



BOARD OF DIRECTORS :

Whole Time Director

Mr. Sureshkumar Shastry Vemuri

Directors

Mr. Sreenivasulu Reddy Angitapalli  
Mrs. Aravinda Rani Vemuri  
Mr . Venkata Lakshmi Reddy Sajjala  
Mrs. Tulasi Sajjala  
Mrs. Aruna Sajjala

Auditors

M/s. Deva & Co.,  
Chartered Accountants,  
Hyderabad.

Registered Office

Survey No. 375,  
Manoharabad Village (V),  
Toopran Mandal,  
Medak District - 502 334,  
Telangana, India.  
Phone No. 040-23235200,  
Email Id : itlhyd1@yahoo.com

Admin & Corporate Office

Plot No.188, Phase II,  
Kamalapuri Colony,  
Srinagar Colony,  
Hyderabad - 500 073.  
Telangana, India.

Registrar & Transfer Agents

XL SOFTECH SYSTEMS LIMITED  
Plot No. 3, Sagar Co-operative Society,  
Road No. 2, Banjara Hills,  
Hyderabad - 500 034.  
Telangana, India.



**INTEGRATED THERMOPLASTICS LIMITED**

(CIN: L25209TG1994PLC016939)

Regd. Off.: Sy.No.375, Manoharabad (V), Toopran (M), Medak Dt. - 502334, Telangana.

Tel/Fax No: 040-23235200, Email Id: itlhyd1@yahoo.com

Website: <http://www.integratedthermo.com>

**NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the members of INTEGRATED THERMOPLASTICS LIMITED will be held on Monday, the 30<sup>th</sup> September, 2019 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 ended 31<sup>st</sup> March, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Aravinda Rani Vemuri (DIN: 01241976) who retires by rotation and, being eligible, offers herself for re-appointment.
3. To fix the remuneration of statutory auditors for the F.Y. 2019-20.

**SPECIAL BUSINESS:**

4. Re-appointment of Mr. Sreenivasulureddy Angitapalli as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sreenivasulureddy Angitapalli (DIN: 02956004), be and is hereby re appointed as an Independent Director of the Company to hold office for further period of 5 (Five) consecutive years up to 31.03.2024 and that he shall not be liable to retire by rotation.”

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

SURESHKUMARSHASTRY VEMURI  
WHOLE TIME DIRECTOR  
DIN: 01788268

Place: Hyderabad  
Date : 14.08.2019



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/HERSELF. 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 Contracts or arrangements in which Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
5. The Register of members and transfer Books of the Company will be closed from 23rd September, 2019 to 30th September, 2019 (both days inclusive).
6. The members are requested to -
  - a) Intimate to the Registrar 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 to the Annual General Meeting.
7. 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.
8. 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.
9. 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. Rajula 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.
10. During the voting period, e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com).
11. 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 2019. Those members who have registered their e-mail 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 2019 is available on the Company's website, <http://www.integratedthermo.com>.



12. Members are requested to note that the e-voting will open on 26<sup>th</sup> September, 2019 and shall remain open for 4 days i.e. up to 29<sup>th</sup> September, 2019. E-voting shall not be allowed beyond 5.00 p.m. on 29<sup>th</sup> September, 2019.

13. The procedure and instructions for e-voting are as follows:

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	<p>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.</p>
Dividend Bank Details #	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <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 e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii. On the voting page, you will see ‘Resolution Description’ and against the same the 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 26<sup>th</sup> September, 2019 and shall remain open for 4 days i.e. up to 29<sup>th</sup> September, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22.09.2019, 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 10.00 A.M. on 26<sup>th</sup> September, 2019 and ends at 5.00 p.m. on 29<sup>th</sup> September, 2019. The e-voting module shall also be disabled by CSDL for voting thereafter.
15. The Company has appointed Mr. Rajula Sivaram Reddy, Practising 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 48 hours 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

SURESHKUMAR SHASTRY VEMURI  
WHOLE TIME DIRECTOR  
DIN: 01788268

Place: Hyderabad  
Date : 14.08.2019



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 of the accompanying Notice.

Item No. 4

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Sreenivasulureddy Angitapalli as an Independent Director of the company for a further period of 5 years upto 31.03.2024 subject to the consent by the members of the company at the ensuing Annual General Meeting ('AGM') at their board meeting held on 14.02.2019.

The Board of Directors of your Company, after reviewing the declaration submitted by the above Independent Director, is of the opinion that the said Director meet the criteria of Independence as per Section 149(6) of the Companies Act, 2013 and the rules made thereunder and also meet with the requirements of Regulation-17 of SEBI (LODR) Regulation 2015 for being Independent Director on the Board of the Company and is also independent of the management.

