri Gopal Krishan as Executive Director (Technical) and Fixation of Remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **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 for Re-Appointment of Sri Gopal Krishan (DIN: 05342348) as Executive Director (Technical) on the following remuneration for a period of one year i.e., from 07.11.2017 to 06.11.2018 in its meeting held on 13.11.2017, upon the recommendation of Nomination and Remuneration Committee Meeting held on 13.11.2017 on the following remuneration.

RESOLVED FURTHER THAT Sri Gopal Krishan will be paid Rs.2,00,000/- per month as Consolidated salary + allowances, perquisites and other benefits as per the Rules of the Company. Perquisites shall be evaluated as per Income Tax Rules or at actual costs. However, the following will not be included in the above perquisites limit.

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| <p>a) Company's contribution to Provident Fund, Pension and Superannuation Fund will not be included in computation of the ceiling or perquisites to the extent of these either singly or put together are not taxable under the Income Tax Act.</p> <p>b) Use of Company Car for Official purpose and phone at residence/Cell phone for official purpose (including payment of local and long distance calls).</p> <p>c) Earned/privileged leave – on full pay and allowance as per Rules of Company. Leave accumulated and not availed during the tenure may be encashed as per Rules of the Company.</p> | <p>a) Company's contribution to Provident Fund, Pension and Superannuation Fund will not be included in computation of the ceiling or perquisites to the extent of these either singly or put together are not taxable under the Income Tax Act.</p> <p>b) Use of Company Car for Official purpose and phone at residence/Cell phone for official purpose (including payment of local and long distance calls).</p> <p>c) Earned/privileged leave – on full pay and allowance as per Rules of Company. Leave accumulated and not availed during the tenure may be encashed as per Rules of the Company.</p> |
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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 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."

12) Re-appointment of Sri K. Karunakar Rao as Executive Director (Finance & Commercial) and Payment of Remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **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 for Re-appointment of Sri K. Karunakar Rao (DIN:02031367) as Executive Director (F&C) on the following remuneration for a period of two years i.e., from 11.05.2018 to 10.05.2020 in its meeting held on 05-05-2018, upon the recommendation of Nomination and Remuneration Committee Meeting held on 05-05-2018 on the following remuneration.

RESOLVED FURTHER THAT Sri K. Karunakar Rao will be paid Rs.2,00,000/- per month as Consolidated salary + allowances, perquisites and other benefits as per the Rules of the Company. Perquisites shall be evaluated as per Income Tax Rules or at actual costs. However, the following will not be included in the above perquisites limit.

13) Re-appointment of Sri N. Jesvanth Reddy as Executive Director (Technical) and Payment of Remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **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 for Re-Appointment of Sri N. Jesvanth Reddy (DIN:03074131) as Executive Director (Technical) on the following remuneration for a period of two years i.e., from 11.05.2018 to 10.05.2020 in its meeting held on 05-05-2018 upon the recommendation of Nomination and Remuneration Committee Meeting held on 05-05-2018 on the following remuneration.

RESOLVED FURTHER THAT Sri N. Jesvanth Reddy will be paid Rs.2,00,000/- per month as Consolidated salary + allowances, perquisites and other benefits as per the Rules of the Company. Perquisites shall be evaluated as per Income Tax Rules or at actual costs. However, the following will not be included in the above perquisites limit.



- a) Company's contribution to Provident Fund, Pension and Superannuation Fund will not be included in computation of the ceiling or perquisites to the extent of these either singly or put together are not taxable under the Income Tax Act.
- b) Use of Company Car for Official purpose and phone at residence/Cell phone for official purpose (including payment of local and long distance calls).
- c) Earned/privileged leave – on full pay and allowance as per Rules of Company. Leave accumulated and not availed during the tenure may be encashed 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."

14) Continuation of Directorship by Sri P.N. Vedanarayanan as Non-Executive Independent Director for remaining period of existing term.

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

"RESOLVED THAT pursuant to the Sub-Regulation 1A of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018, Sri P.N. Vedanarayanan, Non-Executive Independent Director (DIN:00982697) aged 85 years old be and hereby continue his Directorship for previously approved tenure of 5 (Five) consecutive years for a term up to the conclusion of the 37th Annual General Meeting of the Company to be held in Calendar Year 2019 or 24th Sept' 2019 whichever is later."

