49th

ANNUAL REPORT

2025-26

TMT (India) Limited

INDEX

CORPORATE INFORMATION

BOARD OF DIRECTORS

+ Mr. Mitesh Kothari (DIN: 00089076)	Chairman and Managing Director
+ Mr. Shakti Tiwari (DIN: 03085764)	Executive Director
+ Mrs. Jigna Rajiv Shah (DIN: 02627958)	Executive Director
+ Mr. Rahul Visaria (DIN: 05005279)	Independent Director
+ Mr. Deepak Gandhi (DIN: 01627471)	Independent Director
+ Mr. Pradeep Kumar (DIN: 10671085)	Independent Director
+ Mr. Ambati Venkata Ramana Murthy	Chief Financial Officer
+ Ms. Sonam Jain	Company Secretary

CIN	L99999TG1976PLC002002
ISIN	INE182E01010
REGISTERED OFFICE	1st Floor, Punnaiah Plaza, Road No. 2, Banjara Hills, Hyderabad, Telangana - 500 034
CORPORATE OFFICE	14th Floor Vibgyor Tower, C/62 Bandra Kurla Complex, Bandra East, Mumbai - 400051.
LISTED AT	The BSE Ltd.
AUDITORS	M/s. Sathish Ramdeni & Co Chartered Accountants #Flat No. 401, S Choice Residency, Beside Dena Bank,East Maredpally, Secunderabad - 500 026, Telangana.
REGISTRARS & SHARE TRANSFER AGENTS	M/s. Venture Capital and Corporate Investments Private Limited 'AURUM', 4th & 5th Floors, Plot No. 57, Jayabheri Enclave, Phase - II, Gachibowli, Hyderabad - 500032.

BANKERS

- Axis Bank Limited, CTO Extn. Counter, Nampally, Hyderabad.
- HDFC Bank, Ameerpet Branch, Hyderabad

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 49TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TMT (INDIA) LIMITED WILL BE HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2026 AT 3.00 P.M. THROUGH VIDEO CONFERENCE (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) FACILITY TO TRANSACT THE FOLLOWING BUSINESS. THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1ST FLOOR, PUNNAIAH PLAZA, ROAD NO. 2, BANJARA HILLS, HYDERABAD, TELANGANA – 500 034 SHALL BE DEEMED TO BE THE VENUE OF THE MEETING FOR THE PURPOSES OF THE COMPANIES ACT, 2013:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2026, the Statement of Profit and Loss Account and Cash Flow Statement for the Financial Year ended on that date, together with the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 13, 14, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the requisite approvals, consents, permissions and sanctions from the appropriate statutory, regulatory or other authorities as may be required, the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each to Rs. 100,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- each, ranking pari passu in all respects with the existing equity shares of the Company."

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds,things and to sign all such documents and writings as may be necessary to give effect tothis resolution and for matters connected therewith or incidental thereto."

"RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, the consent of the members be and is hereby accorded to amend Clause V of the Memorandum of Association of the Company by substituting the following new Clause V:

Clause V: The Authorised Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- each."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all necessary steps, actions and decisions for obtaining all approvals, statutory or otherwise, in relation to the above; to settle any questions, difficulties or doubts that may arise in this regard; to sign and execute all documents; and to digitally sign and upload the requisite forms on behalf of the

Company, and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

3. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION OTHER THAN CASH.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) ("the Act"); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Code"), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Registrar of Companies ("ROC"), Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), and the Stock Exchange where the shares of the Company are listed ("Stock Exchange"), and/or any other competent authority(ies) (collectively referred to as the "Applicable Regulatory Authorities"), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver, in one or more tranches, up to 2,05,00,000 (Two Crore Five Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Shares total aggregating to Rs. 20,50,00,000/- (Rupees Twenty Crore Fifty Lakhs Only) for consideration other than cash (i.e. swap of shares) and the same is being done for the payment of consideration for the acquisition of 10,00,000 Equity Shares representing 100% shareholding of Shakti Auto Industries Private Limited ("Selling Company") on a preferential basis pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws.

Sr. No.	Name of the Equity Proposed Allottees	Pre-Pref Holding	Maximum No of Equity Shares to be allotted	Current Status / Category	Proposed Status / Category
1.	Shakti Tiwari	0	1,47,29,250	Non-Promoter	Promoter Group
2.	Rupam Tiwari	0	47,45,750	Non-Promoter	Promoter Group
3.	Amrendra Kumar Tiwari	0	10,25,000	Non-Promoter	Promoter Group

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

"RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be Monday 31st August 2026, i.e., 30 days prior to the date of passing of the Special Resolution at the Annual General Meeting."

"RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.

e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.

f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

g) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

h) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

i) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

j) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange."

"RESOLVED FURTHER THAT pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5."

"RESOLVED FURTHER THAT the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI IODR Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution."

4. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER, PROMOTER GROUP NON-PROMOTERS FOR CONSIDERATION IN CASH.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) ("the Act"); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Code"), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Registrar of Companies ("ROC"), Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), and the Stock Exchange where the shares of the Company are listed ("Stock Exchange"), and/or any other competent authority(ies) (collectively referred to as the "Applicable Regulatory Authorities"), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver, in one or more tranches, up to 7,21,65,000/ (Seven Crore Twenty Lakhs Sixty Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 72,16,50,000/- (Rupees Seventy-Two Crore Sixteen Lakhs Fifty Thousand Only) on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws."

Details of Proposed Equity Allottees:

Sr. No.	Name of the Equity Proposed Allottees	Pre-Pref Holding	Maximum No of Equity Shares to be allotted	Current Status / Category	Proposed Status / Category
1	Yoga Builders Private Limited	19,49,000	1,70,00,000	Promoter	Promoter
2	Scaffold Properties Private Limited	7,14,600	1,05,00,000	Promoter	Promoter
3	DK Web Tech Private Limited	0	1,00,00,000	Non-Promoter	Promoter Group
4	Bkc Properties Private Limited	0	1,00,00,000	Non-Promoter	Promoter Group
5	Genext Hardware & Parks Private Limited	0	89,00,000	Non-Promoter	Non-Promoter
6	Vivek Lakshminath Mehrotra	0	55,40,000	Non-Promoter	Non-Promoter
7	Ruchi Raju Shah	0	40,00,000	Non-Promoter	Non-Promoter
8	Rahul Hemchand Visaria	0	21,00,000	Non-Promoter	Non-Promoter
9	Jignesh D Shah	0	9,76,000	Non-Promoter	Non-Promoter
10	Varshit Janak Shah	0	9,76,000	Non-Promoter	Non-Promoter
11	Kunal Adani	0	4,00,000	Non-Promoter	Non-Promoter
12	Rima Visaria	0	3,00,000	Non-Promoter	Non-Promoter
13	Krishan K Kapoor	0	1,73,000	Non-Promoter	Non-Promoter
14	Shweta Dixit	0	1,00,000	Non-Promoter	Non-Promoter
15	Pooja Avinash Jain	0	1,00,000	Non-Promoter	Non-Promoter
16	Pooja Ankit Jain	0	1,00,000	Non-Promoter	Non-Promoter
17	Rishit K Shah	0	1,00,000	Non-Promoter	Non-Promoter
18	Sameer R Shah	0	1,00,000	Non-Promoter	Non-Promoter
19	Vaishali S Shah	0	1,00,000	Non-Promoter	Non-Promoter
20	Dr. Prince Surana	0	1,00,000	Non-Promoter	Non-Promoter
21	Bhavesh Jain	0	1,00,000	Non-Promoter	Non-Promoter
22	Sanjeev Sanghvi	0	1,00,000	Non-Promoter	Non-Promoter

Sr. No.	Name of the Equity Proposed Allottees	Pre-Pref Holding	Maximum No of Equity Shares to be allotted	Current Status / Category	Proposed Status / Category
23	Rajendra Amrutlal Shah	0	1,00,000	Non-Promoter	Non-Promoter
24	Dimple J Kanti	0	1,00,000	Non-Promoter	Non-Promoter
25	Deepika Hegde	0	1,00,000	Non-Promoter	Non-Promoter
26	Heena Ramchandra Hegde	0	50,000	Non-Promoter	Non-Promoter
27	Dimple Alpesh Savla	0	50,000	Non-Promoter	Non-Promoter

"**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

"**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be Monday 31st August 2026 i.e., 30 days prior to the date of passing of the Special Resolution at the Annual General Meeting."

"**RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.

e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.

f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

g) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

h) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

i) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

j) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange."

"RESOLVED FURTHER THAT pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5."

"RESOLVED FURTHER THAT the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI IODR Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution."

5. REGULARISATION Of APPOINTMENT OF MR. MITESH KOTHARI (DIN: 00089076) AS CHAIRPERSON AND MANAGING DIRECTOR OF THE COMPANY.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the Members be and is hereby accorded to regularize and change the designation of Mr. Mitesh Kothari (DIN: 00089076) from Chairman and Managing Director (Additional) to Chairperson and Managing Director of the Company for a period of Five years with effect from conclusion from this Annual General Meeting, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to Board, to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mitesh Kothari , subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT in the event of the Company having no profits or inadequate profits in any financial year, the managerial remuneration payable to Mr. Mitesh Kothari shall continue at the remuneration level approved by the Members, subject always to the applicable statutory limits, conditions and approvals prescribed under the Companies Act, 2013, Schedule V thereto and other applicable laws and regulations.

RESOLVED FURTHER THAT any of the directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

6. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SHAKTI TIWARI (DIN: 03085764) BY APPOINTING HIM AS AN EXECUTIVE DIRECTOR OF THE COMPANY.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 160, 161 and other applicable provisions of the Companies Act, 2013 and the rules made there under, Mr. Shakti Tiwari (DIN: 03085764), who was appointed as an additional director of the Company on 14th August, 2026 and who holds office till the date of this Annual General Meeting and whose candidature is proposed for directorship of the Company be and is hereby appointed as director, who is liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to provisions of Section 196, 197, 198 and 203 and schedule V of the Companies Act, 2013 and any other applicable provisions, of the Companies Act, 2013 and the Rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force) the approval of the Company be and is hereby accorded for the appointment of Mr. Shakti Tiwari (DIN: 03085764) as Executive Director of the Company who is liable to retire by rotation, for a period of five years with effect from 14th August, 2026.

RESOLVED FURTHER THAT the Board of directors of the Company will have the power to revise the terms of remuneration subject to the limits specified in Schedule V of the Companies Act, 2013 and subject to the compliance of the provisions of the other rules and regulations as will be applicable to the Company from time to time."

7. REGULARIZATION OF ADDITIONAL DIRECTOR, MRS. JIGNA RAJIV SHAH (DIN: 02627958) BY APPOINTING HER AS AN EXECUTIVE DIRECTOR OF THE COMPANY.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 160, 161 and other applicable provisions of the Companies Act, 2013 and the rules made there under, Mrs. Jigna Rajiv Shah (DIN: 02627958), who was appointed as an additional director of the Company on 14th August, 2026 and who holds office till the date of this Annual General Meeting and whose candidature is proposed for directorship of the Company be and is hereby appointed as director, who is liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to provisions of Section 196, 197, 198 and 203 and schedule V of the Companies Act, 2013 and any other applicable provisions, of the Companies Act, 2013 and the Rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force) the approval of the Company be and is hereby accorded for the appointment of Mrs. Jigna Rajiv Shah (DIN: 02627958) as Executive Director of the Company who is liable to retire by rotation, for a period of five years with effect from 14th August, 2026.

RESOLVED FURTHER THAT the Board of directors of the Company will have the power to revise the terms of remuneration subject to the limits specified in Schedule V of the Companies Act, 2013 and subject to the compliance of the provisions of the other rules and regulations as will be applicable to the Company from time to time."

8. REGULARIZATION OF ADDITIONAL DIRECTOR MR. RAHUL VISARIA (DIN: 05005279) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), MR. RAHUL VISARIA (DIN: 05005279) who was appointed as an Additional Independent Director of the Company by the Board of Directors dated August 14th, 2026 whose term of office expires at this Annual General Meeting ('AGM')and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from August 14, 2026 to August 13, 2031.

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

9. REGULARIZATION OF ADDITIONAL DIRECTOR MR. DEEPAK GANDHI (DIN: 01627471) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Deepak Gandhi (DIN: 01627471) who was appointed as an Additional Independent Director of the Company by the Board of Directors dated August 14th, 2026 whose term of office expires at this Annual General Meeting ('AGM')and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from August 14, 2026 to August 13, 2031.

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

10. REGULARIZATION OF ADDITIONAL DIRECTOR MR. PRADEEP KUMAR (DIN: 10671085) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pradeep Kumar (DIN: 10671085) who was appointed as an Additional Independent Director of the Company by the Board of Directors dated August 14th, 2026 whose term of office expires at this Annual General Meeting ('AGM')and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from August 14, 2026 to August 13, 2031.

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

11. TO APPROVE THE OVERALL BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof), to borrow from time to time any sum or sums of money, whether in Indian Rupees or in foreign currency, from banks, financial institutions, bodies corporate, government authorities, external commercial borrowings, or any other persons, whether by way of loans, advances, credit facilities, issuance of debentures, Foreign Currency Convertible Bonds, bonds, commercial papers or other debt instruments or otherwise, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed and outstanding at any point of time shall not exceed ₹ 500,00,00,000 /- (Rupees Five Hundred Crore Only)."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

12. TO AUTHORIZE BOARD OF DIRECTORS U/S 180 (1) (a) OF THE COMPANIES ACT, 2013 TO CREATE CHARGES ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Members of Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee(s) which the Board may have constituted/reconstituted or hereinafter constitute/reconstitute to exercise its powers including the powers conferred by this Resolution), to create/renew such mortgages, charges, hypothecations and floating charges, including existing mortgages, charges and hypothecations created by the Board on behalf of the Company, on such movable and immovable properties of the Company, both present and future, and in such form and manner as the Board may deem fit, to secure any Indian Rupees or Foreign Currency loans and/or the issue of Debt Securities whether partly/ fully convertible or non-convertible and/or the issue of Rupee/Foreign Currency Convertible Bonds and/or advances and/or all other moneys payable by the Company to its lender(s) (hereinafter collectively referred to as "Loans"), provided that the total amount of loans, already obtained or to be obtained from any Financial Institution, Bank, Body Corporate, Company or any other person(s), together with interest thereon, liquidated damages, commitment charges, premia on pre-payment and other cost and charges expenses and all other monies payable by the Company in respect of said loans, shall not at any time exceed an amount of ₹500,00,00,000 /- (Rupees Five Hundred Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid purpose and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution, without being required to seek any further consent or approval of the Members of the Company.

13. CHANGE IN NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENTS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with applicable Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 45 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or variation thereof or any other applicable law(s), regulation(s), guideline(s) and subject to the such approvals, consents, sanctions and permissions as may be required from the Central Government, Stock Exchange(s) or appropriate regulatory and statutory authorities, the approval of the members of the Company be and is hereby accorded to change the name of the Company from "TMT INDIA LIMITED" TO " SHAKTI AUTO INDUSTRIES LIMITED" and the name clause in the Memorandum of Association be substituted as under

(I) The name of the Company is SHAKTI AUTO INDUSTRIES LIMITED."

"RESOLVED FURTHER THAT pursuant to Section 13, 14 and other applicable provisions, if any, of the Act, upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name "TMT INDIA LIMITED" wherever appearing in the Memorandum of

Association and Articles of Association and other relevant documents, papers, and places of the Company, as applicable, be substituted by the new name as approved above."

"RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board'), which includes any Committee of the Board, or any officer/executive/representative and/or any other person so authorized by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and execute all such application, forms, deeds, documents, instruments, writings and do such acts, deeds, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary, expedient or desirable, including power to sub-delegate its authority, and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the members of the Company."

14. SHIFTING OF REGISTERED OFFICE OF THE COMPANY

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 12, 13, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of the Central Government/ any other authority as may be prescribed from time to time and subject to such other approval(s), permission(s) and sanction(s), as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the Shareholders be and is hereby accorded for shifting of Registered Office of the Company from the State of Telangana to the State of Maharashtra".

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause-II of the Memorandum of Association of the Company be and hereby substituted with the following new clause:

"II. 'The Registered Office of the Company will be situated in the State of Maharashtra, i.e., within the jurisdiction of the Registrar of Companies-II, Maharashtra, at Navi-Mumbai."

