

**TMT (INDIA) LIMITED  
ANNUAL REPORT 2015-2016**

**39<sup>th</sup> Annual Report**

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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

- Mr. Tumbalam Gooty Veera Prasad : Chairman & Managing Director
- Mr. Tumbalam Gooty Naga Aravind Gupta : Non Executive Director
- Mr. Bondili Bala Prasad Singh : Independent Director
- Mr. Arucapalli Narasimha Rao : Independent Director
- Mrs. Rendla Sunitha : Independent Director
  
- Krishna Mashetti : Company Secretary

### **BANKERS**

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

**CIN** : L99999TG1976PLC002002

**REGISTERED OFFICE** : 5-8-113, 2<sup>nd</sup> Floor  
21<sup>st</sup> Century Complex  
Nampally, Hyderabad - 500 001  
Telangana

**LISTED AT** : The BSE Ltd.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 39<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF TMT (INDIA) LIMITED WILL BE HELD ON THURSDAY, 29<sup>TH</sup> SEPTEMBER, 2016 AT 3.00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5-8-113, 2<sup>ND</sup> FLOOR, NAMPALLY, HYDERABAD - 500 001 TO TRANSACT THE FOLLOWING BUSINESS:

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**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2016 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.
3. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, consent of the members be and is hereby accorded to ratify the appointment of M/s. Brahmayya and Company, Chartered Accounts (ICAI Firm Registration 000514S) as the Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of the next AGM of the Company to examine and audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company.”

**SPECIAL BUSINESS:**

**4. Appointment of Mrs. Rendla Sunitha as Independent Director:**

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152, 162 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, **Mrs. Rendla Sunitha** a (Holding DIN: 07573986) who was

appointed by Board of Directors of the Company as additional Director of the Company, whose term of office is up to conclusion of this AGM and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act 2013 proposing her candidature for the office of Director of the Company be and is hereby appointed as Independent Director of the Company, whose period of office shall not be liable to retire by rotation, to hold office for five consecutive years with effect from 29<sup>th</sup> September 2016 up to 28<sup>th</sup> September 2021.”

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

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

**Place: Hyderabad  
Date 06-09-2016**

**NOTES:**

1. A member entitled to attend and to vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself 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. The Register of Members and the Share Transfer Books will remain closed from 26th September, 2016 to 28<sup>th</sup> September, 2016 (both days inclusive);
3. 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;
4. Members are requested to quote their Registered Folio No. on all correspondence with the Company;
5. Members are requested to send all communication relating to shares to the Company's registered office situated at 5-8-113, 2<sup>nd</sup> Floor, 21<sup>st</sup> Century Complex, Nampally, Hyderabad - 500 001;
6. 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.
7. 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;
8. 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;

9. 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 P.M on all working days from the date hereof up to the date of the Meeting;
10. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and 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;
11. 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;
12. 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;
13. 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.

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

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

**Place: Hyderabad  
Date: 06-09-2016**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mrs Rendla Sunitha be appointed as an Independent Director of the Company.

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Nomination & Remuneration Committee has recommended the appointments of Mrs Rendla Sunitha as Independent Directors to hold office for a period of five years.

Mrs Rendla Sunitha the above mentioned Independent Director have given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Director fulfill the conditions specified in the Act and the Rules made there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Director as Independent Directors is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, during business hours up to the date of the Meeting.

The Board commends the Ordinary Resolutions set out at Item No. 4 of the Notice for approval by the Members.

The above mentioned Independent Director is interested in the Resolutions mentioned in Item No.4 of the Notice with regard to her appointment. Other than the above Independent Director, no other Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested in the Resolution mentioned in Items No.4 of the Notice.



**ADDITIONAL INFORMATION**

*(Pursuant to Regulation 36 of SEBI (Listing Obligation Disclosure Requirements), Regulations, 2015*

<b>Name of the Director</b>	Tumbalam Gooty Veera Prasad	Rendla Sunitha
Date of Birth	05/07/1952	24/04/1978
Date of Appointment on the Board	07/08/1987	27/07/2016
Qualification, Experience & Expertise	B. Com with 41 years of rich experience in various fields like Mining, Chemicals, Transport, Engineering, LPG Cylinder manufacturing, Floriculture and many other areas He was elected as Vice Chairman, CII (Confederation of Indian Industry), Andhra Pradesh in the year 1995 and served as Chairman, CII, Andhra Pradesh for the year 1996-97. He Played key role in reviving a large paper industry in Andhra Pradesh.	M.A. 10 Years of experience in Accounts and also bags vast experience in various other fields like Management Administration and other
Directorship in other companies (Excluding foreign companies and section 25 Companies)	M/s Dreamland Distillers Pvt. Ltd. M/s Bacchus Bottling Pvt. Ltd. M/s Glenmon Distillers and Vintners Pvt. Ltd. M/s Arunoday Life Spaces Pvt. Ltd.	Nil
Shareholding in the Company	6.50%	NIL

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

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

**Place: Hyderabad  
Date: 06-09-2016**

## DIRECTORS' REPORT

Your Directors hereby present the **39<sup>th</sup> Annual Report** together with the Audited Accounts of the company for the financial year ended 31<sup>st</sup> March, 2016.

The Statement of Company's affair.

### 1. KEY FINANCIAL HIGHLIGHTS:

The financial highlights for the current year in comparison to the previous year are as under:

PARTICULARS	Current Year (2015-16)	Previous year (2014-2015)
<b>Total Revenue</b>	8,43,490	10,23,474
<b>Total Expenditure</b> (before Financial Charges, Depreciation and Taxation)	(48,78,262)	(18,32,896)
Profit before Financial Charges, Depreciation and Taxation	(40,32,772)	(8,09,422)
Less: Depreciation	(20,229)	(1,02,844)
Less: Financial Charges	(1,093)	(2,073)
<b>Profit Before Tax</b>	(40,56,094)	(9,14,339)
Less: Provision for Tax & Deferred Tax	--	--
<b>Profit After Tax</b>	(40,56,094)	(9,14,339)
<b>Net Loss/profit carried to Balance Sheet</b>	(40,56,094)	(9,14,339)

During the financial year 2015-2016, the Company has reported a total income of INR 8,43,490 as compared to INR 10,23,474 in the previous year.

Company has written off Bad Debts and Advances recoverable of Rs.3,18,42,390 from many years and also written back Rs.3,05,90,418 unclaimed Creditors Balances long outstanding for many years and the difference amount of Rs.12,51,972 is treated to profit and loss statement.

There is no change in the nature of business during the FY 2015-16.

2. **DIVIDEND:**

In view of the accumulated losses, your Directors did not recommend any Dividend for the financial year ended 31<sup>st</sup> March, 2016.

3. **TRANSFER TO RESERVES**

Your Company did not transfer any amount to reserves during the period under review.

4. **THE NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:**

This Company do not have any Subsidiaries, Associates or Joint Ventures.

5. **STATUTORY AUDITORS:**

The shareholders in their meeting held on 27<sup>th</sup> September, 2014 approved the appointment of **M/s. Brahmayya and Company**, Chartered Accountants, as the Statutory Auditors of the Company to hold office till the conclusion of 37<sup>th</sup> Annual General Meeting till the conclusion of 40<sup>th</sup> Annual General meeting subject to ratification of the appointment by members in every Annual General Meeting of the Company. Accordingly, a resolution seeking Members' ratification for appointment of M/s. Brahmayya and Company, Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2016-17 is included at Item No. 3 of the Notice convening the Annual General Meeting.

**Matter of Emphasis of Statutory Auditor and Boards Reply:**

**(1) Emphasis matter:**

We draw attention to the following matters in the Notes to the accompanying financial statements for the year ended 31<sup>st</sup> March, 2016;

- (a) As detailed in the Note No.T-2.3 to the accompanying financial statements, regarding investments made by the Company in un-quoted shares of various companies (some are partly paid shares) its present market value and financial data is not available to ascertain the fair value of those instruments. Based on the management's internal assessment, provision for permanent diminution in value of investments of Rs.18,81,400/- is provided during the year 2015-16. In the opinion of the Management regarding investment in

quoted shares of M/s Sree Rayalaseema Alkalies and Allied Chemicals and un-quoted Indiareit Fund Scheme-IV no provision for diminution in value of investments is considered necessary.

**Boards Reply:** The same is self-explanatory and does not require any further clarification.

- (b) The Company has not provided for interest on delayed payments to creditors/lenders and statutory dues and the amount is not ascertained, since there are no specific demands.

**Boards Reply:**

The dues are very old and in certain cases disputed also. In the absence of the specific demand from the creditors, the management feels that there is no need to provide for interest on such payments

- (c) The Company has not made any provision for bad and doubtful debts/advances or deposits and the balances of creditors, debtors and loans and advances are shown as appearing in the books, since confirmation of balances by the parties not obtained.

**Boards Reply:**

The Company has written off Bad Debts and Advances recoverable of Rs.3,18,42,390 from many years and also written back Rs.3,05,90,418 unclaimed Creditors Balances long outstanding for many years and the difference amount of Rs.12,51,972 is treated to profit and loss statement.

Further some of the balances of creditors, debtors and loans and advances pertain to very old transactions. Some of the parties have either shut down or moved to a different location and hence the Company is unable to provide balance confirmations. The management shall take a decision with regard to provisioning / write off after taking all efforts.

- (d) The Company has accumulated losses of Rs.16,78,34,073 at the end of the financial year March 31, 2016, which is more than 50% of its net worth and the Company has incurred cash loss of Rs.21,54,465 during the year 2015-16, which indicates that there is uncertainty of the Company's ability to continue as a going concern.

**Boards Reply:**

The Networth of the Company is positive by INR 93.93 Lakhs. Further the management is always looking for opportunities to increase revenues and profits. The management does not have intentions to shut down and hence the management is of the view that the Company is a Going Concern

**6. INTERNAL AUDITORS:**

The operations of the company are almost insignificant. The company is also going through severe financial crisis. In view of the same, the company has appointed one of its employee as Internal Auditor.

**7. SECRETARIAL AUDIT:**

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 R V N Padmaja, Company Secretary in Practice to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report is annexed herewith as “**Annexure III**” to this report.

**8. REPLY TO QUALIFICATIONS IN SECRETARIAL AUDIT REPORT:**

*Company has not appointed CFO, Women Director and Company Secretary as required under section 203 of Companies Act, 2013 and as per the provisions of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015*

**Reply:** The Company did not find right candidates for the Company and shall appoint right candidates as and when available.

The Board of Directors and subsequently the Shareholders in their 39<sup>th</sup> AGM have appointed a Woman Director. The Company has also appointed Company Secretary w.e.f 06.07.2016. The Company shall soon be appointing a CFO.

