



TYCHE INDUSTRIES LIMITED

(CIN:L72200TG1998PLC029809)

Regd Office: D. No. C-21/A, Road No.9, Film Nagar, Jubilee Hills, Hyderabad,Telangana-500096
Email: cs@tycheindustries.net, website: www.tycheindustries.net

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the members of TYCHE INDUSTRIES LIMITED will be held on Friday, the 30th day of September, 2022 at 11.00 a.m. through Video Conferencing("VC")/Other Audio-Visual Means ("OAVM") to transact 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,2022 together with the Report of the Directors and Auditors Report thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors' thereon, as circulated to the members be and are hereby considered and adopted."

2. To declare dividend of 15% i.e., Rs.1.50 per share on the equity shares for the financial year ended March 31, 2022 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT a dividend at the rate of 15% i.e., 1.50/- (One Rupees and fifty paisa Only) per equity share of face value of `10/- (Rupees Ten Only) each fully paid- up Equity Shares of the Company, as recommended by the Board of Directors be and is hereby approved for the financial year ended March 31, 2022."

3. To appoint a director in the place of Mr. G Ganesh Kumar (DIN: 01009765), who retire by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152(6) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, Mr. G Ganesh Kumar (DIN: 01009765), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company."

4. To consider appointment of M/s P. S. N. Ravishanker & Associates, Chartered Accountant, as Statutory Auditors and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolutions: -

"RESOLVED THAT pursuant to the provisions of Section 139,142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Audit Committee M/s. P. S. N. Ravishanker & Associates, Chartered Accountant, Firm



Registration No. 003228S be and are hereby appointed as Statutory Auditors of the Company for a period of five consecutive years to hold office from the conclusion of the twenty fourth Annual General Meeting to the conclusion of the twenty ninth Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT Board of Director of the Company be and are hereby authorized to do all acts and take such steps as may be required for appointment of Statutory Auditors of the Company and fixing their remuneration thereof.”

Special Business:**5. TO APPROVE THE REMUNERATION PAYABLE TO COST AUDITORS Mr. SATIVADA VENKAT RAO FOR THE FINANCIAL YEAR ENDING 2022-23.**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) there of for the time being in force), and pursuant to the recommendation of the Audit committee of the Company, the appointment of Mr. Sativada Venkat Rao, Cost Accountant, Hyderabad (Registration No. 100340), the Cost Auditor who were re-appointed by the Board of Directors of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March, 2023, at an aggregate fee of Rs.45,000/- P.A (Rupees Forty-five Thousand only) excluding taxes as may be applicable, in addition to reimbursement of all out-of-pocket expenses and applicable taxes thereon, be and is hereby approved and ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things which may be necessary for the purpose of giving effect to this resolution”.

6. REVISION IN THE TERMS OF REMUNERATION OF MR. G GANESH KUMAR (DIN: 01009765) AS MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“ RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in partial modification of the resolutions passed by the Members at the 19th Annual General Meeting of the Company held on September 29, 2017 and 23rd Annual General Meeting of the Company held on September 30 2021, consent of the Members of the Company be and is hereby accorded to revise the terms of remuneration payable to Mr. G Ganesh Kumar (DIN:01009765), as Managing Director, as follows:

Remuneration:

- a) Fixed Salary: In the range of 3,00,000 (Rupees Three Lakhs only) per Month.



- b) Commission : upto 5% on the net profit of the Company.

RESOLVED FURTHER THAT the above commission is effective from 1st April, 2021 and shall be effective till his term of appointment.

RESOLVED FURTHER THAT the overall remuneration payable to Mr. G Ganesh Kumar shall not exceed the limits prescribed under the applicable provisions of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT apart from the aforesaid revision in remuneration, the other terms and conditions of appointment of Mr. G Ganesh Kumar as previously approved by the shareholders at the 19th Annual General Meeting of the Company held on 29th September 2017 and 23rd Annual General Meeting of the Company held on September 30 2021, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.