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered office of the Company be shifted from the 1st Floor, Punnaiah Plaza, Road No. 2, Banjara Hills, Hyderabad, Telangana, 500034 to Office No. 711-712, One Platinum, Plot No. 8, Sector 15, CBD Belapur Navi Mumbai, Maharashtra 400614 India.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officers so authorized by the Board be and is hereby authorised on behalf of the Company to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.

15. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY AS PER COMPANIES ACT, 2013 AND ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be required from the Registrar of Companies and/or any other statutory, regulatory or governmental authority, and subject to such terms and conditions, if any, as may be imposed by any such authority and agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board), the consent of the Members of the Company be and is hereby accorded for adoption of a new set of Memorandum of Association of the Company in substitution of, and in place of, the existing Memorandum of Association of the Company, so as to bring the same in conformity with the provisions of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be required from the Registrar of Companies and/or any other statutory, regulatory or governmental authority, the consent of the Members of the Company be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association of the Company by deleting the existing Clause III(A)(1), III(A)(2) and III(A)(3) and substituting the same with the following new Clause III(A)(1) to III(A)(6):

"III(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of manufacturing, fabricating and assembling, buying, selling, importing, exporting, distributing and dealing in automobile parts of all kinds and descriptions, automotive and other gears, transmission and other axles, universal joints, springs, leaves, head lamps, sealed beams, induction hardened pins, axles, alloy springs, accessories and fittings of all kinds and to act as brokers and marketing agents for the aforesaid items.
2. To carry on the business of buying, selling and dealing in automobiles, motor cars, lorries, buses, vans, motorcycles, cycle-cars, motor scooters, carriages, amphibious vehicles and vehicles suitable for propulsion on land, sea or in the air, or in any combination thereof, and vehicles of all descriptions, whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, electrical, animal or other power, and of internal combustion and other engines, chassis, bodies and other components, parts and accessories, and all machinery, implements, utensils, appliances, apparatus, lubricants, solutions, enamels and all things capable of being used for, in or in connection with the maintenance and working of motors.
3. To manufacture, trade, process, sell, purchase, import, export and otherwise deal in ferrous and non-ferrous metal scraps of all kinds, tubes, hot rolled coils and sheets and other allied metal products.
4. To carry on all or any of the businesses of manufacturers, traders, distributors and dealers in ferrous and non-ferrous metals of all kinds and descriptions and products thereof.

5. To engage in the business of providing consultancy and advisory services in relation to the use, application, processing and utilisation of ferrous and non-ferrous metals in such manner as may be required.

6. To carry on the business of plastic recycling and to act as dealers in plastic raw materials, resins, goods and articles connected with or ancillary to the plastic manufacturing and recycling industry."

RESOLVED FURTHER THAT the existing Clause III(B) of the Memorandum of Association of the Company containing the "Objects Incidental or Ancillary to the Attainment of the Main Objects" comprising sub-clauses 1 to 35 be and is hereby substituted with the new Clause III(B) titled "Matters which are necessary for furtherance of the Objects specified in Clause III(A)", comprising sub-clauses 1 to 43, as placed before the Members and initialled by the Chairperson of the Meeting for the purpose of identification.

RESOLVED FURTHER THAT the existing Clause III(C) of the Memorandum of Association of the Company containing the "Other Objects not included in 'A' and 'B' above", comprising sub-clauses 1 to 7, be and is hereby deleted in its entirety.

RESOLVED FURTHER THAT consequent upon the aforesaid alterations, the Memorandum of Association of the Company be and is hereby altered accordingly and the new set of the Memorandum of Association, as placed before the Members and initialled by the Chairperson of the Meeting for the purpose of identification, be and is hereby adopted as the Memorandum of Association of the Company in substitution of the existing Memorandum of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, desirable, expedient or incidental for giving effect to this Resolution, including making necessary applications, filings and submissions, signing and executing all requisite documents, forms, returns and papers with the Registrar of Companies, stock exchange(s), statutory, regulatory and governmental authorities, as may be required, and to make such alterations, modifications, corrections or amendments to the Memorandum of Association as may be required or suggested by the Registrar of Companies or any other competent authority and which are acceptable to the Board, and to settle any question, difficulty or doubt that may arise in this regard.

16. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION ("AOA") OF THE COMPANY.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, including the Companies (Incorporation) Rules, 2014, Schedule I to the Act, and any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be required from the Registrar of Companies and/or any other statutory, regulatory or governmental authority, the consent of the Members of the Company be and is hereby accorded for the adoption of a new set of Articles of Association of the Company ("AOA"), primarily based on the regulations contained in Table F of Schedule I to the Act, in substitution of, and in place of, the existing Articles of Association of the Company.

RESOLVED FURTHER THAT consequent upon the adoption of the new set of Articles of Association, the existing Articles of Association of the Company be and are hereby substituted in their entirety by the new set of Articles of Association, as placed before the Members and initialled by the Chairperson of the Meeting for the purpose of identification, with effect from the date of approval of the Members and such other approvals as may be required under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof or any person(s) authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, desirable, expedient or incidental for giving effect to this Resolution, including making necessary applications, filings and submissions and signing and executing all requisite documents, forms, returns and papers with the Registrar of Companies, stock exchange(s) and/or any other statutory, regulatory or governmental authority, as may be required, and to make such alterations, modifications, corrections or amendments to the Articles of Association as may be required or suggested by the Registrar of Companies or any other competent authority and which are acceptable to the Board, and to settle any question, difficulty or doubt that may arise in this regard thereto."

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

Sd/-
Mitesh Kothari
Chairman and Managing Director
(DIN: 00089076)

Place : Mumbai
Date : 05.09.2026

NOTES FOR MEMBERS:

(1) The Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) have, by way of general circulars issued from time to time, permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of Members at a common venue. In compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the aforesaid MCA and SEBI circulars, physical attendance of Members at the AGM venue is not required and the 49th Annual General Meeting of the Company is being held through VC/OAVM. Members can attend and participate in the AGM only through VC/OAVM.

(2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is ordinarily entitled to appoint a proxy to attend and vote on his/her behalf. However, since this AGM is being held through VC/OAVM pursuant to the aforesaid MCA Circulars, physical attendance of Members has been dispensed with and, accordingly, the facility for appointment of proxy by Members will not be available for this AGM. The Proxy Form and Attendance Slip are, therefore, not annexed to this Notice. Body Corporates are, however, entitled to appoint authorised representatives, pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting

(3) Institutional/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG format) of its Board or governing body resolution/authorisation, etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the Scrutinizer by email through its registered email address to cstmtindia@gmail.com

(4) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

(5) Since the AGM is being held through VC/OAVM, the Route Map to the venue of the Meeting is not annexed to this Notice.

(6) The Register of Members and Transfer Books of the Company will be closed from Thursday, the 24th of September, 2026 to Wednesday, the 30th of September, 2026 (both days inclusive).

(7) Members can join the AGM through the VC/OAVM facility 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in this Notice. Since the AGM is being held through VC/OAVM, no physical copies of the Annual Report will be distributed and no attendance slip is required to be furnished for attending the Meeting.

(8) Members are requested to quote their Registered Folio No/ Client ID on all correspondence with the Company;

(9) Members are requested to send all communication relating to shares to the Company’s Registered Office situated at 1st Floor, Punnaiah Plaza, Road No. 2, Banjara Hills, Hyderabad, Telangana – 500 034.

(10) Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agents of the Company namely M/s. Venture Capital and Corporate Investments Private Limited having its Office at ‘AURUM’, 4th & 5th Floors, Plot No. 57, Jayabheri Enclave, Phase - II, Gachibowli, Hyderabad - 500032. quoting their folio Numbers;

(11) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified;

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Members holding shares in electronic and physical form are, therefore, requested to submit the PAN and Bank details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the Registrar and Share Transfer Agents of the Company namely M/s. Venture Capital and Corporate Investments Private Limited having its Office at Door No. 4-50/P-II/57/4 & 5th Floors, Plot No. 57, Jayabheri Enclave, Phase II, Gachibowli, Seri Lingampally, Hyderabad – 500 032, Telangana quoting their folio Numbers;

(12) Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares;

(13) 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;

(14) 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;

(15) 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;

(16) SEBI has decided that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.

(17) All the documents referred to in the Notice will be available to the Members at the Registered Office of the Company between 10.30 A.M to 12.30 PM on all working days from the date hereof up to the date of the Meeting;

(18) Members may also note that the Notice of the 49th Annual General Meeting and the Annual Report for 2025-26 will also be available on the Company's website at www.tmtindia.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during 10:30 A.M to 12:30 P.M on all working days till date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's email id: cstmtindia@gmail.com;

(19) Corporate Members intending to send their authorized representatives to attend the AGM through VC/OAVM are requested to send to the Company, by email at cstmtindia@gmail.com, a certified copy of the Board Resolution authorizing such a representative to attend the AGM through VC/OAVM and vote on their behalf through e-voting;

(20) 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.

(21) Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2025-26 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company/RTA. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with RTA (in case of Shares held in physical form). For any communication, the Members may also send requests to the Company's email id: cstmtindia@gmail.com.

(22) Members are requested to: -

(a) intimate to RTA, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;

(b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialised form;

(c) quote their folio numbers/Client ID/DP ID in all correspondence;

(d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names; and

(e) register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and RTA/ Company, in case of Shares held in physical form, as directed by SEBI.

CDSL e-Voting System – For e-voting

a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on Resolutions proposed to be considered at the 49th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the 49th Annual General Meeting (AGM) ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). For this purpose, the Company has appointed CS Jaymin Piyushbhai Modi proprietor of M/s. Jaymin Modi & Co., as the Scrutinizer for conducting the e-Voting process in a fair and transparent manner.

Since the AGM is being held through VC/OAVM, there is no facility for voting through polling/ballot paper at a physical venue. The facility for e-voting during the AGM shall be made available through the CDSL e-voting system, and Members attending the AGM through VC/OAVM who have not already cast their vote by remote e-voting, and are otherwise not barred from doing so, shall be able to exercise their right to vote through such e-voting system during the AGM.

The members who have cast their vote by remote e-voting prior to the 49th Annual General Meeting (AGM) may also attend the 49th Annual General Meeting (AGM) but shall not be entitled to cast their vote again.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tmtindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING

(i) The voting period begins on Sunday, 27th of September, 2026 at 09:00 A.M and ends on Tuesday, 29th of September 2026 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Wednesday ,23rd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote again through the e-voting system during the AGM.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/ Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer

	or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) Shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) + Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. + If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(i) After entering these details appropriately, click on “SUBMIT” tab.

(ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(vii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address cstmtindia@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending the AGM & e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend the AGM will be available where the EVSN of the Company will be displayed after successful login, as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-Voting will be eligible to attend the AGM; however, they will not be eligible to vote again at the AGM.
4. Shareholders are encouraged to join the Meeting through laptops/iPads for a better experience.
5. Shareholders will be required to allow camera access and use the internet with a good speed to avoid any disturbance during the meeting. Participants connecting from mobile

devices or tablets, or through a laptop connecting via mobile hotspot, may experience audio/video loss due to fluctuation in their network; it is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any such glitches.

6. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending a request in advance, at least 6 days prior to the meeting, mentioning their name, demat account number/folio number, e-mail id and mobile number, to cstmtindia@gmail.com. Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance, in the same manner, at least 6 days prior to the meeting; such queries will be replied to by the Company suitably by e-mail.

7. Only those Shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.

8. Only those Shareholders who are present in the AGM through the VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting, and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system available during the AGM.

9. If any votes are cast by a Shareholder through the e-voting facility available during the AGM, and such Shareholder has not participated in the meeting through VC/OAVM, the votes so cast shall be considered invalid, as the facility of e-voting during the meeting is available only to Shareholders attending the AGM through VC/OAVM.

24. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Wednesday, the 23rd of September, 2026.

25. The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during AGM after the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be submitted within two working days form the conclusion of AGM to stock exchange and will be placed on the website of the Company www.tmtindia.in and on the website of CDSL www.cdslindia.com.

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

Sd/-
MITESH KOTHARI
Chairman and Managing Director
(DIN: 00089076)

Place : Mumbai
Date : 05.09.2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

2. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

The present Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten only), the Board at its Meeting held on Saturday, September 05, 2026 had accorded its approval for increasing the Authorised Share Capital up to Rs. 100,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- each subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company and the new shares shall be ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration/ substituted so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of directors, accordingly, recommends the passing of Ordinary Resolution as set out at Item Number 2 of this Notice, for the approval of the members. None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

3. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION OTHER THAN CASH:

The Members are hereby informed that the Board in its meeting held on Saturday, September 05, 2026, has approved the acquisition of 100% shareholding of Shakti Auto Industries Private Limited ("Selling Company"). For the said acquisition it is decided to acquire 10,00,000 Equity Shares constituting 100% stake of the Selling Company from the equity shareholders of the Selling Company.

As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the Selling company being consideration towards the swap shares. For acquisition of the equity shares of Selling company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other than cash.

Accordingly, the Board pursuant to its resolution dated 05th September 2026, has approved the issue of up to 2,05,00,000 (Two Crore Five Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 20,50,00,000/- (Rupees Twenty Crore Fifty Lakhs Only) for consideration other than cash (i.e. swap of shares) and the same is being done for the payment of consideration for the acquisition of 10,00,000 Equity Shares representing 100% shareholding of Selling Company on a preferential.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

1. Objects of the Preferential Issue:

The object of the Preferential Issue is to discharge, in full the purchase consideration payable for the acquisition of 10,00,000 (Ten Lakhs) equity shares, representing 100% of the issued and paid-up share capital of Shakti Auto Industries Private Limited ("Selling Company"), from the Proposed Allottees.

The acquisition is proposed to be undertaken in accordance with applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and upon completion, the Selling Company shall become a wholly owned subsidiary of the Company.

Rationale for Acquisition:

The proposed acquisition of Shakti Auto Industries Private Limited (SAIPL) is strategically aimed at expanding the Company's presence and strengthening its business operations. Through this acquisition, the Company will gain a stronger foothold in its existing line of business and allied segments, enhance operational synergies, broaden its customer base, and improve overall market reach.

The acquisition is expected to support the Company's long-term growth objectives, improve operational efficiencies, enable better resource utilization, and create sustainable value for shareholders and other stakeholders.

Brief details of the company:

Shakti Auto Industries Private Limited (SAIPL)

Incorporated: 09/12/2016

Corporate Identity: Private Limited Company

Registered Office: Office No 711 And 712 One Platinum Plot No 8, Sector 15 Cbd Belapur, Thane, Maharashtra, India, 400614

SAIPL is a leading recycling company specializing in the manufacturing of high-quality aluminium alloys using aluminium scrap as its primary raw material. Over the years, the company has evolved into a modern, privately held enterprise with strong manufacturing capabilities, an experienced workforce, and a robust technical and business management system.

With an annual production capacity of 60,000 metric tons, including aluminium alloy ingots and molten metal, SHAKTI AUTO has established a strong market position and supplies leading automobile industries. The company operates from an 8-acre facility at Takve, Pune, with integrated scrap storage, advanced sorting facilities, and alloy manufacturing. This integrated setup ensures reliable raw material availability, efficient production planning, and reduced transportation lead times, giving SHAKTI AUTO a competitive advantage.

With a strong focus on quality, sustainability, and customer satisfaction, SHAKTI AUTO continues to strengthen its position as a trusted supplier to the automotive industry.

Swap ratio, swap details

As per the valuation report issued by the Registered Valuer, the total equity valuation of SAIPL has been determined at Rs. 20,50,00,000/- (Rupees Twenty Crore Fifty Lakhs).

In consideration of the aforesaid valuation and pursuant to the Share Purchase Agreement proposed to be executed with the Proposed Allottees, the Company proposes to discharge the purchase consideration, inter alia, by way of issuance of equity shares on a preferential basis.

Accordingly, the Company shall issue and allot 2,05,00,000 (Two Crore Five Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 20,50,00,000/- (Rupees Twenty Crore Fifty Lakhs Only) to the Proposed Allottees.

The above allotment is being made pursuant to a share swap arrangement for acquisition of 10,00,000 equity shares representing 100% of the issued and paid-up share capital of SAIPL. The equity shares so allotted shall rank pari passu with the existing equity shares of the Company in all respects.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 2,05,00,000 (Two Crore Five Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 20,50,00,000/- (Rupees Twenty Crore Fifty Lakhs Only) for consideration other than cash (i.e. swap of shares) and the same is being done for the payment of consideration for the acquisition of 10,00,000 Equity Shares representing 100% shareholding of SAIPL ("Selling Company") on a preferential basis pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws.