*The Company is irregular in filing various forms required to be filed under provisions of Companies Act, 2013*

**Reply:** The Company is facing huge financial crunch and could not hire professionals for submission of forms which are required to be filed on event base and on annual basis and the company is in the process of filing the same

*Trading in the shares of the Company has been suspended with effect from 31<sup>st</sup> May, 1999*

*Reply:* Company is trying to revoke the suspension imposed on the trading in the scrip of our Company

## **9. MEETINGS OF BOARD OF DIRECTORS**

During the Financial year ended 31<sup>st</sup> March, 2016, the Board of Directors met 8 (EIGHT times and gap between two Board meetings did not exceed 120 days.

<b>20-04-2015</b>
<b>25-05-2015</b>
<b>30-07-2015</b>
<b>14-08-2015</b>
<b>06-09-2015</b>
<b>13-11-2015</b>
<b>16-12-2015</b>
<b>12-02-2016</b>

## **10. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR:**

During the year under review Mr Asondi Panduranga ceased to be director w.e.f 09.4.2015 due to sad demise. Except for the mentioned, there are no changes in the office of Directors or office of Key Managerial Persons.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Shri Tumbalam Gooty Veera Prasad, Director of the Company retires by rotation and being eligible, has offered himself for re-appointment.

The Board of Directors in their meeting held on 27-07-2016 have appointed Smt. Rendla Sunitha as Additional Director. Her term expires at the ensuing AGM. It is proposed that she be appointed as Director of the Company under Independent Category for a period of 5 years as required under Section 149 of the Companies Act, 2013.

The relevant resolutions for her appointment is proposed in the Notice of AGM for the approval of the Members.

Your Company has received declaration from her confirming that she would meet with the criteria of independence as prescribed under sub-section (7) of Section 149 of the Act.

Profile and the experience of Shri Tumbalam Gooty Veera Prasad and Smt. Rendla Sunitha in specific functional areas and other directorships held by them as stipulated in Regulations of the Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 is provided in the Additional Information Section forming part of Notice of the Annual Report.

The details of various committees of the Board are given as **Annexure - V** and forms part of this report.

#### **11. DECLARATION GIVEN BY INDEPENDENT DIRECTORS:**

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under the Companies Act, 2013.

#### **12. FIXED DEPOSITS:**

Your Company has not accepted any fixed deposits and as such no principal or interest was outstanding as on the date of the Balance sheet.

#### **13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has not provided any loan or guarantee and has neither made any investments during the year in accordance with Section 186 of the Companies Act, 2013.

#### **14. MATERIAL CHANGES AND COMMITMENTS:**

There are no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

#### **15. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to sub-section (5) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained

/received from the operating Management, your Directors make the following statement and confirm that:

- (i) in the preparation of Annual Accounts for the financial year ended 31<sup>st</sup> March, 2016, the applicable accounting standards have been followed along with the proper explanation relating to material departures, if any, there from;
- (ii) 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 the loss of the company for that period:
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) the directors have prepared the annual accounts on a going concern basis.
- (v) the Directors had laid down Internal Financial controls to be followed by the Company and that such internal financial Controls are adequate and were operating efficiently.
- (vi) 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.

#### **16. VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

Your Company believes in promoting a fair, transparent, ethical and professional work environment. The Board of Directors of the Company has established a Whistle Blower Policy & Vigil Mechanism in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligation Disclosure Requirements), Regulations, 2015 for reporting the genuine concerns or grievances or concerns of actual or suspected, fraud or violation of the Company's code of conduct. The said Mechanism is established for directors and employees to report their concerns. The policy provides the procedure and other details required to be known for the purpose of reporting such grievances or concerns.

The details of the Whistle Blower Policy & Vigil Mechanism and other polices of the Company are detailed in **Annexure – VI** to this report.



## **17. RISK MANAGEMENT**

The Company has risk management mechanism in place which mitigates the risk at appropriate situations and there are no elements of risk, which in the opinion of Board of Directors may threaten the existence of the Company.

## **18. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

There were no contracts or arrangements with related parties as specified in section 188 (1) of the Act during the financial year 2015-16, except transactions in the ordinary course of business and at arms-length basis.

## **19. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The details regarding Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo as required by section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given as **Annexure - I** and forms part of this report.

## **20. EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "**Annexure - II**" to this report.

## **21. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Pursuant to the provisions of SEBI (Listing Obligation Disclosure Requirements), Regulations, 2015, a report on Management Discussion & Analysis is herewith annexed as '**Annexure VII**' to this report.

## **22. CORPORATE GOVERNANCE:**

The Corporate Governance is not applicable to the Company as per SEBI Circular CIR/CFD/POLICY CELL/7/2014 dated 15<sup>th</sup> September, 2014 and as such this disclosure is not applicable

## **23. LISTING:**

Your Company's shares are presently listed on The B S E Limited, Mumbai and the Trading of shares of the Company is suspended since May 31, 1999.

## **24. PERFORMANCE EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgments, safeguarding the interest of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

## **25. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.**

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, and size and complexity of its operations. Internal control systems comprising of policies and procedures designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations, and that all assets and resources are acquired are used economically

## **26. PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is herewith annexed as '**Annexure IV**' to this report.

**27. DETAILS ABOUT THE CORPORATE SOCIAL RESPONSIBILITY POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY**

The Company Does not meet the Criteria as specified in Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility.

**28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**29. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during each Calendar year:

- No. of complaints received : Nil
- No. of complaints disposed off : Nil

**30. ACKNOWLEDGEMENTS:**

Your directors acknowledge the continued support from regulatory, government authorities, staff and all the stake holders for their support and cooperation.

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

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

**Place: Hyderabad  
Date: 06-09-2016**

Annexure - I

**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The details regarding Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo as required by section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given as below.

**A. CONSERVATION OF ENERGY:**

**i. the steps taken or impact on conservation of energy:**

The operations of the Company are not power intensive. However, it is very careful in using the power to reduce the cost of maintenance and conserve the resources.

**ii. Steps taken by the Company for utilizing alternate sources of energy:**

As the Company is not a power intensive Company, there are no requirements for utilizing of alternate sources of energy

**iii. The capital investment on energy conservation equipments:**

The Company has not made any additional investments and has not proposed any amount for reduction of consumption of energy.

**B. TECHNOLOGY ABSORPTION:**

- |       |  |   |                        |
|-------|--|---|------------------------|
| (i)   | the efforts made towards technology absorption   | : | NIL                    |
| (ii)  | the benefits derived like product improvement, cost reduction, product development or import substitution  | : | NIL                    |
| (iii) | In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished: |   |                        |
|       | (a) the details of technology imported during the last 3 years :   |   | No technology imported |
|       | (b) the year of import   | : | NA                     |
|       | (c) whether the technology been fully absorbed   | : | NA                     |
|       | (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof   | : | NA                     |
| (iv)  | the expenditure incurred on Research and Development   | : | NIL                    |

**C) FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Activities relating to exports and initiatives taken to increase export products, services and export plans

Foreign Exchange earnings and outgo: (on receipts and payments basis)

Particulars	(Rs. In Lacs)	
	2015-16	2014-15
Foreign Exchange Earnings	NIL	NIL
Foreign Exchange Outgo	-----	-----

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

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

**Place: Hyderabad  
Date: 06-09-2016**

Annexure - II

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2015

[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: : L99999TG1976PLC002002
- ii) Registration Date : 08/03/1976
- iii) Name of the Company : TMT (INDIA) LIMITED
- iv) Category / Sub-Category : Public Limited,  
of the Company : Company Limited by Shares
- v) Address of the Registered : 5-8-113, 2<sup>nd</sup> Floor, 21<sup>st</sup> Century Complex,  
Office and contact details : Nampally, Hyderabad 500001
- vi) Whether listed company : Yes
- vii) Name, Address and : N.A.  
Contact details of Registrar  
and Transfer Agent, if any

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

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main products and services.	NIC Code of the product/service.	% to total turnover of the Company
1	Essential Oils	20293	100%

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

The Company doesn't have any Subsidiary or Associate Companies.

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

**(i) 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 shares	Demat	Physical	Total	% of shares	
A. Promoters									
1. Indian									
a. Individual / HUF	-	2451000	2451000	49.48	-	2451000	2451000	49.48	-
b. Central Govt									
c. State Govt(s)									
d. Bodies Corp.									
e. Banks / FI									
f. Any Other									
Sub-total (A) (1):	-	2451000	2451000	49.48	-	2451000	2451000	49.48	-

(2) Foreign									
a) NRIs - Individuals									
b) other Individuals									
c) Body Corp									
d) Banks / FI									
e) Any Other.									
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	
Total Share holding of promoter (A) = (A)(1)+ (A)(2)	-	2451000	2451000	49.48	-	2451000	2451000	49.48	-
B. Public Share Holding									
1. Institution s									
a) Mutual Funds									
b) Banks / FI									
C) Central Govt									
D) State Govt(s)									
e) Venture Capital									



Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital funds									
i) Others (Specify)									
Sub Total (B) (1)									

2. Non-Institutions									
A) Bodies Corp.	-								
i) Indian		84600	84600	1.71	-	84600	84600	1.71	-
ii) Overseas									
B) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	-	1385800	1385800	27.97		1385800	1385800	27.97	
ii) Individual	-	1032400	1032400	20.84	-	1032400	1032400	20.84	-

shareholders holding nominal share capital in excess of Rs 1 Lakh									
Others (specify) Clearing Members	-	--	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	2502800	2502800	50.52	-	2502800	2502800	50.52	-
Total Public Shareholding (B)=(B)(1) + (B)(2)									
c) Shares held by Custodian for GDRs & ADRs									
<b>Grand Total (A+B+C)</b>	-	<b>4953800</b>	<b>4953800</b>	<b>100</b>		<b>4953800</b>	<b>4953800</b>	<b>100</b>	<b>-</b>

**( ii ) Shareholding of Promoters**

SNO	Shareholder's Name	Shareholding at the beginning of the Year	Shareholding at the end of the Year	% Change in Shareholding during the year.

