



TGV SRAAC LIMITED

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http://www.tgvgroup.com, CIN : L24110AP1981PLC003077



REF:TGVSL:SECL:BSE:2021-22:

March 10, 2022

**BSE LIMITED,
PHIROZE JEEJEEBHOY TOWERS,
25th FLOOR, DALAL STREET,
M U M B A I – 400 001
Phone: 022-22721233 / 34**

Dear Sirs,

Notice of Postal Ballot and Electronic Voting

In continuation to our letter dt.02.03.2022, we enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Postal Ballot Notice Dt.02.03.2022 together with the Explanatory Statement thereto, seeking approval of the Members for reappointment of Executive Directors (three) and appointment of Independent Directors of the Company and remuneration payable to them.

A specimen Postal Ballot Form is also enclosed.

Thanking You,

Yours faithfully
For TGV SRAAC LIMITED


(V RADHAKRISHNA MURTHY)
CGM & COMPANY SECRETARY



Encl : As Above



TGV SRAAC LIMITED

(CIN : L24110AP1981PLC003077)

Regd. Office: Gondiparla, Kurnool - 518 004 (A.P.), Ph.No.08518/280006,7,8 Fax No.08518-280098
Web: www.tgvgroup.com, email: sralkalies@tgvmail.net

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given to the Members of TGV SRAAC Limited (the “Company”), pursuant to the provisions of Sections 108 and 110 of the Companies Act 2013, (the “Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “Regulations”), Secretarial Standards on General Meetings (SS-2) read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021 and 08th December, 2021, respectively in relation to extension of the framework provided in the aforementioned Circulars upto 30th June, 2022, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”) and all other applicable provisions framed under the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, the Company is seeking consent of the Members of the Company by means of Postal Ballot, to the resolutions appended below, proposed to be passed through Postal ballot by voting through electronic means only (remote e-voting).

In view of the unprecedented situation caused by outbreak of COVID-19 pandemic situations and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Pursuant to the provisions of Section 110 of the Act, read with the Rules, the consent of the Company's Members for the above purpose is required to be obtained by means of a Postal Ballot through E-voting and notice is being sent only through electronic means to those members whose e-mail addresses are registered with the Company/Depositories.

If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes of the Notice to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communications of the assent or dissent of the Members would only take place through the remote-e-voting system. In compliance with the requirements of the MCA Circulars, the hard copy of the postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The proposed resolutions and the explanatory statement pertaining to the resolutions in terms of the provisions of Section 102 of the Act, as appended hereto forms part of this Postal Ballot Notice.

The Company has appointed Mr. M. Nirmal Kumar Reddy, Practicing Chartered Accountant as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair & transparent manner.

Voting through remote e-voting commences from Friday, 11th March, 2022 at 9:00 a.m. and ends on Saturday, 9th April, 2022 at 5:00 p.m. The e-voting module shall be disabled by CDSL for voting after Saturday, 9th April, 2022 (05:00 p.m., IST). The Scrutinizer's decision on the validity of votes shall be final.

SPECIAL BUSINESS

- 1) To consider and, if thought fit, to pass the following resolution as a **Special Resolution** for Reappointment of Sri Karunakar Rao Kamisetty, as Executive Director (Fin & Comm.), and for fixation of Remuneration.

“**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 Reappointment of Sri Karunakar Rao Kamisetty (DIN:02031367) as Executive Director (F&C) for a period of two years i.e., from 11-05-2022 to 10-05-2024 in its meeting held on 02-03-2022, upon the recommendation of Nomination and Remuneration Committee Meeting held on 25-02-2022 on the following remuneration.

RESOLVED FURTHER THAT the members noted that Sri Karunakar Rao Kamisetty has crossed 70 years on the date of reappointment and hence approval is accorded by way of Special Resolution to comply with statutory provisions.

RESOLVED FURTHER THAT Sri Karunakar Rao Kamisetty will be paid Rs.2,50,000/- 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.