The issue of equity share shall be subject to the following terms and conditions:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined in accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 31st August 2026, 30 days prior to the date of Passing of the Special Resolution in the AGM.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- (Rupees Ten Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://www.tmtindia.in/financials.html

4. Name and Address of Valuer who performed Valuation:

The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer - SFA.

Office Address: Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address: 12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Contact Details:

Email: bhavesh@cabr.in

Mobile: +91 9769 11 34 90

The above information is also available on the Company's website at the following link https://www.tmtindia.in/financials.html

5. Amount which the Company intends to raise by way of issue of Equity Shares:

Rs. 20,50,00,000/- (Rupees Twenty Crore Fifty Lakhs Only).

6. Principal terms of Assets charged as securities:

Not Applicable

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% of Share-holding	No. of Equity Shares	% of Share-holding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individuals/Hindu undivided Family	33,79,200	68.21	7,13,79,200	73.12
2	Foreign				
	Sub Total (A)	**33,79,200**	**68.21**	**7,13,79,200**	**73.12**
B	Non-Promoter Holding				
1	Institutions				
1a	Institutions (Domestic)	2900	0.06	2,900	0.01
1b	Institutions (Foreign)				
2	Non – Institutions				
2a	Key Managerial Personnel				
2b	Individuals (share Capital up to Rs. 2 lakhs)	775343	15.65	7,75,343	0.79
2c	Individuals (share Capital in excess of Rs. 2 lakhs)	775344	15.65	1,65,40,344	16.94
2d	Non-Resident Indians (NRIs)	500	0.01	500	0.00
2e	Bodies Corporate	18,713	0.38	89,18,713	9.14
2f	Any Other (specify)	1,800	0.04	1800	0.00
	Sub-Total (B)	**15,74,600**	**31.79**	**2,62,39,600**	**26.88**
C1	Shares underlying DRs				
C2	Shares held by Employee Trust				
C	Non-Promoter – Non- Public				
Grand Total (A+B+C)		**49,53,800**	**100.00**	**9,76,18,800**	**100.00**

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the equity shares.

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2026-2027, the Company has not made allotment on preferential basis to any person.

12. Valuation for consideration other than cash:

The valuation of the same is based on the independent valuation report received from Karan Chetan Shah Chartered Accountants, Registered Valuer- Securities and Financial Assets (Reg No: IBBI/RV/06/2024/15561) having office at 413 Satyam Apartment Link Road, Near Don Bosco School, Borivali West, Mumbai- 400091in compliance with Regulation 163(3) of the SEBI ((ICDR)) Regulations, The above information is also available on the Company's website at the following link https://www.tmtindia.in/financials.html

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Selling Company by acquiring 10,00,000 Equity Shares constituting 100% stake of the Selling Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 2 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange.

14. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practicing company secretary can also be accessed on the company website on https://www.tmtindia.in/financials.html

17. Undertakings:

The Company hereby undertakes that:

i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;

ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;

iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI ((ICDR)) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of the proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	Shakti Tiwari	Non-Promoter	NA	0	0	1,47,29,250	1,47,29,250	15.09	Promoter Group
2.	Rupam Tiwari	Non-Promoter	NA	0	0	47,45,750	47,45,750	4.86	Promoter Group
3.	Amrendra Kumar Tiwari	Non-Promoter	NA	0	0	10,25,000	10,25,000	1.05	Promoter Group

20. SEBI Takeover Code:

In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

22. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. Other disclosures/undertaking

a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoter's / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 2 in the accompanying notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

3. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER, PROMOTER GROUP NON-PROMOTERS FOR CONSIDERATION IN CASH:

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 05TH September 2026 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to in one or more tranches, up to 7,21,65,000/ (Seven Crore Twenty Lakhs Sixty Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 72,16,50,000/- (Rupees Seventy-Two Crore Sixteen Lakhs Fifty Thousand Only) on a preferential basis for the consideration in cash to persons forming part of the Promoter, Non- Promoter Public Category, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under, subject to the approval of the shareholders and BSE Limited.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations.

There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

1. Objects of the Preferential Issue:

Purpose for which issue proceeds is proposed to be utilized	Total Estimated amount In Rs.	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
For funding the capital expenditure requirements of the Company, including investments in new projects as well as expansion, modernization, and upgradation of existing facilities of the Company and Subsidiary.	12,00,00,000	6 months
For meeting the Company's working capital requirements to support its operational activities, strengthen liquidity, and ensure smooth business functioning of the Company and Subsidiary.	25,16,50,000	6 months
Repayment of loans of Subsidiary.	30,00,00,000	6 months
For general corporate purposes of the Company.	5,00,00,000	6 months
Total	**72,16,50,000**	

As the proposed total issue size does not exceed Rs. 100 crores, thus Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, appointment of Monitoring Agency is not applicable.

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factor. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company.

The Board of Directors shall have the authority to make suitable modifications to the proposed schedule of utilisation of the Issue Proceeds, subject to compliance with applicable laws and regulations.

The funds will be kept as Deposits/Investments with banks or in debt mutual funds schemes or in accordance with the policies formulated by the Board from time to time, under applicable laws, and the Board shall have the flexibility to deploy the issue proceeds, till the issue proceeds are fully utilized.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 7,21,65,000/ (Seven Crore Twenty Lakhs Sixty-Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 72,16,50,000/- (Rupees Seventy-Two Crore Sixteen Lakhs Fifty Thousand Only) on a preferential basis for the consideration in cash to persons forming part of the Promoter, Non- Promoter Public Category, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under, subject to the approval of the shareholders and BSE Limited.

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is 31st August 2026, being the date 30 days prior to the date of this Annual General Meeting.

The Equity Shares of the Company is listed exclusively on BSE Limited and the Equity Shares are frequently traded. The price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- (Rupees Ten Only) per warrant which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottee & allottees acting in concert a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 164, 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://www.tmtindia.in/financials.html

The Calculation of minimum issue price as prescribed under Chapter V of SEBI (ICDR) Regulations, 2018 as issued by Practicing Company Secretary can also be accessed on the company website on the following link https://www.tmtindia.in/financials.html

4. Name and Address of Valuer who performed Valuation:

The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer - SFA.

Office Address: Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address: 12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Contact Details:

Email: bhavesh@cabr.in

Mobile: +91 9769 11 34 90

The valuation report of the Registered Valuer pursuant to Regulation 164, 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://www.tmtindia.in/financials.html

5. Amount which the Company intends to raise by way of issue of Equity Shares:

Rs. 72,16,50,000/- (Rupees Seventy-Two Crore Sixteen Lakhs Fifty Thousand Only).

6. Principal terms of Assets charged as securities:

Not Applicable

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe tothe offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% of Share-holding	No. of Equity Shares	% of Share-holding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individuals/Hindu undivided Family	33,79,200	68.21	7,13,79,200	73.12
2	Foreign				
	Sub Total (A)	**33,79,200**	**68.21**	**7,13,79,200**	**73.12**
B	Non-Promoter Holding				
1	Institutions				
1a	Institutions (Domestic)	2900	0.06	2,900	0.01
1b	Institutions (Foreign)				
2	Non - Institutions				
2a	Key Managerial Personnel				
2b	Individuals (share Capital up to Rs. 2 lakhs)	775343	15.65	7,75,343	0.79
2c	Individuals (share Capital in excess of Rs. 2 lakhs)	775344	15.65	1,65,40,344	16.94
2d	Non-Resident Indians (NRIs)	500	0.01	500	0.00
2e	Bodies Corporate	18,713	0.38	89,18,713	9.14
2f	Any Other (specify)	1,800	0.04	1800	0.00
	Sub-Total (B)	**15,74,600**	**31.79**	**2,62,39,600**	**26.88**
C1	Shares underlying DRs				
C2	Shares held by Employee Trust				
C	Non-Promoter - Non- Public				
Grand Total (A+B+C)		**49,53,800**	**100.00**	**9,76,18,800**	**100.00**

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the equity shares.

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2026-2027, the Company has not made allotment on preferential basis to any person.

12. Valuation for consideration other than cash:

Not applicable.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

14. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on https://www.tmtindia.in/financials.html

17. Undertakings:

The Company hereby undertakes that:

i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;

ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;

iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of the proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	Yoga Builders Private Limited	Promoter	Mitesh Kothari	19,49,000	39.34	1,70,00,000	1,89,49,000	19.41	Promoter
2.	Scaffold Properties Private Limited	Promoter	Mitesh Kothari	7,14,600	14.43	1,05,00,000	1,12,14,600	11.49	Promoter
3.	DK Web Tech Private Limited	Non-Promoter	Mitesh Kothari	0	0	1,00,00,000	1,00,00,000	10.24	Promoter Group
4.	Bkc Properties Private Limited	Non-Promoter	Arti Kothari	0	0	1,00,00,000	1,00,00,000	10.24	Promoter group
5.	Genext Hardware & Parks Private Limited	Non-Promoter	Ravi Chandru Raheja and Neel Chandru Raheja	0	0	89,00,000	89,00,000	9.12	Non-Promoter
6.	Vivek Lakshminath Mehrotra	Non-Promoter	NA	0	0	55,40,000	55,40,000	5.68	Non-Promoter
7.	Ruchi Raju Shah	Non-Promoter	NA	0	0	40,00,000	40,00,000	4.10	Non-Promoter
8.	Rahul Hemchand Visaria	Non-Promoter	NA	0	0	21,00,000	21,00,000	2.15	Non-Promoter
9.	Jignesh D Shah	Non-Promoter	NA	0	0	9,76,000	9,76,000	1.00	Non-Promoter
10.	Varshit Janak Shah	Non-Promoter	NA	0	0	9,76,000	9,76,000	1.00	Non-Promoter

Sr. No	Name of the proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
11.	Kunal Adani	Non-Promoter	NA	0	0	4,00,000	4,00,000	0.41	Non-Promoter
12.	Rima Visaria	Non-Promoter	NA	0	0	3,00,000	3,00,000	0.31	Non-Promoter
13.	Krishan K Kapoor	Non-Promoter	NA	0	0	1,73,000	1,73,000	0.18	Non-Promoter
14.	Shweta Dixit	Non-Promoter	NA	0	0	1,00,000	1,00,000	0.10	Non-Promoter
15.	Pooja Avinash Jain	Non-Promoter	NA	0	0	1,00,000	1,00,000	0.10	Non-Promoter
16.	Pooja Ankit Jain	Non-Promoter	NA	0	0	1,00,000	1,00,000	0.10	Non-Promoter
17.	Rishit K Shah	Non-Promoter	NA	0	0	1,00,000	1,00,000	0.10	Non-Promoter
18.	Sameer R Shah	Non-Promoter	NA	0	0	1,00,000	1,00,000	0.10	Non-Promoter
19.	Vaishali S Shah	Non-Promoter	NA	0	0	1,00,000	1,00,000	0.10	Non-Promoter
20.	Dr. Prince Surana	Non-Promoter	NA	0	0	1,00,000	1,00,000	0.10	Non-Promoter
21.	Bhavesh Jain	Non-Promoter	NA	0	0	1,00,000	1,00,000	0.10	Non-Promoter
22.	Sanjeev Sanghvi	Non-Promoter	NA	0	0	1,00,000	1,00,000	0.10	Non-Promoter
23.	Rajendra Amrutlal Shah	Non-Promoter	NA	0	0	1,00,000	1,00,000	0.10	Non-Promoter
24.	Dimple J Kanti	Non-Promoter	NA	0	0	1,00,000	1,00,000	0.10	Non-Promoter
25.	Deepika Hegde	Non-Promoter	NA	0	0	1,00,000	1,00,000	0.10	Non-Promoter
26.	Heena Ramchandra Hegde	Non-Promoter	NA	0	0	50,000	50,000	0.05	Non-Promoter
27.	Dimple Alpesh Savla	Non-Promoter	NA	0	0	50,000	50,000	0.05	Non-Promoter

*The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares

20. SEBI Takeover Code:

In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

22. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. Other disclosures/undertaking

a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above-mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 3 in the accompanying notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution

5. REGULARISATION Of APPOINTMENT OF MR. MITESH KOTHARI (DIN: 00089076) AS CHAIRPERSON AND MANAGING DIRECTOR OF THE COMPANY

The Board at its meeting held on 14th August, 2026 appointed Mr. Mitesh Kothari (DIN: 00089076) as Chairman and Managing Director (Additional) with effect from such Board meeting date pursuant to Section 161 of the Companies Act, 2013 (“the act”). Further, the Board approved the change in designation of Mr. Mitesh Kothari from Director to Managing Director of the Company.

pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director.

The details of terms of appointment and remuneration payable to Mr. Mitesh Kothari are given below:

Particulars	Mr. Mitesh Kothari
Tenure of Appointment Remuneration	5 years w.e.f. August 14, 2026 to August 13, 2031
Salary Inclusive of all allowances and incentives	Upto Rs. 60,00,000/- (Rupees Sixty Lakhs) per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement Benefits	A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rule.B. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be en-cashable at the end of the tenure, if any, will not be included in the computation of the ceiling of perquisites
Other Benefits	A. The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company.B. The appointee shall be eligible for Housing, Education and Medical Loan and Other Loans or facilities as applicable in accordance with the rules and policy of the Company and in compliance of the law as applicable for the time being in force.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re- enactments thereof for the time being in force, or otherwise as may be permissible at law.Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

<table>
<tr><td colspan="5">I. General information:</td></tr>
<tr><td>(1) Nature of industry</td><td colspan="4">Industrial Products</td></tr>
<tr><td>(2) Date or expected date of commencement of commercial production</td><td colspan="4">Company was incorporated on 08/03/1976. The Company had already commenced commercial production.</td></tr>
<tr><td>(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td colspan="4">Not Applicable</td></tr>
<tr><td rowspan="3">(4) Financial performance based on given indicators Amount in Lakhs</td><td>Particulars Amount in lakhs</td><td>31st March 2024</td><td>31st March 2025</td><td>31st March 2026</td></tr>
<tr><td>PBT</td><td>(34.32)</td><td>(45.97)</td><td>(9.03)</td></tr>
<tr><td>PAT</td><td>(34.32)</td><td>(45.97)</td><td>(9.03)</td></tr>
<tr><td>(5) Foreign investments or collaborations, if any.</td><td colspan="4">(a) Foreign Investment: NIL
(b) Foreign Collaboration: NIL
(c) Investment in Foreign Bonds: NIL</td></tr>
<tr><td colspan="5">II. Information about the appointee:</td></tr>
<tr><td>(1) Background details</td><td colspan="4"></td></tr>
<tr><td>(2) Past remuneration</td><td colspan="4"></td></tr>
<tr><td>(3) Recognition or awards</td><td colspan="4"></td></tr>
<tr><td>(4) Job profile and his suitability</td><td colspan="4"></td></tr>
<tr><td>(5) Remuneration proposed</td><td colspan="4">Upto Rs. 60,00,000/- (Rupees Sixty Lakhs) per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine</td></tr>
<tr><td>(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</td><td colspan="4">The appointment and remuneration of Mr. Mitesh Kothari was duly recommended by the Nomination & Remuneration Committee, and approved by the Board of the Company subject to approval of the shareholders.

In comparison, the overall remuneration paid to Mr. Mitesh Kothari is comparable to the remuneration being paid in Industrial industry.</td></tr>
<tr><td>(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</td><td colspan="4">Mr. Mitesh Kothari has pecuniary relationship with the Company in terms of the remuneration proposed at Item Number 4 of this Notice.</td></tr>
</table>

III. Other information:	
(1) Reasons of loss or inadequate profits	The Company expects growth in terms of turnover and profitability. However, considering the competitive nature of industry, changing consumer preferences, increasing content costs, and the need for aggressive marketing strategies, there may be situations where the profits of the Company may become inadequate for computation of managerial remuneration under Section 198 read with Section 197 of the Companies Act, 2013. Notwithstanding the same, the managerial remuneration shall remain unchanged at the approved level, subject to compliance with the applicable provisions of the Companies Act, 2013, including the limits and conditions prescribed under Schedule V thereof.
(2) Steps taken or proposed to be taken for improvement.	The Company has taken various initiatives. It is expected that the performance of Company will further improve during the next financial year.
(3) Expected increase in productivity and profits in measurable terms.	The Company has taken numerous initiatives to improve its financial position, and will continue endeavor although it is difficult to quantify the same in this regard at this juncture. The steps taken / to be taken by the Company are expected to improve further the Company's performance and profitability in the future.

