

42nd
ANNUAL REPORT
2018-19



TMT (India) Limited



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CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | |
|------------------------------------|-------------------------|
| ● Mr. Tumbalam Gooty Veera Prasad | Managing Director |
| ● Mr. Bhim Shankaram Kanda | Non Executive Director |
| ● Mr. Bondili Bala Prasad Singh | Independent Director |
| ● Mrs. Rendla Sunitha | Independent Director |
| ● Mr. Ambati Venkata Ramana Murthy | Chief Financial Officer |
| ● Mrs. Prity Bokaria | Company Secretary |

CIN

L99999TG1976PLC002002

ISIN

INE182E01010

REGISTERED OFFICE

A-28, 2nd Floor, Journalist
Colony, Road No.70, Jubilee Hills
Hyderabad, TG -500033

LISTED AT

The BSE Ltd.

AUDITORS

Venugopal & Chenoy
Chartered Accountants
4-1-889/16/2 Tilak Road, Abids,
Hyderabad, Telangana-500001

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Venture Capital and Corporate
Investments Private Limited
12-10-167, Bharat Nagar,
Hyderabad - 500018

BANKERS

- State Bank of India, MJJ Road Branch, Nampally, Hyderabad.
- Axis Bank Limited, CTO Extn. Counter, Nampally, Hyderabad.
- Citibank N.A., Hyderabad



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 42nd ANNUAL GENERAL MEETING OF THE MEMBERS OF TMT (INDIA) LIMITED WILL BE HELD ON THURSDAY, THE 26TH SEPTEMBER, 2019 AT 3.00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-28, 2ND FLOOR, JOURNALIST COLONY, ROAD NO.70, JUBILEE HILLS, HYDERABAD 500033, TELANGANA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019 and the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended on that date along with the Report of Directors and the Auditors thereon.
2. To appoint a Director in the place of Shri Tumbalam Gooty Veera Prasad, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Regularisation of Additional Director, Mr. Bhim Shankaram Kanda, by appointing him as Director of the Company:**

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

"RESOLVED THAT Mr. Bhim Shankaram Kanda, who was appointed as an Additional Director on the Board of Directors ('Board') of the Company with effect from 8th September, 2018, in terms of Section 160 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company liable to retire by rotation.

- 4 **Re-appointment of Mr. Bondili Bala Prasad Singh as an Independent Director**

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

"RESOLVED that pursuant to the provisions of sections 149, 150, 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) there to or reenactment(s) there of for the time being in force], Mr. Bondili Bala Prasad Singh (DIN: 02087859), who was appointed as an Independent Director of the Company at the 37th Annual General Meeting of the Company and who holds office of the Independent Director up to 26th September, 2019 and who is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of Five consecutive years commencing from 27th September, 2019 to 26th September, 2024 whose term of office is not liable to retire by rotation."

5. **Authorization to the Board Of Directors Of The Company To Borrow Moneys By Way Of Creating Charge On The Assets Of The Company.**

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



"RESOLVED THAT subject to the provisions of Section 180 (1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, the consent of the company be and is hereby accorded to the Board of Directors of the company to mortgage / to create charge in such form and manner with such ranking and at such time and on such terms and conditions as the Board may determine, on any of the movable and immovable properties of the company, both present and future and / or the whole or any part of the undertakings of the company together with the power to take over the management of the business and concern of the company in sustained events of defaults, in favor of any Bank / Financial Institution, or any lender(s), trustee(s) for securing the borrowings of the company to be availed by way of loans / Working Capital limits / Bank Guarantee or any other form and other debt instruments issued by the company from time to time together with the interest at the respective agreed rates and in case of default all other applicable charges payable by the company, as specified in the trust deeds / agreement etc or any other document entered into between the company and the lender(s) and containing such terms and conditions and comments in respect of enforcement of security as may be stipulated in that behalf and agreed between the Board of Directors / Committee thereof and the lenders or their trustees."

