

39th
ANNUAL REPORT
2023-24



Roopa Industries Limited

(CIN:L10100AP1985PLC005582)

Roopa Industries Limited

BOARD OF DIRECTORS

- Mr. Tumbalam Gooty Raghavendra - Chairman & Managing Director
- Mr. Joginatha Vaduguri Sarma - Whole-time Director
- Mr. Satyanarayana Annadanam murthy - Non-Executive Independent Director
- Mr. Mohan Rao Oruganti - Non-Executive Independent Director
- Ms. Karunasree Samudrala - Non-Executive Independent Woman Director

STATUTORY COMMITTEES

AUDIT COMMITTEE

- Ms. Karunasree Samudrala - Chairman
- Mr. Mohan Rao Oruganti - Member
- Mr. Joginatha Vaduguri Sarma - Member
- Mr. Satyanarayana Annadanam Murthy - Member

NOMINATION & REMUNERATION COMMITTEE

- Mr. Satyanarayana Annadanam Murthy - Chairman
- Mr. Mohan Rao Oruganti - Member
- Ms. Karunasree Samudrala - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

- Mr. Mohan Rao Oruganti - Chairman
- Mr. Tumbalam Gooty Raghavendra - Member
- Mr. Joginatha Vaduguri Sarma - Member

BANKERS

: HDFC Bank Limited

STATUTORY AUDITORS

: M/s. S. T. Mohite & Co.,
Chartered Accountants, Hyderabad.
(Resigned w.e.f. 02-09-2024)

M/s. Yelamanchi & Associates.,
Chartered Accountants, Hyderabad
(To be appointed w.e.f. 01-10-2024)

REGISTRAR & TRANSFER AGENT

: M/s. Aarthi Consultants Pvt Ltd
Regd. Office: 1-2-285, Domalguda,
Hyderabad - 500 029.
Phone Nos: 040-27638111, 27634445,
Fax: 040-27632184.
Email: info@arthiconsultants.com,
Website: www.arthiconsultants.com

REGISTERED OFFICE

: Roopa Industries Limited 17/745, Alur Road,
Adoni- 518 301 Kurnool District, A.P.
Tel: +91 8096330007, Fax : +91 40 23310379
E-mail: info@roopaindustries.com
Investor Complaints:
investorsroopa@gmail.com,
investors@roopaindustries.com
Website: www.investorsatril.com

CORPORATE OFFICE

: 3rd Floor, TGV Mansion, Above ICICI Bank,
6-2-1012, Khairatabad, Hyderabad-500004,
Telangana. Tel No.: +91 9154151038,
Fax: +91 4023310379,
Email: info@roopaindustries.com,
<https://www.investorsatril.com/>
Tel No.: +91 9154151038,
Fax: +91 4023310379,
Email: info@roopaindustries.com,

FACTORY

: A3 /A4, Phase-IV, IDA, Patancheru
Sanga Reddy District,
Pin Code-502319 Telangana State.

Notice of 39th Annual General Meeting

Notice is hereby given that the 39th Annual General Meeting of the members of the ROOPA INDUSTRIES LIMITED (CIN:L10100AP1985PLC005582) will be held on Monday, 30th September, 2024 at 10:00 a.m. through Video Conferencing (VC) or Other Audio Visual Means(OAVM) for transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Joginatha Sarma Vaduguri (DIN: 00165204), who retires by rotation and being eligible offers himself for reappointment.
3. Appointment of Statutory Auditors.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** to approve the appointment of M/s Yelamanchi & Associates., Chartered Accountants, as Statutory Auditors of the Company due to casual vacancy caused by the resignation of M/s. S.T. Mohite & Co., Chartered Accountants

“RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended, M/s Yelamanchi & Associates, Chartered Accountants (ICAI Firm Registration No. 000041S) be and are hereby appointed as statutory auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S.T. Mohite & Co, Chartered Accountants (Firm Registration No. 011410S) and that they shall be paid remuneration, as recommended by the Audit Committee and approved by the Board of Directors.

RESOLVED FURTHER THAT the appointment of M/s Yelamanchi & Associates, Chartered Accountants shall be for a term of 2 financial years i.e., 2024-25 and 2025-26 and they shall hold office from 1st October, 2024 till the conclusion of 41st Annual General Meeting (AGM), to be held in the year 2026.