Except Mr. Mitesh Kothari and his relatives for Item Number 4, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The brief profile of Mr. Mitesh Kothari in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 have been annexed to this Notice as “Annexure-1”.

However, in the event of inadequacy of profits, during the tenure of Mr. Mitesh Kothari, the referred remuneration shall be allowed in compliance of the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed hereunder.

The Board of Directors recommends the Special Resolution set out at Item Number 4 of the Notice for approval of the Members.

6. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SHAKTI TIWARI (DIN: 03085764) BY APPOINTING HIM AS AN EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors of the Company, at its meeting held on 14th August, 2026, appointed MR. SHAKTI TIWARI (DIN: 03085764) as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013. In accordance with the provisions of the Act, Mr. Shakti Tiwari up to the date of the ensuing Annual General Meeting (“AGM”).

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Shakti Tiwari for the office of Director of the Company.

Based on his qualifications, experience, and contribution to the Company, the Board of Directors is of the opinion that it would be in the best interest of the Company to regularize his appointment as a director and to appoint him as an Executive Director of the Company.

Accordingly, subject to the approval of the members, the Board has proposed the appointment of MR. SHAKTI TIWARI (DIN: 03085764) as a director liable to retire by rotation and further as an Executive Director of the Company for a period of five (5) years with effect from 14th August, 2026, on such terms and conditions including remuneration as may be approved by the Board of Directors, within the limits prescribed under Schedule V of the Companies Act, 2013.

The proposed appointment and remuneration are in compliance with the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013. The Board is also authorized to alter or revise the terms and conditions of his appointment and/or remuneration, subject to statutory limits and approvals, if any.

Mr. Shakti Tiwari is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director pursuant to Section 152 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Shakti Tiwari (DIN: 03085764) himself, are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the Special Resolution as set out in the Notice for approval of the members.

7. REGULARIZATION OF ADDITIONAL DIRECTOR, MRS. JIGNA RAJIV SHAH (DIN: 02627958) BY APPOINTING HER AS AN EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors of the Company, at its meeting held on 14th August, 2026, appointed Mrs. Jigna Rajiv Shah (DIN: 02627958) as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013. In accordance with the provisions of the Act, Mrs. Jigna Rajiv Shah up to the date of the ensuing Annual General Meeting (“AGM”).

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Jigna Rajiv Shah for the office of Director of the Company.

Based on his qualifications, experience, and contribution to the Company, the Board of Directors is of the opinion that it would be in the best interest of the Company to regularize his appointment as a director and to appoint him as an Executive Director of the Company.

Accordingly, subject to the approval of the members, the Board has proposed the appointment of Mrs. Jigna Rajiv Shah (DIN: 02627958) as a director liable to retire by rotation and further as an Executive Director of the Company for a period of five (5) years with effect from 14th August, 2026, on such terms and conditions including remuneration as may be approved by the Board of Directors, within the limits prescribed under Schedule V of the Companies Act, 2013.

The proposed appointment and remuneration are in compliance with the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013. The Board is also authorized to alter or revise the terms and conditions of his appointment and/or remuneration, subject to statutory limits and approvals, if any.

Mrs. Jigna Rajiv Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director pursuant to Section 152 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mrs. Jigna Rajiv Shah (DIN: 02627958) himself, are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the Special Resolution as set out in the Notice for approval of the members.

8. REGULARIZATION OF ADDITIONAL DIRECTOR MR. RAHUL VISARIA (DIN: 05005279) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company had appointed Mr. Rahul Visaria (DIN: 05005279) as an Additional Director of the Company with effect from 14th August, 2026. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Rahul Visaria shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Rahul Visaria signifying his candidature as an Independent Director of the Company.

A brief profile of Mr. Rahul Visaria, including nature of his expertise, is provided at Annexure I of this Annual Report. The Company has received a declaration of independence from Mr. Rahul Visaria In the opinion of the Board, Mr. Rahul Visaria fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations, for appointment as Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Rahul Visaria, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 8 for approval of the Members.

9. REGULARIZATION OF ADDITIONAL DIRECTOR MR. DEEPAK GANDHI (DIN: 01627471) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company had appointed Mr. Deepak Gandhi (DIN: 01627471) as an Additional Director of the Company with effect from 14th August, 2026. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Deepak Gandhi shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Deepak Gandhi signifying his candidature as an Independent Director of the Company.

A brief profile of Mr. Deepak Gandhi, including nature of his expertise, is provided at Annexure I of this Annual Report. The Company has received a declaration of independence from Mr. Deepak Gandhi in the opinion of the Board, Mr. Deepak Gandhi fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations, for appointment as Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Deepak Gandhi, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 9 for approval of the Members.

10. REGULARIZATION OF ADDITIONAL DIRECTOR MR. PRADEEP KUMAR (DIN: 10671085) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company had appointed Mr. Pradeep Kumar (DIN: 10671085) as an Additional Director of the Company with effect from 14th August, 2026. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Pradeep Kumar shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term of five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Pradeep Kumar signifying his candidature as an Independent Director of the Company.

A brief profile of Mr. Pradeep Kumar, including nature of his expertise, is provided at Annexure I of this Annual Report. The Company has received a declaration of independence from Mr. Pradeep Kumar In the opinion of the Board, Mr. Pradeep Kumar fulfils the conditions specified in the Companies Act, 2013 and the Listing Regulations, for appointment as Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Pradeep Kumar, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 10 for approval of the Members.

11. TO APPROVE THE OVERALL BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013.

The Company, in the ordinary course of its business, may require funds from time to time for meeting its working capital requirements, funding its business operations, capital expenditure, investments, refinancing of existing indebtedness, general corporate purposes and other business requirements. In order to provide the Company with adequate financial flexibility to meet such requirements and to enable it to raise funds in a timely and efficient manner, it is considered appropriate to seek the approval of the Members for enhancing/approving the overall borrowing powers of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors of a company is required to obtain the consent of the Members by way of a Special Resolution where the money to be borrowed, together with the money already borrowed by the Company, other than temporary loans obtained from the Company's bankers in the ordinary course of business, exceeds the aggregate of its paid-up share capital, free reserves and securities premium account.

Accordingly, it is proposed to authorize the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof duly constituted by the Board) to borrow, from time to time, such sums of money as may be required by the Company, whether in Indian Rupees or in foreign currency, from banks, financial institutions, bodies corporate, government authorities, external commercial borrowings or any other persons, whether by way of loans, advances, credit facilities, issuance of debentures, bonds, Foreign Currency Convertible Bonds, commercial papers or other debt instruments or otherwise.

The proposed borrowing limit of ₹ 500,00,00,000 /- (Rupees Five Hundred Crore Only) shall be the maximum amount of borrowings that may remain outstanding at any point in time, notwithstanding that such amount, together with the monies already borrowed by the Company, may exceed the aggregate of the paid-up share capital, free reserves and securities premium account of the Company, excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

The proposed approval is intended to provide the Company with the necessary flexibility to access various sources of finance depending upon the prevailing market conditions, funding requirements and the most efficient financing options available from time to time. The borrowings may be undertaken on such terms and conditions, including interest, tenure, security, repayment and other commercial terms, as may be determined by the Board or its duly authorized Committee, subject to applicable laws and regulatory requirements.

The proposed borrowing powers shall enable the Company to efficiently manage its funding requirements and shall also facilitate timely access to debt financing as and when required. The approval sought from the Members is a general borrowing authority within the overall limit specified in the proposed resolution and does not, by itself, constitute a commitment to borrow the entire amount of ₹ 500 crore.

The Board shall exercise the borrowing powers within the limits approved by the Members and in accordance with the provisions of the Act, the applicable rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and such other applicable laws, regulations, guidelines and approvals as may be applicable from time to time.

The Board, at its meeting held on September 05th, 2026, considered and approved the proposal to seek the consent of the Members for the aforesaid borrowing limit and accordingly recommends the Special Resolution set out at Item No. 10 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 11 for approval of the Members.

12. TO AUTHORIZE BOARD OF DIRECTORS U/S 180 (1) (a) OF THE COMPANIES ACT, 2013 TO CREATE CHARGES ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY

According to the provisions of Section 180(1)(a) of Companies Act, 2013, the Board of Directors can exercise its powers to create/renew charges, mortgages, hypothecations and floating charges on immovable or movable properties of the Company to secure its borrowings, only with the consent of the members obtained by way of Special Resolution.

Therefore, the Board of Directors of the Company seeks the consent of the members by way of Special Resolution under Section 180 (1) (a) of Companies Act, 2013, to empower the Board to create/ renew charges, mortgages, hypothecations and floating charges on the immovable and movable properties of the Company to secure the borrowing of the Company.

The Board of Directors, at its meeting held on September 05, 2026, after considering the present and anticipated financial requirements of the Company, approved the proposal to seek approval of the Members for creation of security/encumbrance over the assets of the Company for securing borrowings/ financial facilities, including existing borrowings, up to an aggregate amount not exceeding ₹500,00,00,000 /- (Rupees Five Hundred Crore Only) at any point of time.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their respective shareholding, if any, in the Company.

The relevant documents, agreements and/or other papers, if any, referred to in the proposed resolution and which are required to be made available for inspection, shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to and including the date of the Annual General Meeting and shall also be made available electronically, as may be applicable, in accordance with the applicable provisions of the Act and other applicable laws.

The Members are requested to consider and approve the Special Resolution set out at Item No. 12 of the accompanying Notice.

13. CHANGE IN NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENTS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In order to reflect the new business activity of the Company, it is proposed to change the name of the Company from TMT INDIA LIMITED to SHAKTI AUTO INDUSTRIES LIMITED, subject to approvals, consents, sanctions and permissions of the Central Government, the Members of the Company, the Stock Exchanges and other relevant Statutory and Regulatory authorities, as may be required.

Pursuant to Section 13 and 14 of the Act, to give effect to the change in name of the Company and consequent amendment in the Memorandum of Association and Articles of Association of the Company, the approval of the members (shareholders) of the Company by way of special resolution is required.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders of the Company.

A copy of the Memorandum of Association and Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company at its registered office during the normal business hours on all working days upto the date of the meeting. None of the Directors, Key Managerial Persons or their relatives is in anyway concerned or interested financially or otherwise in the said proposed resolution.

The Board recommends the special resolution set out at Item No. 13 of the notice for approval of the members of the Company.

14. SHIFTING OF REGISTERED OFFICE OF THE COMPANY

The Members are informed that the Registered Office of the Company is presently situated at **1st Floor, Punnaiah Plaza, Road No. 2, Banjara Hills, Hyderabad, Telangana – 500034**, which falls within the jurisdiction of the Registrar of Companies, Telangana.

The Board of Directors of the Company, at its meeting held on **September 05, 2026**, after considering the operational and administrative requirements of the Company, has approved the proposal for shifting of the Registered Office of the Company from the State of Telangana to the State of Maharashtra, subject to approval of the Members and the Central Government/Regional Director and such other approvals, permissions and sanctions as may be required under the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The proposed shifting of the Registered Office is being undertaken with a view to align the registered office with the Company's principal administrative/management operations, facilitate more efficient administration and coordination, improve operational convenience, and enable better access to professional, financial and business infrastructure in Maharashtra.

The proposed Registered Office of the Company shall be situated at Office No. 711–712, One Platinum, Plot No. 8, Sector 15, CBD Belapur Navi Mumbai, Maharashtra 400614 India, within the jurisdiction of the Registrar of Companies-II, Maharashtra at Navi Mumbai.

The shifting of the Registered Office from one State to another requires alteration of Clause II of the Memorandum of Association of the Company. Accordingly, upon the shifting becoming effective, Clause II of the Memorandum of Association shall be altered to read as follows:

"II. The Registered Office of the Company will be situated in the State of Maharashtra, i.e., within the jurisdiction of the Registrar of Companies-II, Maharashtra, at Navi Mumbai."

In terms of Section 13(4) of the Companies Act, 2013, alteration of the Memorandum of Association relating to the change of the place of the Registered Office from one State to another State shall not take effect unless it is approved by the Central Government in the manner prescribed. Rule 30 of the Companies (Incorporation) Rules, 2014 prescribes the procedure for obtaining such approval, including filing of the requisite application and supporting documents, furnishing the prescribed particulars of creditors and debenture holders and compliance with the applicable notice and publication requirements.

The proposed shifting shall accordingly be subject to such approvals, permissions, sanctions and conditions as may be required from the Central Government/Regional Director, Registrar of Companies and/or any other statutory or regulatory authority under the applicable laws.

The Company shall comply with all applicable statutory requirements in connection with the proposed shifting, including the filing of the requisite application and documents with the competent authority, service of notices, publication of advertisements, filing of the requisite documents with the concerned Registrar(s) of Companies and obtaining the necessary order/approval for giving effect to the alteration of the Memorandum of Association. Rule 30 also contemplates the requisite disclosures and process concerning creditors and debenture holders in connection with an inter-State shifting of the Registered Office.

The proposed shifting of the Registered Office will not adversely affect the rights or interests of the Members, creditors, debenture holders, employees or other stakeholders of the Company. The Company shall take all necessary steps to ensure that the interests of its creditors, debenture holders, employees and other stakeholders are duly protected and that the shifting is carried out in accordance with the applicable provisions of law.

The Board recommends the special resolution set out at Item No. 14 of the notice for approval of the members of the Company.

15. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY AS PER COMPANIES ACT, 2013 AND ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION

The existing Memorandum of Association ("MOA") of the Company contains the objects for which the Company was incorporated. With a view to align the MOA with the provisions of the Companies Act, 2013 and to facilitate the proposed expansion and diversification of the business activities of the Company, the Board of Directors of the Company ("Board"), at its meeting held on **September 05, 2026**, has considered and approved, subject to the approval of the Members and such other approvals as may be required, the adoption of a new set of MOA in conformity with the provisions of the Companies Act, 2013 and the alteration of the Object Clause thereof.

The Company is presently evaluating and exploring opportunities for expansion and diversification of its business activities. In this regard, the Company proposes, in the near future, to undertake and/or enter into businesses relating to **automobile parts and components, automobiles and allied products, ferrous and non-ferrous metals, metal scraps and related products, consultancy and advisory services relating to metals, and plastic recycling and allied activities**, as more particularly set out in the proposed Clause III(A) of the MOA.

The proposed alteration of the Object Clause is therefore intended to provide the Company with the requisite flexibility and enabling authority to undertake the aforesaid business activities as and when considered commercially viable and appropriate by the Board. The proposed objects are being included in the MOA in anticipation of the Company's future business plans and proposed diversification and are intended to facilitate the Company in pursuing new business opportunities, expanding its operations and creating additional avenues for sustainable growth.

The proposed new objects broadly cover the following areas:

1. **Automobile parts and components:** Manufacturing, fabrication, assembly, trading, import, export, distribution and dealing in automobile parts, gears, axles, springs, accessories, fittings and other allied products.

2. **Automobiles and allied products:** Trading and dealing in automobiles, motor vehicles, engines, chassis, bodies, components, parts, accessories, machinery, equipment and other products associated with the automobile industry.

3. **Ferrous and non-ferrous metals:** Manufacturing, processing, trading, purchasing, selling, importing, exporting and dealing in ferrous and non-ferrous metals, metal scraps, tubes, hot rolled coils, sheets and allied products.

4. **Metal-related businesses:** Undertaking manufacturing, trading, distribution, dealership and other allied activities relating to ferrous and non-ferrous metals and products thereof.

5. **Consultancy and advisory services:** Providing consultancy and advisory services in relation to the use, application, processing and utilisation of ferrous and non-ferrous metals.

6. **Plastic recycling:** Undertaking plastic recycling activities and dealing in plastic raw materials, resins and other goods and articles connected with the plastic manufacturing and recycling industry.

The proposed alteration will enable the Company to undertake the aforesaid activities without the need for a further alteration of its MOA for such objects, subject to obtaining such approvals, permissions, licences and registrations as may be required under applicable laws and regulations at the time of commencement of the respective activities.

Further, in order to align the MOA with the structure and terminology prescribed under the Companies Act, 2013, it is also proposed to substitute the existing Clause III(B) containing the "Objects Incidental or Ancillary to the Attainment of Main Objects" comprising 35 sub-clauses with a new Clause III(B) titled **"Matters which are necessary for furtherance of the Objects specified in Clause III(A)"**, comprising 43 sub-clauses.

It is also proposed to delete the existing Clause III(C) containing the **"Other Objects not included in 'A' and 'B' above"**, comprising 7 sub-clauses, in accordance with the structure of the Memorandum of Association contemplated under the Companies Act, 2013.