In view of the same, it is proposed to re-appoint Mr. Sreenivasulureddy Angitapalli as an Independent Director under Section 149 of the Act and Regulation-17 of SEBI (LODR) Regulation 2015 to hold office for further 5 (five) consecutive years i.e. upto 31.03.2024 and shall not be liable to retire by rotation during the said period.

Brief resume of Mr. Sreenivasulureddy Angitapalli, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees and shareholding as stipulated under Regulation-17 of SEBI (LODR) Regulation 2015, is provided hereunder.

Brief Profile of Mr. Sreenivasulureddy Angitapalli:

Mr. Sreenivasulureddy Angitapalli, aged about 35 years has obtained his Degree in Engineering (ECE), from S.V. University during 1997. He has worked in the roles of people Manager, Project Lead and Developer at world class semi-conductor companies. He has successfully executed and project spanning with team across middle countries. He has worked in USA and middle countries for about 10 years. Mr. Sreenivasulureddy Angitapalli has got over all experience of about 15 years. He is associating with Nandi Group for the last five years.

He is a director of one public company and not a member/chairman of any board committees of other public companies.

None of the Directors, Key Managerial Personnel or their relatives have concern or interest in the above said resolution.

The Board recommends the special resolution set forth the notice for the approval of the members.

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

SURESHKUMAR SHASTRY VEMURI  
WHOLE TIME DIRECTOR  
DIN: 01788268

Place: Hyderabad  
Date : 14.08.2019



## DIRECTORS REPORT

To,  
The Members of  
INTEGRATED THERMOPLASTICS LIMITED

We hereby present the 25<sup>th</sup> Annual Report and the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019.

### FINANCIAL RESULTS:

(Amount .Rs)

PART ICULARS	FY 2018-19	FY 2017-18
Revenue from Operations	73,48,44,160	52,80,44,974
Other Income	12,45,339	9,68,635
Total Revenue	73,60,89,499	52,90,13,609
Total Expenses	87,14,79,154	55,01,05,333
Loss Before tax	(13,53,89,655)	(2,10,91,724)
Less: Current Tax	--	19,70,065
Less: Deferred Tax	(78,77,627)	72,71,919
Loss after tax	(12,75,12,028)	(1,57,89,870)

### REVIEW OF OPERATIONS:

During the year under review, the company has made revenue of Rs. 73,48,44,160/- from operations and Rs. 12,45,339/- from other Income aggregating to Rs. 73,60,89,499/- and posted a net loss of Rs. 12,75,12,028/- for the financial year 2018-19.

### MANAGMENT 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 sees a demand for its products in the years to come.

#### SEGMENT WISE OR 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:

No new 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 financial year 2018-19, your Board of directors has not recommended any dividend.

#### BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

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 offers herself for re-appointment. The board recommends her re-appointment.

As per the provisions of sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and also pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sreenivasulureddy Angitapalli, whose term as an Independent Director of the company expired on 31.03.2019 and being eligible offers himself for re-appointment as an Independent Director of the company and was re-appointed by the board of directors in their meeting held on 14.02.2019 subject to the approval of the members for further period of five consecutive years. The board recommends his appointment.

During the year under review, Mr. Suresh Kumar Shastry Vemuri was re-appointed as Whole Time Director of the company for further period of five years w.e.f. 13.08.2018, without remuneration, not liable by rotation.

During the year under review, Mr. V. Venkata Rao was appointed as Chief Financial Officer of the company w.e.f. 28.05.2018.

During the year under review, Mr. Venkata Lakshmi Reddy Sajjala, Ms. Tulasi Sajjala and Ms. Aruna Sajjala were appointed as Independent Directors of the company for a period of five years w.e.f. 28.05.2018.

#### BOARD MEETINGS:

Four (04) 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.

#### COMPLIANCE OF SECRETARIAL STANDARDS:

During the period under review, the company has complied with all the applicable secretarial standards, notified under section 118 (10) of the Companies Act, 2013.

#### 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-I. The copy of extract of annual return is available at [www.integratedthermo.com](http://www.integratedthermo.com).

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

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 into 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 has been made in the notes to the financial statements. The details of related party transactions for the financial year 2018-19 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 the immediately preceding financial year shall constitute CSR Committee and formulate a Corporate Social Responsibility (CSR) Policy. Since, the company does not fall under the said criteria during the immediately preceding financial year, the provisions of section 135 of the Companies Act, 2013, Schedule VII and the rules made thereunder are not applicable to the company.

Accordingly, a report on CSR activities as per rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 is not applicable.

**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 Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**STATUTORY AUDITORS:**

M/s. Deva & Co., Chartered Accountants, Hyderabad, have been appointed as statutory auditors of company for a period of five years in the Annual General Meeting held for the F.Y. 2016-17. Accordingly, they will continue as auditors of the company till the conclusion of the annual general meeting to be held in the year 2021. The Board has recommended the remuneration of auditors for the FY 2019-20 to the members at the ensuing annual general meeting.