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.”

- 2) To consider and, if thought fit, to pass the following resolution as a **Special Resolution** for Reappointment of Sri Jesvanth Reddy Nalla, as Executive Director (Technical) and for fixation of Remuneration.

“**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 Jesvanth Reddy Nalla (DIN:03074131) as Executive Director (Technical) for a period of two years i.e., from 11-05-2022 to 10-05-2024 in its meeting held on 02-03-2022 upon the recommendation of Nomination and Remuneration Committee Meeting held on 25-02-2022 on the following remuneration.

RESOLVED FURTHER THAT Sri Jesvanth Reddy Nalla will be paid Rs.2,50,000/- 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.

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.”

- 3) To consider and, if thought fit, to pass the following resolution as a **Special Resolution** for Reappointment of Sri Srinivasa Babu Chappidi, as Executive Director (Technical) and for fixation of Remuneration.

“**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 approve and ratify the Board recommendation for Reappointment of Sri Srinivasa Babu Chappidi (DIN: 09266926) as Executive Director (Technical) for a period of one Year i.e., from 04-08-2022 to 03-08-2024 in its Board Meeting held on 02-03-2022 upon the recommendation of Nomination and Remuneration Committee Meeting held on 25-02-2022 on the following remuneration.

RESOLVED FURTHER THAT Sri Srinivasa Babu Chappidi will be paid Rs.5,00,000/- 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.

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.”

- 4) To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** for Appointment of Ms. Hima Bindu Sagala for the first time as Non-Executive Independent Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force Ms. Hima Bindu Salaga (DIN:09520601), who has submitted a declaration that she meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his/her candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company for three consecutive years with effect from 02nd March, 2022 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard.”

- 5) To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** for Appointment of Ms. Sridevi Madati for the first time as Non-Executive Woman Independent Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, Ms. Sridevi Madati (DIN: 02446610), who has submitted a declaration that she meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Woman Independent Director of the Company for three consecutive years with effect from 11th November, 2021 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard.”

- 6) To consider and, if thought fit, to pass with or without modification, the following Resolution which is proposed as a **Special Resolution** for Creation of security in favour of Banks for availing Term Loans under GECL Scheme/COVID Loans and increase in working capital limits.

“**RESOLVED THAT** the consent by way of 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 all the fixed assets/current assets of the Company (as clearly explained and mentioned in the explanatory statement) 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 members of Banks consortium for creation/to be created of security on pari passu first/second charge basis on fixed assets and current assets as under.

(Rs. in Crores)

Lenders	Term Loan	Increase in Working Capital Limits
Indian Bank	18.00	—
IDBI Bank Limited	4.80	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.

RESOLVED FURTHER THAT Sri K. Karunakar Rao, Executive Director (Fin. & Comml.) and Sri V. Radha Krishna Murthy, C.G.M & Company Secretary are authorised severally to carryout any corrections, changes or modifications of any terms and conditions as may be required by Banks for giving effect to the resolution”.

By order of the Board
Sd/-

Place : Hyderabad
Date : March 02, 2022

CS RADHAKRISHNA MURTHY V
COMPANY SECRETARY

NOTES:

- (i) The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on Tuesday, **08th March, 2022**. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
- (ii) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Tuesday, **the 08th March, 2022 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
- (iii) Members can opt for only one mode of voting i.e. remote e-voting.
- (iv) The Special/Ordinary Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. Saturday, **09th April, 2022**.
- (v) In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the Postal Ballot/e-voting notice may temporarily get their email registered with the Company's RTA, Aarthi Consultants Pvt Ltd., by clicking the link: <http://www.tgvgroup.com/investors/postalballotnotice2022> and following the registration process as guided thereafter. Post successful registration of the email, the members would get soft copy of the notice and the procedure for e-voting along with the USER ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to sralkalies@tgvmail.net.
- (vi) All material documents, if any, required to in the statement setting out material facts annexed thereto will be available for inspection at the Regd./Corporate office of the company during office hours on working days from the date of despatch until the last date fixed for receipt of votes through remote e-voting.