		No. of Shares	% to Total Shares of the Company	% of Shares pledged / Encumbered to total shares	No. of Shares	% to Total Shares of the Company	% of Shares pledged / Encumbered to total shares	
1	Aruna Kumari T.G.N	1400200	28.27	-	1429200	28.85	-	0.58
2	Rohit Naag	700000	14.13	-	700000	14.13	-	-
3	Veera Prasad T.G	350800	7.08	-	321800	6.50	-	(0.58)
	<b>Total</b>	<b>2451000</b>	<b>49.48</b>	<b>-</b>	<b>2541000</b>	<b>49.48</b>	<b>-</b>	

( iii ) Change in Promoters' Shareholding (please specify, if there is no change) - No change

S. No	Name	Share Holding		Date	Increase Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)		
		No. of Shares at the Beginning (01.04.2015)/ end of the year 31.03.2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company	
1.	Aruna Kumari T.G.N	1400200	28.27	01.04.2015			1400200	28.27	
		Acquisition of 29000 Shares by way of transfer							
		1429200	28.85	31.03.2016			1429200	28.85	
2.	Rohit Naag	700000	14.13	01.04.2015		Nil Movement during the	700000	14.13	
		700000	14.13	31.03.2016			700000	14.13	

						year		
3.	Veera Prasad T.G	350800	7.08	01.04.2015			350800	7.08
		Sale of 29000 Shares by way of transfer						
		321800	6.50	31.03.2016			321800	6.50

*( iv ) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

S. No	Name	Share Holding		Date	Increase Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the Beginning (01.04.2015)/ end of the year (31.03.2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	KISHORE BABU PVK	192240	3.88	01.04.2015	0	Nil Movement during the year		
		192240	3.88	31.03.2016			192240	3.88
2	NAGESWARA RAO PRATTIPATI	191360	3.86	01.04.2015	0	Nil Movement during the year		
		191360	3.86	31.03.2016			191360	3.86
3	G.SANJEEV NATH	170490	3.44	01.04.2015	0	Nil Movement during the year		
		170490	3.44	31.03.2016			170490	3.44
4	RAMANA	165210	3.34	01.04.2015	0	Nil		

	MURTHY A.V			15		Movem ent		
		165210	3.34	31.03.20 16		during the year	165210	3.34
5	SATYA SRINAG PASAM	101500	2.05	01.04.20 15	0	Nil Movem ent		
		101500	2.05	31.03.20 16		during the year	101500	2.05
6	PRASAD Y.N.S	50000	1.01	01.04.20 15	0	Nil Movem ent		
		50000	1.01	31.03.20 16		during the year	50000	1.01
7	SIVA RAO T.S	44600	1.95	01.04.20 15	0	Nil Movem ent		
		44600	1.95	31.03.20 16		during the year	44600	1.95
8	SONE PAPER & INDUSTRIES	38,200	0.77	31.03.20 15		Nil Movem ent		
		38,200	0.77	01.04.20 16	0	during the year	38,200	0.77
9	PRAKASH A.SHAH	23900	0.48	01.04.20 15	0	Nil Movem ent		
		23900	0.48	31.03.20 16		during the year	23900	0.48
10	HARISH TEXTILES ENGINEERI NG	14,900	0.30	01.04.20 15	0	Nil Movem ent	14,900	0.30
		14900	0.30	31.03.20 16	0	during the year	14,900	0.30

(v) Shareholding of Directors and Key Managerial Personnel :

S. No	Name	Share Holding		Date	Increase Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the Beginning (01.04.2015)/ end of the year (31.03.2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Tumbalam Gooty Veera Prasad	350800	7.08	01.04.2015				
		321800	6.50	31.03.2016			321800	6.50
2	Bondili Bala Prasad Singh	70000	1.41	01.04.2015	0	Nil Movement during the year		
		70000	1.41	31.03.2016			70000	1.41
3	Tumbalam Gooty Naga Aravind Gupta	0	0	01.04.2015	0	Nil Movement during the year		
		0	0	31.03.2016			0	0
4	A Narasimha Rao	0	0	01.04.2015	0	Nil Movement during the year	0	0
		0	0	31.03.2016	0		0	0

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	24227355	NIL	24227355
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total ( i + ii + iii )</b>		<b>24227355</b>		<b>24227355</b>
Change in Indebtedness during the financial year				
• Addition	0	(227355)		(227355)
• Reduction				
<b>Net Change</b>	<b>0</b>	<b>(227355)</b>		<b>(227355)</b>
Indebtedness at the end of the financial year				
i) Principal Amount		24000000		24000000
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total ( i + ii + iii )</b>	<b>0</b>	<b>24000000</b>		<b>24000000</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(i). Remuneration to Managing Director, Whole-time Directors and/or Manager:

SNO	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Tumbalam Gooty Veera Prasad	----	----
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	7,20,000		
2.	Stock Option	NIL		
3.	Sweat Equity	NIL		
4.	Commission • As a % of profit • Others, specify	NIL		
5.	Others please specify (Performance Pay)	NIL		
	Total A	NIL		
	Ceiling as per the Act (Section 197 of the Companies Act 2013 is not applicable.)	30,00,000		
				30,00,000

(ii). Remuneration to other directors: Nil

SNO	Particulars of Remuneration	Name of MD/WTD/Manager	Total
-----	-----------------------------	------------------------	-------



						Amount
	3. Independent Directors	NIL	NIL	NIL	NIL	NIL
	<ul style="list-style-type: none"> <li>• Fee for attending Board Committee Meetings</li> <li>• Commission</li> <li>• Others please specify</li> </ul>					
	Total ( 1 )	NIL	NIL	NIL	NIL	NIL
	4. others Non-Executive Directors	NIL	NIL	NIL	NIL	NIL
	<ul style="list-style-type: none"> <li>• Fee for attending Board Committee Meetings</li> <li>• Commission</li> <li>• Others please specify</li> </ul>					
	Total ( 2 )	NIL	NIL	NIL	NIL	NIL
	Total B= (1) + (2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	One Lakh per meeting per director				

**(iii). REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SNO	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	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,	NIL	NIL	NIL	NIL

	1961  ( c ) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961				
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission <ul style="list-style-type: none"> <li>• As a % of profit</li> <li>• Others, specify</li> </ul>	NIL	NIL	NIL	NIL
5.	Others please specify	NIL	NIL	NIL	NIL
	Total A	NIL	NIL	NIL	NIL

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

Type	Section of the Companies Act.	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
<b>A. Company</b>					
Penalty					
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty					
Punishment					
Compounding					
<b>C. others officers in default.</b>					
Penalty					

Punishment					
Compounding					

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

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

**Place: Hyderabad  
Date: 06-09-2016**

Annexure- III

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]  
For The Financial Year Ended 31<sup>st</sup> March, 2016*

To,  
The Members,  
TMT (INDIA) Limited,  
5-8-113, 2<sup>ND</sup> floor, 21<sup>ST</sup> Century Compound,  
Nampally, Hyderabad 500 001,  
Telangana.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s TMT (INDIA) Limited, (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-

(a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

3. We have also examined compliance with the applicable Listing Regulations entered into by the Company with BSE Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

***i) Company has not appointed CFO and Company Secretary as required under section 203 of Companies Act, 2013 and Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015:***

*ii) The Company is irregular in filing various forms required to be filed under provisions of Companies Act, 2013*

*iii) Trading in the shares of the Company has been suspended with effect from 31<sup>st</sup> May, 1999*

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors *except for non-appointment of Women Director*. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under report, the Company has not undertaken any event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

Sd/-  
RVN Padmaja  
Company Secretary  
CP No. 5176

Date: 13-08-2016  
Place: Hyderabad

**'ANNEXURE A'**

To,  
The Members,  
TMT (INDIA) Limited,  
Hyderabad

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Sd/-  
RVN Padmaja  
Company Secretary  
CP No. 5176**

**Date: 13-08-2016  
Place: Hyderabad**

Annexure-IV

*Details pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2015-16, and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

There is no Change in remuneration of Managing Director during the FY 2015-16

- ii) The median remuneration of employees' of the Company during the financial year : NA
- iii) The percentage increase in the median remuneration of employees in the financial year: NIL
- iv) The number of permanent employees on the rolls of Company as at March 31, 2016: 2
- v) The explanation on the relationship between average increase in remuneration and the Company's performance: NIL
- vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company in the period under review : NA
- vii) a) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year on BSE limited:

Particulars	31-Mar-16	31-Mar-15	Change (%)
Stock Price (₹)	NA	NA	NA
Market Cap (₹ Crores)	NA	NA	NA
EPS	(0.82)	(0.18)	355.5
P/E	NA	NA	NA

- b) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer: Not Applicable as the trading in the shares of the company has been suspended.



- viii) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NIL**
- ix) **Comparison of each remuneration of the key managerial personnel against the performance of the Company: NA**
- x) **The key parameters for any variable component of remuneration availed by the directors: NA**
- xi) **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**  
There are no such employees who receive remuneration in excess of the highest paid director during the year

**Statement of Particulars of Employees Pursuant to Provisions of Rule 5(2) of Section 197(12) of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.**

There are no employees who are in receipt of remuneration more than sixty lakh rupees per annum or five lakhs per month;

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

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

**Place: Hyderabad  
Date: 06-09-2016**

Annexure-V

**COMMITTEES OF DIRECTORS**

a. **Audit Committee :**

**Brief description of terms of reference:**

The Committee comprises of non-executive and independent Directors and has been formed to monitor and provide effective supervision of the financial control and reporting process. The terms of reference of the Committee covers the matters specified for Audit Committee as per section 177 of the Companies Act, 2013. This inter-alia, include review of the financial reporting process, internal audit process, adequacy of internal control systems, management audit and risk management policies and also recommendation and appointment of the statutory auditors and their remuneration.

**Composition:**

S.No.	Name of the Director	Category	No. of meetings held during the year	No. of meetings attended
1.	BONDILI BALA PRASAD SINGH	Chairman	4	4
2.	ARUCAPALLI NARASIMHARAO	Member	4	4
3.	TUMBALAM GOOTY NAGA ARAVIND GUPTA	Member	4	4

The Chairman of the Audit Committee also attended the last Annual General Meeting of the company.

The Board of Directors have reconstituted the Audit Committee on 27.07.2016. Following are the members of Audit Committee post reconstitution:

S. No.	Name of the Director	Category
1.	BONDILI BALA PRASAD SINGH	Chairman
2.	RENDLA SUNITHA	Member
3.	TUMBALAM GOOTY NAGA ARAVIND GUPTA	Member

The Audit Committee meetings were held during the year under review on the following dates:

<b>25-May-2015</b>	<b>14-Aug-2015</b>	<b>13-Nov-2015</b>	<b>12-Feb-16</b>
--------------------	--------------------	--------------------	------------------

The necessary quorum was present at all the meetings.

**Terms of reference**

The terms of reference of the Audit Committee are as per the SEBI (Listing Obligation Disclosure Requirement), Regulations, 2015 and Section 177 of the Companies Act, 2013 and includes such other functions as may be assigned to it by the Board from time to time.

