



**BOARD OF DIRECTORS :**

Whole Time Director	Mr. Sureshkumar Shastry Vemuri
Directors	Mr. Sreenivasulu Reddy Angitapalli Mr. Shaik Chand Basha Mrs. Aravinda Rani Vemuri
Auditors	M/s. L.B. Reddy & Co., Chartered Accountants Hyderabad - 500 082. Telangana, India.
Registered Office	Survey No. 375, Manoharabad Village (V), Toopran Mandal, Medak District - 502 334, Telangana, India.
Admn & Corporate Office	Plot No.188, Phase II, Kamalapuri Colony, Srinagar Colony, Hyderabad - 500 073. Telangana, India.
Registrars & Transfer Agents	M/s.XL SOFTECH SYSTEMS LIMITED Plot No. 3, Sagar Co-operative Society Road No. 2, Banjara Hills, Hyderabad - 500 034. Telangana, India.



**NOTICE**

Notice is hereby given that the 22nd Annual General Meeting of the members of INTEGRATED THERMOPLASTICS LIMITED will be held on Friday, the 30th September, 2016 at 12.30 P.M at the Registered Office of the Company situated at Survey No. 375, Manoharabad Village, Toopran Mandal, Medak District - 502 334, Telangana to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year 31st March 2016 and the report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Aravinda Rani Vemuri, who retires by rotation and being eligible, offers her self for re-appointment.
3. To ratify the appointment of M/s. L.B.Reddy & Co, Chartered Accountants, Hyderabad as Statutory Auditors of the company and fix their remuneration for the FY 2016-17.

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

RESOLVED THAT pursuant to Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s L.B.Reddy & Co., (Firm Registration No. 8611S), Chartered Accountants, Hyderabad, as Statutory Auditors of the Company made pursuant to the resolution passed by the members at the 20th Annual General Meeting held on Sept 30, 2014 to hold office till the conclusion of 23rd Annual General Meeting to be held in the calendar year 2017 be and is hereby ratified for the FY 2016-17 on a remuneration as may be decided by board.

//By Order of the Board//  
**for Integrated Thermoplastics Limited**

Sd/-  
**SURESH KUMAR SHASTRY VEMURI**  
WHOLE TIME DIRECTOR  
DIN - 01788268

Place: Hyderabad  
Date: 02.09.2016



**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing the proxy should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A Proxy form for the AGM is enclosed. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
4. The Register of members and transfer Books of the Company will be closed from 25th September, 2016 to 30th September, 2016 (both days inclusive).
5. The members are requested to -
  - a) Intimate to the Registrars and Transfer Agents of the Company / Depository Participants changes, if any, in their registered addresses at an early date.
  - b) Quote Ledger Folio/Client ID in all the correspondence.
  - c) Bring the copy of the Annual Report and attendance slip with them to the Annual General Meeting.
6. Members desiring any information as regards accounts are requested to write to the Company at least seven days before the date of the meeting to enable the management to keep the information ready at the meeting.
7. All documents referred to in the notice of AGM and statutory registers are open for inspection at the Registered Office of the Company during office hours on all working days except public holidays up to the date of the Annual General Meeting.
8. The Company pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, is extending e-voting facility for its Members to enable them to cast their vote electronically instead of participating and voting physically in the Annual General Meeting. The Company has appointed Mr. R. Sivaram Reddy, Practising Company Secretary who in the opinion of the Board is a duly qualified person, as Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
9. The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
10. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants, along with physical copy of the AGM Notice and Annual Report of 2016. Those members who have registered their email IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and



instructions by e-mail. Members may also note that the Annual Report of 2016 is available on the Company's website, <http://www.integratedthermo.com>

11. Members are requested to note that the e-voting will open on 26th September, 2016 and shall remain open for 4 days i.e. up to 29th September, 2016. E-voting shall not be allowed beyond 5 P.M on 29th September, 2016.
12. The instructions for members for voting electronically are as under:  
In case of members receiving e-mail:
  - i. log on to e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - ii. Click on 'Shareholders' tab.
  - iii. Now, select "Integrated Thermoplastics Limited" from the drop down menu and click on "SUBMIT"
  - iv. Now enter your User ID:
    - a. For CDSL :- 16 digits beneficiary ID,
    - b. For NSDL :- 8 Character DP ID followed by 8 Digits Client ID,.
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - v. Next enter the Image Verification as displayed and Click on Login.
  - vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - vii. If you are a first time user follow the steps given below for Login:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated PAN with the Company/Depository Participant are requested to use the first two letters of your name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's (zero) before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	<ul style="list-style-type: none"> <li>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</li> </ul>
Dividend Bank Details #	<ul style="list-style-type: none"> <li>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</li> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>



- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen, However members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii. On the voting page, you will see ‘Resolution Description’ and against the same the options ‘YES/NO’ for voting. Select the Option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “Resolution File Link” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on OK, else to change your vote, click on CANCEL and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:



Please follow all steps stated above to cast vote

The voting period begins on 26th September, 2016 and shall remain open for 4 days i.e. up to 29th September, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
13. Kindly note that the Shareholders can opt only one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case the Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
  14. The voting period begins at 10 A.M on 26 September, 2016 and ends at 5.00 P.M. on 29th September, 2016. The e-voting module shall also be disabled by CDSL for voting thereafter.
  15. The Company has appointed Mr. SIVARAM REDDY, Company Secretary, Hyderabad, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three working days from the date of conclusion of the shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company. Results will be uploaded on the company’s website as well as intimated to the Stock Exchange (BSE).
  16. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the e-voting process and the results will be announced at the registered office of the Company situate at Survey No. 375, Manoharabad Village, Toopran Mandal, Medak District - 502 334, Telangana.

//By Order of the Board/  
**for Integrated Thermoplastics Limited**

Sd/-  
**SURESHKUMAR SHASTRY VEMURI**  
WHOLE TIME DIRECTOR  
DIN - 01788268

Place: Hyderabad  
Date: 02.09.2016



## DIRECTORS REPORT

To,  
The Members of  
INTEGRATED THERMOPLASTICS LIMITED

We hereby present the 22<sup>nd</sup> Annual Report and the Audited Statement of Accounts for the Financial Year ended 31<sup>st</sup> March, 2016.

	Amount (Rs)	
PARTICULARS	31-03-2016	31-03-2015
Revenue from Operations	61,69,27,988.00	34,16,76,511.00
Other Income	9,51,075.00	10,46,920.00
<b>Total Revenue</b>	<b>61,78,79,063.00</b>	<b>34,27,23,431.00</b>
Total Expenses	62,20,48,989.00	35,65,82,924.00
<b>Profit / (Loss) Before Tax</b>	<b>(41,69,926.00)</b>	<b>(1,38,59,493.00)</b>
Less: Current Tax	22,73,191.00	12,88,300.00
Add: Deferred Tax Asset	33,16,102.00	5,42,672.00
Add: Transfer from Reserve	-	-
<b>Net Profit / (loss)</b>	<b>(31,27,015.00)</b>	<b>(1,56,90,465.00)</b>

### REVIEW OF OPERATIONS:

During the year under review the company has made a revenue of Rs.61,69,27,988 from operations and Rs.9,51,075 from other Income aggregating to Rs.61,78,79,063 and posted a Net Loss of Rs. 31,27,015/- for the financial year 2015-16.

### MANAGEMENT DISCUSSION AND ANALYSIS:

#### Industry Structure and developments:

Industry has been comfortable in the past few years and has been able to enlarge its areas of supplies to priority sector like rural water supply schemes and housing taken up by different state governments and local authorities.

### OPPORTUNITIES AND THREATS:

The company has been able to establish itself in the PVC market in south India. The company is making every effort to work closely with the major players in the domestic industry to realize better sales. The company also sees a stronger demand for its products in the years to come.

### SEGMENT WISE AND PRODUCT WISE PERFORMANCE:

Since The company does not operate in different sectors, the segment wise performance of the financials is not applicable.

### OUTLOOK:

The outlook for the company's products appears to be better.

### RISKS AND CONCERNS:

There is stiff competition for the Company's products in the market. However by implementing cost control methods, your company is confident of overcoming the possible risks and concerns.

### MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Lew employees have been employed during the year under review. the company has not made significant development in human resources



### DIVIDEND:

As the company incurred loss during the year, your Board has not recommended dividend.

### BOARD OF DIRECTORS:

As per the provisions of section 152 of the Companies Act, 2013, Mrs. Aravinda Rani Vemuri, who retires by rotation at the ensuing Annual General Meeting and being eligible offer herself for reappointment. The board recommends her re-appointment.

### BOARD MEETINGS:

Five (05) meetings of the Board of Directors were held during the financial year and the details are given in paragraph 2 (d) of Corporate Governance report attached to this Annual Report.

### EXTRACT OF ANNUAL RETURN:

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return in form MGT-9 is enclosed as Annexure 1.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year, the company has not granted any Loans or given any Guarantees or made any Investments covered under the provisions of Section 186 of the Companies Act, 2013.

### RELATED PARTY TRANSACTIONS:

All transactions entered in to with related parties as defined under the Companies Act, 2013 and regulation 23 of SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the financial statements. The details of related party transactions entered is enclosed as Annexure-II.

### CORPORATE SOCIAL RESPONSIBILITY:

In terms of Section 135 of the companies Act, 2013, every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any of the three immediately preceding financial years shall constitute CSR committee and formulate a Corporate Social Responsibility (CSR) Policy. Since, the company does not fall under the said criteria during any of the three immediately preceding financial years, the provisions of Sec 135 of the Companies Act, 2013, Schedule VII and the rules made thereafter are not applicable to the company.

### CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE

#### EARNINGS AND OUT GO:

Details of Energy Conservation, Research & Development, Technology Absorption, Foreign Exchange Earnings and Outgo as required as per section 134(3)(m) of the Companies Act 2013, are given in Annexure - III to the Directors Report.

### PARTICULARS OF EMPLOYEES:

The Company has not employed any individual whose remuneration exceeds the limits prescribed under the provisions of section 197 of the companies act 2013, read with the rule 5(2) of the companies (appointment and remuneration of managerial personnel) Rules, 2014.

### STATUTORY AUDITORS:

M/s L.B. Reddy & Co., Chartered Accountants, Hyderabad, have been appointed as statutory Auditors of the company for a period of three years at the last Annual General Meeting held on 30th September 2014. Pursuant to section 139 of the Companies Act, the Auditors appointment shall be ratified at the ensuing Annual General Meeting. The Board recommended the ratification of the appointment of Auditor for the financial year 2016-17.

### INTERNAL AUDITORS:

Pursuant to Section 138 of the Companies Act, 2013, the Board in its meeting held on 01.09.2015 has appointed M/s. Primespace Management Consulting LLP, Hyderabad, as Internal Auditors of the Company for the financial Year 2016-17.



#### SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s SGP & Associates, Company Secretaries, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company and the Report on the Secretarial Audit for the financial year 2015-16 is enclosed herewith as Annexure-IV

#### DETAILS OF FRAUDS REPORTED BY AUDITORS U/S 143:

The Auditors have not reported any frauds pursuant to Sec.143 (12) of the Companies Act, 2013. Hence, the information to be provided pursuant to Section 134 (3) (ca) of the Companies Act, 2013, may be treated as NIL.

#### INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

#### CORPORATE GOVERNANCE:

As a listed company, necessary measures have been taken to comply with the SEBI (LODR) Regulations, 2015. A report on Corporate Governance, along with a certificate of compliance from the Auditors, forms part of this Report as Annexure-V.

#### STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

Pursuant to section 134 (3) (d) of the Companies Act, 2013, a statement shall be made on declaration given by Independent Directors under sec 149 (6) of the companies Act, 2013 in the Board report. The Board has received declarations from the Independent Directors, as required under Sec 149 (7) of the Companies Act, 2013 stating the fulfillment of criteria mentioned in the sub section (6) of Sec 149 of the Companies Act, 2013 and the rules made thereunder.