The procedure with respect to **e-voting** is provided below:-

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

- (i) The voting period begins on Friday, 11-03-2022 at 9.00 A.M and ends on Saturday, 09-04-2022 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 of 08-03-2022 (Tuesday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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 NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

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

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) 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.
- (iii) For shareholders 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 <Company Name> 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) 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.
- (xi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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@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.

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

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

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)
(Annexed to the Notice dated 02nd March, 2022)

ITEM NO. 1

Shareholders may be aware that earlier approval for Re-appointment of Sri Karunakar Rao Kamisetty (DIN:02031367) as Executive Director (Fin. & Comml.) by way of Postal ballot will expire on 10-05-2022. In view of the increased operations of the Company and implementation of future plans, and on consideration of Nomination and Remuneration Committee recommendation, dated 25-02-2022, the Board has re-appointed Sri Karunakar Rao Kamisetty as Executive Director (Fin. & Comml.) in its meeting held on 02-03-2022 subject to Shareholders' approval by way of Postal Ballot pursuant to Sec.110 of the Companies Act, 2013 on remuneration as explained in the Resolution. It may kindly be noted that Sri Karunakar Rao Kamisetty is 72 years old and hence members approval by way of Special Resolution is required to comply with the provisions of Schedule V of Part I (c) read with Sec.196 of Companies Act, 2013.

Annexure

I. General Information

(1) Nature of Industry : Manufacturer's of Chlor Alkalie Chemicals, Chloromethanes, Castor oil derivatives, Fatty Acids and Power Generation.

Name Change : Name of the Company has been changed from M/s. Sree Rayalaseema Alkalies and Allied Chemicals Limited to M/s. TGV SRAAC LIMITED (CIN:L24110AP1981PLC003077) for easy recognition and identification vide RoC Approval Dt.14.10.2017.

(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 crore)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020	Year Ended 31.03.2019
Revenue from operations	1008.72	1040.26	1204.57
Profit Before Interest, Depreciation and Tax	151.72	160.13	237.90
Net Profit as per Profit and Loss Account	28.95	47.27	68.40
Equity Capital	107.09	101.74	96.69

(4) Foreign Investment or Collaboration, if any : - Not Applicable -

II. Information about the appointee :

(1) Background details :

Sri Karunakar Rao Kamisetty is about 72 Years old is a Chartered Accountant having more than 47 Years of Experience in the fields of Finance, Commercial and Administration. Associated with the company for the past 39 years i.e., since incorporation. He is not holding any Directorship in other listed entity.

(2) Past Remuneration :

His remuneration is proposed to increase from Rs.2.00 lakhs per month + allowances and perquisites to Rs.2.50 lakhs + allowances and perquisites as explained in the resolution.

(3) Job Profile and his suitability :

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

(4) Remuneration Proposed :

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

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

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

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

Sri Karunakar Rao Kamisetty is Executive Director of the company. He is not related to any Directors or KMP or their relatives. He is holding 550 Equity Shares of the Company.

III. Other Information :

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

Expansion Programme of Chloromethanes Project is in completed and commercial production started. Modernization programme is under implementation in Chemical division. 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.

(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 and KMP or their relatives except Sri Karunakar Rao Kamisetty is deemed to be interested in this Special Resolution.

ITEM NO. 2

Shareholders may be aware that earlier approval for Re-appointment of Sri Jesvanth Reddy Nalla (DIN:03074131) as Executive Director (Technical) through Postal Ballot by members will expire on 10-05-2022. In view of the increased operations of the Company and implementation of future plans and on consideration of Nomination and Remuneration Committee recommendation dated 25-02-2022, the Board has re-appointed Sri Jesvanth Reddy Nalla as Executive Director (Technical) in its meeting held on 02-03-2022 subject to Shareholders' approvals (by way of Postal Ballot pursuant to Sec.110 of the Companies Act, 2013) on remuneration as explained in the Resolution.