**i) Powers of the Audit Committee include:**

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

**ii) Role of the Audit Committee includes:**

- a) Oversight of Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- b) Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of auditors and fixation of audit fee.
- c) Approval of payment to statutory auditors for any other services rendered by them.

- d) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
- matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
  - changes, if any, in accounting policies and practices and reasons for the same
  - major accounting entries involving estimates based on the exercise of judgment by management
  - significant adjustments made in the financial statements arising out of audit findings - compliance with listing and other legal requirements relating to financial statements
  - disclosure of any related party transactions
  - Review of draft Auditors Report, in particular qualifications / remarks / observations made by the Auditors on the financial statements
  - Management Discussion and Analysis of financial conditions and results of operations
  - Review of Statement of significant related party transactions submitted by the management.
  - Review of management letters/letters of internal control weaknesses issued by the statutory auditors.
  - Review of internal audit reports relating to internal control weaknesses.
  - Review of appointment, removal and terms of remuneration of the Chief Internal Auditor.
  - Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
  - Review of the financial statements of subsidiary Companies.
  - Review and monitor the auditor's independence and performance and effectiveness of audit process.
  - Approval or any subsequent modification of transactions of the Company with related parties.
  - Scrutiny of inter-corporate loans and investments.

- Valuation of undertakings or assets of the Company, wherever it is necessary
- Evaluation of internal financial controls and risk management systems.
- To look into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
- Discussion with internal auditors of any significant findings and follow up there on
- Reviewing the risk management policies, practices and the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To review the functioning of the Whistle Blower Mechanism
- Approval of appointment / reappointment / remuneration of CFO (or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate
- Carrying out any other function as may be mentioned in the terms of reference of the Audit Committee. The Audit Committee discharges its functions and obligations on regular basis and on the occurrence of the events.

**b. Nomination And Remuneration Committee**

The Nomination and Remuneration Committee has been formed in compliance of SEBI (Listing Obligation Disclosure Requirements), Regulations, 2015 and Section 178 of the Companies Act, 2013 comprising of 2 Independent Directors and 1 Non Executive Director.

**Terms of Reference:**

- Attraction and Retention strategies for employees.
- Determine the compensation (including salaries and salary adjustments, incentives / benefits, bonuses) and Performance targets of the Chairman, Managing Director, COO, CFO, CEO & other senior management personnel
- Review employee development strategies.
- Formulate a criteria for determining qualifications, positive attributes and independence of a director;
- Recommend to the Board a policy for the remuneration of directors, key managerial personnel and other employees;
- Identify and nominate for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- Recommend the appointment of any director to executive or other employment/place of profit in the Company;
- Recommend the sitting fees to be paid to Non-Executive Directors;

Details on composition of the Nomination and Remuneration Committee and the attendance by each Member of the Nomination and Remuneration Committee are as under:

S.No	Name of the Director	Category
1	BONDILI BALA PRASAD SINGH	Chairman
2	ARUCAPALLI NARASIMHARAO	Member
3	TUMBALAM GOOTY NAGA ARAVIND GUPTA	Member

The Board of Directors have reconstituted the Nomination and Remuneration committee on 27.07.2016. Following are the members of the Committee post reconstitution:

S. No.	Name of the Director	Category
1.	BONDILI BALA PRASAD SINGH	Chairman
2.	RENDLA SUNITHA	Member
3.	TUMBALAM GOOTY NAGA ARAVIND GUPTA	Member

The Nomination and Remuneration committee did not meet during the FY 2015-16:

**c. SHAREHOLDERS/ INVESTORS GRIEVANCE REDRESSAL COMMITTEE**

The present composition of the Shareholders/ Investors Grievance Redressal Committee is as under:

Name of the Director	Nature of Directorship
BONDILI BALA PRASAD SINGH	Chairman
RENDLA SUNITHA	Member
TUMBALAM GOOTY NAGA ARAVIND GUPTA	Member

The Committee reviews the security transfers / transmissions, process of dematerialization and the investors' grievances and the systems dealing with these issues.

In accordance with SEBI (Listing Obligation Disclosure Requirements), Regulations, 2015, the Board has authorized the Compliance Officer, to approve share transfers / transmissions and comply with other formalities in relation thereto.

All investor complaints, which cannot be settled at the level of the Compliance Officer, will be placed before the Committee for final settlement.

There were no complaints pending for redressal during the year under review. There were no pending transfers as on 31st March, 2016.

**Terms of reference**

The terms of reference of the Stakeholders Relationship Committee are as under:

- i) Redressal of grievances of shareholders, debenture holders and other security holders.
- ii) Transfer and transmission of securities.
- iii) Dealing with complaints related to transfer of shares, non-receipt of declared dividend, non-receipt of Balance Sheet etc.
- iv) Issuance of duplicate shares certificates.
- v) Review of dematerialization of shares and related matters.
- vi) Performing various functions relating to the interests of shareholders/investors of the Company as may be required under the provisions of the Companies Act, 2013, SEBI (Listing Obligation Disclosure Requirements), Regulations, 2015

**For TMT (India) Limited**

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

**Place: Hyderabad**

**Date: 06-09-2016**



## Annexure-VI

### Policies of the Company

#### 1. Nomination And Remuneration Policy

##### a. Introduction

TMT (India) Limited (TMT), believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, TMT ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively. TMT recognizes the importance of Independent Directors in achieving the effectiveness of the Board. TMT aims to have an optimum combination of Executive, Non-Executive and Independent Directors.

TMT also recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its Directors, Key Managerial Personnel and other employees keeping in view the following objectives:

Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the Company successfully.

Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.

Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

**b. Scope :**

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company and also for recommending to the Board the remuneration of the Directors, Key Managerial Personnel and other employees of the Company.

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. Presently, the Company does not have a stock options scheme for its Directors.

- c. The detailed Nomination and Remuneration Policy is displayed on the Company's website viz. [www.tmtindia.in](http://www.tmtindia.in)

**2. VIGILANCE MECHANISM / WHISTLE BLOWER POLICY**

The Whistle Blower (Vigil) mechanism provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees by giving them direct access to the Chairman of the Audit Committee in exceptional cases.

The Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistleblowers concerning its employees.

**For TMT (India) Limited**

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

**Place: Hyderabad  
Date: 06-09-2016**

## Annexure-VII

### MANAGEMENT DISCUSSION & ANALYSIS

#### OVERVIEW:

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI) and other statutory requirements. Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions and reasonably present our state of affairs, profits and cash flows for the year.

#### INDUSTRY STRUCTURE AND DEVELOPMENT:

##### ECONOMIC OVERVIEW

According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7 per cent in 2016-17. Indian economy is expected to grow at 7-7.75 per cent during FY 2016-17, despite the uncertainties in the global market. The Economic Survey 2015-16 had forecasted that the Indian economy will growing by more than seven per cent for the third successive year 2016-17 and can start growing at eight per cent or more in next two years.

Economic growth is projected to remain strong, hovering around 7.5%. Private consumption will be boosted by expected large increases in public wages and declining inflation. Investment will pick up gradually as excess capacity fades, deleveraging continues for corporations and banks, and infrastructure projects mature.

Inflation is above the long-term target and public debt is high, leaving little room for accommodative policies. However, some monetary impulse is to come as recent cuts in policy rates are passed on to consumers and investors. The renewed commitment for fiscal consolidation is welcome but the quality of public finances should be improved by increasing tax revenue and tilting the spending mix towards physical and social infrastructure. Creating more and better quality jobs is the key to inclusive growth and requires modernizing labour laws and making further progress in the ease of doing business.

Improving productivity is essential for India's GDP per capita to catch up with higher-income countries. In the agriculture sector, which still absorbs about half of total employment, this would require farm consolidation and mechanisation as well as better storage and transport infrastructure. In the manufacturing sector, labour and product market regulations should be reformed to enable firms to expand to an efficient size. Providing better access to quality health and education systems is also key, both to raise productivity and to ensure its fruits are spread more equitably.

## **INDUSTRY OVERVIEW**

Despite high interest rates and their consequent cascading impact on the broader economy, the overall trends in agro products industry consumption remained positive. Continuing robust growth of the processed agro products industry in India will require investments in two key areas - building of agro products processing capabilities and expansion of distribution reach. Together, these will ensure that we are capable of reaching out to large numbers of Indian consumers with products that are relevant, affordable and profitable.

### ***OPERATIONS:***

The Operations of the Company are at minimal scales and the management is actively working towards bagging new orders for execution and is evaluating all the possibilities of bringing back the glory of the company with good order book and generation of sizable revenues

### ***FUTURE OUTLOOK:***

The management is actively scouting for new orders and markets. In the coming years, the management will strive to identify and produce distinct varieties of products to cater to the needs of overseas markets.

## **OPPORTUNITIES & THREATS**

**Strength:** Huge demand for natural agro products produced in India in foreign countries, providing high export potential.

**Weakness:** The necessity of any product may come at any time and any material required in this connection needs to be purchased in bulk quantity whenever it is available, requiring heavy capital investments in stocks.

**Opportunities:** we are a very old company having vast amount of experience which will enable us to execute any orders received by the company.

**Threats:** The business of the Company is exposed to normal industry threats.

## **INTERNAL CONTROL SYSTEM AND ITS ADEQUACY**

The philosophy we have with regard to internal control systems and their adequacy has been formulation of effective systems and their strict implementation to ensure that assets and interests of the Company are safeguarded; checks and balances are in place to determine the accuracy and reliability of accounting data. The Company has a well defined

organization structure with clear functional authority, limits for approval of all transactions. The Company has a strong reporting system, which evaluates and forewarns the management on issues related to compliance. Company updates its internal control system from time to time, enabling it to monitor employee adherence to internal procedures and external regulatory guidelines.

**PERSONNEL:**

Human wealth is the ultimate wealth in for any industry. The Company recognizes this fact and understands that employees are one of the most important sources for sustained growth of any business. Quality personnel delivering their optimum potential for the organization is the key differentiator. The Company maintained good relations with its employees and there was no unrest in the Company at any point of time.

Industrial relations in the organization continued to be cordial and progressive.

**HEALTH AND SAFETY:**

The Company places considerable emphasis on health and safety throughout its operation and displays commitment to ensure the high standards being maintained in compliance with applicable laws and regulations.

**FORWARD LOOKING / CAUTIONARY STATEMENT:**

Certain statements in the Management Discussion & Analysis Report detailing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. These statements being based on certain assumptions and expectation of future event, actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting domestic demand supply conditions, finish goods prices, changes in Government Regulations and Tax regime etc. The Company assumes no responsibility to publically amend, modify or revise any forward looking statements on the basis of subsequent developments, information or events.