#### NOMINATION AND REMUNERATION POLICY CRITERIA FOR SELECTION AND REMUNERATION OF DIRECTORS, KMP AND EMPLOYEES:

The Nomination and Remuneration Committee of the Board, comprises two Independent Non-Executive Directors namely Mr. S. Chand Basha, Mr. A. Sreenivasulu Reddy and one Non-Independent Non-Executive Director, namely Mrs. Aravinda Rani Vemuri.

The key features of the Nomination and Remuneration Policy as framed by the Nomination and Remuneration Committee of the company are set out below:

##### Selection criteria for Directors:

The Company shall consider the following aspects while appointing a person as a Director on the Board of the Company:

**Skills and Experience:** The candidate shall have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, administration, public administrative services, research, corporate governance, technical operations or any other discipline related to the Company's business.

**Age Limit:** The candidate should have completed the age of twenty-one (21) years and should not have attained the age of seventy (70) years for appointment as Managing Director or Whole Time Director.

**Conflict of Interest:** The candidate should not hold Directorship in any competitor company, and should not have any conflict of interest with the Company.

**Directorship:** The number of companies in which the candidate holds Directorship should not exceed the number prescribed under the Act.



**Independence:** The candidate proposed to be appointed as Independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Act.

The policy provides that while appointing a Director to the Board, due consideration will be given to approvals of the Board and/or shareholders of the Company in accordance with the Act.

#### Remuneration for Directors, KMP and other Employees

The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles:

- Pay for performance: Remuneration of Executive Directors, KMP and other employees is a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal. The remuneration of Non-Executive Directors shall be decided by the Board based on the profits of the Company and industry benchmarks.
- Balanced rewards to create sustainable value: The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behavior that is aligned to sustainable value creation.
- Competitive compensation: Total target compensation and benefits are comparable to peer companies in the industry and commensurate to the qualifications and experience of the concerned individual.
- Business Ethics: Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders' interest.

#### REPLIES TO THE QUALIFICATIONS OF THE AUDITORS UNDER 134 (3) (f):

The replies of Board of Directors to the qualification of Statutory and Secretarial Audit Reports are given as Annexure-VI to this report.

#### TRANSFER TO RESERVES

During the financial year under review, no amount has been transferred to the reserves.

#### MATERIAL CHANGES AND COMMITMENTS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no material changes from the end of the financial year till the date of this report, affecting the financial position of the Company.

#### DETAILS OF DEPOSITS UNDER CHAPTER V:

The company has not accepted deposits from the members/public falling within the meaning of section 73 and/or Sec 76 of the companies Act, 2013 and the companies (Acceptance of Deposits) Rule, 2014. Accordingly, furnishing of the details of deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013 does not arise.

#### FORMAL ANNUAL EVALUATION MADE BY THE BOARD OF ITS OWN PERFORMANCE AND OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

Keeping in view the various provisions of the Companies Act, 2013 and SEBI (LODR) regulations, 2015 dealing with powers, duties and functions of the Board of the Company, your Company has adopted criteria for evaluating the performance of its Board, Committees and other said criteria contemplates evaluation of Directors including Independent Directors applicable from the financial year 2015-16. The Directors based on their performance as directors apart from their specific role as independent, non-executive and executive directors as mentioned below:





- a. Executive Directors, being evaluated as Directors as mentioned above, will also be evaluated on the basis of targets / Criteria given to executive Directors by the board from time to time as well as per their terms of appointment.
- b. Independent Directors, being evaluated as a Director, will also be evaluated on meeting their obligations connected with their independence criteria as well as adherence with the requirements of professional conduct, roles, functions and duties specifically applicable to Independent Directors as contained in Schedule IV to the Companies Act, 2013.

The criteria also specifies that the Board would evaluate each committees performance based on the mandate on which the committee has been constituted and the contributions made by each member of the said committee in effective discharge of the responsibilities of the said committee. The Board of Directors of your company has made annual evaluation of its performance, its committees and directors for the financial year 2015-16 based on afore stated criteria.

**DISCLOSURES:**

**Audit Committee:**

The Audit Committee comprises three members namely Sri. A. Srenivasulu Reddy (Non- Executive Independent director) and Sri. S. Chand Basha (Non- executive Independent director) and Sri. Suresh Kumar Shastry Vemuri (Executive Promoter Director). All the recommendations made by the Audit Committee were accepted by the Board.