Annexure

I. General Information

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

II. Information about the appointee :

(1) Background details :

Sri Jesvant Reddy Nalla is about 68 Years old and possessing B.E (Mechanical) degree having more 42 Years of experience in Chemicals and Paper Industry and he is associated with the company for more than 32 Years. He has been declared as “MANAGER” of the Factory to comply with Statutory Provisions. He is not holding any Directorship in other listed entity.

(2) Past Remuneration :

His remuneration is proposed to increase from Rs.2.00 lakhs per month + allowances and perquisites to Rs.2.50 lakhs + allowances and perquisites as explained in the resolution.

(3) Job Profile and his suitability :

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

(4) Remuneration Proposed :

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

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

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

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

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

III. Other Information :

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

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

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

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

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, KMP and their relatives except Sri Jesvanth Reddy Nalla is deemed to be interested in this Special Resolution.

ITEM NO. 3

Shareholders may be aware that earlier approval for appointment of Sri Srinivasa Babu Chappidi (DIN: 09266926) as Executive Director (Technical) in the Annual General Meeting held on 27-09-2021 will expire on 03-08-2022. In view of the increased operations of the Company and implementation of future plans and on consideration of Nomination and Remuneration Committee recommendation dated 25-02-2022, the Board in its meeting held on 02-03-2022 recommended for Reappointment of Sri Srinivasa Babu Chappidi as Executive Director (Technical) subject to Shareholders' approval (by way of Postal Ballot pursuant to Sec.110 of the Companies Act, 2013) on remuneration as explained in the Resolution.

Annexure

I. General Information

(1) Same as details furnished under the Item No. I (1).

(2) In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus :

- Not Applicable –

(3) Financial Performance :

Same as details furnished under the Item No. I (3).

(4) Foreign Investment or Collaboration, if any :

- Not Applicable -

II. Information about the appointee :

(1) Background details : Sri Srinivasa Babu Chappidi is 55 Years old and he is Bachelor of Engineering (B.E) and M.Tech having more than 36 Years of experience in Chlor Alkalie Industry. He is not holding any Directorship in other listed entity.

(2) Past Remuneration :

His remuneration is proposed to increase from Rs.3.00 lakhs per month + allowances and perquisites to Rs.5.00 lakhs per month + allowances and perquisites as per rules of the Company.

(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 strategic plans.

(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.

(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 Srinivasa Babu Chappidi 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 :

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

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

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

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 SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Your Directors commend the Special Resolution for your approval and ratification. None of the Directors, KMP or their relatives except Sri Srinivasa Babu Chappidi is deemed to be interested in this Special Resolution.

ITEM NO. 4

The members may be aware that the Board in its meeting held on 02-03-2022 has appointed Ms. Hima Bindu Sagala (DIN:09520601) as an Independent Director (after consideration of Nomination & Remuneration Committee recommendation dt.25-02-2022) pursuant to the provisions of Section 161 of the Act.

The Company has received a communication in writing in Form DIR-2 from Ms. Hima Bindu Sagala in pursuance to Rule 8 of Companies (Appointment and qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section 2 of Section 164 of Companies Act, 2013.

Further, it may please be noted that in terms of provisions of Section 149, 150, 152, Schedule IV of the Act read with Companies (Appointment and qualification of Directors) Rules, 2014 the Board has appointed Ms Hima Bindu Sagala as Non-Executive Independent Director for a period of 3 consecutive years effective from 02-03-2022 subject to shareholders approval.

In the opinion of the Board and Nomination & Remuneration Committee Ms. Hima Bindu Sagala, who is proposed to be appointed as Non-Executive Independent Director of the company as explained above fulfils the criteria specified under Section 149(6) and Schedule IV of the Act and considering her qualification, experience and exposure.