15) Continuation of Directorship by Sri G. Krishna Murthy as Non-Executive Independent Director for remaining period of existing term.

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

"RESOLVED THAT pursuant to the Sub-Regulation 1A of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018, Sri G. Krishna Murthy, Non-Executive Independent Director (DIN:00134828) aged 77 years old be and hereby continue his Directorship for previously approved tenure of 5 (Five) consecutive years for a term up to the conclusion of the 37th Annual General Meeting of the Company to be held in Calendar Year 2019 or 24th Sept' 2019 whichever is later."

16) Creation of Security in favour of Indian Bank for Rs. 50.00 Cr. Term Loan.

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 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 to create mortgage and /charge by the Board of Directors of the Company of all the fixed assets 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 Indian Bank for creation of pari passu first charge basis as under.

ON PARI PASSU FIRST CHARGE BASIS	(Rs. in Crs)
Indian Bank – Term Loan	50.00

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 term loans."

17) Creation of Security in favour of Indian Bank for Rs.40.00 Cr. L.C. Facility.

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 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 to create mortgage and /specific charge by the Board of Directors of the Company on the



imported capital goods (brought by availing the specific LC facility) 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 Indian Bank for creation of Specific charge basis as under.

SPECIFIC CHARGE ON IMPORTED CAPITAL GOODS	(Rs. in Crs)
Indian Bank – Specific L.C.	40.00

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.”

18) Creation of Security in favour of Indian Bank for Rs.100.00 Cr. Specific L.C. Facility.

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 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 to create mortgage and / specific charge by the Board of Directors of the Company on the imported capital goods (brought by availing the specific LC facility) 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 Indian Bank for creation of Specific charge basis as under.

SPECIFIC CHARGE ON SPECIFIC LC	(Rs. in Crs)
Indian Bank – Specific L.C.	100.00

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.”

19) Creation of additional Security in favour of Banks and Financial Institutions for providing existing financial assistance to the Company.

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 of the members accorded to the Company in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 to mortgage and / charge by the Board of Directors of the Company of all the movable and immovable properties of the Company with respect to Wind Mills at Village Ramagiri and Polepalli, Anantapur Dist. (A.P) 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 for creation of first pari pasu charge and second pari pasu charge in favour of the following Banks and financial Institutions with respect to the existing financial assistance as mentioned in explanatory statement 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 (Indian Bank, South Indian Bank and United Bank of India) under their Loan agreements in respect of the said term loans.

“**RESOLVED FURTHER THAT** above security are provided pursuant to sanction letter of respective Banks.

20) Approval for Material Related Party Transactions.

To consider and if thought fit, to pass, 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 Board and its Powers) Rules, 2014 and Regulation 23 of the Securities 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 ratify/approve all existing contracts/ arrangements/ agreements/ transactions and to enter into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto), in the ordinary course of



business and on arm's length 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 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."

21) Preferential Allotment of Convertible Share Warrants to Promoters/Promoter Group Companies.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62 and all other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with enabling provisions of the Memorandum and Articles of Association of the Company and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of Guidelines for Preferential issues contained in Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (referred as "SEBI (ICDR) Regulations, 2018) and other applicable provisions of SEBI including any amendment(s) to or re-enactment thereof and subject to the approvals, consents, permissions and/or sanctions, as may be required from any appropriate authority, institution or body (hereinafter collectively referred to as "the appropriate authorities") and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions (hereinafter referred to as "the requisite approvals") and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall

be deemed to include any Committee duly constituted by the Board) or any Committee which the Board may have constituted or hereafter constitute, to exercise one or more of its powers including the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded to the Board/ Committee to offer, issue and allot 1,52,73,682 Convertible share warrants of face value of Rs.10/- each at an issue of price of Rs.37.01 per convertible share warrant (including a premium of Rs.27.01 per warrant) as computed in accordance with SEBI (ICDR) Regulations, 2018 to (i) M/s. Brilliant Industries Pvt. Ltd., - 1,01,86,917 (4832427+5354490) convertible share warrants (ii) Sri T.G.Venkatesh – 50,86,765 convertible Share Warrants being Promoter/ Promoter Group Company on preferential basis and convertible in equal number of equity shares in Three (3) Tranches within a period not exceeding 18 months from the date of allotment of convertible share warrants.

