

TUMUS ELECTRIC CORPORATION LIMITED (CIN L31300MP1973PLC001186)
42nd ANNUAL REPORT - YEAR ENDED 31ST MARCH, 2015

COMPANY INFORMATION

BOARD OF DIRECTORS

Navinchandra Patel, Managing Director
Rupesh Parde, Director
Sunjjoy Ingley, Independent Director
Kamrunnisa Khan, Independent Director

KEY MANAGERIAL PERSONNEL

Navinchandra Patel, Managing Director
Rupesh Parde, Chief Financial Officer
Manish Mourya, Company Secretary & Compliance Officer

CONTACT

REGISTERED OFFICE - P.O. Chorhata, Rewa, Distt-Rewa, Madhya Pradesh –
486006
CORPORATE OFFICE - 1207/A P J Towers, Dalal Street, Fort, Mumbai – 400001
Telephone Nos.: 022-22721981/ Fax No.: 022-22722451
E-mail: compliance.tumus@gmail.com
Website: www.tumuselectric.com

REGISTRAR AND SHARE TRANSFER AGENTS

Purva Sharegistry (I) Pvt Ltd
9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai –
400011
Telephone Nos.:91-22-23012518
Fax No.: 91-22-2301 2517
E-mail: busicomp@gmail.com
Website: www.purvashare.com

BANKERS

Bank of India, Stock Exchange Branch, Fort, Mumbai 400 001

STATUTORY AUDITORS

Bhatter & Co., Chartered Accountants
307, Tulsiani Chambers, Nariman Point, Mumbai – 400021

INTERNAL AUDITORS

M/s. R. Jaitlia & Co., Chartered Accountants
408, Manish Chambers, Sonawala Road, Opp. Hotel Karan Palace, Goregoan (E),
Mumbai – 400063

SECRETARIAL AUDITORS

Sonam Jain, Practicing Company Secretary, Mumbai

DIRECTORS' REPORT

To the Members Tumus Electric Corporation Limited

Your Company's Directors are pleased to present the 42nd Annual Report of the Company, along with Audited Accounts, for the Financial Year ended 31st March, 2015.

Financial Performance

A summary of the Company's financial performance during the financial year:

(in Rs. lakh)

Particulars	FY 2014-15	FY 2013-14
Total revenue including other income	0.43	-
Total Expenditure	37.90	0.54
Profit / (Loss) before tax	(37.47)	(0.54)
Tax Expenses	-	-
Profit / (Loss) after tax	(37.47)	(0.54)
EPS Weighted Average		
-Basic	(6.50)	(0.10)
-Diluted	(6.50)	(0.10)

Operations Overview

During the year under review, there was no business activity carried on by the Company. Your Directors are making every possible efforts for revival of functions of the Company and are hopeful that the Company will soon commence its business activity in the coming years.

Dividend

Your Directors do not recommend any dividend for the period under review due to losses made by the Company.

Transfer to Reserve

The Company has transferred Rs. Nil to Reserves for the financial year ended 31st March, 2015.

Share Capital

Authorized share capital of the Company was increased from Rs.1 Crore to Rs.2 Crore on 29th September, 2014. Your Company allotted shares on right basis to existing shareholders in the ratio of 9 Equity shares for every 10 held in its Board meeting dated 9th February, 2015. Thus, at present the paid up share capital of the Company is Rs. 97,32,750/-

Material changes and Commitments

There are no material changes and or commitments affecting the financial position of the Company, between the end of the financial year, i.e. 31st March, 2015 and the date of the report.

Extract of annual return

As provided under Section 92(3) of the Act, the extract of annual return is given in **Annexure I** in the prescribed Form MGT-9, which forms part of this report.

Number of meetings of the Board

Nine meetings of the Board were held during the year on 30th May, 2014, 25th June, 2014, 15th July, 2014, 14th August, 2014, 28th August, 2014, 17th October, 2014, 12th December, 2014, 30th January, 2015 and 9th February 2015.

The provisions of Companies Act, 2013 and Listing Agreement were adhered to while considering the time gap between two meetings.

Directors Responsibility Statement

To the best of knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

That in the preparations of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

That they have selected such accounting policies and applied them consistently and made judgements 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 period;

That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

That they have prepared the annual accounts on a going concern basis;

That they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;

That they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2014-15.

Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements

Internal control systems and their adequacy:

Pursuant to section 138 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. R. Jaitlia & Co., Chartered Accountants as Internal Auditors on 28th May, 2015 to conduct Internal Audit of records and documents of the Company for the financial year 2014-15. The internal auditors of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company. Even through this non production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

Related Party Transactions

All Related Party Transactions that were entered into during the financial year were on arm's length and were in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. The Audit Committee has granted omnibus approval for Related Party Transactions stated in Annexure II as per the provisions and restrictions contained in the Companies Act, 2013.