6. To Authorise the Board of Directors to borrow in excess of the Paid-up capital and Free Reserves

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

"RESOLVED that pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys from time to time, any sum or sums of money for the purposes of the Company upon such terms and conditions and with or without security as the Board of Directors may in its discretion think fit, not with standing, that the money or monies to be borrowed by the Company (apart from the Temporary loans obtained or to be obtained from time to time from the Company's Bankers in the ordinary course of business) together with the money already borrowed, may exceed the aggregate of the Paid-up share Capital of the Company and its free reserves and securities premium that is to say, reserves not set apart for any specific purpose(s), provided however that the money or monies to be borrowed by the Company together with the money already borrowed shall not, at any time exceed Rs. 100 Crores (Rupees One Hundred Crores only)".

**BY THE ORDER OF THE BOARD
For TMT (India) Limited**

**Sd/-
T G Veera Prasad
Chairman & Managing Director
(DIN: 01557951)**

Place : Hyderabad
Date : 14.08.2019

**NOTES:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and such a proxy need not be a Member of the Company. A proxy shall not vote except on a poll. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. A person cannot act as proxy for more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company;
2. Additional information on the Director(s) seeking Re-appointment / Appointment is annexed herewith as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
3. The Register of Members and the Share Transfer Books will remain closed from 23rd September, 2019 to 26th September, 2019 (both days inclusive);
4. Members / Proxies are requested to bring their copies of Annual Report with them for the Annual General Meeting and the attendance slip duly filled in for attending the Meeting. No copies of the Annual Report will be distributed at the meeting;
5. Members are requested to quote their Registered Folio No/ Client ID on all correspondence with the Company;
6. Members are requested to send all communication relating to the Registrar and Share Transfer Agents of the Company namely M/s. Venture Capital and Corporate Investments Private Limited having its Office at 12-10-167, Bharat Nagar, Hyderabad - 500018
7. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agents of the Company namely M/s. Venture Capital and Corporate Investments Private Limited having its Office at 12-10-167, Bharat Nagar, Hyderabad - 500018 quoting their folio Numbers;
8. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified;
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Members holding shares in electronic and physical form are, therefore, requested to submit the PAN and Bank details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the Registrar and Share Transfer Agents of the Company namely M/s. Venture Capital and Corporate Investments Private Limited having its Office at 12-10-167, Bharat Nagar, Hyderabad - 500018 quoting their folio Numbers;
10. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form



may contact their respective depository participant(s) for recording nomination in respect of their shares;

11. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and has issued circular stating that service of notice/documents including annual report can be sent by e-mail to its members. We fully support the Ministry's green initiative. Accordingly, the Members are requested to inform their e-mail addresses to the Company at its Registered Office;
12. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon;
13. In case of joint holders attending the meeting, 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;
14. Electronic copy of the Notice of the 42nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 42nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode;
15. All the documents referred to in the Notice and explanatory statement will be available to the Members at the Registered Office of the Company between 10.30 A.M to 12.30 PM on all working days from the date hereof up to the date of the Meeting;
16. Members may also note that the Notice of the 42nd Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website at www.tmtindia.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during 10:30 am. to 12:30 pm. on all working days till 26th September, 2019. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's email id: cstmtindia@gmail.com;
17. Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip along with their copy of Annual Report to the meeting;
18. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing such a representative to attend and vote on their behalf at the meeting;
19. As per the provisions of the Companies Act, 2013 facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Company.



20. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on Resolutions proposed to be considered at the 42nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the 42nd Annual General Meeting (AGM) ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the 42nd Annual General Meeting (AGM) may also attend the 42nd Annual General Meeting (AGM) but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period commences on 23rd September, 2019 (9:00 am IST) and ends on 25th September, 2019 (5:00 pm IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (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 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 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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 used by the demat holders also 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 TMT (India) Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app M-Voting available for android based mobiles. The M -Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the**