Accordingly, the Company proposes to adopt a new set of MOA incorporating the aforesaid alterations and consequential changes. A copy of the proposed new MOA of the Company, incorporating the proposed alterations, is available for inspection by the Members in the manner specified in the Notice of the AGM.

The proposed alteration of the MOA and adoption of the new set of MOA requires the approval of the Members by way of a Special Resolution pursuant to Sections 4, 13, 15 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder.

The proposed alteration of the Object Clause is being undertaken with the objective of enabling the Company to pursue its proposed business expansion and diversification plans in the near future. The inclusion of the aforesaid objects in the MOA does not, by itself, constitute commencement of any new business activity by the Company. The Company shall undertake such activities only after evaluating their commercial viability and obtaining all applicable approvals, licences, registrations, permissions and consents, wherever required.

The Board is of the opinion that the proposed alterations to the MOA and adoption of the new set of MOA are in the best interests of the Company and its Members and will provide the Company with greater flexibility to pursue emerging business opportunities and support its long-term growth and diversification strategy.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors, after considering the proposed expansion and diversification of the Company's business activities and the consequential requirement for alteration of the MOA, is of the opinion that the proposed Resolution is in the best interests of the Company and its Members.

Accordingly, the Board recommends the resolution set out at Item No. 15 of the accompanying Notice for approval of the Members as a Special Resolution.

16. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION ("AOA") OF THE COMPANY

The existing Articles of Association ("AOA") of the Company were framed under the provisions of the erstwhile Companies Act 1956 and contain provisions which were applicable at the time of their adoption. With the enactment of the Companies Act, 2013 ("Act") and the rules made thereunder, and with a view to align the governance and administrative framework of the Company with the provisions of the Act, it is proposed to adopt a new set of Articles of Association of the Company.

The Board of Directors of the Company ("Board"), at its meeting held on **September 05, 2026**, has considered and approved, subject to the approval of the Members and such other approvals as may be required, the adoption of a new set of AOA primarily based on the regulations contained in **Table F of Schedule I to the Companies Act, 2013**, in substitution of and in place of the existing AOA of the Company.

The proposed new AOA is intended to provide a comprehensive and updated framework governing the management, administration and internal affairs of the Company and to ensure that the Articles are aligned with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time.

Accordingly, it is proposed to substitute the existing AOA of the Company in its entirety with the new set of AOA, as placed before the Members and initialled by the Chairperson of the Meeting for the purpose of identification.

The adoption of the new set of AOA requires the approval of the Members by way of a Special Resolution pursuant to the provisions of Sections 5 and 14 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder.

A copy of the proposed new AOA of the Company is available for inspection by the Members in the manner specified in the Notice of the Annual General Meeting. The Members may also obtain a copy of the same in accordance with the applicable provisions of law.

The Board is of the opinion that adoption of the new set of AOA will be beneficial to the Company as it will provide an updated and appropriate constitutional framework for regulating the internal affairs of the Company and ensuring compliance with the applicable provisions of the Companies Act, 2013 and other applicable laws and regulations.

None of the Directors, Key Managerial Personnel ("KMP") of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors, after considering the requirements of the Companies Act, 2013 and the need to update and align the constitutional documents of the Company with the prevailing statutory and regulatory framework, is of the opinion that the proposed adoption of the new set of Articles of Association is in the best interests of the Company and its Members.

Accordingly, the Board recommends the resolution set out at Item No. 16 of the accompanying Notice for approval of the Members as a Special Resolution.

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

Sd/-
MITESH KOTHARI
Chairman and Managing Director
(DIN: 00089076)

Place : Mumbai
Date : 05.09.2026

ADDITIONAL INFORMATION

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment and

(Pursuant to Regulation 36(3) SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015)

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Institute of Company Secretaries of India, is as follows:

Name of Director	Mitesh Kothari	Shakti Tiwari	Jigna Rajiv Shah	Rahul Visaria	Deepak Gandhi	Pradeep Kumar
Director Identification Number (DIN)	00089076	03085764	02627958	05005279	01627471	10671085
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Qualifications	MBA (Master of Business Administration)	MBA in Marketing	Graduate	Graduate	Graduate	MA LLB
Date of first Appointment on the Board	14/08/2026	14/08/2026	14/08/2026	14/08/2026	14/08/2026	14/08/2026
Nature of his expertise in specific functional areas;	Mr. Mitesh Kothari holds a Master's degree In Business Administration (MBA) and has rich business experience across various functional areas, particularly In the fields of manufacturing, construction and real estate. He has extensive experience in business management and allied commercial activities.	Mr. Shakti Tiwari has experience in the field of manufacturing.	Mrs. Jigna Rajiv Shah has experience in the field of real estate	He has vast experience in the field of health care and investment-related activities	Mr. Deepak Gandhi is having vast experience of 34 years in the field of Sales and Marketing.	Mr. Pradeep Kumar has professional experience in the areas of Taxation and Arbitration.
Relationships between Directors inter-se						
List of the directorships held in other listed companies	1	0	0	0	1	1
Number of Shares held in the Company as on March 31, 2026	0	0	0	0	0	0

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

Sd/-
MITESH KOTHARI
Chairman & Managing Director
(DIN: 00089076)

Place : Mumbai
Date : 05.09.2026

DIRECTORS' REPORT

Your Directors hereby present the 49th Annual Report together with the Audited Accounts of the Company for the financial year ended 31st March, 2026.

1. FINANCIAL SUMMARY OR HIGHLIGHTS:

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

Amount in Lakhs

PARTICULARS	Current Year 2025-26	Previous year 2024-25
Total Income	18.74	0.00
Total Expenditure (before Financial Charges, Depreciation and Taxation)	27.66	44.34
Profit before Financial Charges, Depreciation and Taxation	(8.93)	(44.34)
Less: Depreciation	0.00	0.00
Less: Financial Charges	0.10	1.64
Profit Before Tax	(9.03)	(45.98)
Less: Provision for Tax & Deferred Tax	-	-
Profit After Tax	(9.03)	(45.98)
Net Loss/profit carried to Balance Sheet	(9.03)	(45.98)

During the financial year 2025-26, the Company earned a Total Income of Rs. 18.74 Lakhs (previous year: Nil) and reported a net loss of Rs. 9.03 Lakhs, as against a net loss of Rs. 45.98 Lakhs in the previous year.

2. CHANGE IN NATURE OF BUSNIESS:

There is no change in the nature of business of the Company. Based on the experience gained, the Company has explored various avenues such as supply of designs, drawings and trading operations of Garcinia, Curcumin and essential oils. During the year supply of designs and drawings activities including Civil construction works have been carried on by the Company.

3. DIVIDEND:

In view of the accumulated losses, your Directors did not recommend any dividend for the financial year ended 31st of March, 2026.

4. TRANSFER TO RESERVES

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

5. EXTRACT OF ANNUAL RETURN:

Copy of the Annual Return is available on the website of the Company at www.tmtindia.in.

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

The following changes took place in the office of Directors and Key Managerial Personnel of the Company during the year under review and up to the date of this Report:

Resignations (consequent to change in control of the Company pursuant to the Open Offer):

- Mr. Tumbalam Gooty Veera Prasad (DIN: 01557951) resigned as Managing Director and Director of the Company with effect from 14th August, 2026 (post completion of business hours).
- Mrs. Sunitha Markonda (DIN: 07573986), Independent Director, resigned with effect from 20th August, 2026 (post completion of business hours).
- Mr. Bhim Shankaram Kanda (DIN: 00334059), Director, resigned with effect from 20th August, 2026 (post completion of business hours).
- Mr. Mahipal Reddy Saddi (DIN: 02103315), Independent Director, resigned with effect from 20th August, 2026 (post completion of business hours).

The Board places on record its sincere appreciation for the valuable contribution and guidance rendered by the above Directors during their tenure with the Company.

Appointments: Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 14th August, 2026, appointed the following persons as Additional Directors of the Company, to hold office up to the date of the ensuing Annual General Meeting, subject to regularisation by the Members. Resolutions proposing their appointment as Directors are set out in the Notice convening the 49th Annual General Meeting, along with the relevant Explanatory Statement:

- Mr. Mitesh Kothari (DIN: 00089076) - appointed as Additional Director designated as Chairman and Managing Director, w.e.f. 14th August, 2026, for a period of 5 years, with remuneration upto 60,00,000/- (Rs. Sixty lakhs Only) Per Annum.
- Mr. Shakti Tiwari (DIN: 03085764) - appointed as Additional Director designated as Executive Director, w.e.f. 14th August, 2026, for a period of 5 years, without remuneration.
- Mrs. Jigna Rajiv Shah (DIN: 02627958) - appointed as Additional Director designated as Executive Director, w.e.f. 14th August, 2026, for a period of 5 years, without remuneration.
- Mr. Rahul Visaria (DIN: 05005279) - appointed as Additional Director in the category of Independent, Non-Executive Director, w.e.f. 14th August, 2026.
- Mr. Deepak Gandhi (DIN: 01627471) - appointed as Additional Director in the category of Independent, Non-Executive Director, w.e.f. 14th August, 2026.
- Mr. Pradeep Kumar (DIN: 10671085) - appointed as Additional Director in the category of Independent, Non-Executive Director, w.e.f. 14th August, 2026.

Key Managerial Personnel:

There has been no change in the Key Managerial Personnel of the Company during the year under review.

7. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS.

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors and Senior Management personnel and fixes their remuneration. The detailed Nomination and Remuneration Policy is displayed on the Company's website viz. www.tmtindia.in.

8. COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

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

9. 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.

10. STATUTORY AUDITORS:

M/s. Sathish Ramdeni & Co. (FRN: 015229S), Chartered Accountants, Hyderabad, continue as the Statutory Auditors of the Company for a term of 5 years commencing from the conclusion of the 46th Annual General Meeting till the conclusion of the 51st Annual General Meeting of the Company. M/s. Sathish Ramdeni & Co. have confirmed their eligibility to continue as Statutory Auditors of the Company for FY 2025-26.

The Independent Auditors report given by M/s. Satish Ramdeni & Co., (FRN: 015229S), Chartered Accountants, Statutory Auditors of the Company on the Financial Statements of the Company does not contain any qualification, reservation or adverse remark.

11. REPORTING OF FRAUDS.

During the year under review, there was no instance of fraud, which required the Statutory Auditors to report to the Audit Committee and /or Board under Section 143(12) of the Companies Act, 2013 and the rules made thereunder.

12. INTERNAL AUDITORS:

The Board of Directors, based on the recommendation of the Audit Committee, has appointed M/s. Sateesh & Associates, Chartered Accountants, Hyderabad, as the Internal Auditors of the Company for Financial Year 2026-27.

13. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Members at the 48th Annual General Meeting approved the appointment of M/s. Sayani & Associates, Company Secretaries, as Secretarial Auditors of the Company for a term of up to 5 (five) consecutive years, to hold office from the conclusion of the 48th AGM till the conclusion of the 53rd Annual General Meeting of the Company. Accordingly, the Secretarial Audit for FY 2025-26 has been conducted by M/s. Sayani & Associates, Company Secretaries. The Secretarial Audit Report for the Financial Year ended 31st March, 2026 is given in Annexure- II attached hereto and forms part of this Report.

14. MEETINGS OF BOARD OF DIRECTORS

Four (4) meetings of the Board of Directors were held during the period from 1st April, 2025 to 31st March, 2026, and the gap between two consecutive meetings did not exceed 120 days.

30.05.2025	14.08.2025	14.11.2025	14.02.2026

15. DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

The Independent Directors who held office during the year under review (Mr. Mahipal Reddy Saddi and Mrs. Sunitha Markonda) had given declarations that they met the criteria of independence as laid down under Section 149 of the Companies Act, 2013, which were relied upon by the Company and placed before the Board. The Independent Directors appointed with effect from 14th August, 2026 (Mr. Rahul Visaria, Mr. Deepak Gandhi and Mr. Pradeep Kumar) have similarly submitted declarations confirming that they meet the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations.

The details of familiarization programme imparted to independent Directors is available at www.tmtindia.in

Meeting of Independent Directors

During the year under review, the Independent Directors met on 13th February, 2025 inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of Loans, Guarantees, Security provided and Investments made during the Financial Year ended 31st March, 2026 is given in compliance with the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and the same is provided in the notes to financial statements.

17. PARTICULARS OF 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 2024-25, except the transactions in the ordinary course of business and at arm's-length basis.

18. 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 31st March, 2026, 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.

19 MATERIAL CHANGES AND COMMITMENTS:

Members may note that pursuant to the successful completion of an Open Offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, there has been a change in control and management of the Company subsequent to the year end. Consequent thereto, the erstwhile Managing Director and certain other Directors of the Company have resigned, and new Directors have been inducted onto the Board with effect from 14th August, 2026.

There have been no other material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report.

20. DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY FOR THE COMPANY INCLUDING IDENTIFICATION THEREIN OF ELEMENTS OF RISK, IF ANY, WHICH IN THE OPINION OF THE BOARD MAY THREATEN THE EXISTENCE OF THE COMPANY

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.

21. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016.

During the year under review, the Company has not filed any application or no proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016.

22. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

During the year under review, the Company has not made any one-time settlement while taking any loans from the Banks or Financial Institutions.

23. 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 and 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 posted on the website of the Company www.tmtindia.in.

24. PERFORMANCE EVALUATION:

As mandated under the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the annual performance evaluation of the Directors individually vis-à-vis the Board and its committees have been carried out.

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. The Directors expressed their satisfaction with the evaluation process.

25. 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 -III** and forms part of this report.

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. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

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

28. CORPORATE GOVERNANCE:

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

29 ELECTRONIC CONNECTICITY WITH DESIGNATED DEPOSITORY:

The Company has electronic connectivity with the depository i.e., NSDL & CDSL and the ISIN of the Company is **INE182E01010**. The members are requested to avail the facility and lodge their shares for Demat.

30. 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.

31. 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 (CSR). So, hence complying with provisions of CSR is not applicable to the Company.

32. 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.

33. MAINTENANCE OF COST RECORDS:

Company is not required to maintain cost records as specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013.

34. 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 the year:

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

35. INSIDER TRADING REGULATIONS:

The Company has adopted a 'Code of Conduct to Regulate, Monitor and Report Trading by Insiders' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations).

The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the SEBI (PIT) Amendment Regulations, 2018. This Code is displayed on the Company's website viz. www.tmtindia.in.

36. ACKNOWLEDGEMENTS:

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

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

Sd/-
MITESH KOTHARI
Chairman & Managing Director
(DIN:00089076)

Place : Mumbai
Date : 05.09.2026

Annexure-I

COMMITTEES OF DIRECTORS

Note: The Committees of the Board were reconstituted with effect from 14th August, 2026, consequent to the change in control and management of the Company. The composition and meeting/attendance details reported below for FY 2025-26 relate to the Committees as constituted during that year; the composition of each Committee with effect from 14th August, 2026 is separately stated.

a. AUDIT COMMITTEE :

Brief description of terms of reference:

The Committee comprises of 1 Non- Executive and 2Independent 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.	Mahipal Reddy Saddi	Chairman	4	4
2.	Sunitha Markonda	Member	4	4
3.	Bhim Shankaram Kanda	Member	4	4

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

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

30.05.2025	14.08.2025	14.11.2025	14.02.2026

The necessary quorum was present at all the meetings.

Terms of reference

S.No.	Name of the Director	Category
1.	Mahipal Reddy Saddi	Chairman
2.	Sunitha Markonda	Member
3.	Bhim Shankaram Kanda	Member

TERMS OF REFERENCE:

The terms of reference of the Audit Committee are as per SEBI (Listing Obligations and Disclosure Requirements) 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.

The terms of reference of the Audit Committee are as under:

- Overview of Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of auditors and fixation of audit fee.
- Approval of payment to Statutory Auditors for any other services rendered by them.
- 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 the 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 finding.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of any related party transactions.
- Review of draft Auditor's 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 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, 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 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 concerns.
- 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.
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision

b. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee has been formed in compliance of Section 178 of the Companies Act, 2013 comprising of 2 Independent Directors and 1 Non-Executive Director.

The terms of reference of the Nomination and Remuneration Committee are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Directors and the Board. Devising a policy on Board diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board the reappointment and removal.
- To recommend/review remuneration of Key Managerial Personnel based on their performance and defined assessment criteria.
- To decide on the elements of remuneration package of all the Key Managerial Personnel i.e., salary, benefits, bonus, stock options, pensions, etc.
- Recommendation of fee / compensation if any, to be paid to Non-Executive Directors, including Independent Directors of the Board.
- Payment / revision of remuneration payable to Managerial Personnel.