7. REVISION IN THE TERMS OF REMUNERATION OF MR. G SANDEEP (DIN: 06608065) AS EXECUTIVE DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“ RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in partial modification of the resolutions passed by the Members at the 22nd Annual General Meeting of the Company held on September 30, 2020 and 23rd Annual General Meeting of the Company held on September 30 2021 and resolution passed by board of director on 10th November 2020 ,consent of the Members of the Company be and is hereby accorded to revise the terms of remuneration payable to Mr. G Sandeep (DIN:06608065), as Executive Director, as follows:

Remuneration:

- a) Fixed Salary: In the range of 3,00,000 (Rupees Three Lakhs only) per Month.
b) Commission : upto 5% on the net profit of the Company.

RESOLVED FURTHER THAT the above commission is effective from 1st April, 2021 and shall be effective till his term of appointment.

RESOLVED FURTHER THAT the overall remuneration payable to Mr. G Sandeep shall not exceed the limits prescribed under the applicable provisions of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



RESOLVED FURTHER THAT apart from the aforesaid revision in remuneration, the other terms and conditions of appointment of Mr. G Sandeep as previously approved by the shareholders at the 22nd Annual General Meeting of the Company held on September 30, 2020 and 23rd Annual General Meeting of the Company held on September 30 2021 and resolution passed by board of director on 10th November 2020, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.

By Order of the Board of Directors

Sd/-

G. Ganesh Kumar

Chairman & Managing Director

Place: Hyderabad

Date: 06th September 2022

**NOTES:**

1. **The Ministry of Corporate Affairs (“MCA”) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 (collectively referred to as “SEBI Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and MCA Circulars, the AGM of the Company being conducted through VC / OAVM”. Central Depository Services Limited(‘CDSL’) will be providing facility for voting through remote e-voting and CIL Securities Limited for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 14 below and is also available on the website of the Company at www.tycheindustries.net**
2. Pursuant to the provisions of the Act, generally a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional/Corporate Members (i.e., other than individuals/HUF, NRI, etc.) Are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/ Authorization etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and cast their votes through e-voting.
4. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses is annexed hereto and forms part of the Notice.
5. Brief resume of Director proposed to be appointed/re- appointed at the ensuing Annual General Meeting in terms of Regulation 15 and 27 under (Listing obligations and disclosure requirements) Regulations, 2015 is annexed to the Notice. The Company is in receipt of relevant disclosure / consents from the Directors pertaining to their appointment / re-appointment.
6. Pursuant to Regulation 42 of the LODR Regulations, 2015, Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2022 to Friday 30th September, 2022 (both days inclusive) for the purpose of Annual General Meeting.
7. Members whose shareholding is in physical form are requested to notify immediately any change in their address or bank mandates to the Company/ Registrar & Share Transfer Agents quoting their Folio Number and Bank Account details alongwith self-attested documentary proof. Members holding shares in electronic form may update such details with their respective Depository Participants(s). Members are encouraged to utilise the Electronic Clearing (ECS) for receiving dividends.



8. The Board of Directors of the Company at their meeting held on May 30, 2022 have recommended a dividend of Rs. 1.50/- per equity shares of Rs. 10/- each dividend for the financial year 2021-22. Dividend, if declared will be credited / dispatched after 30th September, 2022 but within the time limit to those members whose names shall appear on the Company's Register of Members on 23rd September, 2022 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.
9. 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 interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the 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 AGM. Members seeking to inspect such documents can send an email to cs@tycheindustries.net.
10. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available if the Company proposes to avail NECS Facility. The Company will be availing the NECS facility for the payment of dividend of financial year 2021-22. The bank details are required to be updated for the members who will be availing this facility. In the absence of NECS required details, the Company will print the bank account details, as available, on the Payment Instrument for distribution of dividend, if payment of dividend is approved by the members in the ensuing Annual General Meeting.
11. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years for the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund authority (Accounting, audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/claimants whose shares, unclaimed dividend IEPF may claim the shares or apply for refund by making an application to IEPF Authority in form IEPF 5 (available on www.iepf.gov.in) along with requisite fees as decided by it from time to time. The Members/claimant can file only one consolidated claim in financial years as per IEPF Rules.

It is in Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Services, so that dividends paid by the Company are credited to the Members' account on time.

Members who have not yet encashed the dividend warrants, from the financial year ended 31st March, 2015 and onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agent. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount.



It may also be noted that the unclaimed dividend amount which were lying with the company up to the year ended on 31st March, 2014, have already been transferred to IEPF. The details of the unclaimed dividends are available on the Company's website at www.tycheindustries.net and on the website of Ministry of Corporate Affairs at www.mca.gov.in. Members are requested to contact the Company's Registrar and share transfer Agent – CIL Securities Limited, R R Towers, C A Lane, Abids, Hyderabad – 500001, Telangana, to claim the unclaimed/unpaid dividends.

12. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA M/s. CIL Securities Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode)
 - a. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to cs@tycheindustries.net latest by September 23, 2022 5:00 p.m. IST. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
 - b. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to cs@tycheindustries.net. The aforesaid declarations and documents need to be submitted by the shareholders latest by September 23, 2022 5:00 p.m. IST.
13. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for FY 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depository Participant(s). Shareholders are also requested to visit the website of the Company www.tycheindustries.net or the website of the Registrar and Transfer Agent <https://www.cilsecurities.com> or the website of the stock exchanges, BSE for downloading the Annual Report and Notice of the AGM.
14. Securities and Exchange Board of India ("SEBI") has mandated those securities of listed companies can be transferred only in dematerialised form w.e.f. 1 April 2019. Accordingly, the Company & Company's RTAs have stopped accepting any fresh requests for transfer of shares in physical form. Members holding shares in physical form are requested to avail of the facility of dematerialisation before initiating transfer of shares. Members holding shares in physical mode are requested to submit their Permanent Account Number (PAN) and bank account details to the Company / CIL Securities if not registered with the Company/ CIL Securities Limited, as mandated by SEBI, by writing to the Company at cs@tycheindustries.net or to CIL Securities Limited at rt@cilsecurities.com along with the details of Name & Folio no., self-attested copy of PAN card, self-attested scanned copy of Aadhaar Card / Passport / Driving Licence / Election Identity Card, bank details viz name of the Bank and branch address, Bank account number, IFSC & MICR details and a cancelled



cheque and also further advised to register nomination in respect of their shareholding in the Company. Non-Resident Indian members are requested to inform CIL Securities Limited / respective DPs, immediately of any change in their residential status on return to India for permanent settlement by submitting particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pincode number, if not already furnished.

15. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-13, to the RTA of the Company. Further, Members desirous of cancelling/ varying nomination pursuant to rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the RTA of the Company.
16. In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and as per the requirements of SEBI Listing Regulations, the Company is providing the facility to its Members holding shares in physical or dematerialised form as on the cut-off date, i.e. 23 September 2022, to exercise their right to vote by electronic means on any or all of the agenda items specified in the accompanying Notice of AGM.
17. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a scan copy of share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card / Passport / Driving Licence / Election Identity Card to inward.cs@tycheindustries.net for registering email address.
 - b) Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.
18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. In terms of the provisions of Section 152 of the Act, Mr. Gokaraju Ganesh Kumar, Directors retire by rotation at this AGM. Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments. Brief resume of Directors who are proposed to be re-appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships and membership/ chairmanships of Board Committees and shareholding in the Company as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by ICSI are forming part of the Notice and appended to the Notice.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. The Company has appointed M/s CIL Securities Limited, Registrar and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the AGM.



22. Pursuant to the provisions of the circulars of MCA on the VC/OVAM, Members can attend the AGM through login credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
23. Members are requested to address all correspondences, including dividend matters to the Registrar & Share Transfer Agent - CIL Securities Limited at 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, and Hyderabad-500 001.
24. The members holding shares in identical order of names in more than one folio are requested to write to the Company/RTA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio for better services.
25. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
26. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar & Share Transfer Agent – CIL Securities Limited.
27. Non-Resident Indian members are requested to inform the Company's Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.

28. Voting through electronic means

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to the E-voting facility provided by the listed entities, the members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Central Depository Services (India) Limited (CDSL) on all the resolutions outlined in this Notice.
2. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e- Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the 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 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 AGM without restriction on account of first come first served basis.



4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM is being uploaded on the website of the Company at www.tycheindustries.net. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The AGM Notice is also hosted on the website of CDSL (agency for providing the e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No.17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and January 13, 2021 and May 5, 2022.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Tuesday 27th September 2022 (9.00 a.m.) and ends on Thursday, 29th September 2022 (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 23rd September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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.



- (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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode 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/EasiRegistration4) 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. 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 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.