Board evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In a separate meeting of independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the Board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

Energy Conservation Measures, Technology Absorption and R & D Efforts and Foreign Exchange Earnings and Outgo

In view of the nature of activities carried on by the Company, the requirements for disclosure in respect of Conservation of Energy, Technology Absorption, in terms of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable to the Company. However the Company takes all possible efforts towards energy conservation. The requirement for disclosure with regard to technology absorption does not apply to the Company as the activities in which the Company operates does not require any technology.

During the period under review the Company has earned Foreign Exchange of 'NIL' and incurred the Foreign Exchange outgo of 'NIL'.

Risk Management

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for constitution of a Risk Committee, which will work towards creating a Risk Register, identifying internal and external risks and implementing risk mitigation steps. The Committee will, on a periodic basis, provide status updates to the Board of Directors of the Company.

Auditors

Statutory Auditors

Pursuant to Section 139 of the Companies Act, 2013, M/s. Bhattar and Co., Chartered Accountants, were appointed as the Auditors of the Company for a period of five years from the conclusion of the 41st Annual General Meeting. In terms of Section 139 of the Companies Act, 2013 members need to ratify its appointment at the ensuing Annual General Meeting.

The observations made in the Auditors report read together with the relevant notes thereon, are self-explanatory and hence do not call for any comments under Section 134 of the Companies Act, 2013.

Internal Auditors

Pursuant to section 138 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. R. Jaitlia & Co., Chartered Accountants as Internal Auditors on 28th May, 2015 to conduct Internal Audit of records and documents of the Company for the financial year 2014-15.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed Ms. Sonam Jain, Practicing Company Secretary, as Secretarial Auditor on 28th May, 2015 to conduct Secretarial Audit of records and documents of the Company for the financial year 2014-15. The Secretarial Audit Report confirms that the

Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc and there is no secretarial audit qualification for the year under review.

The Secretarial Audit Report is included as Annexure – III and forms an integral part of this report.

Corporate Governance

Since the company does not have paid up equity share capital exceeding Rs.10 crore and/or Net Worth exceeding Rs.25 crore, as on the last day of the previous financial year, i.e. 31st March 2014, the company has availed of exemption with compliance with clause 49 of Listing Agreement as per the option granted vide SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014.

Deposits from public

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Directors and Key Managerial Personnel

In accordance with the provisions of the Companies Act ,2013, Mr. Navinchandra Patel and Mr. Rupesh Parde, retire from the Board by rotation, and being eligible, offer themselves for re-appointment.

In terms of Section 149 of the Act, the Members, at their meeting held on 29th September, 2014 appointed the following as Independent Directors of the Company for a term of five (5) years:

Ms. Kamrunnisa Khan – DIN 06939545

Mr. Sunjoy Ingley – DIN 06935543

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the Act.

In terms of Section 203 of the Act, the following were designated as Key Managerial Personnel of your Company by the Board:

Mr. Navinchandra Patel, Managing Director

Mr. Rupesh Patel, Chief Financial Officer

Mr. Manish Mourya, Company Secretary

Mr. Kamta Prasad Dwivedi has resigned from the directorship of the Company on 2nd December, 2014.

Ms. Noopur Jain resigned as Company Secretary W.e.f.22nd June, 2015 and Mr. Manish Mourya was appointed as Company Secretary w.e.f. 22nd June, 2015.

Composition of Audit Committee

Audit Committee of your Company as constitute pursuant to section 177 of the Companies Act, 2013 composes of the following members:

Name	Designation
Mr. Sunjoy Ingley	Chairman
Mr. Rupesh Parde	Member
Ms. Kamrunnisa Khan	Member

Vigil mechanism

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Pursuant to Section 177(9) of the Act, a vigil mechanism was established for directors and employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The Vigil Mechanism provides a mechanism for employees of the Company to approach the Chairman of the Audit Committee of the Company.

Particulars of Employees and Remuneration

There is no employee in the Company drawing monthly remuneration of Rs. 5,00,000/- per month or Rs. 60,00,000/- per annum. Hence, the Company is not required to disclose any information as per Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014

Remuneration of the Directors/Key Managerial Personnel (KMP)/Employees

The information required under Section 197 (12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year are as follows:

Sr. No.	Name of Director	Designation	Remuneration per annum (Rs.)	Median Remuneration per annum (Rs.)	Ratio (Remuneration of Director to Median Remuneration)

1.	Mr. Navinchandra Patel	Managing Director	Nil	Nil	N.A.
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Note: In view of losses incurred by the company, the Managing Director has foregone his remuneration for the financial year 2014-15

There is no employee covered under the provisions of section 197(14) of the Act.

Stock Exchange

The Company is currently listed only at the BSE Limited under scrip code 504273. It has ceased to be a listed company at the Madhya Pradesh Stock Exchange Limited (MPSE) due to the SEBI exit order dated 09-June-2015 for MPSE.

Your Company has paid Annual listing fee for the financial year 2014-15 to both the abovementioned exchanges.

Remuneration Policy for the Directors, Key Managerial Personnel and other employees

In terms of the provisions of Section 178(3) of the Act, the Nomination and Remuneration Committee (NRC) is responsible for formulating the criteria for determining qualification, positive attributes and independence of a Director. The NRC is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Board has on the recommendation of the NRC framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The said policy is stated in Annexure IV of this report.