The company has received a notice in writing from a shareholder along with the requisite deposit proposing the candidature of Ms. Hima Bindu Sagala for the office of Independent Director in pursuance to the provisions of Section 160 read with Section 149 of the Act. Bio-data particulars of Ms Hima Bindu are enclosed as an attachment to this notice. Considering the above the Board in its meeting held on 02.03.2022 has recommended the resolution for members approval.

None of the Directors, (except Ms. S. Hima Bindu) Key Managerial personnel of the company or their relatives is deemed to be interested in this resolution.

Your Directors commend the resolution as set out in the notice for your approval.

ITEM NO. 5

The members may be aware that the Board in its meeting held on 11-11-2021 has appointed Ms. Sridevi Madati (DIN:02446610) as an Additional Director (after consideration of Nomination & Remuneration Committee recommendation dt.09-09-2021) pursuance to the provisions of Section 161 of the Act.

The Company has received a communication in writing in Form DIR-2 from Ms. Sridevi Madati in pursuance to Rule 8 of Companies (Appointment and qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section 2 of Section 164 of Companies Act, 2013.

Further, it may please be noted that in terms of provisions of Section 149, 150, 152, Schedule IV of the Act read with Companies (Appointment and qualification of Directors) Rules, 2014 the Board has appointed Ms. Sridevi Madati as Woman Non-Executive Independent Director for a period of 3 consecutive years effective from 11-11-2021 subject to shareholders approval.

In the opinion of the Board and Nomination & Remuneration Committee Ms. Sridevi Madati, who is proposed to be appointed as Non-Executive Independent Director of the company as explained above fulfils the criteria specified under Section 149(6) and Schedule IV of the Act and considering her qualification, experience and exposure.

The company has received a notice in writing from a shareholder along with the requisite deposit proposing the candidature of Ms. Sridevi Madati for the office of Independent Director in pursuance to the provisions of Section 160 read with Section 149 of the Act.

None of the Directors, (except Ms. M. Sridevi) Key Managerial personnel of the company or their relatives is deemed to be interested in this resolution.

Your Directors commend the resolution as set out in the notice for your approval.

ITEM NO. 6

The company has availed following Working Capital Term Loans (WCTL) under GECL-2 (Extension) Scheme and COVID emergency term loans to overcome liquidity problems caused by COVID-19 Pandemic situation from Members of Bank Consortium with due approvals from the Board. These term loans were sanctioned by Banks in compliance of RBI Circular and Govt. order to help the companies to tide over the financial stress caused in the economy due to COVID-19 Pandemic. In addition, the Banks have increased Working Capital limits while sanctioning renewal of limits as explained hereunder.

- 1) Indian Bank Sanction Letter Ref.No.CO/Credit/Group-5/1898/2020-21, Dt.21.12.2021 sanctioned Working Capital Term Loan (WCTL) of Rs.18.00 Cr.
- 2) IDBI Bank Ltd., Sanction Letter Ref.No.IDBI/MCG/129/TGVSRAC/445/2021-22, Dt.05.01.2022 sanctioned WCTL of Rs.4.80 Cr. Further, IDBI Bank has increased Working Capital limits from Rs.30.55 Cr to 55.55 Crs.

- 3) The South Indian Bank Ltd., vide sanction Letter Ref.No.SIB/BR/627/201-22 dt.06.01.2022 has increased Working Capital limits from Rs.20.54 Cr to 26.20 Crs.

To comply with the terms and conditions of respective sanction letters of Member Banks Consortium, the Company has to create securities as clearly detailed hereunder.

SECURITY TO BE CREATED IN FAVOUR OF M/S. INDIAN BANK FOR WCTL - RS.18.00 CR.