**For TMT (India) Limited**

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

**Place: Hyderabad  
Date: 06-09-2016**

## **Independent Auditors' Report**

To the Members of  
**M/s TMT (India) Limited.**  
**Hyderabad**

### **(1) Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **M/s. TMT (India) Limited, Hyderabad**, ("the Company"), which comprise the Balance Sheet as at **31<sup>st</sup> March, 2016**, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **(2) Management's Responsibility for the Standalone Financial Statements**

The Company's Management and Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **(3) Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are

required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and presentation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**(4) Basis for qualified opinion**

As detailed in Note-T 2.2 to the accompanying financial statements for the year ended March 31, 2016 the Company has written off/written back unrecoverable advances and bad debts and unclaimed creditors/advances outstanding for so many years. We are unable to obtain sufficient appropriate audit evidence about the amounts written off/written back as confirmation of the balances from the respective parties have not been obtained. Consequently, we are unable to determine whether any adjustments to these amounts will arise on account of claims by the parties in subsequent years.

**(5) Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effect of matters reported in the basis for qualified opinion under paragraph (4) above, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016;
- b) in the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

**(6) Emphasis matter:**

We draw attention to the following matters in the Notes to the accompanying financial statements for the year ended 31<sup>st</sup> March, 2016;

- (a) As detailed in the Note No.T-2.3 to the accompanying financial statements, regarding investments made by the Company in un-quoted shares of various companies (some are partly paid shares) its present market value and financial data is not available to ascertain the fair value of those instruments. Based on the management's internal assessment, provision for permanent diminution in value of investments of Rs.18,81,400/- is provided during the year 2015-16. In the opinion of the Management regarding investment in quoted shares of M/s Sree Rayalaseema Alkalies and Allied Chemicals and un-quoted Indiareit Fund Scheme-IV no provision for diminution in value of investments is considered necessary.
- (b) The Company has not provided for interest on delayed payments to creditors/lenders and statutory dues and the amount is not ascertained, since there are no specific demands.



- (c) The Company has not made any provision for bad and doubtful debts/advances or deposits and the balances of creditors, debtors and loans and advances are shown as appearing in the books, since confirmation of balances by the parties not obtained.
- (d) The Company has accumulated losses of Rs.16,78,34,073 at the end of the financial year March 31, 2016, which is more than 50% of it's net worth and the Company has incurred cash loss of Rs.21,54,465 during the year 2015-16, which indicates that there is uncertainty of the Company's ability to continue as a going concern.

Our opinion is not modified in respect of these matters.

#### **(7) Report on Other Legal and Regulatory Requirements**

- (i) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (ii) As required by section 143(3) of the Act, we further report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) the Balance Sheet, Statement of Profit and Loss and the cash flow statement, dealt with by this report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133

of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;

- (e) on the basis of written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure-B; and
- (g) in our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014;
  - (i) the company does not have any pending litigations which would impact on the financial position of the Company;
  - (ii) the company did not have any long term contracts including derivative contracts; as such there were no material foreseeable losses thereon; and;
  - (iii) during the year under report there are no amounts that require to transfer to the Investor Education and Protection Fund; therefore, delay in transferring such sums does not arise.

**For Brahmayya & Co.,  
Chartered Accountants  
Firm's Registration No.000514S**

**(B. Daivadheenam Reddy)  
Partner  
Membership No.026450**

**Place : Hyderabad (Camp)  
Date : 29.05.2016**

## **Annexure-A to the Auditors' Report**

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Referred to in the paragraph (7) of our report of even date.

The Annexure referred to in our Independent Auditor's Report to the members of the Company M/s **TMT (India) Limited** on the Financial Statements for the year ended **31 March 2016**, we report that:

(i) In respect of fixed assets;

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets have not been physically verified by the management during the year and there is no regular program of verification, which in our opinion, is required having regard to the size of the company and the nature of its assets.
- (c) The Company does not own any immovable property of its own.

(ii) In respect of inventory;

The Company has no inventory of raw materials and stores & spares, except finished goods of Palmarosa seeds/oil.

- (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firm or other parties covered in the register maintained under

section 189 of the Companies Act, 2013. Accordingly, the provisions of Clause 3 (iii)(a) and (b) of CARO, 2016 are not applicable.

- (iv) In our opinion and according to information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public specified under the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) In our opinion and according to the information and explanations given to us, the Central Government has not prescribed for the maintenance of Cost records under sub section (1) of Section 148 of the Companies Act, 2013 in respect of the products manufactured by the company.
- (vii) In respect of statutory dues;
  - (a) According to the records of the Company and the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Income Tax, Sales Tax, Customs Duty, Value Added Tax, Service Tax, Excise Duty, Cess and other statutory dues applicable to it. In our opinion and according to the information and explanations given to us, the Provisions of Employee's Provident Fund and Employee's State Insurance Act are not applicable to the Company for the year covered under report.

According to the information and explanations given to us, there are no undisputed amounts payable in respect of sale tax, value added tax, service tax, income tax, customs duty, wealth tax, excise duty and Cess as at 31<sup>st</sup> March, 2016 for a period of more than six months from the date they became payable, except the following:

Employees State Insurance of Rs.1,13,184 and Profession Tax of Rs.35,513.

- (b) According to the information and explanations given to us, there are no dues of Sales Tax, Value Added Tax, Service Tax, Income Tax, Customs Duty, Excise Duty and Cess which have not been deposited on account of any dispute.
- (viii) The Company has no dues of any loans or borrowings to a financial institution, bank, Government or dues to debenture holders.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) We have not noticed or reported any material fraud by the company or on the Company by its officers or employees during the year.
- (xi) During the year managerial remuneration has been paid or provided by the Company under the provisions of section 197 read with Schedule V of the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us the company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where ever applicable and the details have been disclosed in the financial statements, as required by the applicable Accounting Standards.
- (xiv) According to the information and explanations given to us, and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Brahmayya & Co.,  
Chartered Accountants  
Firm's Registration No.000514S**

**(B. Daivadheenam Reddy)  
Partner  
Membership No. 026450**

**Place : Hyderabad  
Date : 29.05.2016**

## ANNEXURE – B to the Auditors’ Report

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

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We have audited the internal financial controls over financial reporting of M/s TMT (India). Limited (“the Company”) as of **31 March 2016** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Brahmayya & Company**  
**Chartered Accountants**  
**Firm Regn. No.: 000514S**

**B Daivadheenam Reddy**  
**Partner**  
**Membership No. : 26450**

**Place : Hyderabad (Camp)**  
**Date : 29.05.2016**



**TMT (INDIA) LIMITED - HYDERABAD**

**BALANCE SHEET as at 31st March, 2016**

Particulars	Note No	As at 31.03.2016	As at 31.03.2015
<b>A. EQUITY AND LIABILITIES</b>			
<b>1 Share Holders' Funds</b>			
a) Share Capital	A	4,18,95,000	4,18,95,000
b) Reserves & Surplus	B	-3,25,02,341	-2,84,46,247
<b>2 Share Application Money pending allotment</b>			
		-	-
<b>3 Non Current Liabilities</b>			
a) Long Term Borrowings		-	-
b) Other Long Term Borrowings		-	-
c) Long Term Provisions		-	-
d) Deferred Tax Liability (net)		-	-
<b>4 Current Liabilities</b>			
a) Short Term Borrowings	C	2,40,00,000	2,42,27,355
b) Trade Payables	D	,28,71,914	2,75,73,019
c) Other Current Liabilities	E	1,48,95,824	4,38,19,465
d) Short Term Provisions	F	8,34,411	8,36,313
<b>TOTAL</b>		<b>5,19,94,808</b>	<b>10,99,04,905</b>
<b>B. ASSETS</b>			
<b>1 Non Current Assets</b>			
a) Fixed Assets			
(i) Tangible Assets	G	1,70,797	7,01,692
(ii) Intangible Assets		-	-
(iii) Capital Work-in-progress		-	-
b) Non Current Investments	H	20,79,534	42,15,509
c) Long Term Loans and Advances		-	-
d) Other Non Current Assets		-	-
<b>2 Current Assets</b>			
a) Current Investments		-	-
b) Inventories	I	-	1,21,860
c) Trade Receivables	J	,4,31,996	3,04,83,899
d) Cash and Cash equivalents	K	5,36,777	2,43,350
e) Short Term Loans and Advances	L	4,87,75,704	7,41,38,595
f) Other Current Assets		-	-
<b>TOTAL</b>		<b>5,19,94,808</b>	<b>10,99,04,905</b>
Notes to Accounts and Accounting Policies	T		-
As per our report of even date for BRAHMAYYA & COMPANY Chartered Accountants Firm Registration No : 000514S			for and on behalf of the Board for TMT (INDIA) LIMITED
<b>B.Daivadheenam Reddy</b> Partner Membership No.26450 Place : Hyderabad (Camp) Date : 29.05.2016		<b>T.G.Veera Prasad</b> Managing Director	<b>BP Singh</b> Director

**TMT (INDIA) LIMITED - HYDERABAD**

**Statement of PROFIT & LOSS for the year ended 31st March , 2016**

Particulars	Note No	for the year ended	
		31.03.2016	31.03.2015
<b>I Revenue from Operations</b>	M	5,26,804	4,88,017
<b>II Other Income</b>	N	3,16,686	5,35,457
<b>III Total Income (I + II)</b>		<b>8,43,490</b>	<b>10,23,474</b>
<b>IV EXPENSES</b>			
a) Cost of Materials Consumed	O	-	-
b) Changes in Inventories of Finished Goods/WIP	P	1,21,860	49,233
c) Employee benefit expenses - Salaries	Q	7,76,740	10,48,069
d) Finance Costs	R	1,093	2,073
e) Other Expenses	S	39,79,662	7,35,594
f) Depreciation		20,229	1,02,844
<b>Total Expenses</b>		<b>48,99,584</b>	<b>19,37,813</b>
V Loss before exceptional and extraordinary items and tax		(40,56,094)	(9,14,339)
VI Exceptional Items		-	-
VII Loss before extraordinary items and tax		(40,56,094)	(9,14,339)
VIII Extraordinary Items		-	-
IX Profit/Loss Before Tax		(40,56,094)	(9,14,339)
X Tax Expenses			
a) Current Tax		-	-
b) Deferred Tax Liability		-	-
XI Profit/Loss after Tax		(40,56,094)	(9,14,339)
X Earning per Share of Rs.10/- (Basic/Diluted)		(0.82)	(0.18)