SPECIAL BUSINESS:

4. **Re-appointment of Mr Tumbalam Gooty Raghavendra, Chairman and Managing Director for a term of 3 years:**

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

“RESOLVED THAT pursuant to provisions of sections 196, 197 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V 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 Regulation 17 of SEBI(LODR) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee, consent of members be and is hereby accorded for re-appointment of Mr. Tumbalam Gooty Raghavendra (DIN: 00186546) as Chairman and Managing Director of the Company for a period of three years from 1st October, 2024 to 30th September, 2027 on payment of remuneration for the aforesaid period on the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Chairman and Managing Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.

5. Re-appointment of Mr. Joginatha Sarma Vaduguri, Executive Director for a term of 3 years:

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

“RESOLVED THAT pursuant to provisions of sections 196, 197 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V 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 Regulation 17 of SEBI(LODR) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee, consent of members be and is hereby accorded for re-appointment of Mr. Joginatha Sarma Vaduguri (DIN: 00165204) as Executive Director of the Company, whose office will be liable to retire by rotation, for a period of three years from 1st October, 2024 to 30th September, 2027 and payment of remuneration for the aforesaid period on the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the said Executive shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.

6. Approval for Material Related Party Transaction.

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 Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), for the transaction(s) between the Company and M/s. Sree Rayalaseema Hi-Strength Hypo Limited, M/s TGV SRAAC Limited and Mr. Tumbalam Gooty Raghavendra, Chairman & Managing Director of the Company (all being related parties) to be entered in the ordinary course of business and on arm’s length basis under relevant provisions of SEBI, Listing Regulations, 2015 as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) /agreement(s) / arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the management of the Company may deem fit, for the financial year 2024-25, effective from 1st April, 2024 for an amount not exceeding Rs. 12.00 crores per annum for all 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.”

By order of The Board of Directors
Sd/-

Indani Venkata Lakshmi
Company Secretary & Compliance Officer

Date : 02.09.2024
Place : Hyderabad

Registered Office:

17/745, Alur Road, Adoni-518301,
Kurnool Dist., Andhra Pradesh.

Corporate Office:

3rd Floor, TGV Mansion, Above ICICI Bank,
6-2-1012, Khairatabad, Hyderabad-500004, Telangana.
Tel No.: +91 9154151038
Email: info@roopaindustries.com, <https://www.investorsatril.com>

Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide its General circular No. 09/2023 dated 25 September 2023 in relation to “Clarification on holding of Annual General Meeting (AGM) and EGM through video conferencing (VC) or other audio-visual means (OAVM) and passing of Ordinary and Special resolutions by the companies under the Companies Act, 2013” (the “MCA Circular”) has allowed the Companies to conduct their AGM and EGM through VC or OAVM up to 30 September 2024. In line with the MCA Circular, the Securities and Exchange Board of India vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” (the “SEBI Circular”) has relaxed the applicability of regulation 36(1)(b) of the (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015 for Annual General Meetings (AGMs) and regulation 44(4) of the LODR Regulations for general meetings (in electronic mode) till 30 September 2024. In compliance with the MCA Circular, SEBI Circular and the erstwhile MCA and SEBI circulars issued in this behalf, the AGM of the members of the Company is being held through VC / OAVM herein after called as “e-AGM”. The registered office of the Company shall be deemed to be the venue for the e-AGM.
2. Generally, a member entitled to attend and vote at a meeting is entitled to appoint one or more proxies to attend and vote on a poll on his behalf and such proxy need not be a member of the company. Since, this e-AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence, the Proxy form and Attendance Slips are not annexed hereto.
3. Since, the e-AGM will be held through VC / OAVM, the route map of the venue of the meeting is not annexed hereto.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out material facts concerning the business under Item Nos. 3, 4, 5 and 6 of the accompanying Notice, is annexed hereto and forms part of this Notice.
5. The relevant details as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI(LODR) Regulations, 2015) and Secretarial Standard

on General Meetings (SS 2) issued by The Institute of Company Secretaries of India, of directors seeking appointments/re-appointments is annexed hereto.

6. The Register of Members and the Share Transfer Books of the Company will remain closed for 8 days i.e. from 23/09/2024 to 30/09/2024 (both days inclusive) for the purpose of e-AGM in terms of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interest maintained under Section 189 of the Act and the relevant documents referred in the Notice will be available, electronically for inspection by the Members during the e-AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of e-AGM.

Members seeking to inspect such documents can send an e-mail to cs@roopaindustries.com.

