

43rd
ANNUAL REPORT
2019-20



TMT (India) Limited



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CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | |
|---------------------------------------|--|
| ● Mr. Tumbalam Gooty Veera Prasad | Managing Director |
| ● Mr. Venu Krishna Kishore Babu Pasam | Whole-time Director (w.e.f 10th June 2020) |
| ● Mr. Bhim Shankaram Kanda | Non Executive Director |
| ● Mr. Bondili Bala Prasad Singh | Independent Director |
| ● Mrs. Rendla Sunitha | Independent Director |
| ● Mr. Pankaj Kumar Rawat | 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 43rd ANNUAL GENERAL MEETING OF THE MEMBERS OF TMT (INDIA) LIMITED WILL BE HELD ON THURSDAY, THE 30th SEPTEMBER, 2020 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 IN TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2020 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 Mr. Bhim Shankar Kanda, who retires by rotation and being eligible offers himself for re-appointment

SPECIAL BUSINESS:

3. **Regularisation of Additional Director, Mr. Venu Krishna Kishore Babu Pasam, 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 pursuant to the provisions of Section 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013, ("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), read the Articles of Association of the Company, Mr. Venu Krishna Kishore Babu Pasam (DIN: 06734586), who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General meeting, be and is hereby appointed as Director of the Company, whose period of office shall be liable to determine by retirement of directors by rotation."

4. **Appointment of Mr. Venu Krishna Kishore Babu Pasam as Wholetime Director 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 pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as recommended by Nomination Remuneration Committee, Mr Venu Krishna Kishore Babu Pasam (DIN:06734586) be and is here by appointed as wholetime Director of the Company for a period of 3 years from 10th June, 2020 to 9th June 2023 with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board/ Nomination and Remuneration Committee and Mr Venu Krishna Kishore Babu Pasam.



1.	Monthly Remuneration (Basic Salary Other Perquisites and Allowances)	Rs.2,00,000/- per month
2.	Overall remuneration:	Overall remuneration including salaries, perquisites and other allowances shall not exceed an amount of Rs. 2,00,000 per month. Further, within the overall remuneration, the individual components may be changed as desired by Mr Venu Krishna Kishore Babu Pasam and accepted by the Nomination and Remuneration Committee.
3.	Minimum remuneration:	In the event of inadequacy or absence of profits in any financial year, during the currency of the tenure of his office, he shall be paid the above remuneration, as minimum remuneration subject to the ceiling mentioned in Schedule V of the Companies Act 2013 from time to time

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

5. Alteration of main objects of the memorandum of association 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 pursuant to the provisions of Section 13 and all other applicable provisions, if any, contained under the Companies Act, 2013 (including any amendment thereto or reenactment thereof), consent of members be and is hereby accorded for amendment of main object clause of the Memorandum of Association of the Company by deleting the existing Main objects Clause III (A) 1, 2, 3, 4, 6 & 8 and replacing with the following new Objects clause 1 to 4:

1. To carry on the business of constructing, developing, maintaining and operating of power plants, railways, road, highway project, bridge, express ways, intra-urban roads and/or peri-urban roads like ring roads and / or urban by-passes, fly-overs, bus and truck terminals, subways, port, inland waterways and inland ports, water supply project, irrigation project, sanitation and sewerage system, water treatment systems, solid waste management system, bio medical waste management system or any other public facility of similar nature and also to undertake the business of developing, maintaining operating, construction of Industrial, Commercial and housing projects, developing, maintaining and operating of airports domestic or international, all types of aircrafts, helicopters as scheduled/non scheduled operators, by acquiring, purchase, exchange, rent, lease sell, ownership or disposing of the same or otherwise deal, carry out detailed studies for the projects inclusive of physical/engineering surveys and investigation, concept planning, detailed master planning, detailed design and engineering and all such activities that together provide the basis for the implementation of the project and to carry on the business of builders and contractors and to undertake all kinds of infrastructure, construction work and to do all kinds of construction, mechanical, electrical, structural and architectural contract works and to act as consulting engineers, designers, planners, surveyors, valuer's, appraisers, furnishers, decorators.



2. To undertake and setup chain of retail stores and medical shops including development of portal for sale in online for all kinds of medicines such as ayurvedic, homeopathic, unani, allopathic, nature-cure, herbal, Body care, cosmetic and health care products, baby food products, surgical equipments, spectacles and all other medical related products and lifestyle products, and to buy, sell, import, export, pack, market, acts as distributors, dealers, consignment agents in all kinds of chemicals, pharmaceuticals, drugs, spectacles, medicaments, medicinal chemicals, biological, immunological and therapeutic preparations, cosmetics, medicated soaps, shampoos, toiletries and health care products, hospital products and items of personal hygiene whether prepared by ayurvedic, homeopathic, unani, allopathic, nature-cure, herbal or any other medicinal system for human beings, birds, animals, insects.
3. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere and to carry on the business of online shopping, net marketing, marketing of consumer and other goods, internet advertising and marketing, creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and outside India and to carry on all or any of the following business activities relating to the provisions of Electronic Commerce services to Business Organizations either directly or through collaboration, joint venture, or under licenses and/ or trade agreements. E-mail services, Electronic Data Interchange (EDI), Enhanced telefax Services, Electronic Information Services i.e., database Services to support commercial exchanges, other intercompany network applications and for the above purposes, to establish, in India, Messaging backbone network interconnecting different parts of the country in a phase manner and to import such hardware, software and/ or technology from time to time as may be required.
4. To establish, provide, maintain, conduct and to carry on the business as manufacturers, assemblers, fabricators, dealers, importers, exporters, agents, wholesalers, retailers, stockists and buy, sell, hire all types and descriptions of plant and machinery including agricultural, defence, Industrial, domestic electrical and automobile parts, machine parts, tools, apparatus necessary or convenient for carrying on any of the above specified business and spares & parts thereto.

RESOLVED FURTHER THAT the remaining Main Objects clause 5,7,9 be renumbered as 5,6 & 7.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution including deletion, alteration and modification partially or fully of the new or existing objects as may be suggested by the Registrar of Companies, Hyderabad or any other statutory authority.

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

Sd/-

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

Place : Hyderabad
Date : 04.09.2020

**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) and Secretarial Standards.
3. The Register of Members and the Share Transfer Books will remain closed from 23rd September, 2020 to 30th September, 2020 (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 shares to the Company's Registered Office situated at A-28, 2nd Floor, Journalist Colony, Road No.70, Jubilee Hills, Hyderabad, TG- 500033;
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 43rd 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 43rd 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 43rd Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website at www.tmtindia.com 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 A.M to 12:30 P.M on all working days till 30th September, 2020. 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 43rd 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 43rd 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 43rd Annual General Meeting (AGM) may also attend the 43rd 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 Sunday 27th September, 2020 (9:00 am IST) and ends on 29th September, 2020 (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 Tuesday 22th September, 2020, 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: