

(Formerly Sree Rayalaseema Alkalies and Allied Chemicals Ltd.)





www.tgvgroup.com

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



BOARD OF DIRECTORS

Sri T.G. Venkatesh Chairman (upto 15.05.2020)

Sri P. N. Vedanarayanan

Sri Rangaraj K Rao

(Nominee of IDBI upto 17.12.2019)

Sri G. Krishna Murthy Sri K. Karunakar Bao

Executive Director & CEO

Sri N. Jesvanth Reddy

Executive Director (Technical)

Sri Gopal Krishan

Executive Director (Technical)

Sri J. Nagabhushanam

Smt. V. Surekha (upto 28.01.2020)

Dr M. Asha Reddy

COMPANY SECRETARY

Sri V. Radhakrishna Murthy

VICE PRESIDENT (F&A) & CFO

Sri C. Rajesh Khanna

BANKERS

Indian Bank

Punjab Natonal 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, Sartaaj Villa Apartment

3-6-159, Urdu Hall Lane

Himayat Nagar

Hyderabad - 500 029 (T.S)

COST AUDITOR

Aruna Prasad & Co., 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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NOTICE

NOTICE is hereby given that the **38**th **Annual General Meeting** of the Members of **TGV SRAAC LIMITED** (formerly known as Sree Rayalaseema Alkalies and Allied Chemicals Limited (CIN: L24110AP19851PLC003077) will be held through (Video Conference) VC / OAVM (Other Audio Visual Means) Mode on **Monday**, **the 28**th **September**, **2020 at 11.30 A.M** to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Balance Sheet as at 31st March, 2020 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.
- To appoint a Director in place of Sri N. Jesvanth Reddy (DIN:03074131) who retires by rotation and being eligible offers himself for reappointment.
- To appoint a Director in place of Sri Gopal Krishan (DIN:05342348) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

 Re-classification of Authorised Share Capital and Consequent alteration of Memorandum of Association and Articles of Association.

To consider and if thought fit, to pass with or without modification(s), the following Resolution for re-classification of authorised capital of the company as a **Special Resolution**.

"RESOLVED THAT pursuant to Section 13, 14, 61 and all other applicable provisions, if any, under the Companies Act, 2013, the

existing Authorised Share Capital of the Company of Rs.130,00,00,000/- (Rupees One Hundred and Thirty Crores only) divided into

- 1) 11,10,00,000 (Eleven Crore Ten Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each and
- 1,90,00,000 (One Crore Ninety Lakhs) of Cumulative Redeemable Preference Shares (CRPS).

Be and is hereby reclassified as under:

13,00,00,000 (Thirteen Crores) Equity Shares Equity Shares of Rs.10/- (Rupees Ten Only) each aggregating to Rs.130,00,00,000/- (Rupees One Hundred and Thirty Crores only).

Total aggregating to Rs.130,00,00,000/-(Rupees One Hundred and Thirty Crores only).

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause -V (a) thereof by the following new Clause-V is as under:

V. The Authorised Share Capital of the Company is Rs.130,00,00,000/- ((Rupees One Hundred and Thirty Crores only) divided into 13,00,00,000 (Thirteen Crores) Equity Shares of Rs.10/- each.

With the power of the Company to increase or reduce the said Capital in accordance with the applicable provisions of the Companies Act, 2013 and to issue any part of its Capital, Original or issued with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares whether expressed to be preference or

otherwise, shall be subject to the power, herein before contained by the regulations of the Company.

RESOLVED FURTHER THAT consequent upon the re-classification in the Share Capital, the Articles of Association stands Amended as per Clause-V of the Memorandum of Association."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company or the Company Secretary be and is hereby authorised severally to take all such steps and actions and give such directions as they may in their absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by authority of this resolution."

5) Ratification of 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: Mrs. Aruna Prasad as Cost Auditors of the Company by the Board of Directors of the Company in its meeting held on 30.06.2020 (upon the recommendation of Audit Committee in its meeting held on 30.06.2020) 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, 2021, be and is hereby ratified.

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

6) 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 of 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 with related parities to the aggregate value of Rs.223 Crores (Estimated) for the year 2020-21 (including any modifications, alterations or amendments

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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 of 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 FURTHERTHAT 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."

Alteration of Articles of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules thereunder (including any statutory modifications or re-enactment or modifications thereof, for the time being in force), consent of the members be and is hereby accorded for alteration of the Articles of Association of the Company by replacing the existing set of Articles of Association of the Company, with a new set of Articles of Association."

8) Creation of Security in favour of Indian Bank.

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

"RESOLVED THAT the consent by way of ratification and (or) approval of the members is hereby accorded to the Company in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 for creation / to be created of mortgage and / specific charge by the Board of Directors of the Company on the 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 / to be created of security on specific charge basis as under.

Bank Particulars	Rs. in Crores
Indian Bank – Specific LC	10.00
Indian Bank – Specific LC	20.00

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."

By order of the Board

Place: Hyderabad CSV. RADHAKRIS
Date: 10th August, 2020 COMPAN

(to be created)

CS V. RADHAKRISHNA MURTHY COMPANY SECRETARY





NOTES:

- The Board in its meeting held on 10.08.2020 has approved the company's proposal to conduct 38th Annual General Meeting through (Video Conference) VC / OAVM (Other Audio Visual Means) instead of physical Annual General Meeting in compliance of General Circular No.14/2020, Dt.04.08.2020 No.17/ 2020 Dt.13.04.2020 and 05.05.2020 issued by Ministry of Corporate Affairs (MCA) and SEBI Circular Dt.12.05.2020.
- 2) 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 Dt.05.05.2020 and SEBI Circular No.SEBI/HO/CFDI/CIR/P/2020/79 Dt.12.05.2020. Shareholders can view soft copy of the Annual Report on company's website www.tgvgroup.com and BSE Website and also on RTA Website.

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

- 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 22.09.2020 to 28.09.2020 (both days inclusive).
- 4) Non-resident Indian Shareholders are requested to inform us immediately :

- the change in Residential Status on return to India for permanent settlement.
- the particulars of Bank/NRE Account, if not furnished earlier.

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

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 38th Annual General Meeting of the Company dated 28th September, 2020. 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 21st September, 2020. The instructions for Members for voting electronically are as under:

CDSL e-Voting System - For Remote e-voting and e-voting during AGM / EGM

 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 and Circular No.20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held



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- 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 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/ EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
- 3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/ OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- 4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted

- for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
- 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.tgvgroup.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.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.
- 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.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on 24.09.2020 at 9.00 AM and ends on 27.09.2020 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of 21.09.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.





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(DOB)

- (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" module.
- (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,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (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 <u>www.evotingindia.com</u> and voted on an earlier e-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 Shareholders holding shares in Demat Form and Physical Form :

Enter your 10 digit alpha-numeric *PAN

issued by Income Tax Department

		Applicable for both demat shareholders well as physical shareholders)	
		 Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. 	
	Dividend Bank Details OR Date of Birth	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.	

please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately,

click on "SUBMIT" tab.

If both the details are not recorded

with the depository or company

Shareholders holding shares in physical (x) 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.





- (xi) For shareholders holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR

OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id
- For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

- Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/ OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4. 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.

- 5 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 gueries 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.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:

- The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the EGM/AGM 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.
- 3. 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 4. Shareholders who have voted through Remote e-Voting will be eligible to attend the

EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <u>helpdesk.evoting</u> @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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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@tgymail.net, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

By order of the Board

Sd/-

Place: Hyderabad CSV. RADHAKRISHNA MURTHY
Date: 10th August, 2020 COMPANY SECRETARY