	<ol style="list-style-type: none">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/EasiRegistration4) 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. 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) login through their Depository Participants	<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.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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



Type of share holders	
	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

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

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 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 Shareholders holding shares in Demat Form other than individual 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">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.
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.
Dividend Bank Details	<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 as mentioned in instruction (v).

- (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 <Company Name> 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.
- (xiv) 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) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- 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 cs@tycheindustries.net, 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 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 Remote 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 Remote 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 atleast Seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@tycheindustries.net. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@tycheindustries.net. 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 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 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 Secretary cs@tycheindustries.net and RTA at rta@cilsecurities.com.
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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 on 022-23058542/43.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on 30th September, 2022.

(A) General:

- (a) Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.



- (b) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23rd September, 2022.
- (c) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2022, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.

However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.

- (d) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (e) 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 as well as voting at the AGM through ballot paper.
- (f) CS D. Renuka, Practising Company Secretary, Hyderabad has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (g) The Results of the e-voting along with the scrutinizer's report shall be placed in the Company's website www.tycheindustries.net and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorised by him in writing. The results will also be immediately communicated to the Stock Exchange where the shares of the company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 5

In terms of the provisions of Section 148 of the act and rules made thereunder, the Company is required to maintain cost audit records and have the same audited by a Cost Auditor.

Based on the recommendation of Audit Committee, the Board of Directors at its meeting held on 30th May, 2021, appointed Mr. Sativada Venkat Rao, as Cost Auditor for conducting the cost audit for the financial year ending 31st March, 2022, on a remuneration of Rs.45,000/- p.a (Rupees Forty Five Thousand only) excluding taxes as may be applicable, in addition to reimbursement of all out-of-pocket expenses.

Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the cost auditor be ratified by the Members.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.5 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 5 of the accompanying Notice be ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

**Item No.6**

Mr. G. Ganesh Kumar was appointed as Managing Director of the Company. The terms of appointment and remuneration were approved by the Members vide resolution passed at the 19th Annual General Meeting of the Company held on September 29, 2017. In recognition of the leadership and strategic guidance provided by Mr. G Ganesh Kumar to the Company as Executive Chairman over the last couple of years, and to ensure that the overall remuneration payable to him shall not exceed the limits of remuneration approved by the Members of the Company, Nomination and Remuneration Committee and the Board of Directors have, at the meeting held on September 6, 2022, approved revision in the terms of remuneration payable to Mr. G Ganesh Kumar, in accordance with the provisions contained in Section 196, 197, 198 and 203 of the Companies Act, 2013, subject to the approval of Members of the Company. In this regard, it is proposed to revise the remuneration payable to Mr. G Ganesh Kumar at fix salary of Rs. 3,00,000 (Rupees Three Lakhs only) Per Month and Commission upto 5% on the net profit of the Company. Members may note that the proposed revision is only enabling in nature and for the purpose of providing absolute clarity, the Fixed Salary may include one-time payouts, if any, the revision in terms of remuneration shall be effective from the date of approval of the resolutions at Item No. 6 by the Members. Apart from the revision in terms of remuneration stated in the resolutions at Item No. 6, the other terms and conditions of appointment of Mr. G Ganesh Kumar, as previously approved by the shareholders at the 19th Annual General Meeting of the Company held on September 29, 2017 and 23rd Annual General Meeting of the Company held on September 30 2021, shall remain unchanged and continue to be effective. In accordance with the provisions contained in Section 196, 197, 198 and 203 of the Companies Act, 2013, read with Schedule V and applicable rules, approval of the Members is requested by way of a Special Resolution for the revised terms of remuneration of Mr. G Ganesh Kumar as stated in the resolution at Item No. 6. A brief profile of Mr. G Ganesh Kumar is provided at Annexure to this Notice. Except Mr.G Ganesh Kumar and Mr.G Sandeep, and/or their relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. The Board of Directors recommends the resolution proposing the revision in the terms of remuneration of Mr.G Ganesh Kumar, as set out in Item No. 6 for approval of the Members by way of a Special Resolution