**Vigil Mechanism:**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of SEBI (LODR) Regulations, 2015, includes vigilance and Ethics officer, senior executive of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the officer or to the Chairman of the Audit Committee.

**Details pertaining to the remuneration as required under section 197 (12) of the companies Act, 2013 read with rule 5 (1) of the company (appointment and remuneration of managerial personnel) Rules 2014.**

The percentage increase in remuneration of each director, Chief Financial Officer and Company Secretary during the financial year 2015-16 and ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-16, are as under

**GENERAL:**

Sl.No.	Name & Director / KMP and Designation	Remuneration of Director/KMP for Financial Year 2015-16	% Increase in Remuneration in the Financial Year 2015-16	Ratio of Remuneration of each Director/to Median remuneration of employees
1.	Mr. Suresh Kumar Shastry Vemuri Whole Time Director	Nil	Nil	Nil
2.	Mr. A. Sreenivasulu Reddy Non-Executive Independent Director	Nil	Nil	Nil
3.	Mr. S. Chand Basha Non- Executive Independent Director	Nil	Nil	Nil
4.	Mrs. Aravinda Rani Vemuri Non- Executive Independent Director	Nil	Nil	Nil

As the Company is not paying any remuneration to the directors/KMP's, the medium remuneration of employees of the company is not relevant



Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the financial year under review:

1. Details relating to deposits covered under Chapter - V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of Employee stock option Scheme.
4. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
5. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
6. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the financial year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of Sec 134(3)(c) of the Companies Act, 2013 the Board of Directors of your Company hereby certifies and confirms that:

- a. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that year;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the Annual accounts on a going concern basis.
- e. The directors, in the case of listed company, has laid down internal financial control to be followed by the company and that such internal financial control or adequate and operating effectively;
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**ACKNOWLEDGEMENTS:**

Your Directors gratefully acknowledge the support and co-operation extended by all the shareholders, customers, bankers, mutual funds, share brokers to your company during the year and look forward to their continued support

Your Directors also place on record their appreciation of the dedication and commitment displayed by the employees of the company

//By Order of the Board//  
**For INTEGRATED THERMOPLASTICS LIMITED**

Sd/-  
**SHAIK CHAND BASHA**  
DIRECTOR  
(DIN: 01242030)

Sd/-  
**SURESHKUMAR SHAHSTRY VEMURI**  
WHOLE TIME DIRECTOR  
(DIN: 01788268)

Place: Hyderabad.  
Date : 02.09.2016



**ANNEXURE - 1**

**FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended 31.03.2016**

**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

I.	CIN:-	L25209TG1994PLC016939
ii	Registration Date	25 <sup>th</sup> January, 1994
iii	Name of the Company	INTEGRATED THERMOPLASTICS LIMITED
iv)	Category/Sub-Category of the Company	Company having Share Capital
v)	Address of the Registered office and contact details.	Sy. No. 375, Manoharabad (V), Toopran (M), Medak Dist. Telangana. Tel : +91 9848019282, E-mail : itlhyd1@yahoo.com Website : www.integratedthermo.com
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/S. XL SOFTECH SYSTEMS LTD. # 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034, Telangana. Ph: 040- 23545913 /5914. Email : mail@xlsoftech.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the company.

S.No.	Name and Description of Main Products / Services	NIC Code of the Product / Service	% to Total Turnover of the Company
1.	Manufacture of other Plastic Products	22209	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NA**