Utilization of funds raised through Rights Issue

Entire proceeds of Rs. 46,10,250/- raised by way of rights issue dated 12th December, 2014 has been fully utilized as under:
Repayment of loan - Rs. 37.25 lakh
General corporate purposes – Balance amount

Corporate Social Responsibility Initiatives

The criteria prescribed for the applicability of Corporate Social Responsibility u/s 135 of the Companies Act, 2013 is not applicable to your Company.

Significant and Material orders passed by the regulators or Courts

The Company has on 15th July, 2015 received a show cause dated 13th May, 2015 from the Securities and Exchange Board of India on account of alleged delay/ non-filings under Regulation of 8(3) SAST Regulations 1997 for the prior period of 1997 to 2011 when the company was under the old promoters/ management.

Acknowledgement

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year.

For and on behalf of the Board of Directors of
Tumus Electric Corporation Limited
Sd/- Sd/-
Navinchandra Patel, Managing Director, DIN 06909577
Rupesh Parde, Director, DIN 06909495
Place: Mumbai
Date: 13th August, 2015

Annexure – I
Extract of Annual Return as on the financial year ended on 31st March 2015
FORM No. MGT-9

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

	Registration and other details:	
i.	CIN	L31300MP1973PLC001186
ii.	Registration Date	24 th May, 1973
iii.	Name of the Company	Tumus Electric Corporation Limited
iv.	Category / Sub-Category of the Company	Public Company limited by shares / Indian Non-government Company
v.	Address of the Registered office & Contact details	P.O-Chorhata, Rewa, Dist-Rewa, Madhya Pradesh – 486006. Maharashtra, India.
	Corporate Office Address	1207/A P J Towers, Dalal Street, Fort, Mumbai – 400 001. Maharashtra, India.Tel No. 91-22-22721981 Fax No. 91-22-22722451Email id: compliance.tumus@gmail.com Website: www.tumuselectric.com
vi.	Whether listed company	Yes (at BSE Limited)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (I) Pvt Ltd9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai - 400011

Principal Business activities of the Company

Currently, the Company is not undertaking any business activity. The funds of the Company are invested in Non-Current Investments

Particulars of Holding, Subsidiary and Associate Companies – Nil

Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity):

A. Category-wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year 31-Mar-14				No. of Shares held at the end of the year 31-Mar-15				% of Change during the year (II-I)
	Demat	Physical	Total	% of Total share capital (I)	Demat	Physical	Total	% of Total share capital (II)	
A. Promoters									
(1) Indian									
(a) Individuals/ HUF	-	2,76,340	2,76,340	53.95	5,73,340	-	5,73,340	58.91	+4.96
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-	-	-	-	-	-	-	-	-
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Any Other....	-	-	-	-	-	-	-	-	-
* Directors	-	-	-	-	-	-	-	-	-
* Directors Relatives	-	-	-	-	-	-	-	-	-
* Person Acting In Concern	-	-	-	-	-	-	-	-	-
Sub Total (A)(1):-	-	2,76,340	2,76,340	53.95	5,73,340	-	5,73,340	58.91	+4.96
(2) Foreign									
(a) NRI Individuals	-	-	-	-	-	-	-	-	-
(b) Other Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other....	-	-	-	-	-	-	-	-	-

Sub Total (A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	2,76,340	2,76,340	53.95	-	-	5,73,340	58.91	+4.96
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks FI	-	200	200	0.04	-	200	200	0.02	(-)0.02
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govet(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others (specify)	-	-	-	-	-	-	-	-	-
* U.T.I.	-	-	-	-	-	-	-	-	-
* Financial Institutions	-	-	-	-	-	-	-	-	-
* I.D.B.I.	-	-	-	-	-	-	-	-	-
* I.C.I.C.I.	-	-	-	-	-	-	-	-	-
* Government Companies	-	-	-	-	-	-	-	-	-
* State Financial Corporation	-	-	-	-	-	-	-	-	-
* Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
* Any Other	-	-	-	-	-	-	-	-	-
* Otc Dealers (Bodies Corporate)	-	-	-	-	-	-	-	-	-
* Private Sector Banks	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	200	200	0.04	-	200	200	0.02	(-)0.02
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	-	2,850	2,850	0.56	1,19,705	1,205	1,20,910	12.42	+ 11.86
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals				-			-		-
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	2,24,310	2,24,310	43.79	34,451	2,31,724	2,66,175	27.35	(-)16.44
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	12,650	-	12,650	1.30	+1.30
(c) Others (specify)	-	-	-	-	-	-	-	-	-
* N.R.I. (non-repat)	-	-	-	-	-	-	-	-	-
* N.R.I. (Repat)	-	-	-	-	-	-	-	-	-
* Foreign Corporate Bodies	-	-	-	-	-	-	-	-	-
* Trust	-	8,550	8,550	1.67	-	-	-	-	(-)1.67
* Hindu Undivided Family	-	-	-	-	-	-	-	-	-
* Employee	-	-	-	-	-	-	-	-	-