- While approving the remuneration, the committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee.
- The Committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and shareholders.
- Any other functions / powers / duties as may be entrusted by the Board from time to time.

S.No.	Name of the Director	Category	No. of meetings held during the year	No. of meetings attended
1.	Bhim Shankaram Kanda	Chairman	3	3
2.	Sunitha Markonda	Member	3	3
3.	Mahipal Reddy Saddi	Member	3	3

The Nomination and Remuneration Committee met three (3) times on 30.05.2025*, 14.08.2025 and 14.02.2026* in the Financial Year 2025-26. * To be confirmed against the Company's minute book/ records.

Composition of the Nomination and Remuneration Committee with effect from 14th August, 2026:

S.No.	Name of the Director	Category
1	Mr. Rahul Visaria	Chairman
2	Mr. Deepak Gandhi	Member
3	Mr. Pradeep Kumar	Member

c. SHAREHOLDERS/ INVESTORS GRIEVANCE REDRESSAL COMMITTEE

The composition of the Stakeholders Relationship Committee is as under:

Name of the Director	Nature of Directorship
Mahipal Reddy Saddi	Chairman
Sunitha Markonda	Member
Bhim Shankaram Kanda	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.

Terms of reference

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

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company

Composition of the Nomination and Remuneration Committee with effect from 14th August, 2026:

S.No.	Name of the Director	Nature of Directorship
1	Mr. Rahul Visaria	Chairman
2	Mr. Deepak Gandhi	Member
3	Mr. Pradeep Kumar	Member

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

Sd/-
MITESH KOTHARI
CHAIRMAN & MANAGING DIRECTOR
(DIN:00089076)

Place : Mumbai
Date : 05.09.2026

Annexure- II

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 31st March, 2026

To,
The Members,
TMT (India) Limited,
Hyderabad, Telangana.

I 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 me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 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. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 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, 2015;
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, 2018;
   - (b) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

(c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018;

(d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client;

(e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

(f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

3. I 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 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the 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.

I 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.

I 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.

During the period between the end of the financial year and the date of this Report, there has been a change in control and management of the Company, details of which are set out below:

(a) Pursuant to Share Purchase Agreements dated 20th April, 2026 entered into with the erstwhile promoters/sellers of the Company, Yoga Builders Private Limited, Scaffold Properties Private Limited and MDK Properties and Estates Private Limited (formerly known as MK Profinlease Private Limited) (collectively, the "Acquirers"), belonging to the Kothari Products Limited group, agreed to acquire an aggregate of 52.81% of the paid-up equity share capital of the Company.

(b) Consequent to the above, and in compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), the Acquirers made a Public Announcement on 20th April, 2026 and a Detailed Public Statement on 27th April, 2026, for a mandatory open offer ("Open Offer") to acquire up to 12,87,988 equity shares of the Company, representing 26.00% of its paid-up and voting equity share capital, at a price of Rs. 10/- per fully paid-up equity share. The Acquirers deposited Rs. 130.00 lakhs in an escrow account with Axis Bank Limited on 21st April, 2026, being in excess of 100% of the total Open Offer consideration.

(c) The Letter of Offer was issued on 24th June, 2026 and, pursuant to a corrigendum issued following SEBI's observation letter dated 19th June, 2026, the Open Offer (as revised) remained open from 8th July, 2026 to 21st July, 2026. The Committee of Independent Directors of the Company, in its report to BSE Limited dated 3rd July, 2026, opined that the Open Offer was fair and reasonable. Consideration for shares validly tendered in the Open Offer was paid on 27th July, 2026.

(d) On completion of the above transactions, the Acquirers (along with persons acting in concert) came to hold an aggregate of 68.21% of the paid-up equity share capital of the Company - against a maximum proposed acquisition of 78.81%, as not all eligible public shareholders tendered their shares in the Open Offer - and the Acquirers now stand as the promoters of the Company in place of the erstwhile promoters. There were no competing offers to the Open Offer.

(e) Consequent to the above change in control and management, the erstwhile Managing Director and certain other Directors of the Company resigned, and new Directors were inducted onto the Board with effect from 14th August, 2026, as detailed elsewhere in this Report.

For Sayani & Associates
Company Secretaries

Sd/-
Zoheb S Sayani
Proprietor
C.P. No.: 26128
M. No.: F10881
UDIN: F010881H001111607

Date: 14.08.2026
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. Wherever 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.

For Sayani & Associates
Company Secretaries

Sd/-
Zoheb S Sayani
Proprietor
C.P. No.: 26128
M. No.: F10881
UDIN: F010881H001111607

Date: 14.08.2026
Place: Hyderabad

Annexure – III

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 :No technology imported during the last 3 years

(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)

(Rs. In Lacs)

Particulars	**2025-26**	**2024-25**
Foreign Exchange Earnings	NIL	NIL
Foreign Exchange Outgo	---	---

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

Sd/-
MITESH KOTHARI
Chairman & Managing Director
(DIN:00089076)

Place : Mumbai
Date : 05.09.2026

Annexure-IV

REPORT ON MANAGERIAL REMUNERATION

As per Section 197 of the Companies Act 2013
Read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Details pertaining to remuneration as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the (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 2024-25, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial year 2024-25, and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:**

Name of the Director/ Key Managerial Remuneration	Remuneration of Director KMP for the financial year 2025-26 (Rs.in Lakhs)	% increase in Remuneration in the Financial year 2025-26	Ratio of remuneration of each Director/to median remuneration of employees
Tumbalam Gooty Veera Prasad	NIL	NIL	NA
Venu Krishna Kishore Babu Pasam	1.00	NIL	1
Ambati Venkata Ramana Murthy	11.10	75.14%	1.85
SONAM JAIN	2.40	NIL	0.4

The Managing Director of the Company does not draw any remuneration from the Company

ii) **The percentage increase in the median remuneration of employees in the financial year: NIL**

iii) **The number of permanent employees on the rolls of Company as at 31st of March, 2026: 4**

iv) **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**

v) **The Company affirms that remuneration to the Directors and Key Managerial Personnel is as per the remuneration policy of the Company.**

vi. 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 Rs. One Crore and Two Lakh per annum or Rs. Eight Lakhs and Fifty Thousand per month.

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

Sd/-
MITESH KOTHARI
Chairman & Managing Director
(DIN: 00089076)

Place : Mumbai
Date : 05.09.2026

Annexure-V

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.

INDIAN ECONOMY:

The International Monetary Fund (IMF) raised its growth outlook for India for financial year 2025-26 (FY26) to 6.4 per cent from 6.2 per cent projected in April, citing a more benign external environment and lower inflation.

The 20 basis points (bps) upgrade was part of an update to the multilateral lender's World Economic Outlook (WEO) report, which also scaled up India's Gross Domestic Product (GDP) forecast for FY27 by 10 bps to 6.4 per cent.

"In India, growth is projected to be 6.4 percent in [FY 2026 and FY 2027], with both numbers revised slightly upward, reflecting a more benign external environment than assumed in the April reference forecast," the report said.

In response to a query on the rationale for the upward revision in India's growth projection at, Deniz Igan, division chief, IMF, attributed the upgrade mainly to the suspension of higher tariff rates and lower inflation because of falling food prices.

"What has been the driver of this relatively stable growth is the fact that there has been a reform momentum supporting robust consumption growth and a push for public investment," she said at a press briefing.

"…And to continue the recent good growth performance that we have seen, priorities [for India] would include fostering job creation and absorbing excess labor from the agricultural sectors by reskilling [them]. At the same time, continuing to invest in infrastructure and removing trade restrictions," Igan suggested.

"In the medium term, India needs to continue to invest in education, take a step towards land reforms, expand the social safety net and reduce red tape to allow businesses to perform better," she emphasised.

The IMF pegged global growth 20 bps higher than its April forecast at 3 per cent for 2025, and raised it by 10 bps to 3.1 per cent for 2026. "This reflects stronger-than-expected front-loading in anticipation of higher tariffs, lower average effective US tariff rates than announced in April, an improvement in financial conditions, including due to a weaker US dollar and fiscal expansion in some major jurisdictions," the IMF noted.

Pierre-Olivier Gourinchas, chief economist, IMF says that the modest decline in trade tensions, however fragile, has contributed to the resilience of the global economy so far, along with a few other developments.

"First, concerns about future tariffs led to a strong surge in exports to the US in the first quarter of the year. This front-loading helped support activity in Europe and Asia. Second, financial conditions improved, and monetary conditions eased as global inflation continues to recede. Third, the dollar has depreciated by roughly 8 percent since January," he added.

In emerging markets and developing economies, the IMF projected growth to be 4.1 per cent in 2025 and 4 per cent in 2026. Relative to the forecast in April, growth in 2025 for China is revised upward by 80 bps to 4.8 per cent.

The risks to the outlook include a rebound in effective tariff rates which could lead to weaker growth and geopolitical tensions that could disrupt global supply chains and push commodity prices up.

"Elevated uncertainty could start weighing more heavily on activity, also as deadlines for additional tariffs expire without progress on substantial, permanent agreements. Larger fiscal deficits or increased risk aversion could raise long-term interest rates and tighten global financial conditions," the IMF noted. On the upside, global growth could be lifted if trade negotiations lead to a predictable framework and to a decline in tariffs.

On inflation, the WEO update said global headline inflation is expected to fall to 4.2 per cent in 2025 and 3.6 percent in 2026, a path similar to the one projected in April.

Source: https://www.business-standard.com/economy/news/imf-raises-india-growth-projection-by-20bps-for-fy26-benign-external-environment-125072901164_1.html

GLOBAL ECONOMY:

India could become the world's second-largest economy by the year 2038, reported EY. With strong economic fundamentals, a young population, and a sustainable fiscal position, India is expected to continue its robust growth despite global uncertainties.

The report, called the 'EY Economy Watch', mentioned that if current growth trends continue, India may become the world's second-largest economy by 2038 in PPP terms, with a GDP projected at $34.2 trillion.

Unlike many other big economies in the world, India has some unique advantages. The average age of people in India in 2025 is just 28.8 years. This means there's a huge number of young, working people who can drive the economy forward for decades.

Further, India has the second-highest savings rate among the world's largest economies. This is great because it means more money is available for big projects and new businesses.

Moreover, the government's borrowing is actually going down. While other countries are seeing their debt pile up, India's debt-to-GDP ratio is expected to fall from over 81% in 2024 to about 75% by 2030.

The report also mentions that India's strong economy doesn't rely too much on what's happening in other countries. Our huge domestic market means people within India are buying and selling things, which keeps the economy healthy even when global trade is slow.

The report compares India to other major economies like the USA, China, Germany, and Japan. While they are all very successful, they face some big challenges that India doesn't. For example, China is dealing with an ageing population, and the USA has a lot of debt. Germany and Japan also have older populations and are very dependent on global trade, which can be a risk.

In simple terms, India's mix of a young population, high domestic demand, and good financial health gives it the most promising path for long-term growth.

According to EY India's Chief Policy Advisor, DK Srivastava, the country's strong points will help it grow even when the world economy is facing problems. He says India is well on its way to achieving its goal of becoming a "Viksit Bharat" (developed India) by 2047.

India is also expected to become the third-largest economy in market exchange rate terms by 2028, surpassing Germany. Even potential disruptions, like US tariffs affecting 0.9% of GDP, are projected to have only a minor impact on growth if countered with export diversification and stronger domestic demand.

With a combination of a young population, rising domestic consumption, fiscal discipline, and structural reforms, India appears well-positioned to climb the global economic ladder in the coming decades.

Source: https://www.indiatoday.in/business/story/india-on-track-to-become-2nd-largest-economy-by-2038-report-2778125-2025-08-28

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.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

DURING THE FINANCIAL YEAR 2025-26, THE COMPANY EARNED A TOTAL INCOME OF RS. 18.74 LAKHS (PREVIOUS YEAR: NIL) AND REPORTED A NET LOSS OF RS. 9.03 LAKHS, AS AGAINST A NET LOSS OF RS. 45.98 LAKHS IN THE PREVIOUS YEAR.

KEY FINANCIAL RATIOS:

S. No	Particulars	2025-26	2024-25	Change as a %	Reason for change
1.	Current Asset Ratio	1.46	0.52	180.77	Improvement in current assets relative to current liabilities,
2.	Debt Equity Ratio	(1.07)	(1.06)	(0.94)	Marginal change due to movement in total debt and net worth during the year.
3.	Debt Service	(0.01)	(0.07)	85.71	Improvement in operating cash generation/profitability relative to debt servicing obligations.
4.	Return on Equity Ratio	0.01	0.07	(85.71)	Decrease due to lower profitability/ return generated against shareholders' funds during the year.
5.	Inventory Turnover Ratio	0.00	0.00	-	NA
6.	Trade Receivable Turnover Ratio	0.00	0.00	-	NA
7.	Trade Payable Turnover Ratio	0.00	0.00	-	NA
8.	Net Capital Turnover Ratio	0.88	0.00	-	NA
9.	Net Profit Ratio	-192.09	0.00	-	NA
10	Return on Capital	(0.20)	(1.26)	84.13	Improvement in operating performance/return generated on the capital employed compared with the previous year.
11	Return on Investment	(0.17)	0.17	(200)	Due to decrease in the Market Value share price of Investments, ROI also decreased with compared to Previous year ROI

PERSONNEL:

Human wealth is the ultimate wealth 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.

PERSONNEL:

Human wealth is the ultimate wealth 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 publicly amend, modify or revise any forward looking statements on the basis of subsequent developments, information or events.

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

Sd/-
MITESH KOTHARI
Chairman & Managing Director
(DIN:00089076)

Place : Mumbai
Date : 05.09.2026

DECLARATION OF COMPLIANCE OF CODE OF CONDUCT:

TMT (India) Limited has adopted a Code of Business Conduct and Ethics (the Code) which applies to all the employees and Directors of the Company. Under the Code, it is the responsibility of all the employees and directors to familiarize themselves with the code and comply with its standards.

I hereby certify that the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year 2025-26.

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

Sd/-
T G V Prasad
Chairman & Managing Director
(DIN:00089076)

Place : Hyderabad
Date : 29.05.2026

INDEPENDENT AUDITORS' REPORT

To
The Members of
TMT (India) Limited
Hyderabad

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

I have audited the accompanying standalone financial statements of TMT (INDIA) LIMITED, ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (herein after referred to as the "standalone financial statements").

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

I conducted my audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). My responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of my report. I am independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to my audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence obtained by me is sufficient and appropriate to provide a basis for my audit opinion on the Standalone FinancialStatements.

Emphasis of matters

1. 1. We draw attention to note 5 of part B of Notes on significant accounting policies where the management has detailed out the issue with respect to the investment made by the company in M/s. Sree Rayalaseema Alkalis and Allied Chemicals Ltd and the fact that investments are shown in books based on substance over form.

My opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the standalone financial statements of the current period. These matters were addressed in the context of my audit of the standalone financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters. I have determined the matters described below to be the key audit matters to be communicated in my report.

S.No.	Key Audit Matters	Auditor's response
1.	**Revenue Recognition** Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers".	I have assessed the Company's process to identify the impact of Adoption of the new revenue accounting standard. My audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report and Corporate Governance Report, but does not include theStandalone Financial Statements and my auditor's report thereon.

My opinion on the Standalone Financial Statements does not cover the other information and I do not express any form of assurance, conclusion thereon.

In connection with my audit of the Standalone Financial Statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude that there is a material misstatement of this other information, Iam required to report that fact. I have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

My objective is to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, I am also responsible for expressing my opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. I consider quantitative, materiality and qualitative factors in (i) planning the scope of my audit work and in evaluating the results of mywork; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during myaudit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on myindependence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. I describe these matters in myauditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in myreport because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on my audit I report, that:

   a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.

   b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.

   d) In my opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015.

   e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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 my separate Report in "Annexure -A". My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In my opinion and to the best of my information and according to the explanations given to us, the managerial remuneration paid by the Company during the year is in accordance with the provisions of section 197 of the Act.

   h) 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, as amended, in my opinion and to the best of my information and according to the explanations given to me:

      i. The Company does not have any pending litigations which would impact its financial positions in its standalone financial statements;

      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

      iii. There has been no amount, required to be transferred, to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Act.

      iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused me to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. As stated in Notes to the standalone financial statements

(a) The Company has neither declared nor paid any dividend during the year. Hence reporting under this clause is not applicable.

vi. Based on my examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of my audit I did not come across any instance of the audit trail feature being tampered withand the audit trail has been preserved by the Company as per the statutory requirements for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, I give in "Annexure-B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place : SECUNDERABAD
Date : 29.05.2026

For SATHISH RAMDENI & Co.
CHARTERED ACCOUNTANTS,
Firm Regn. No.015229S

Sd/-
(R. SATHISH)
PROPRIETOR
Membership No.234854
UDIN: 26234854ALCSMS2502

"ANNEXURE - A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of my report of even date)

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

I have audited the internal financial controls over financial reporting of M/s. TMT (INDIA) LIMITED ("the Company") as of March 31, 2026 in conjunction with my 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 Act.