- a) Coverage under Emergency Credit Line Guarantee Scheme of National Credit Guarantee Trustee Company (NCGTC):100%.
- b) The additional WCTL granted under GECLS-2.0 Extension shall rank for second charge with the existing credit facilities in terms of cash flows (including repayments) and security.
- c) Second Pari passu Charge on the proposed GECL 2.0 Extension Loan from the Member Banks.

SECURITY TO BE CREATED IN FAVOUR OF M/S. IDBI BANK LTD FOR WCTL - RS.4.80 CR.

- a) Extension of 2nd pari passu charge on current assets of the company, both present and future.
- b) Extension of 2nd pari passu/second charge on the primary securities charged with Canbank Factors and IFCI Ltd.
- c) Extension of 2nd pari passu charge on existing collateral of the company with IDBI Bank, IFCI Ltd and Canbank Factors.
- d) Guarantee cover under NCGTC as per policy.

For increase in Working Capital limits at the time of renewal sanction mentioned above the company has to provide security as under.

- a) IDBI Bank Limited
- b) The South Indian Bank Limited

INCREASE IN WORKING CAPITAL LIMITS BY M/S. IDBI BANK LTD. - RS.25.00 CRS.

Primary : First Charge on all the current assets ranking pari passu with all other WC Banks.
Exclusive charge on the machinery purchased out of capex LC.

Collateral : Second charge on all the fixed assets ranking pari passu with other banks other than those exclusively charged to other banks for the term loans sanctioned for purchase of such specific assets.

INCREASE IN WORKING CAPITAL LIMITS BY M/S. THE SOUTH INDIAN BANK LTD. - RS.5.66 CR.

- (1) Hypothecation of entire current assets of the company (present and future) pari passu first charge on inventories and unencumbered receivables on pari passu basis with all other Banks in Working Capital Consortium.
- (2) Pari passu second charge on entire fixed assets of the company including L&B and P&M project assets of Chloromethanes project assets (first charge with Term Lenders).

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

Yours Directors commend the above Special Resolution as set at in the Notice for your approval.

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

Name of the Director	Sri Karunakar Rao Kamisetty	Sri Jesvanth Reddy Nalla
Date of Birth	June 14, 1950	June 11, 1954
Date of Appointment	May 11, 2010	May 11, 2010
Experience in Specific areas	More than 47 years experience in the field of Finance and accounts in Chemical Industries.	More than 42 years experience in paper and Chemical Industries
Qualifications	B.Com., ACA	B.E (Mechanical)
Shareholding in the Company	550 Equity Shares	Nil
Directorship in other Listed Entities	Nil	Nil
Membership in Committees in other Listed Entities	Nil	Nil
Name of the Director	Ms. Sridevi Madati	Ms. Hima Bindu Sagala
Date of Birth	10-01-1977	26-03-1983
Date of Appointment	11-11-2021	02-03-2022
Experience in Specific areas	She is a qualified Practicing Company Secretary having more than 17 years post qualification experience. She is also a qualified Resolutional professional. Well versed with Corporate affairs SEBI, RBI and Securities Laws and Corporate Governance.	She is a qualified practicing Chartered Accountant. Started as her career with Manohar Choudary Associates, having experience in the field of Auditing, Taxation, Appeals before ITAT etc., At present partner in M/s. S.T. Mohite & Co., a Chartered Accountant firm.
Qualifications	B.Com., LLB and MDBA, FCS	M.Com., FCA, ICWA (Inter)
Shareholding in the Company	Nil	Nil
Directorship in other Listed Entities	1. Danlaw Technologies India Ltd. 2. XEM Distributions Private Ltd. 3. Maks Realtors Private Ltd. 4. Sigachi Laboratories Ltd.	Nil
Membership in Committees in other Listed Entities	Nil	Nil

By order of the Board
Sd/-

**CS RADHAKRISHNA MURTHY V
COMPANY SECRETARY**

Place : Hyderabad
Date : March 02, 2022