Notes to Accounts and Accounting Policies

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As per our report of even date  
for BRAHMAYYA & COMPANY  
Chartered Accountants  
Firm Registration No : 000514S

for and on behalf of the Board  
**for TMT (INDIA) LIMITED**

**B.Daivadheenam Reddy**

Partner

Membership No.26450

Place : Hyderabad (Camp)

Date : 29.05.2016

**T.G.Veera Prasad**

Managing Director

**BP Singh**

Director

<b>TMT (INDIA) LIMITED</b>		
<b>Cash flow statement for the year ended on 31st March, 2016</b>		
<b>PARTICULARS</b>	<b>For the year ended 31.03.2016</b>	<b>For the year ended 31.03.2015</b>
<b>A. Cash from operating activities</b>		
Net loss before tax	(40,56,094)	(9,14,339)
Adjustments:		
Add/(Less): Non Operating Items		
Depreciation	20,229	1,02,844
Dividend	-	(2,000)
Short Term Capital Gain	-	-
Interest Received	(1,84,509)	(33,458)
Profit on Sale of Investments	(1,32,177)	-
Loss on Sale of Tangible Assets	3,10,666	-
Provision for Investments	18,81,400	-
<b>Operating loss before working capital changes</b>	<b>(21,60,485)</b>	<b>(8,46,953)</b>
Change in Inventories	1,21,860	49,233
Change in Short term Loans and advances	-	16,37,205
Change in Trade Payables / Current Liabilities	15,60,791	(12,01,253)
<b>Cash (used in)/generated from operations</b>	<b>(4,77,834)</b>	<b>(3,61,767)</b>
Income taxes paid	-	-
<b>Net cash (used in)/generated from operating activities (A)</b>	<b>(4,77,834)</b>	<b>(3,61,767)</b>
<b>B. Cash flows from investing activities:</b>		
Proceeds from sale of Investments - India Reit	3,86,752	1,65,891
Sale of Tangible assets	2,00,000	-
Dividend Received	-	2,000
Interest received	1,84,509	33,457
<b>Net cash used in investing activities (B)</b>	<b>7,71,261</b>	<b>2,01,348</b>
<b>C. Cash flows from financing activities</b>		
Proceeds from issue of shares including securities premium	-	-
Finance charges paid	-	-
<b>Net cash from financing activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net decrease in cash and cash equivalents A+B+C)</b>	<b>2,93,427</b>	<b>(1,60,419)</b>
Cash and cash equivalents at the beginning of the year	2,43,350	4,03,769
<b>Cash and cash equivalents at the end of the year</b>	<b>5,36,777</b>	<b>2,43,350</b>

<b>Note:</b>	<b>As at 31</b>	<b>As at 31</b>
<b>Cash and cash equivalents comprise:</b>	<b>March 2016</b>	<b>March 2015</b>
Cash in hand	2,76,891	59,490
Balance with scheduled banks		
-In current accounts	2,59,886	1,83,860
-In deposit accounts	-	-
<b>Total cash and cash equivalents</b>	<b>5,36,777</b>	<b>2,43,350</b>
As per our report attached		
<b>For BRAHMAYYA &amp; CO</b>	<b>For TMT (INDIA) LIMITED</b>	
Chartered Accountants		
Firm Registration No.: 000514 S		
<b>B. Daivadheenam Reddy</b>	<b>TG Veera Prasad</b>	<b>B P Singh</b>
Partner	<b>Managing Director</b>	<b>Director</b>
M. No.: 26450		
<b>Place: Hyderabad(Camp)</b>		
<b>Date: 29.05.2016</b>		

## TMT (INDIA) LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2016

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### Note T : Accounting Policies and Notes to Accounts:

#### a) Basis of preparation

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis as a going concern and under the historical cost convention.

The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

#### b) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

#### c) Fixed Assets - Tangible

Fixed Assets are stated at cost and net of cenvat credit less accumulated depreciation. Cost of acquisition is inclusive of freight, duties, levies and all incidental expenditure attributable to bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

#### Useful lives/ depreciation rates:

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV to the Companies Act, 1956 were treated as minimum rates and the company has charged depreciation at the prescribed rates. Schedule II to the Companies Act 2013 prescribes useful lives for fixed assets which, in some cases, are different from lives prescribed under the erstwhile Schedule XIV.

## TMT (INDIA) LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2016

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Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its fixed assets. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II. This accounting estimate did not have any material impact on financial statements of the company.

### **Depreciation on tangible fixed assets:**

Depreciation is provided on straight line method at the rates based on the estimated useful lives of the assets or those prescribed under Schedule II of the Companies Act, 2013, whichever is higher.

#### **d) Borrowing Costs**

Borrowing costs that are attributable to acquisition construction or production of a qualifying asset are capitalized as a part of cost of such asset. All other borrowing costs are recognized as an expense in the year in which they are incurred.

#### **e) Impairment of Assets**

All fixed assets are assessed for any indication of impairment at each balance sheet date based on internal / external factors. On any such indication the impairment loss (being the excess of carrying value over the recoverable value of the asset) is immediately charged to the Statement of Profit and Loss. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

#### **f) Investments**

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Long-term investments are stated at cost except where there is a diminution in value other than temporary, in which case the carrying value is reduced to recognize the decline. Current investments are valued at lower of cost and fair value determined on an individual investment basis.

#### **g) Inventories**

Inventories are valued at the lower of cost and net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including

## TMT (INDIA) LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2016

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manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, consumables, stores and spares, trading and other products are determined on weighted average basis.

### **h) Revenue recognition**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods and services is net of Excise Duty, Service tax, VAT/ CST and trade discounts.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend is recognised when the shareholders' right to receive payment is established by the balance sheet date.

### **i) Research and Development**

Revenue expenditure on Research and Development are included under respective heads of expenditure. Capital expenditure on Research and Development are treated in the same manner as expenditure on other fixed assets.

### **j) Taxes on Income**

Provision for income tax comprises current taxes and deferred taxes. Current tax is determined on the amount of tax payable in respect of taxable income for the year.

Deferred tax is recognized on timing differences being the differences between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets and liabilities are measured on the timing differences applying the tax rate and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognised only to the extent that there is reasonable/virtual certainty supported by convincing evidence that sufficient future tax income will be available against which such deferred tax assets can be realized.

## TMT (INDIA) LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2016

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### k) Provisions

A provision is recognized when an enterprise has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions, other than employee defined benefits, are not discounted to their present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

### l) Segment Reporting

The Company has only one reportable business segment, which is extraction and distribution of Palamarosa Oil and operates in a single business segment. Accordingly, the amounts appearing in the financial statements relate to the company's single business segment.

### m) Earnings per share

The basic earnings per share are computed by dividing the net profit/ (loss) after tax for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per share, if any are computed using the weighted average number of equity shares and dilutive potential equity share outstanding during the year.



TMT (INDIA) LIMITED

CIN - L99999TG1976PLC002002

**NOTE NO - A : SHARE CAPITAL**

Sl.No. Particulars	31.03.2016	31.03.2015
<b>1. AUTHORISED</b>		
a) 1,00,00,000 Equity Shares of Rs.10/- each	10,00,00,000	10,00,00,000
<b>TOTAL</b>	<b>10,00,00,000</b>	<b>10,00,00,000</b>
<b>2. ISSUED AND SUBSCRIBED</b>		
49,53,800 Equity Shares of Rs.10/- each	4,95,38,000	4,95,38,000
<b>3. CALLED AND PAID-UP</b>		
49,53,800 Equity Shares of Rs.10/- each	4,95,38,000	4,95,38,000
Less : Allotment money unpaid	76,43,000	76,43,000
<b>TOTAL</b>	<b>4,18,95,000</b>	<b>4,18,95,000</b>

<b>1. RECONCILIATION OF NUMBER OF SHARES OUTSTANDING</b>		<b>No.of Shares</b>		<b>No. of Shares</b>	
<b>EQUITY SHARES</b>					
At the beginning of the year		49,53,800		49,53,800	
Add : Issued during the year					
Less : Bought back during the year					
At the end of the year		49,53,800		49,53,800	
<b>2. LIST OF SHARE HOLDERS MORE THAN 5% SHARES</b>					
	<b>%</b>	<b>No.of Shares</b>	<b>%</b>	<b>No. of Shares</b>	
<b>EQUITY SHARES</b>					
TG Naga Aruna Kumari	31.85%	15,78,000	28.27%	14,00,200	
TG Veera Prasad	9.32%	4,61,800	9.89%	4,90,000	
Naag Rohit	16.06%	7,95,600	15.36%	7,61,000	

**NOTE NO - B : RESERVES & SURPLUS**

Sl.No. Particulars	31.03.2016	31.03.2015
<b>1. Capital Reserve</b>		
Opening Balance	11,20,32,590	11,20,32,590
Add : Additions		
Closing Balance	11,20,32,590	11,20,32,590
<b>2. Share Premium - Opening Balance</b>	2,31,99,142	2,31,99,142
<b>3. State Subsidy - Opening Balance</b>	1,00,000	1,00,000
<b>4. Deficit in Statement of Profit and Loss</b>		
Opening Balance	-16,37,77,979	-16,20,86,556
Add : Depreciation on Tangible Assets useful life completed	-	-7,77,084
Add : Loss for the year	-40,56,094	-9,14,339
Closing Balance	-16,78,34,073	-16,37,77,979
<b>TOTAL</b>	<b>-3,25,02,341</b>	<b>-2,84,46,247</b>

**NOTE NO - C : SHORT TERM BORROWINGS**

Sl.No. Particulars	31.03.2016	31.03.2015
<b>UNSECURED LOANS</b>		
a) From Related Parties (Maddi Lakshmaiah & Associates)	2,40,00,000	2,40,00,000
b) Interest free Sales Tax loan from AP Govt. (fallen due on 28.03.1987 Rs.0.72 lakhs and Rs.0.87 loan on 10.06.1994)	..	1,59,400
c) Interest on the above loan	,	67,955
<b>TOTAL</b>	<b>2,40,00,000</b>	<b>2,42,27,355</b>

**NOTE NO - D : TRADE PAYABLES**

Sl.No. Particulars	31.03.2016	31.03.2015
<b>TRADE PAYABLES</b>		
Sundry Creditors for supplies of materials	,28,71,914	2,75,73,019
<b>TOTAL</b>	<b>,28,71,914</b>	<b>2,75,73,019</b>