8. Members seeking any information with regard to accounts or any matter to be placed at the e-AGM, are requested to write to the Company by sending mail on cs@roopaindustries.com. The same will be replied by the Company suitably.
9. In terms of SEBI Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31 July 2023, as further amended by the Corrigendum cum Amendment circular No. SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated 4 August 2023 and the Master Circular No. SEBI/ HO/OIAE/OIAE_IAD-3/P/CIR/2023/195, the SEBI has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. In terms of the said circulars, the investors, after duly exhausting their option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
10. 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.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Aarthi Consultants Pvt Ltd.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated the security holders (holding securities in physical form), to update the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) as they shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.
14. Members desiring any information on the financial statements at the e-AGM are requested to write to the Company at least seven days in advance of e-AGM, so as to enable the Company to keep the information ready.

15. Members are requested to quote Folio Number/ Client ID No in all correspondence. Members are requested to update their Email ID with their respective depository participant and with the company's Registrar and Transfer Agents.
16. As the Company's Equity shares are compulsorily traded in demat mode, shareholders holding shares in physical form are requested to dematerialize the same.
17. In accordance with the MCA's "Green Initiative in Corporate Governance" allowing companies to share documents with its shareholders in the electronic mode and related amendments to the Listing Agreement with the Stock Exchanges, the company is sharing all documents with shareholders in the electronic mode, wherever the same has been agreed to by the shareholders. Shareholders are requested to support this green initiative by registering/ updating their e-mail addresses for receiving electronic communications.

18. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and MCA Circulars, the Company is pleased to provide members facility to exercise their right to vote during the e-AGM by electronic means on all the Resolutions set forth in the notice through e-Voting Services provided by Central Depository Services (India) Ltd ("CDSL").

The remote e-voting period commences on Thursday, 26th September, 2024 (10:00 a.m. IST) and ends on Sunday, 29th September, 2024 (5:00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Saturday, 21st September, 2024, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, 21st September, 2024.

A member may participate in the e-AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the e-AGM. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting during the e-AGM through electronic means.

19. CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. The Members can join the e-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 e-AGM through VC/OAVM will be made available to at least 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 e-AGM without restriction on account of first come first served basis.
2. The attendance of the Members attending the e-AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 and amended circulars thereon, the facility to appoint proxy to attend and cast vote for the members is not available for this e-AGM. 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 e-AGM through VC/OAVM and cast their votes through e-voting.

4. In accordance with, the General Circular Nos. 20/2020 dated 5 May 2020, 19/2021 dated 12 December 2021, 21/2021 dated 14 December 2021 and 09/2023 dated 25 September 2023 issued by MCA and Securities and Exchange Board of India circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of e-AGM are being sent in electronic mode to Members whose e-mail address is registered with the company or the Depository Participant(s).
5. The Notice of e-AGM along with Annual Report for the financial year 2023-24, will also be available on the Company's website at www.investorsatril.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the e-AGM) i.e. www.evotingindia.com.

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Thursday, 26th September, 2024 (10:00 a.m. IST) and ends on Sunday, 29th September, 2024 (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 (record date) of 20th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The e-voting facility is available at the link:

EVSN (e-voting Sequence Number)	Commencement of e-voting	End of e-voting
240906089	26-09-2024	29-09-2024

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) 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 Depository	<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.nsd.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.

Type of shareholders	Login Method
	<p>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</p> <p>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 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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

Roopa Industries Limited

- 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Roopa Industries Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ivx) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF and 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; cs@roopaindustries.com (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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. 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 at least 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 queries 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.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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.
10. 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.

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.

If you have any queries or issues regarding attending e-AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East),

Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no.1800 22 55 33.

Annexure to the Notice of Annual General Meeting

Details of Directors seeking appointment and re-appointment - Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings

NAME OF THE DIRECTOR	TUMBALAM GOOTY RAGHAVENDRA	JOGINATHA SARMA VADUGURI
Director Identification Number(DIN)	00186546	00165204
Director Registration with IICA	NA	NA
Nationality	Indian	Indian
Date of Birth/Age	2 nd April 1954; Age 70 years	14 th August, 1956; Age: 68 years
Qualification	Graduation	Graduation
Experience and Expertise	He has overall 46 years of experience in Pharma Industry.	He has overall 39 years of experience in Pharma Industry.
Date of first Appointment on the Board of the Company	01/10/2015	01/10/1999
Shareholding in the Company	6,55,729	NIL
List of Directorship held in other Listed Companies	NIL	NIL
Membership(M)/ Chairmanship(C) in Committees of other listed Companies as on date	NIL	NIL
Committee positions in the Company	Nomination and Remuneration Committee (M) Stakeholders Relationship Committee (M)	Audit Committee (M) Stakeholders Relationship Committee (M)
Relationships between Director inter-se	There is no inter-se relationship among the directors.	There is no inter-se relationship among the directors.
Details of resignations, if any, from the Boards of other listed companies, in the last 3 years	NIL	NIL
Skills and capabilities required for the role and the manner in which the director meets such requirements	Management strategy. and	Commercial, Purchase and Supply Chain.