RESOLVED FURTHER THAT each of the aforesaid share warrants be converted at the option of the holder at anytime within 18 months from the date of issue, into one fully paid-up Equity Share at an issue price of Rs.37.01 divided into Rs.10/- for Capital and Rs. 27.01 for premium per share, determined in accordance with the prevailing regulation for Preferential issue contained in Chapter V of the SEBI (Issue of Capital and Disclosure Requirements), Regulation, 2018.

RESOLVED FURTHER THAT the "Relevant Date" for above mentioned preferential issue as per Rule 161 of SEBI (ICDR) Regulations, 2018 for the determination of applicable price for Equity Shares is November 26, 2018 being the date 30 days prior to the date of passing of this Special Resolution.

RESOLVED FURTHER THAT the Equity Shares to be issued on conversion of convertible share warrants and allotted in terms of this resolution shall rank pari passu in all respects (including dividend) with the existing equity shares of the Company and be listed on stock exchange where the equity shares of the Company are listed.

RESOLVED FURTHER THAT the Company do apply for listing of the new Equity Shares to be issued upon conversion of share warrants (in the ratio of 1:1) with BSE Ltd.



RESOLVED FURTHER THAT the Company do make an application to the Depositories (NSDL and CDSL) for admission of new Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board (including its committee) be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue of Share warrants, conversion of warrants into Equity shares, allotment of aforesaid Equity shares and listing thereof with the Stock Exchanges as appropriate and to resolve and settle all questions and matters that may arise in the proposed issue, offer and allotment of the securities, utilisation of the issue proceeds and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board / Committee, in its absolute discretion, may deem necessary expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard for the purpose of giving effect to the resolution in the interest of the company at any stage without requiring the Board to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or executive(s) / officer(s) of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to the aforesaid resolution."

By order of the Board

Sd/-

Place : Kurnool

CS V.RADHAKRISHNA MURTHY

Date : 26th November, 2018

COMPANY SECRETARY

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A proxy form is enclosed. Proxy Form in order to be effective duly completed, must be received by the company at the Registered Office of the company not less than 48 hours before the scheduled time of the Annual General Meeting.
2. Explanatory Statement pursuant Section 102 (1) of the Companies Act, 2013 is annexed hereto in respect to Special Business.
3. Member/Proxies are requested to produce the attendance Slip at the entrance of the Registered Office duly completed and signed for admission to the meeting hall.
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 20-12-2018 to 26-12-2018 (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.
6. Business Envelop cover will be sent along with Annual Report to enable the Shareholders to send Postal Ballot Form for AGM.
 - (a) Members are hereby requested to up-date Bank Mandate particulars (by submitting one cancelled cheque) and PAN details to comply with SEBI Notification No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dt.20.04.2018 & SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dt.16.07.2018.
 - (b) Members are hereby requested to note SEBI Notification dtd.08.06.2018 and BSE Circular LIST/COMP/15/2018-19 dt.05.07.2018 instructing Listed Companies to **"reject transfer of shares in physical form to be effective from 05-12-2018."** In view of this members are requested to dematerialize their shares by opening a demat account with a Depository Participant (DP) for dematerializing Company's shares.



7. E-Voting:

The Company is pleased to provide E-Voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 36th Annual General Meeting of the Company dated 26th December, 2018. 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 the E-voting process in a fair and transparent manner. E-voting is optional.

The E-voting rights of the Shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 19th September, 2018. The instructions for Members for voting electronically are as under:

- (i) The voting period begins on 22-12-2018 at 9.00 A.M. and ends on 25-12-2018 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 19-12-2018 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) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form

PAN* Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).

- Members who have not updated their PAN with the Company /Depository Participant are requested to use the first two letters of their name and 8 digits of the sequence number in the PAN field. In case of difficulty call Phone No.040-23313842/27638111.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

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.

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 as mentioned in instruction (v).

- i) After entering these details appropriately, click on "SUBMIT" tab.
 - ii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 filed. Kindly note that his 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 take utmost care to keep your password confidential.
 - iii) For Members holding shares in Physical Form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - iv) Click on the EVSN for the relevant TGV SRAAC LIMITED (formerly Known as Sree Rayalaseema Alkalies and Allied Chemicals Limited) on which you choose to vote.
 - v) 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.