<b>NOTE NO - E : OTHER CURRENT LIABILITIES</b>		
Sl.No. Particulars	31.03.2016	31.03.2015
a) Advances from Customers	-	94,80,132
b) Advances from related parties	1,43,69,806	1,17,90,843
c) Employees Salaries, Recoveries & Contributions to PF,ESI, Etc.	,31,163	83,88,146
d) Statutory dues towards Sales Tax & TDS	1,16,355	12,662
e) Other Current Liabilities	,3,78,500	1,41,47,682
<b>TOTAL</b>	<b>1,48,95,824</b>	<b>4,38,19,465</b>
<b>NOTE NO - F : SHORT TERM PROVISIONS</b>		
Sl.No. Particulars	31.03.2016	31.03.2015
<b>PROVISIONS</b>		
a) Provision for Employee Benefits	-	-
Provision for Gratuity	8,34,411	8,34,411
b) Excess provision for Dividend	-	1,902
<b>TOTAL</b>	<b>8,34,411</b>	<b>8,36,313</b>
<b>NOTE NO - H : NON CURRENT INVESTMENTS</b>		
Sl.No. Particulars	31.03.2016	31.03.2015
<b>NON TRADE INVESTMENTS</b>		
<b>1. QUOTED</b>		
a) 50,000 Equity Shares of Rs.10/- each Fully paid in M/s Sree Rayalaseema Alkalies&Allied Chemicals Ltd	5,00,000	5,00,000
<b>TOTAL</b>	<b>5,00,000</b>	<b>5,00,000</b>
<b>2. UNQUOTED</b>		
a) Government Securities		
i. National Savings Certificate	11,000	11,000
b) Shares and Units/Bonds		
i. 1200 Equity Shares of Rs.100/- each Fully paid in M/s Sree Dronachalam Lime and Minerals Pvt.Ltd.	1,20,200	1,20,200
ii. 5000 Equity Shares of Rs.10/- each fully paid in M/s TGL Quick Foods Ltd	50,000	50,000
iii. Vishal Paper Tech (India) Ltd-application money paid for 20,000 shares at Rs. 5/- share (15100 shares allotted)	1,00,000	1,00,000
iv. 4000 shares of Bank of Baroda Rs.25/- each at Premium of Rs.75/- per share (Rs.25/- per share Application money paid)	1,00,200	1,00,200
v. 150000 Equity Shares of Rs.10/- each Application money paid Roses Floriculture Ltd.	15,00,000	15,00,000
vi. India Reit Fund Scheme IV - Citi Bank	15,79,534	18,34,109
<b>TOTAL</b>	<b>34,60,934</b>	<b>37,15,509</b>
Less: Provision for Diminution value of Investments	18,81,400	-
<b>GRAND TOTAL</b>	<b>20,79,534</b>	<b>37,15,509</b>
<b>3. AGGREGATE AMOUNT OF</b>		
a) QUOTED INVESTMENT	5,00,000	5,00,000
b) MARKET VALUE OF QUOTED INVESTMENTS	8,00,000	5,50,000
c) UNQUOTED INVESTMENTS	34,60,934	37,15,509
d) PROVISION FOR DIMINUTION IN VALUE OF INVESTMENTS	18,81,400	-
<b>NOTE NO - I : INVENTORIES</b>		
Sl.No. Particulars	31.03.2016	31.03.2015
As Certified and valued by the Management (At cost or Market value whichever is lower)		
a) Finished goods	-	1,21,860
b) Work in Progress	-	-
<b>TOTAL</b>	<b>-</b>	<b>1,21,860</b>

<b>NOTE NO - J : TRADE RECEIVABLES</b>			
Sl.No. Particulars	31.03.2016	31.03.2015	
<b>SUNDRY DEBTORS</b>			
Unsecured			
Outstanding for a period of more than 6 months - Considered doubtful / bad	,4,31,996	3,22,83,899	
Other debts	-	-	
	,4,31,996	3,22,83,899	
Less : Provision for Doubtful Debts	-	18,00,000	
<b>TOTAL</b>	<b>,4,31,996</b>	<b>3,04,83,899</b>	
<b>NOTE NO - K : CASH AND CASH EQUIVALENTS</b>			
Sl.No. Particulars	31.03.2016	31.03.2015	
<b>CASH AND BANK BALANCES</b>			
a) Cash in Hand	276,891	59,490	
b) Balance with Banks in Current Accounts	2,59,886	1,83,860	
<b>TOTAL</b>	<b>5,36,777</b>	<b>2,43,350</b>	
<b>NOTE NO - L : SHORT TERM LOANS &amp; ADVANCES</b>			
Sl.No. Particulars	31.03.2016	31.03.2015	
<b>Advances recoverable in cash or kind or for value to be received (Unsecured and considered good)</b>			
a) Corporate Loans and Advances	1,86,67,181	1,86,67,181	
b) Advances to Suppliers/Contractors	2,54,57,342	4,99,02,481	
c) Advances to Employees	26,75,025	36,11,228	
d) Interest Receivable	21,600	21,600	
<b>TOTAL</b>	<b>4,68,21,148</b>	<b>7,22,02,490</b>	
<b>DEPOSITS</b>			
a) Deposits with Government departments	81,449	81,449	
b) Deposits with others	12,81,453	12,81,453	
<b>TOTAL</b>	<b>13,62,902</b>	<b>13,62,902</b>	
<b>Advance Income Tax / TDS</b>			
a) Income Tax Advance / TDS	5,91,654	5,73,203	
<b>GRAND TOTAL</b>	<b>4,87,75,704</b>	<b>7,41,38,595</b>	
<b>NOTE NO - M : REVENUE FROM OPERATIONS</b>			
Sl.No. Particulars	31.03.2016	31.03.2015	
<b>Sales</b>			
Domestic Sales	5,26,804	4,88,017	
<b>TOTAL</b>	<b>5,26,804</b>	<b>4,88,017</b>	
<b>NOTE NO - N : OTHER INCOME</b>			
Sl.No. Particulars	31.03.2016	31.03.2015	
<b>1. OTHER INCOME</b>			
Other Income on final settlements	-	5,00,000	
Profit on sale of Investments	1,32,177	-	
Dividend		2,000	
Interest Income from India Reit Fund	1,84,509	33,457	
<b>TOTAL</b>	<b>3,16,686</b>	<b>5,35,457</b>	

<b>NOTE NO - O : COST OF MATERIALS CONSUMED</b>			
Sl.No.	Particulars	31.03.2016	31.03.2015
<b>1. CONSUMPTION OF RAW MATERIAL</b>			
	Opening Stock	-	-
	Add : Purchases	-	-
	Closing Stock	-	-
	<b>Total Consumption of Raw Material</b>	<b>-</b>	<b>-</b>

<b>NOTE NO - P : CHANGES IN INVENTORIES</b>			
Sl.No.	Particulars	31.03.2016	31.03.2015
<b>Opening Stock</b>			
1.	Semi Finished Goods	-	-
2.	Finished Goods	1,21,860	1,71,093
	<b>TOTAL</b>	<b>1,21,860</b>	<b>1,71,093</b>
<b>Closing Stock</b>			
1.	Semi Finished Goods	-	-
2.	Finished Goods	-	1,21,860
	<b>TOTAL</b>	<b>-</b>	<b>1,21,860</b>
	<b>Changes in Inventories</b>	<b>1,21,860</b>	<b>49,233</b>

<b>NOTE NO - Q : EMPLOYEE BENEFIT EXPENSES</b>			
Sl.No.	Particulars	31.03.2016	31.03.2015
<b>1. EMPLOYEES REMUNERATION AND BENEFITS</b>			
a)	Salaries and Wages	7,76,740	10,48,069
	<b>TOTAL</b>	<b>7,76,740</b>	<b>10,48,069</b>

<b>NOTE NO - R : FINANCE COST</b>			
Sl.No.	Particulars	31.03.2016	31.03.2015
<b>1. INTEREST</b>			
	Bank Charges	1,093	2,073
	<b>TOTAL</b>	<b>1,093</b>	<b>,2,073</b>

<b>NOTE NO - S : OTHER EXPENSES</b>			
Sl.No.	Particulars	31.03.2016	31.03.2015
<b>1. OTHER MANUFACTURING &amp; ADMN.CHARGES</b>			
a)	Repairs and maintenance	65,579	38,520
b)	Rates & Taxes	26,729	36,041
c)	Power Charges	11,128	48,480
d)	Insurance	1,616	219
e)	Travelling Expenses	23,188	1,16,758
f)	Printing and Stationery	,97,720	1,31,115
g)	Postage, Telegram & Telephone	53,136	46,592
h)	Vehicle Maintenance	52,553	50,236
i)	Professional Fees	31,000	1,09,100
j)	Remuneration to Auditors		
	- Statutory Audit Fee	30,000	30,000
	- Limited Review Fee	20,000	20,000
k)	Palmrosa plants under progress	,79,860	55,393
l)	Bad Debts and Advances Written Off - Rs. 3,18,42,390		-
	Less: Unclaimed Creditors Balances Written Back - Rs. 3,05,90,418	12,51,972	
m)	Miscellaneous Expenses	,21,815	37,770
n)	Loss on sale of Fixed Assets	3,10,666	-
o)	Freight Expenses	21,300	15,370
p)	Provision for Diminution in Value of Investments	1881,400	-
	<b>TOTAL</b>	<b>39,79,662</b>	<b>7,35,594</b>

TMT (INDIA) LIMITED

CIN - L99999TG1976PLC002002

NOTE NO G : FIXED ASSETS

Sl.No	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		As at 01.04.2015	Additions	Delitions	As at 31.03.2016	Up to 31.03.2015	For the year	Deletions	Up to 31.03.2016	As at 31.03.2016	As at 31.03.2015
1	Shed	25,590	-	25,590	-	24,310		24,310	-	-	1,280
2	Borewell	1,71,820	-	1,71,820	-	73,075	11,239	84,314	-	-	98,745
3	Borewell Motors	61,353	-	61,353	-	8,120	1,042	9,162	-	-	53,233
4	Plant & Machinery	25,19,833	-	3,19,303	22,00,530	21,31,375	5,453	46,325	20,90,503	1,10,027	3,88,458
5	Sprinklers	73,878	-	73,878	-	10,244	1,245	11,489	-	-	63,634
6	Furniture & Fixtures	2,48,635	-	-	2,48,635	2,36,204		-	2,36,204	12,431	12,431
7	Vehicles	11,27,938	-	-	11,27,938	10,79,599		-	10,79,599	48,339	48,339
8	Power Lines	35,984	-	35,984	-	3,356	591	3,947	-	-	32,628
9	Tarpaliens	6,000	-	6,000	-	3,056	659	3,715	-	-	2,944
	<b>TOTAL</b>	<b>42,71,031</b>	<b>-</b>	<b>6,93,928</b>	<b>35,77,103</b>	<b>35,69,339</b>	<b>20,229</b>	<b>1,83,262</b>	<b>34,06,306</b>	<b>1,70,797</b>	<b>7,01,692</b>
8	Capital WIP	-	-	-	-	-				-	-
	<b>GRAND TOTAL</b>	<b>42,71,031</b>	<b>-</b>	<b>6,93,928</b>	<b>35,77,103</b>	<b>35,69,339</b>	<b>20,229</b>	<b>1,83,262</b>	<b>34,06,306</b>	<b>1,70,797</b>	<b>7,01,692</b>

TMT (INDIA) LIMITED  
Notes Forming Part of the BS & PL for the year ended 31-03-2016

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**NOTE - T:**

**NOTES FORMING PART OF THE BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2016.**

1. Company Overview:

The company has started vacating the leased land and is in the process of dismantling the essential oil extraction equipment from the Tangutur Village site.