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013]

Item No. 3: Appointment of Statutory Auditors:

In terms of Regulation 36(5) of Listing Regulations, 2015

Your Company's Auditors, M/s. S.T. Mohite & Co, Chartered Accountants (Firm Registration No. 011410S) were appointed at the 36th AGM to hold office until the conclusion of the 41st AGM. However, vide their letter dated 2nd September, 2024 they have expressed their inability to continue as Statutory Auditors of your Company up to the conclusion of the 41st AGM. The Board thus appointed M/s. Yelamanchi & Associates, Chartered Accountants (ICAI Firm Registration No. 000041S) as Statutory Auditors of your Company to fill the casual vacancy caused by the said resignation effective from 2nd September, 2024 after working hours. M/s. Yelamanchi & Associates, Chartered Accountants is a Chartered Accountants firm established in 1993 with registration no. 000041S. M/s. Yelamanchi & Associates was co-founded by Mr. Y. Pulla Rao. The founders are associated in the field for chartered accountancy for over 30 years. Besides Taxation and Statutory Audit, the firm's practice has grown steadily in the areas of Internal Audit, Concurrent Audit/ Stock Audit, Management Audit, FEMA and Taxation of Non Residents. The Audit Committee considered various parameters and found M/s. Yelamanchi & Associates to be best suited to handle the statutory audit associated with the financial statements of the Company. In accordance with the Companies Act, 2013 and on the recommendation of the Audit Committee, the Board of Directors on 2nd September 2024, have considered and recommended the proposed appointment of M/s. Yelamanchi & Associates, Chartered Accountants as Statutory Auditors of the Company and to hold office for a period of up to 2 consecutive years from the conclusion of the 39th AGM till the conclusion of the 41st AGM. Your Company has obtained consent of M/s. Yelamanchi & Associates and a certificate in accordance with Section 139, 141 and other applicable provisions of the Act to the effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company.

The remuneration of the auditors shall be as recommended by the audit committee and approved by the board in consultation with the said auditors. Further, there is no material change in the proposed fee payable to M/s. Yelamanchi & Associates from that paid to the outgoing auditor.

None of the Directors, Key Managerial Personnel of your Company and their relatives is in any way concerned or interested, financially or otherwise in the said appointment. The Board commends the Resolution set out at Item No. 3 of the notice for approval by the members.

Item 4: Re-appointment of Mr. Tumbalam Gooty Raghavendra, Chairman and Managing Director for a term of 3 years:

The Board of Directors at its Meeting held on 14th August, 2024 on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Tumbalam Gooty Raghavendra, Chairman and Executive Managing Director for a period of three years with effect from 1st October 2024 subject to the approval of the Shareholders and requisite Central Government.

Mr. Tumbalam Gooty Raghavendra attained the age of 70 years in April 2024. Hence in accordance with proviso to Section 196 3(a), the Company seeks consent of the members by way of special resolution for continuation of his holding the office of Chairman and Managing Director even after attaining the age of 70 years during his proposed tenure.

Further, pursuant to the provisions of Section 197 of the Companies Act, 2013, the remuneration payable to Director should be in accordance with the provisions of Schedule V of the Act.

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Broad particulars of the terms of re-appointment and remuneration payable to Mr. Tumbalam Gooty Raghavendra are as under:

1. Salary – Rs.5.00 Lakhs per month
2. Perquisites and Allowances: Contribution to Provident fund, Superannuation fund and payment of gratuity as per the rules of the Company.
3. Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year, during the currency of the term of the Chairman and Managing Director, the Company will pay remuneration with in the maximum ceiling per annum as per Section II of Part-II of Schedule –V to the Companies Act, 2013 including any statutory modifications or re-enactments thereof, for the time being in force, as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company.