Auditors' Responsibility

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my 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 I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 my 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 March 31, 2026, 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 SATHISH RAMDENI & Co.
CHARTERED ACCOUNTANTS,
Firm Regn. No.015229S

Sd/-
(R. SATHISH)
PROPRIETOR
Membership No.234854
UDIN: 26234854ALCSMS2502

Place : SECUNDERABAD
Date : 29.05.2026

"ANNEXURE - B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 of Report on Other Legal and Regulatory Requirements, of my report of even date)

To the best of my information and according to the explanations provided to me by the Company and the books of account and records examined by me in the normal course of audit, I state that:

(i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & Equipment and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The fixed assets of the company have been physically verified by the management during the year as per a programme of verification, which in my opinion is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to me, no material discrepancies were noticed on such verification.

(c) Based on my examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, Ireport that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favourof the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder

ii. (a) The management has conducted physical verification of inventory at reasonable intervals during the year, in my opinion, the coverage and procedure of such verification by the management is appropriate. As informed to me, the inventory does not have any net realisable value and written off in books of account

(b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii) (b) of the Order is not applicable.

iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

(a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii) (a) of the Order is not applicable.

(b) In my opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.

(d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii) (f) is not applicable.

The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

iv. According to the information and explanations given to me and on the basis of my examination of the records of the Company, the company has complied with the provisions of sections 185 and 186 of the Companies Act, 2013, with respect to loans, investments, guarantees and security made during the year.

v In my opinion and according to the information and explanations given to me, The Company has not accepted any deposit during the year and does not have any unclaimed deposits as at March 31, 2026 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi The maintenance of cost records has not been prescribed by the Central Government under subsection (1) of section 148 of the Companies Act for the business activities carried out by the Company. Thus reporting under Clause 3(vi) of the order is not applicable to the Company.

vii. (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, custom duty, excise duty, GST, Cess and other material statutory dues as applicable to it.

According to the information and explanations given to me, no undisputed amounts payable in respect of income tax, service tax, sales tax, customs duty, excise duty, GST and Cess were in arrears, wherever applicable, as at 31st March, 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to me, there are no dues of sales tax, income tax, customs duty, service tax, excise duty, GST and Cess which have not been deposited on account of any dispute.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The company has not taken any loans or other borrowings from financial institutions, banks and government. Hence reporting under clause 3(ix)(a) of the Order is not applicable.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix) (c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

(x) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) I have taken into consideration the whistle blower complaints received by the Company during the year (and up to the date of this report), while determining the nature, timing and extent of my audit procedures.

xii. In my opinion and according to the information and explanations given to me, the company is not a nidhi company. Accordingly, paragraph 3 (xii) is not applicable.

xiii. According to the information and explanations given to me and based on my examination of the records of the company, transactions with related parties are in compliance with section 177 and 188 of the Companies Act.

xiv. (a) In my opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) I have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of my audit procedures.

xv. In my opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. And hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. (a) In my opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable.

(b) In my opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.

xvii. The Company has incurred cash losses during the financial year covered by my audit and the immediately preceding financial year as below.

PARTICULARS	**FY 2025-26**	**FY 2024-25**
Cash loss incurred (Amount in INR thousands)	(902.78)	(4597.72)

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and my knowledge of the Board of Directors and Management plans and based on my examination of the evidence supporting the assumptions, nothing has come to my attention, which causes me to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. I, however, state that this is not an assurance as to the future viability of the Company. I further state that my reporting is based on the facts up to the date of the audit report and I neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx) (a) of the Order is not applicable for the year.

(b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.

For SATHISH RAMDENI & Co.
CHARTERED ACCOUNTANTS,
Firm Regn. No.015229S

Sd/-
(R. SATHISH)
PROPRIETOR
Membership No. 234854
UDIN: 26234854ALCSMS2502

Place : Secunderabad
Date : 29.05.2026

BALANCE SHEET AS AT 31st MARCH, 2026

Amount in Rs. Thousands

PARTICULARS	Note No.	As per March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1	13.85	13.85
(b) Capital work-in-progress		-	-
(c) Financial Assets			
(i) Investments	2	3,961.00	4,745.06
(d) Deferred tax Assets (net)		-	-
(e) Other non-current Assets		-	-
Current Assets			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	3	-	1,087.44
(iii) Cash & Cash Equivalents	4	741.21	125.27
(d) Other Current Assets	5	954.12	1,075.61
Total		**5,670.18**	**5,959.79**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	6	49,538.00	49,538.00
(b) Other Equity	7	(1,15,428.01)	(1,13,741.18)
Total		**(65,890.01)**	**(64,203.18)**
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	8	70,399.53	67,846.82
(b) Deferred tax liabilities (net)		-	-
(c) Other non-current liabilities		-	-
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade payables		-	-
(a) Total outstanding dues of micro and small enterpriese		-	-
(b) Total outstanding dues of creditors other than micro and small enterpriese	9	-	1,358.88
(b) Other current liabilities	10	1,160.67	957.27
(c) Provisions			
(d) Current Tax Liabilities		-	-
Total Equity and Liabilities		**5,670.18**	**5,959.79**

For Sathish Ramdeni & Co.
Chartered Accountants
Firm Regn. No.0152295

Sd/-
Sathish Ramdeni
Proprietor
M.No.234854
UDIN: 26234854ALCSMS2502

Place : Hyderabad
Date : 29.05.2026

For and on behalf of the Board of
TMT (India) Limited

Sd/-
(TG Veera Prasad)
Managing Director
DIN: 01557951

Sd/-
(Bhim Shankaram Kanda)
Director
DIN: 00334059

Sd/-
(Ambati Venkata Ramana Murthy)
CFO

Sd/-
(SONAM JAIN)
Company Secretary
& Compliance Officer

Statement of Profit and Loss for the year ended March 31, 2026

Amount in Rs. Thousands

PARTICULARS	Note No	As per March 31, 2026	As on March 31, 2025
Income			
i) Revenue From Operations	11	469.98	-
ii) Other Income	12	1,403.53	0.08
Total Income (I)		**1,873.50**	**0.08**
Expenses			
i) Cost of material consumed		-	-
ii) Purchase of Stock in Trade		-	-
iii) Changes in inventories of finished goods, stock in trade and work in progress		-	-
iv) Employees' Benefit Expenses	13	683.20	1,333.20
v) Finance Cost	14	10.31	5.90
vi) Depreciation & Amortization Expenses	1	-	-
vii) Other Expenses	15	2.082.77	3,100.33
Total expenses (II)		**2,776.28**	**4,439.43**
Profit/(loss) before exceptional items and tax (I-II)		**(902.78)**	**(4,439.36)**
Exceptional Items-Expense/(income)	16	-	158.37
Profit/(loss) Before Tax		(902.78)	(4,597.72)
Tax Expenses			
- Current Tax		-	-
- Adjustments relating to prior periods		-	-
- Deferred Tax		-	-
Total Tax Expense		-	-
Profit/(loss) for the Year (A)		**(902.78)**	**(4,597.72)**
Other Comprehensive Income			
i) Items that will not be reclassified to profit or loss:		**-**	-
- Remeasurements of the defined benefit plans			
- Equity Instruments through other comprehensive income, Net		(784.06)	688.56
ii) Items that will be reclassified to profit or loss:			
- Debt Instruments through Other Comprehensive Income		-	-
- The effective portion of gains and loss on hedging instruments in a cash flow hedge		-	-
- Income Tax effect		-	-
Total Other Comprehensive Income net of tax (B)		**(784.06)**	**688.56**
Total Comprehensive Income for the year (A) + (B)		**(1,686.83)**	**(3,909.16)**
Earnings per equity share : Basic & Diluted			

For Sathish Ramdeni & Co.
Chartered Accountants
Firm Regn. No.0152295

Sd/-
Sathish Ramdeni
Proprietor
M.No.234854
UDIN: 26234854ALCSMS2502

Place : Hyderabad
Date : 29.05.2026

For and on behalf of the Board of
TMT (India) Limited

Sd/-
(TG Veera Prasad)
Managing Director
DIN: 01557951

Sd/-
(Bhim Shankaram Kanda)
Director
DIN: 00334059

Sd/-
(Ambati Venkata Ramana Murthy)
CFO

Sd/-
(SONAM JAIN)
Company Secretary
& Compliance Officer

Cash flow statement for the year ended on 31st March, 2026

Amount in Rs. Thousands

PARTICULARS		For the year ended 31.03.2026	For the year ended 31.03.2025
A. Cash from operating activities			
Net loss before tax		(902.78)	(4,597.72)
Adjustments:			
Add/(Less): Non Operating Items		-	-
Depreciation		-	-
Interest Received		-	-
Profit on sale of Investments		-	-
Investment Expenses		-	-
Loss on Written of Tangible Assets		-	158.37
Provision for Loss allowance		-	1,087.44
Operating loss before working capital changes		**(902.78)**	**(3,351.91)**
Change in Inventories		-	-
Change in non current assets		-	-
Change in Short term Loans		121.49	226.17
Change in trade receivables		-	
Change in other current assets		-	-
Change in Trade Payables		(1,358.88)	(1.10)
Change in other current liabilities		203.40	159.10
Cash (used in)/generated from operations		**(1,936.76)**	**(2,967.74)**
Income taxes paid		-	-
Net cash (used in) / generated from operating activities	**(A)**	**(1,936.76)**	**(2,967.74)**
B. Cash flows from investing activities:			
Proceeds from sale of Investments - India Reit		-	-
Purchases of Tangible assets		-	-
Interest received		-	-
Net cash used in investing activities	**(B)**	**-**	
C. Cash flows from financing activities			
Increase / (Decrease) in Borrowings		2,552.70	2,900.00
Subsidy (Karnataka Horticulture)		-	-
Finance charges paid		-	-
Net cash from financing activities	**(C)**	**2,552.70**	**2,900.00**
Net decrease in cash and cash equivalents	**(A+B+C)**	**615.94**	**(67.74)**
Cash and cash equivalents at the beginning of the year		**125.27**	**193.01**
Cash and cash equivalents at the end of the year		**741.21**	**125.27**

For Sathish Ramdeni & Co.
Chartered Accountants
Firm Regn. No. 0152295

For and on behalf of the Board of
TMT (India) Limited

Sd/-
Sathish Ramdeni
Proprietor
M.No.234854
UDIN: 26234854ALCSMS2502

Sd/-
(TG Veera Prasad)
Managing Director
DIN: 01557951

Sd/-
(Bhim Shankaram Kanda)
Director
DIN: 00334059

Sd/-
(Ambati Venkata Ramana Murthy)
CFO

Sd/-
(SONAM JAIN)
Company Secretary
& Compliance Officer

Place : Hyderabad
Date : 29.05.2026

Statement of Changes in Equity:

A. Equity Share Capital

Balance as on 01.04.2025	Changes due to prior errors	Restated balance as at 01.04.2025	Changes during the year	Balance as on 31.03.2026
49,538.00	-	49,538.00	-	49,538.00

Balance as on 01.04.2024	Changes due to prior errors	Restated balance as at 01.04.2024	Changes during the year	Balance as on 31.03.2025
49,538.00	-	49,538.00	-	49,538.00

B. Other Equity as at March 31, 2026

(Rs. in thousands)

Particulars	Reserves and Surplus				Other Comprehen-sive income	Total
	Securities Premium Reserve	Capital Reserve	State Subsidy	Retained Earnings		
Balance as at April 1, 2025	23,199.14	1,12,032.59	-	(2,53,217.97)	3,556.50	(1,14,429.74)
Profit for the year	-	-	-	(902.78)	-	(902.78)
Othr comprehensive income/(losses)	-	-	-	-	(784.06)	(784.06)
Balance as at 31st March, 2026	**23,199.14**	**1,12,032.59**	**-**	**(2,54,120.74)**	**2,772.44**	**(1,16,116.57)**

B. Other Equity as at March 31, 2025

(Rs. in thousands)

Particulars	Reserves and Surplus				Other Comprehen-sive income	Total
	Securities Premium Reserve	Capital Reserve	State Subsidy	Retained Earnings		
Balance as at April 1, 2024	23,199.14	1,12,032.59	-	(2,48,620.25)	3,556.50	(1,09,832.02)
Profit for the year	-	-	-	(4,597.72)	-	(4,597.72)
Othr comprehensive income/(losses)	-	-	-	-	688.56	688.56
Balance as at 31st March, 2025	**23,199.14**	**1,12,032.59**	**-**	**(2,53,217.97)**	**4,245.06**	**(1,13,741.18)**

For Sathish Ramdeni & Co.
Chartered Accountants
Firm Regn. No. 0152295

Sd/-
Sathish Ramdeni
Proprietor
M.No.234854
UDIN: 26234854ALCSMS2502

Place : Hyderabad
Date : 29.05.2026

For and on behalf of the Board of
TMT (India) Limited

Sd/-
(TG Veera Prasad)
Managing Director
DIN: 01557951

Sd/-
(Bhim Shankaram Kanda)
Director
DIN: 00334059

Sd/-
(Ambati Venkata Ramana Murthy)
CFO

Sd/-
(SONAM JAIN)
Company Secretary
& Compliance Officer

1. Ratio Analysis

Sl. No.	Ratio Type	Formula	Ratio
1	Current Asset Ratio	Current Assets/Current Liabilities	0.52
2	Debt Equity Ratio	Short Term Debt+Long Term Debt+ Other Fixed Payments / Share Holders Equity	(1.06)
3	Debt Service Coverage Ratio	Net Operating Income / Debt Services	(0.07
4	Return on Equity Ratio	Net Income / AverageShare Holders Equity	0.07
5	Inventory Turnover Ratio	Inventory Turnover Net Sales / Average Inventory at selling price	0.00
6	Trade Receivable Turnover Ratio	Net Credit Sales/Average Account Receivable	0.00
7	Trade Payable Turnover Ratio	Credit Purchase / Average Accounts Payable	0.00
8	Net Capital Turnover Ratio	Net Sales/Net Working Capital	0.00
9	Net Profit Ratio	Earing After Tax * 100 / Net Sales	0.00
10	Return on Capital Employed	EBIT / (Equity + Non current liabilities)	(1.26)
11	Return on Investment		
	ROI on Equity Investments(Reit)		0.00
	ROI on Equity Investments - Quoted shares		0.17

NOTE - 2 : NON CURRENT INVESTMENTS

Description	Figures at the end of March 31, 2026		Figures at the end of March 31, 2025	
	Rs.	Rs.	Rs.	Rs.
Quoted Investments:				
a) 50,000 Equity Shares of Rs.10/- each Fully paid in M/s Sree Rayalaseema Alkalies & Allied Chemicals Ltd		4,745.06		4,056.50
Add: Revaluation to fair value		(784.06)		688.56
		3,961.00		4,056.50
		-		-
Total:		**3,961.00**		**4,745.06**

Note:

The investment made by the company in 50000 equity shares of Rs.10/- each fully paid up in M/s. Sree Rayalaseema Alkalies and Allied Chemicals Ltd appearing in the balance sheet of the company were illegally transferred by third party and the same is being pursued by the company at appropriate forum.