S.No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	NA	NA	NA	NA	NA



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):**

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
<b>A. Promoter</b>									
<b>1. Indian</b>									
a. Individual/HUF	727000	0	727000	11.56	727000	0	727000	11.56	0
b. Cent. Govt.	0	0	0	0	0	0	0	0	0
c. State Govt.	0	0	0	0	0	0	0	0	0
d. Bodies Corp.	1363800	0	1363800	21.69	1363800	0	1363800	21.69	0
e. Bank/ FI	0	0	0	0	0	0	0	0	0
f. Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-Total- A-(1)</b>	<b>2090800</b>	<b>-</b>	<b>2090800</b>	<b>33.25</b>	<b>2090800</b>	<b>-</b>	<b>2090800</b>	<b>33.25</b>	<b>0</b>
<b>2. Foreign</b>									
a. NRI-Ind/HUF	0	0	0	0	0	0	0	0	0
b. Other Ind.	0	0	0	0	0	0	0	0	0
c. Body Corp.	0	0	0	0	0	0	0	0	0
d. Bank/ FI	0	0	0	0	0	0	0	0	0
e. Any	0	0	0	0	0	0	0	0	0
<b>Sub Total- A (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Total SH of Promoter	(1+2)2090800	-	2090800	33.25	2090800	-	2090800	33.25	0
<b>B. Public Shareholding</b>									
<b>1. Institution</b>									
a. Mutual Funds	0	43000	43000	0.68	0	43000	43000	0.68	0
b. Bank/ FI	0	0	0	0	0	0	0	0	0
c. Cent. Govt.	0	0	0	0	0	0	0	0	0
d. State Govt.	0	0	0	0	0	0	0	0	0
e. Venture Capital	0	0	0	0	0	0	0	0	0
f. Insurance Co.	0	0	0	0	0	0	0	0	0
g. FIs	0	0	0	0	0	0	0	0	0
h. Other	0	0	0	0	0	0	0	0	0
<b>Sub-Total-B (1)</b>	<b>0</b>	<b>43000</b>	<b>43000</b>	<b>0.68</b>	<b>0</b>	<b>43000</b>	<b>43000</b>	<b>0.68</b>	<b>0</b>
<b>2. Non-Institution</b>									
a. Body Corp.India Overseas	11500	55500	67000	1.07	2100	50500	52600	0.84	(0.23)
b. Individual									
i. Individual shareholders holding nominal share capital upto Rs. 1 lakh	267000	1884300	2151300	34.20	412900	2060700	2473600	39.33	5.13
ii. Individual shareholders holding nominal share capital in excess of Rs.1 lakh	512700	883500	1396200	22.20	550800	537100	1087900	17.30	(4.90)
<b>C. Other</b>									
1) NRI	5000	535600	540600	8.60	5500	535500	541000	8.60	-
2) bodies (clearing members)	0	0	0	0	0	0	0	0	0
<b>Sub-Total-B (2)</b>	<b>796200</b>	<b>3358900</b>	<b>4155100</b>	<b>66.07</b>	<b>971300</b>	<b>3183800</b>	<b>4155100</b>	<b>66.07</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>796200</b>	<b>3401900</b>	<b>4198100</b>	<b>66.75</b>	<b>971300</b>	<b>3226800</b>	<b>4198100</b>	<b>66.75</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>2887000</b>	<b>3401900</b>	<b>6288900</b>	<b>100</b>	<b>3062100</b>	<b>3226800</b>	<b>6288900</b>	<b>100</b>	<b>0</b>



(ii) Shareholding of Promoters:								
Sl. No.	Shareholder's Name	Shareholding at the Beginning of the year			Shareholding at the End of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encum-bered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encum-bered to total shares	
1.	SUJALA PIPES PRIVATE LIMITED	1363800	21.69	-	1363800	21.69	-	-
2.	S. P. Y. REDDY	483300	7.68	-	483300	7.68	-	-
3.	S. SREEDHAR REDDY	220300	3.50	-	220300	3.50	-	-
4.	SUJALA SAJJALA	23400	0.37	-	23400	0.37	-	-
	<b>Total</b>	<b>2090800</b>	<b>33.25</b>	<b>-</b>	<b>2090800</b>	<b>33.25</b>	<b>-</b>	<b>-</b>
(iii) Change in Promoters' Shareholding (Please specify, if there is no change) : NIL								
Shareholder Name	At the beginning of the year		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):			Cumulative Shareholding at the end of the year		
	No of Shares	% of total shares of the Company	Date	No. of Shares	Nature	No. of Shares	% of total shares of the Company	
	-	-	-	-	-	-	-	