The Board recommends the Resolution as mentioned in the Notice for your approval. Except Mr. Tumbalam Gooty Raghavendra and his relative to the extent of their shareholding interest, if any, none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Disclosures as per Sub Clause (iv) of the second proviso to clause (B) of Section II of Part-II of Schedule V of the Act:

I. General Information

1	Nature of industry	Pharma Industry		
2	Date or expected date of commencement of commercial production	The Company was incorporated on 17/06/1985 and the Company is in operation since 1985.		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4	Financial performance based on given indicators		23-24	22-23
		Total Income	7155.37	7682.53
		Profit or Loss before tax	217.39	180.67
		Net Profit after tax	151.91	134.94
5	Foreign investments or collaborations, if any	Nil		

II. Information about the appointee:

1	Background details	Mr. Tumbalam Gooty Raghavendra has overall 47 years of experience in Pharma Industry
2	Past Remuneration	Rs.5.00 Lakhs per month
3	Recognition or awards	Nil
4	Job profile and his suitability	Mr. Tumbalam Gooty Raghavendra has overall 47 years of experience in Pharma Industry. He was Chairman & Managing Director of the company. Hence most suitable for the post of Chairman & Managing Director of the Company.
5	Remuneration proposed	Rs.5.00 Lakhs per month plus all other benefits, perquisites and other allowances as stated in the Explanatory Statement at Item No.8 of this Notice.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with size and nature of business of the company and the huge responsibility Mr. Tumbalam Gooty Raghavendra is carrying. The remuneration differs from company to company in the industry depending on the respective operations.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from drawing remuneration of the Company, He holds 6,55,729 Equity Shares in the share capital of the Company.. The Appointee is not related to any managerial personnel of the Company

III. Other Information:

1	Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable.
2	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line
3	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. Disclosures:

1	Remuneration package of the managerial person	Fully described in the explanatory statement as stated above
2	Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2023-24	The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2023-24 of the Company.

Item 5: Re-appointment of Mr. Joginatha Sarma Vaduguri, Executive Director for a term of 3 years:

Mr. Joginatha Sarma Vaduguri was re-appointed as Whole-time Director of the Company designated as Executive Director for a period of 3 years with effect from 1st October, 2021 upto 30 September 2024 after obtaining due approval of the members of the Company in their 37th Annual General Meeting. Accordingly the term of Mr. Joginatha Sarma Vaduguri comes to an end on 30th September, 2024. The Board, in its meeting held on 14th August, 2024 has approved the re-appointment of Mr. Joginatha Sarma Vaduguri as the Executive Director of the Company for a further period of three years i.e., 1st October 2024 upto 30 September 2027. The Board has taken the decision of the said re-appointment based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the members of the Company.

Mr. Joginatha Sarma Vaduguri will attain the age of 70 years during the proposed tenure. Hence in accordance with proviso to Section 196 (3)(a), the Company seeks consent of

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the members by way of special resolution for continuation of his holding the office of Executive Director even after attaining the age of 70 years during his proposed tenure.

Mr. Joginatha Sarma Vaduguri is not disqualified from being re-appointed as Executive Director in terms of Section 164 of the Companies Act, 2013. He communicated his willingness to be reappointed and has given his consent to act as Executive Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for re-appointment. A brief profile of Mr. Joginatha Sarma Vaduguri is provided in the Annexure to the Notice pursuant to the provisions of SEBI (LODR) and Secretarial Standards on General Meetings issued by ICSI.

It is proposed to seek Member's approval for the re-appointment and remuneration payable to Mr. Joginatha Sarma Vaduguri as Executive Director, in terms of the applicable provisions of the said Act and the Rules made thereunder. Broad particulars of the terms of re-appointment and remuneration payable to Mr. Joginatha Sarma Vaduguri are as under:

- a. Salary – Rs.1.00 Lakhs per month
- b. Perquisites and Allowances: Contribution to Provident fund, Superannuation fund and payment of gratuity as per the rules of the Company.
- c. Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year, during the currency of the term of the Chairman and Managing Director, the Company will pay remuneration with in the maximum ceiling per annum as per Section II of Part-II of Schedule –V to the Companies Act, 2013 including any statutory modifications or re-enactments thereof, for the time being in force, as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company.

The Board recommends the Resolution as mentioned in the Notice for your approval.

