



# Sree Rayalaseema Hi-Strength Hypo Limited

CIN: L24110AP2005PLC045726

Regd Off: Gondiparla, Kurnool-518004

Ph No: 08518-2278733 ; Fax No: 08518-280090

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## POSTAL BALLOT NOTICE

Dear Member,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and read with regulation 44(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI(LODR) Regulations, 2015"), including any statutory modifications(s) or re-enactment thereof, for the time being in force, for obtaining assent of the shareholders of the Company by means of Postal Ballot and voting through electronic means ("Remote e-voting") on the resolution set out in the notice.

Pursuant to Section 102 of the Companies Act, 2013, the explanatory statement pertaining to the resolution stating the material facts and the reasons thereof is set out below for your consideration and the postal ballot form is annexed to this notice.

The Company had appointed Mr. M. Nirmal Kumar Reddy, Practicing Chartered Accountant (Membership No. 211032) as scrutinizer for conducting the voting including e-voting in a fair and transparent manner.

Voting through postal ballot/ remote e-voting shall commence from Saturday, 02nd September, 2017 at 9.00 A.M.(IST) and ends on Tuesday, 3rd October, 2017 at 5.00 P.M.(IST) The Scrutinizer's decision on the validity of votes shall be final. If a member votes via both mode, votes given under e-voting shall be finally considered by the scrutinizer.

### **Shareholders desiring to exercise their vote by postal ballot:**

- Read carefully instructions given on the back side of postal ballot form.
- Send duly filled form to the scrutinizer not later than 5.00 P.M.(IST) on 03rd October, 2017

### **Shareholders desiring to exercise their vote by e-voting :**

- Read carefully instructions for e-voting given .
- Voting shall be closed by CDSL at 5.00 P.M.(IST) on 03rd October, 2017.

The Scrutinizer will submit his report to the chairman on or before 5th October , 2017 and the results will be announced by the Chairman on 5th October , 2017 at 5.00 P.M.(IST).

The results together with the scrutinizer's report will be posted on the Company's website [www.tgvgroup.com](http://www.tgvgroup.com) and also on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) besides being communicated to BSE and NSE where the Company's shares are listed.

The date of declaration of the result of the postal ballot and remote e-voting shall be treated as the date on which the appended resolution would be deemed to have been passed, if approved by requisite majority.

In the event the draft resolution as set out in the notice is assented by the requisite majority by means of e-voting or postal ballot , that shall be deemed to have been passed as Special Business at an Extraordinary General Meeting.

## Special Business:

### Item No. 1

#### ALTERATION OF OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to give assent or dissent to pass the following resolution as **Special Resolution** through postal ballot process :

“RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions , if any, of the Companies Act, 2013 ,(including any statutory modifications or re-enactment thereof, for the time being in force) and the Rules framed there under, consent of the members of the Company be and is hereby accorded to amend the objects clause of the Memorandum of Association of the company .

RESOLVED FURTHER THAT sub-clause 4 of clause III(A) of the Memorandum of Association of the Company be substituted as follows :

*“4. To carry on the business of buying, selling, manufacturing, processing, preparing, formulating, importing, exporting, trading, distributing, dealing in, to act as indent or agent, commission agent, distributors, wholesalers, retailers, broker, contractor, or other wise deal with raw and process materials, semi products and end products of all organic chemicals, inorganic chemicals, gases, all compounds and all its bye-products and products to be made therefrom, carbon, coal, lime,salt, caustic soda coke , any other type of coke, organic chemicals based on carbon and tar derivatives, coal mining, Petro Products of all kinds and specification and other allied items and industrial raw materials.”*

AND RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board (including committee) be and is hereby authorized on behalf of the Company to take all necessary steps and to resolve and settle all clarifications and matters and things that may arise in this regard without requiring the Board to seek any further consent or approval of the members.

By the Order of the Board  
sd/-

Place : Kurnool  
Date : 28th August, 2017

**V Surekha**  
Company Secretary

#### Notes:

- (1) Explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and reasons annexed herewith.
- (2) 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 Thursday, August 24, 2017. 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.
- (3) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Thursday, August 24, 2017 (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 Postal Ballot or e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
- (4) Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
- (5) The resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting i.e. October 03, 2017.

**A. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Saturday, September 02, 2017 at 9.00 A.M (IST) and ends on Tuesday, October 03,2017 at 5.00 P.M.(IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Thursday, August 24, 2017) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 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"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
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"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and windows phone users can download the app from the App Store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile .
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **Explanatory Statement :**

In view of the enlarged business operations and new potential trading activities there is need to alter the object clause of Memorandum of Association by altering sub clause 4 of clause III(A).

Your directors hereby recommend resolution set out in notice for members approval as special resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in this Special Resolution.

By the Order of the Board  
sd/-

**V Surekha**  
Company Secretary

Place : Kurnool  
Date: 28th August, 2017