(iv) Share holding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):							
Shareholder Name	At the beginning of the year		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):			Cumulative Shareholding at the end of the year	
	No of Shares	% of total shares of the Company	Date	No. of Shares	Nature	No. of Shares	% of total shares of the Company
SHYAMRAJ MOORJANI	1,20,100	1.91	-	-	-	1,20,100	1.91
ASHOK KUMAR LAHOTI	99,900	1.59	-	-	-	99,900	1.59
SIMON JOSEPH	50,800	0.81	Acquired during FY	37,100	Purchase	87,900	1.40
LEELA SIMON	49,600	0.79	Acquired during FY	33,100	Purchase	82,700	1.35
SIMLEE SAJID	49,600	0.79	Acquired during FY	25,500	Purchase	75,100	1.19
S PADMINI	62,700	1.00	-	-	-	62,700	1.00
URMILA LAHOTI	45,000	0.72	-	-	-	45,000	0.72
JYOTI BAID	42,100	0.67	-	-	-	42,100	0.67
A RAMADEVI	40,100	0.64	-	-	-	40,100	0.64
KETHAN MEHATA	39,900	0.64	-	-	-	39,900	0.64
(v) Shareholding of Directors and Key Managerial Personnel: NIL							
Shareholder Name	At the beginning of the year		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):			Cumulative Shareholding at the end of the year	
	No of Shares	% of total shares of the Company	Date	No. of Shares	Nature	No. of Shares	% of total shares of the Company
Mr. SURESH KUMAR SHASTRY VEMURI	-	-	-	-	-	-	-
Mr. SHAIK CHAND BASHA	-	-	-	-	-	-	-
Mr. SREENIVASULU REDDY ANGITAPALLI	-	-	-	-	-	-	-
Mrs. ARAVINDA RANI VEMURI							





VI. INDEBTEDNESS					
Indebtedness of the Company including interest outstanding/accrued but not due for Payment:					
	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness	
<b>Indebtedness at the beginning of the financial year :</b>					
1. Principal Amount	13,80,01,737	-	-	13,80,01,737	
2. Interest due but not paid	3,49,14,671	-	-	3,49,14,671	
3. Interest accrued but not due	-	-	-	-	
<b>Total (1+2+3)</b>	<b>17,29,16,408</b>	<b>-</b>	<b>-</b>	<b>17,29,16,408</b>	
<b>Change in Indebtedness during the financial year:</b>					
Addition(Interest due but not paid)	2,73,93,445	-	-	2,73,93,445	
Reduction	(1,55,53,026)	-	-	(1,55,53,026)	
<b>Net Change</b>	<b>1,18,40,419</b>	<b>-</b>	<b>-</b>	<b>1,18,40,419</b>	
<b>Indebtedness at the end of the financial year:</b>					
1. Principal Amount	13,80,01,737	-	-	13,80,01,737	
2. Interest due but not paid	4,67,55,090	-	-	467,55,090	
3. Interest accrued but not due	-	-	-	-	
<b>Total (1+2+3)</b>	<b>18,47,56,827</b>	<b>-</b>	<b>-</b>	<b>18,47,56,827</b>	
<b>VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>					
<b>A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL</b>					
Sl. No.	Particulars of Remuneration	Name of MD/WTD. Manager			Total Amount
		MD	WTD	Manager	
1	Gross salary	-	-	-	-
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act,1961				
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit	-	-	-	-
	- Others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total-(A)	-	-	-	-
	Ceiling as per the Act	-	-	-	-



B. Remuneration to other Directors : NIL						
Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	-	-	-	-	-
	a. Fee for attending board / committee meetings	-	-	-	-	-
	b. Commission	-	-	-	-	-
	c. Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-	-
4	a. Fee for attending board / committee meetings	-	-	-	-	-
	b. Commission	-	-	-	-	-
	c. Others, please specify	-	-	-	-	-
	Total-(2)	-	-	-	-	-
	Total-B (1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-
C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: NIL						
Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount	
		CEO	CS	CFO		
1	Gross salary					
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-		-		
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-		
	c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-		
2	Stock Option	-	-	-		
3	Sweat Equity	-	-	-		
4	Commission as % of profit	-	-	-		
	- Others, specify...	-	-	-		
5	Others, please specify	-	-	-		
	Total-(C)	-		-		