Except Mr. Joginatha Sarma Vaduguri and his relative to the extent of their shareholding interest, if any, none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Disclosures as per Sub Clause (iv) of the second proviso to clause (B) of Section II of Part-II of Schedule V of the Act:

I. General Information

1	Nature of industry	Pharma Industry		
2	Date or expected date of commencement of commercial production	The Company was incorporated on 17/06/1985 and the Company is in operation since 1985.		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4	Financial performance based on given indicators		23-24	22-23
		Total Income	7155.37	7682.53
		Profit or Loss before tax	217.39	180.67
	Net Profit after tax	151.91	134.94	
5	Foreign investments or collaborations, if any	Nil		

II. Information about the appointee:

1	Background details	Mr. Joginatha Sarma Vaduguri has overall 39 years of experience in Pharma Industry.
2	Past Remuneration	Rs.1.00 Lakh per month
3	Recognition or awards	Nil
4	Job profile and his suitability	Mr. Joginatha Sarma Vaduguri has overall 39 years of experience in Pharma Industry. Hence most suitable for the post of Wholetime Director of the Company.
5	Remuneration proposed	Rs.1.00 lakhs per month as stated in the Explanatory Statement at Item No.9 of this Notice.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with size and nature of business of the company and the huge responsibility Mr. Joginatha Sarma Vaduguri is carrying. The remuneration differs from company to company in the industry depending on the respective operations..
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from drawing remuneration as Whole-time Director of the Company, there are no other pecuniary relationships. The Appointee is not related to any managerial personnel of the Company

III. Other Information:

1	Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable.
2	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line
3	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. Disclosures:

1	Remuneration package of the managerial person	Fully described in the explanatory statement as stated above
2	Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2021-22	The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2021-22 of the Company.

Item 6: Approval for Material Related Party Transactions

Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all Related Party Transactions shall require approval of the Audit Committee and all Material Related Party Transactions require approval of the shareholders through Ordinary Resolution.

A transaction with a related party shall be considered material, if the, transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Section 188 of the Companies Act, 2013 deals with Related Party Transactions and Sub section (1) of Section 188 of the Companies Act, 2013 provides that nothing in this sub section shall apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

The Audit Committee considered and approved below Related Party Transactions proposed to be entered into with Sree Rayalaseema Hi-strength Hypo Limited and on-

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going transactions with TGV Sraac Limited and T G Raghavendra for its current operations. The maximum annual value of the proposed transactions with the said entities is estimated based on Company's current transactions with them and future business projections. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

S.No	Name of related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of contracts/ arrangements/ transactions	Salient terms of contracts/ arrangements/ transactions including value if any
1.	Sree Rayalaseema Hi-Strength Hypo Limited – Relative of Managing Director holds more than 2% of paid up capital	Purchase of materials	Annual	Upto ₹ 200.00 Lakhs
2.	TGV SRAAC Ltd – Relative of Managing Director holds more than 2% of paid up capital	Purchase of materials	Annual	Upto ₹ 500.00 Lakhs
3.	Mr. Tumbalam Gooty Raghavendra, Chairman & Managing Director of the Company	Loan from Directors	Annual	Upto ₹ 500.00 Lakhs

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/CMD1/ CIR/P/2021/662, dated November 22, 2021, the particulars of transactions to be entered into by the Company with related parties is as under.

- i. Type, material terms and particulars of the proposed transaction: As provided in above table, all the transactions are material in nature.
 - ii. Name of the Related Party and its relationship with the Company including nature of its concern or interest (financial or otherwise): As provided in above table
 - iii. Tenure of the proposed transaction (particular tenure shall be specified): For a period of one financial year FY 2024-25
 - iv. Value of the proposed transaction: As provided in the above table.
 - v. The percentage of the Company's annual turnover, for the immediately preceding financial year, i.e. represented by the value of the proposed transaction: 100%
 - vi. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company: Not applicable
 - vii. Justification as to why the Related Party Transactions is in the interest of the Company: The above transactions are based on business requirements and are necessary for the smooth and efficient functioning of the Company.
 - viii. A copy of the valuation or other external party report, if any such report has been relied upon: Arm's length Certificate received from Independent Chartered Accountant.
 - ix. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed Related Party Transaction on a voluntary basis: Negligible
 - x. Any other information that may be relevant: The proposed transactions of the Company with the aforesaid party are in the ordinary course of business and on arm's length basis.
- The Board recommends the resolution set out at Item No. 6 as an Ordinary resolution to the shareholders for their approval.

Except Mr. Tumbalam Gooty Raghavendra, Chairman and Managing Director, Director and their relatives being related parties, none of other Directors, Key Managerial Personnel or their relatives are, in any way concerned or interested in the resolution.

By order of The Board of Directors
Sd/-

Date : 02.09.2024
Place : Hyderabad

Indani Venkata Lakshmi
Company Secretary & Compliance Officer