



TGV SRAAC LIMITED



41st
Annual Report
2022-23



BOARD OF DIRECTORS

Sri P. N. Vedanarayanan (Upto 25.09.2022)

Sri K. Karunakar Rao
Executive Director & CEO

Sri N. Jesvanth Reddy
Executive Director (Technical)

Sri C. Srinivasa Babu
Executive Director (Technical)

Ms M. Sridevi

Ms S. Hima Bindu

Ms Geetha R Serwani

CGM & COMPANY SECRETARY

Sri CS V. Radhakrishna Murthy

VICE PRESIDENT (F&A) & CFO

Sri CA C. Rajesh Khanna

BANKERS

Indian Bank
Punjab National Bank
The South Indian Bank Limited
The Federal Bank Limited
IDBI Bank Limited
Canbank Factors Limited

SECRETARIAL AUDITOR

Sri N. Ramaswamy (M.No. F4408)
Practicing Company Secretary
Hyderabad - 500 029 (T.S)

COST AUDITOR

M/s. Aruna Prasad & Co., (Reg.No. 100883)
Practicing Cost Accountant
Chennai - 600 078 (T.N)

STATUTORY AUDITORS

M/s. Brahmayya & Co., (Reg.No.000515S)
Chartered Accountants
Adoni - 518 301 (A.P.)

REGISTERED OFFICE & FACTORY

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

CORPORATE OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

Aarhi 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@aarhiconsultants.com
aarhiconsultants@gmail.com

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NOTICE

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

ORDINARY BUSINESS :

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

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

SPECIAL BUSINESS :

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

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

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

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



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

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

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

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

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

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

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

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

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

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



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

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

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

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

8) Approval for Material Related Party Transactions.

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

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

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

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

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



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

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

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

By order of the Board
Sd/-

Place: Hyderabad
Date : 14th August, 2023

CS V. RADHAKRISHNA MURTHY
CGM & COMPANY SECRETARY

NOTES :

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



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

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

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

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

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

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

The Documents to be submitted under KYC are under :

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



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

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

LAST DATE : 30.09.2023

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

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

6. Payment of Dividend through electronic means

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



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

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

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

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

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

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



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

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

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

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

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

E-Voting:

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