Item No.7

Mr. G.Sandeep was appointed as Executive Director of the Company. The terms of appointment and remuneration were approved by the Members vide resolution passed at the 22nd Annual General Meeting of the Company held on September 30, 2020. In recognition of the overall operational guidance provided by Mr. G Sandeep to the Company as Executive Director , and to ensure that the overall remuneration payable to him shall not exceed the limits of remuneration approved by the Members of the Company, Nomination and Remuneration Committee and the Board of Directors have, at the meeting held on September 6, 2021, approved revision in the terms of remuneration payable to Mr. G Sandeep, in accordance with the provisions contained in Section 196, 197 and 198 of the Companies Act, 2013, subject to the approval of Members of the Company. In this regard, it is proposed to revise the remuneration payable to Mr. G Sandeep at fix salary of Rs. 3,00,000 (Rupees Three Lakhs only) Per Month and Commission upto 5% on the net profit of the Company.



The revision in terms of remuneration shall be effective from the date of approval of the resolutions at Item No. 7 by the Members. Apart from the revision in terms of remuneration stated in the resolutions at Item No. 7, the other terms and conditions of appointment of Mr.G Sandeep, as previously approved by the shareholders at the 22nd Annual General Meeting of the Company held on September 30, 2020 and 23rd Annual General Meeting of the Company held on September 30 2021 and resolution passed by board of director on 10th November 2020, shall remain unchanged and continue to be effective. In accordance with the provisions contained in Section 196, 197, and 198 of the Companies Act, 2013, read with Schedule V and applicable rules, approval of the Members is requested by way of a Special Resolution for the revised terms of remuneration of Mr. G Sandeep as stated in the resolution at Item No. 7. A brief profile of Mr. G Sandeep is provided at Annexure to this Notice. Except Mr. Mr. G Sandeep, and G Ganesh Kumar and/or their relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7. The Board of Directors recommends the resolution proposing the revision in the terms of remuneration of Mr. G Sandeep, as set out in Item No. 7 for approval of the Members by way of a Special Resolution

**ADDITIONAL INFORMATION**

(As per Regulation 36(3) of SEBI (LODR) Regulation 2015)

As required under the Listing Regulations, the particulars of Directors who seek appointment/re-appointment are given below:

Name of the Director	Mr. G. GANESH KUMAR
Date of Birth	09.06.1971
Din	01009765
Date of Appointment	14.11.1998
Qualification	Post-Graduation Master of Business from USA
Brief resume and expertise in specific functional areas	Industrial experience of over 20 years in the area of production and Administration. Domestic and international marketing.
Directorship in other Companies	a) SRI CELLARS PVT LTD b) SRI INDRA DISTILEERY PRIVATE LIMITED c) INNAG PROJECTS PRIVATE LIMITED d) SIRIS AGRO LIMITED e) SILVEROAK TECHNOLOGIES PVT LTD
Chairmanship/membership of Committees of other Companies	In Tyche's Members in Audit Committee, Stakeholders Relationship Committee, Chairman in CSR Committee.
Shareholding in the Company	1408095(13.74%)
Last remuneration drawn	68.73Lakhs
No. Of board meetings attended during the year	7



Name of the Director	Mr G. SANDEEP
Age	38 yrs
Din	06608065
Date of Appointment	24.08.2020
Qualification	He is a qualified Engineer, B.Tech-(Chemical Engineering) & also an Post graduate with MBA degree
Brief resume and expertise in specific functional areas	He has industrial experience more than 10years in the fields of Marketing of Pharmaceutical products, New Product Development, Finance, Regulatory affairs and overall management.
Relationship between Directors inter se [(As per Section 2(77) of the Companies Act, 2013 and Rule 4 of Companies (Specification of Definition Rules, 2014)]	Brother of G.Ganesh Kumar
Directorship in other Companies	Sirona Lifescience Pvt Ltd Sreeven Pharma Private Limited
Chairmanship/membership of Committees of other Companies	NIL
Shareholding in the Company	842775 (8.22%)
Last remuneration drawn	68.73 Lakhs
No. Of board meetings attended during the year	7

By Order of the Board of Directors

Sd/-

G. Ganesh Kumar

Chairman & Managing Director

Place: Hyderabad

Date: 06th September 2022

Registered office: D. No. C-21/A, Road No.9,
Film Nagar, Jubilee Hills, Hyderabad - 500 096
CIN:L72200TG1998PLC029809