2. **NOTES ON ACCOUNTS:**

2.1 Contingent liabilities not provided

Liability in respect of investments in partly paid shares Rs.3.51 Lakhs (previous year Rs.3.51 Lakhs).

2.2. During the year under review, there were meager operations due to lack of orders and most of the employees have left the Company and the Company has been facing acute financial problems. Interest on delayed payments to Creditors/Lenders and on Govt. dues are not considered in the absence of demand and will be considered in the year of settlement/payment. The loss on physical verification of fixed assets is not considered, since there is no required staff for physical verification and the discrepancies, if any, will be considered in the year of physical verification. During the year 2015-16, the Company has written off long outstanding and unrecoverable debtors/advances of Rs.3,18,42,390/- and written back unclaimed creditors/ advances received of Rs.3,05,90,418/-. The parties/debtors/creditors have not confirmed the balances and realization of debts/advances is not viable being the transactions related to earlier years and there are no transactions with the parties in the recent years and there is no possibility of recovery from the parties/debtors. The creditors/advances received from parties are long outstanding and the parties have not claimed for payment and there is no possibility of any claim in the future years being barred by limitation. Therefore, the amounts have been written off and written back during the year and the net difference amount of Rs.12,51,972/- was charged to Statement of Profit and Loss for the year ended 31-03-2016.

TMT (INDIA) LIMITED  
Notes Forming Part of the BS & PL for the year ended 31-03-2016

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- 2.3. Investments shown in Note No. H includes quoted investments of Rs.5.00 Lakhs in 50,000 Equity Shares of Rs.10/- each of M/s Sree Rayalaseema Alkalies and Allied Chemicals Ltd., Kurnool. The Company has filed a petition in respect of the above shares for rectification of register of members, due to fraudulent transfer of shares, before the Hon'ble High Court of Andhra Pradesh and the Company Law Board and the same is pending before the Company Law Board Authorities. Therefore, no provision for diminution in value is considered necessary.

The investments in unquoted shares of various companies, some are partly paid and shares not yet allotted. The realizable/present market value of the investments is not ascertained in the absence of the latest financial statements of the companies and there is permanent diminution in value of these investments. Therefore, provision for permanent diminution in value of unquoted investments of Rs.18,81,400/- was made during the year 2015-16 and charged to the Statement of Profit and Loss for the year ended 31-03-2016.

- 2.4. The required details of dues to small scale industrial undertakings are not available with the Company and hence the required details under Micro, Small and Medium Enterprises Development Act, 2006 not reported.

2.5 **Deferred Tax Liability**

There is no deferred tax liability as on 01-04-2015 and for the current year 2015-16 on account of unabsorbed business loss/depreciation and expenditure under Section 43B allowable in future years on payment basis. Deferred Tax asset is not considered on prudence basis since there is no evidence that the Company will have sufficient income in near future.

- 2.6 Managerial remuneration under Section 197 & 2(78) of the Companies Act, 2013 to the Managing Director included in Schedule Q, is as follows:

	<u>2015-2016</u>	<u>2014-2015</u>
	Rs.	Rs.
Salary	7,20,000	7,20,000
Contribution/Perquisites	Nil	Nil

TMT (INDIA) LIMITED  
Notes Forming Part of the BS & PL for the year ended 31-03-2016

**2.7. Segment Reporting:**

During the year there is only one business segment of Palmarosa Oil products and hence no segment reporting is required.

**2.8. Related party transactions**

The following are the transactions of the related parties, which are related on account of shareholding by the Directors, key management personnel and their relatives, viz. Sri T G Veera Prasad, Managing Director and his relatives and Associate Company M/s Demerara Distillers Private Limited and M/s Glenmon Distillers and Vintners Private Limited.

S. No.	Nature of transaction	Name of the related party	Amount for the year		Balance as at	
			2015-16	2014-15	31-03-2016	31-03-2015
			Rs. In Lakhs		Rs. In Lakhs	
1.	Remuneration to Managing Director	Sri TG Veera Prasad	7.20	7.20	Nil	14.85
2.	Sales to related firm	Prauna Agro Industries	Nil	4.87	1.19 (Dr)	5.41 (Dr)
3.	Unsecured loans taken	[a] Sri Maddi Lakshmaiah	Nil	Nil	190.00	190.00
		[b] Smt Maddi Seetha Devi	Nil	Nil	50.00	50.00
4.	Sundry Creditors	[a] Sri TG Veera Prasad,	25.58	0.81	28.03	2.45
		[b] TGN Aruna Kumari,	4.02	(14.79)	41.11	37.09
		[c] Demerara Distillers Pvt. Ltd.	(7.08)	Nil	75.75	82.83
		[d] Glenmon Distillers and Vintners Pvt. Ltd.	(0.95)	Nil	Nil	0.95

2.9. The balances of Sundry debtors, Sundry creditors, Advance to suppliers/ Contractors, Deposits and bank balances have been shown as appearing in the books of account of the Company and are subject to reconciliation and confirmation and no provision has been made during the year for bad and doubtful advances/deposits.



TMT (INDIA) LIMITED  
Notes Forming Part of the BS & PL for the year ended 31-03-2016

2.10. **Earnings per share**

The basic/diluted earnings (loss) per share (face value of Rs.10/- each) calculated in compliance with the provisions of Accounting Standard 20 for the year ended 31.03.2016 comes to (Rs.0.82) {previous year (Rs.0.18)}.

The denominator for the EPS is 49,53,800 equity shares i.e. No. of equity shares at the beginning and ending of the year and numerator is net loss for the year after tax as per Statement of Profit and Loss.

There is no dilution of equity during the year.

2.11. Revenue from operations or sale of goods.

	2015-2016		2014-2015	
	<u>Qty.</u>	<u>Amount</u>	<u>Qty.</u>	<u>Amount</u>
	(Rs. In Lakhs)			
MANUFACTURED GOODS (Palmarosa seeds and oil)		5.26		4.88
<b>Total</b>		<b>5.26</b>		<b>4.88</b>

2.12. COST OF MATERIAL CONSUMED/SOLD

i) Raw Materials Sold		Nil		Nil
ii) Stores & Spares		Nil		Nil
<b>Total</b>		<b>Nil</b>		<b>Nil</b>

Amount %                      Amount %

2.13. a) Value of imported raw material, spare parts & components consumed		Nil		Nil
b) Value of indigenous raw material, spare parts & components consumed		Nil		Nil

2.14. Value of imports calculated on CIF basis

a) Raw-material		Nil		Nil
b) Capital goods		Nil		Nil
c) Stores and spares		Nil		Nil

TMT (INDIA) LIMITED  
Notes Forming Part of the BS & PL for the year ended 31-03-2016

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2.15. Expenditure in Foreign Currency	Nil	Nil
2.16. Earnings in Foreign Exchange	Nil	Nil
2.17. Previous year figures have been regrouped and rearranged wherever necessary.		

**Signatures to Notes "A to T"**

As per our report of even date  
for **BRAHMAYYA & COMPANY**  
Chartered Accountants  
FRN 000514S

For and on behalf of the Board  
for **TMT (INDIA) LIMITED**

**B. Daivadheenam Reddy**  
Partner  
Membership No. 26450  
Place : HYDERABAD (Camp)

**T G Veera Prasad    BP Singh**  
Managing Director    Director

Date : 29.05.2016

**FORM NO. MGT - 11  
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** L99999TG1976PLC002002

**Name of the company:** TMT (INDIA) LIMITED

**Registered Office:** 5-8-113, 2<sup>ND</sup> FLOOR, NAMPALLY, HYDERABAD - 500 001

**Name of the Member(s):**

Registered Address:

Email ID:

Folio No. / Client ID:

DP ID:

We, being the member(s) of ..... shares of the above named company, hereby appoint;

1. Name ..... E-mail Id:.....  
Address:.....  
..... Signature: .....

Or failing him

2. Name: ..... E-mail Id:.....  
Address:.....  
..... Signature .....

Or failing him

3. Name: ..... E-mail Id:.....  
.....  
Address: .....  
.....Signature .....

Or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39<sup>th</sup> Annual General Meeting of the Company, to be held on 29<sup>th</sup> September, 2016, Thursday at 3.00 P.M. at the registered office of the company at 5-8-113, 2<sup>ND</sup> FLOOR, 21<sup>st</sup> CENTURY COMPLEX, NAMPALLY, HYDERABAD - 500 001, TELANGANA and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Statement of Profit and Loss, Balance Sheet, Reports of Board of Directors and Auditors for the year ended March 31, 2016.
2. Re-appointment of Sri Tumbalam Gooty Veera Prasad as a director of the Company.
3. Ratification of Appointment of M/s Brahmayya and Company, Chartered Accounts (ICAI Firm Registration 000514S) as the Statutory Auditors of the Company
4. Regularization of Appointment of Mrs Rendla Sunitha

Signed this ..... Day of ..... 2016.

Signature of shareholder

Affix Revenue Stamp
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Signature of Proxy holder(s) -----

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**TMT (INDIA) LIMITED**

5-8-113, 2<sup>ND</sup> FLOOR, NAMPALLY, HYDERABAD - 500 001

CIN: L99999TG1976PLC002002

**ATTENDANCE SLIP**

(Please present this slip at the Meeting venue)

I hereby record my presence at the 39<sup>th</sup> Annual General Meeting of the members of the company to be held on 29<sup>th</sup> September, 2016, Thursday at 3.00 PM at the registered office of the company at 5-8-113, 2<sup>ND</sup> FLOOR, 21<sup>ST</sup> CENTURY COMPLEX, NAMPALLY, HYDERABAD - 500 001, TELANGANA.

Shareholders/Proxy's Signature \_\_\_\_\_

Shareholders/Proxy's full name \_\_\_\_\_  
(In block letters)

Folio No./ Client ID \_\_\_\_\_

No. of shares held \_\_\_\_\_

Note: Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.