NOTE - 3 : TRADE RECEIVABLES

Description	Figures at the end of March 31, 2026		Figures at the end of March 31, 2025	
	Rs.	**Rs.**	**Rs.**	**Rs.**
Outstanding for a period exceeding six months			-	-
Others				
Total		**-**		**-**
Notes:				
Particulars of Trade Receivables:				
Debtor Secured- Good		-		-
Debtor Unsecured- Good		-		-
Debtor with significant increase in Credit Risk		-		-
Debtor with Credit Impairment		-		-

Ageing of Trade receivables as on 31.03.2026

Particulars	Outstanding for following periods from due date payment					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables - considered good	-	-	-	-	-	-
(ii) Undisputed Trade Receivables - which have significant increase in credit risk -	-	-	-	-	-	
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk -	-	-	-	-	-	
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Less : Loss Allowance						
Total	**-**	**-**	**-**	**-**	**-**	**-**

Ageing of Trade receivables as on 31.03.2025

Particulars	Outstanding for following periods from due date payment					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables - considered good	-	-	-	-	-	-
(ii) Undisputed Trade Receivables - which have significant increase in credit risk -	-	-	-	-	-	
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk -	-	-	-	-	-	
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Less : Loss Allowance						
Total	**-**	**-**	**-**	**-**	**-**	**-**

NOTE - 4 : CASH & CASH EQUIVALENTS

(Rs. in thousands)

Description	Figures as at March 31, 2026		Figures as at March 31, 2025	
	Rs.	Rs.	Rs.	Rs.
Balances with Banks:				
- In Current Accounts		736.04		120.10
3220 Axis Bank C/a 9100200089 55537	85.71			
3223 HDFC 50200038846617		650.33		
Cash on hand		5.16		5.16
Total		**741.21**		**125.27**

NOTE - 5 : OTHER CURRENT ASSETS

Description	Figures as at March 31, 2026		Figures as at March 31, 2025	
	Rs.	Rs.	Rs.	Rs.
Advance Income Tax & TDS (Net of provision)		-		-
Corporate Loans & Advances		-		-
Advances to Suppliers/Contractors 5,060.55			5,060.55	
Asha Gandhi	-			
Omprakash Gandhi	-			
Sale Proceeds (Land)	-			
Rege Ingredea Pvt Ltd	3,678.23			
KEC International	1,087.44			
KEC International - Retention Money	294.88			294.88
Prepaid Expenses		10.85		20.93
Provision for Bad Debts Recovery (5,060.55)			(5,060.55)	
Advances for Expenses		-		-
Sundry debtors-Others		0.10		-
Input GST (Claimed & Unclaimed)		933.78		**1,054.68**
Total:		**954.12**		**1,075.61**

NOTE - 6 : SHARE CAPITAL

Description	Figures as March 31, 2026	Figures as March 31, 2025
Authorised:		
Equity shares		
1,00,00,000 Equity Shares of Rs.10/- each	1,00,000.00	1,00,000.00
(Previous Year: 1,00,00,000 equity shares of Rs.10/- each)		
Total:	**1,00,000.00**	**1,00,000.00**
Issued, Subscribed & Paid up:		
Equity shares		
49,53,800 Equity Shares of Rs.10/- each, fully paid up	49,538.00	49,538.00
(Previous year :49,53,800 Equity Shares of Rs. 10/- each, Fully paid up)		
Total:	**49,538.00**	**49,538.00**

6b) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year:

Description	Figures at the end of March 31, 2026		Figures at the end of March 31, 2025	
	No of shares (in thousands)	Amount	No of shares (in thousands)	Amount
Number of shares outstanding at the beginning of the year	4,953.80	49,538.00	4,953.80	49,538.00
Issued/converted during the year	-	-	-	-
Number of shares outstanding at the end of the year	**4,953.80**	**49,538.00**	**4,953.80**	**49,538.00**

6c) Shares of the Company held by Promoters:

Name of the Promoter	As at March 31, 2026			As at March 31, 2025		
	No of shares (in thousands)	% of Total Shares	% Change During the year	No of shares (in thousands)	% of Total Shares	% Change During the year
TG Naga Aruna Kumari	1,429	28.85	-	1,429	28.85	-
TG Veera Prasad	322	6.50	-	322	6.50	-
Naag Rohit	700	14.13	-	700	14.13	-

6d) Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

6e) Shares of the Company held by holding company:

Name of the shareholder	As at March 31, 2026		As at March 31, 2025	
	No of shares (in thousands)	%	No of shares (in thousands)	%
Nil				

6f) The details of shares in the Company held by each shareholder holding more than 5% shares.

Name of the shareholder	Financial Year 2025-26 March 31, 2026		Financial Year 2024-25 March 31, 2025	
	% of Shareholding	No. of Shares	% of Shareholding	No. of Shares
TG Naga Aruna Kumari	28.85	1,429.20	28.85	1,429.20
TG Veera Prasad	6.50	321.80	6.50	321.80
Naag Rohit	14.13	700.00	14.13	700.00

6g) In the period of five years immediately preceding 31 March 2025, the Company has neither issued bonus shares, bought back any equity shares nor has not allotted any equity shares as fully paid up without payment being received in cash.

6h) There are no shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment.

6i) The Company has not issued any shares for consideration other than cash during the period of five years immediately preceding the last balance sheet date

7) Other equity

Description		As at 31st March, 2026	As at 31st March, 2025
Retained earnings	(i)	(1,42,088.15)	(1,41,185.38)
Other items of other comprehensive income	(ii)	3,461.00	4,245.06
Securities Premium	(ii)	23,199.14	23,199.14
Total other equity		**(1,15,428.01)**	**(1,13,741.18)**

7i) Retained earnings

Description	As at 31st March, 2026	As at 31st March, 2025
Opening balance -Profit & Loss	(2,53,217.97)	(2,48,620.25)
Capital Reserve	1,12,032.59	1,12,032.59
Net profit for the period	(902.78)	(4,597.72)
Closing balance	**(1,42,088.15)**	**(1,41,185.38)**

7ii) Other items of other comprehensive income

Description	As at 31st March, 2026	As at 31st March, 2025
Opening balance	4,245.06	3,556.50
- Equity Instruments through other comprehensive income,Net	(784.06)	688.56
Closing balance	**3,461.00**	**4,245.06**

7iii) Securites Premium

Description	As at 31st March, 2026	As at 31st March, 2025
Opening balance	23,199.14	23,199.14
Additions During the Year	-	-
Less : Share issue expenses	-	-
Closing balance	**23,199.14**	**23,199.14**

Nature and purpose of other equity

(i) Retained earnings:

The cumulative gain or loss arising from the operations which is retained by the Company is recognized and accumulated under the heading of retained earnings alongwith Capital reserve. At the end of the year, the profit after tax is transferred from the statement of profit and loss to retained earnings.

NOTE - 2 : RESERVES & SURPLUS

Description	Figures at the end of March 31, 2025		Figures at the end of March 31, 2024	
	Rs.	Rs.	Rs.	Rs.
a) Capital Reserve				
as per last balance sheet		1,12,032.59		1,12,033
b) Securities Premium		23,199.14		23,199
c) State Subsidy		-		-
d) Surplus in Profit & Loss Account:				
Opening Balance	(2,48,620.25)		(2,45,189)	
Add: Profit/(Loss) for the year	(4,597.72)		(3,432)	
		(2,53,217.97)		(2,48,620)
e) Other Comprehensive Income(OCI)				
As per last Balance Sheet	3,556.50		4,383	
Add:Movementin OCI (Net) during the year	688.56		(826)	
		4,245.06		3,557
Total:		**(1,13,741.18)**		**(1,09,832)**

Note No - 7 Fixed Assets

Rs. In Thousands

S. No.	Particulars	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		As at 01.04.2025	Additions	Deletions	As at 31.03.2026	Up to 01.04.2025	For the year	Deletions	Up to 31.03.2026	As at 31.03.2026	As at 31.03.2025
1	Plant & Machinery	2,200.53	-	110.03	2,090.50	2,090.50	-	2,090.50	-	-	110.03
2	Furniture & Fixtures	248.64	-	-	248.64	236.20	-	-	236.20	12.43	12.43
3	Vehicles	1,127.94	-	48.34	1,079.60	1,079.60	-	1,079.60	-	-	48.34
4	Office Equipment	26.00	-	-	26.00	24.57	-	-	24.58	1.42	7.85
	TOTAL:	**3,603.10**	**-**	**158.37**	**3,444.74**	**3,430.88**	**-**	**3,170.10**	**260.78**	**13.85**	**178.65**
5	Capital WIP	-			-					-	-
	GRAND TOTAL:	**3,603.10**	**-**	**158.37**	**3,444.74**	**3,430.88**	**-**	**3,170.10**	**260.78**	**13.85**	**178.65**

NOTE - 8 : LONG TERM BORROWINGS

Description	Figures as at March 31, 2026	Figures as at March 31, 2025
Loans from Related Parties Unsecured Loans from Related Parties		
TGN Aruna Kumari	38,710.47	38,708.87
TGV Prasad	31,689.05	29,137.95
(Loan From Director and relatives are with no interest)		
Total	**70,399.53**	**67,846.82**
Additional Notes: Secured Unsecured		

NOTE - 9 : TRADE PAYABLES

Description	Figures as at March 31, 2026	Figures as at March 31, 2025
Trade Payables		
(a) Total outstanding dues of micro and small enterpriese		
(b) Total outstanding dues of creditors other than micro and small enterpriese	-	1,358.88
Total:	**-**	**1,358.88**

The trade payables ageing schedule as at March 31, 2026 as follows :

Particulars	Outstanding for following periods from due date payment						
	Not Due	Less than 6 months	6 months - 1 year	More than 1 year	More than 2 - 3 year	More than 3 Years	Total
(i) MSME			-	-	-		
(ii) Others			-	-	1,145.13	213.29	1,358.43
(iii) Disputed Dues-MSME			-	-	-		
(iv) Disputed Dues-Others			-	-	-		
Total			**-**	**-**	**1,145.13**	**213.29**	**1,358.43**

The trade payables ageing schedule as at March 31, 2025 as follows :

Particulars	Outstanding for following periods from due date payment						
	Not Due	Less than 6 months	6 months - 1 year	More than 1 year	More than 2 - 3 year	More than 3 Years	Total
(i) MSME			-	-	-		
(ii) Others			-	-	1,145.58	213.29	1,359.98
(iii) Disputed Dues-MSME			-	-	-		
(iv) Disputed Dues-Others			-	-	-		
Total			**-**	**-**	**1,145.58**	**213.29**	**1,359.98**

NOTE - 10 : OTHER CURRENT LIABILITIES

Description	Figures as at March 31, 2026		Figures as at March 31, 2025	
Advances from related parties		-		
Employees Salaries, Recoveries & Contributions to PF,ESI, Etc.		4.03	-	0.40
Sundry Creditor for Expenses		-	-	-
Statutory dues towards Sales Tax /GST & TDS		43.97	-	39.05
Rent Payable		136.20	-	65.40
Audit Fee Payable		140.40	-	135.00
Remuneration Payable to Directors		-	-	-
Retention Money Payable to SDPPL		-	-	301.56
Salaries & Wages Payable to Staff		19.80	-	180.36
Roopani Shiva Kumar		499.88		
Sateesh & Asociates		64.80		-
Other Laibility		**251.59**	**-**	**235.50**
G Mohit	-	-	-	-
VCCIPL	11.96		10.50	
BK & Associates	225.00	-	-	
Apeksha Arvind Jain	-		225.00	
CDSL	-	-	-	-
Lakshmi deepthi Ads	14.63	-	-	-
PT Payable - Company, Directors & Employees	-	-	-	
		1,160.67		**957.27**

NOTE - 11 : REVENUE FROM OPERATIONS

Description	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Sales	-	-
Work Done	**469.98**	-
Total:	**469.98**	**-**

NOTE - 12 : OTHER INCOME

Description	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Interest Income from India Reit Fund	-	-
Interest on Income tax		
Other Income	1,403.53	0.80
Subsidy	-	-
Total:	**1,403.53**	**0.80**

NOTE - 13 : EMPLOYEE BENEFIT EXPENSES

Description	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Remunaration /Directors	-	249.41
Salaries, Wages & Bonus & Arears	683.20	1,159.80
Bonus to employees	-	26.07
Bonus to Directors		50.00
Employee Insurance	-	45.14
Staff Welfare	0.00	1.67
Total:	**683.20**	**1,532.09**

NOTE - 14 : Finance Cost

Description	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Bank Charges & Commission	10.31	5.90
Note: During the Year an amount of Rs. 1,25,815/- have been charged to bank Charges by writing off the bank balances in inoperative/un tracable accounts		
Total:	**10.30**	**5.90**

NOTE - 15 : OTHER EXPENSES

Description	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Work Contract Expenses	427.25	-
Insurance	-	-
Rates & Taxes	5.00	7.50
Remuneration to Auditor	-	-
As Auditors	-	-
Statutory Audit - Audit Expenses	130.00	125.00
Internal Audit Expenses	-	-
Interest Expenses	-	7.89
Travelling expenses	-	-
Advertisement Charges	39.31	37.70
Postage, Telephone & Telex	118.00	118.13
Printing & Stationery	190.60	190.60
Legal & Professional Fees	727.00	710.11
Annual Listing Fee	325.00	325.00
Miscellaneous expenses - Note 1	39.12	121.09
Long Term Capital Loss	0.70	0.70
Expenses on Investment	17.79	-
Bad Debts Writeoff A/c	-	1,382.32
Provision for Loss allowance	-	-
Software Licence	3.00	15.00
Notary Charges	-	-
Rent	60.00	60.00
Round Off	-	0.00
Total:	**2,082.77**	**3,101.03**

Sub Schedule - Note 1 of Note 15

Miscellaneous expenses	Amount	Amount
Factory Maintenance	-	10.15
Miscellaneous Expenses 15.79		7.96
Annual Custody Fee	9.00	9.00
Annual General Meeting Expenses (AGM)	15.00	15.00
BSE - SOP Fines	-	26.00
E Voting Charges	6.00	7.04
E-Filling Charges	-	1.80
TDS Late Filling Fee	1.17	29.65
Unclaimed GST	-	6.66
6802 Prior Period Expenses	-	-
Total	**39.12**	**121.09**

Note No 16 -Exceptional Items - Expense/(Income)- Expected Credit Loss(ECL)

Description	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Advances Writen off	-	-
stock writtendown to NRV	-	-
Fixed Assets Writen off	-	-
Non Operating Bank Accounts Write off	-	-
Total:	**-**	**-**

TMT (INDIA) LIMITED

Notes to Accounts for the year ended March 31, 2026

Note: 17 - Accounting Policies under Ind AS:

(A) Significant Accounting Policies

1. Statement of Compliance and basis of preparation of Financial Statements

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) as notified by Ministry of Corporate Affairs, Government of India vide Notification dated February 16, 2015. Accounting policies have been applied consistently to all periods presented in these financial statements. The Financial Statements are prepared under historical cost convention from the books of accounts maintained under accrual basis except for certain financial instruments which are measured at fair value and in accordance with the Indian Accounting Standards prescribed under the Companies Act, 2013.

2. Application of Indian Accounting Standards (Ind-AS)

All Listed companies are required to adopt Ind AS.

All amounts included in the financial statements are reported in of Indian Rupees in thousands except number of equity shares and per share data, unless otherwise stated.

3. Use of estimates and judgment

The preparation of financial statements requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

4. Functional and presentation currency

These financial statements are presented in Indian rupees, the national currency of India, which is the functional currency of the Company.

5. Revenue Recognition

i) Trading Income

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discount and volume rebates. Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, it is probable that economic benefits associated with the transaction will flow to the entity, the associated costs incurred or to be incurred in respect of the transaction can be measured reliably and there is no continuing management involvement with the goods. The point of transfer of risks and rewards depends upon the terms of the contract of sale with individual customers.

Other Operating Revenue

The income relating to the core activities of the company which are not included in revenue from sales/services for e.g. dispatch earned, subsidy, claims against losses on trade transactions, interest on credit sales and trade related advances (other than on overdue) etc., which are derived based on the terms of related trade agreements with business associates or schemes on related trade, are accounted for under 'Other Operating Revenue'.

ii) Claims

Claims are recognized in the Statement of Profit & Loss (Net of any payable) on accrual basis including receivables from Govt. towards subsidy, cash incentives, reimbursement of losses etc, when it is not unreasonable to expect ultimate collection. Claims recognized but subsequently becoming doubtful are provided for through Statement of Profit and Loss. Insurance claims are accounted upon being accepted by the insurance company.

iii) Service Income

When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue associated with the transaction shall be recognized by reference to the stage of completion (Percentage of Completion Method) of the transaction at the end of the reporting period. The outcome of a transaction can be estimated reliably when all the following conditions are satisfied:-

a) The amount of revenue can be measured reliably;

b) It is probable that the economic benefits associated with the transaction will flow to the company;

c) The stage of completion of the transaction can be measured reliably;

Costs incurred for the transaction and to complete the transaction can be measured reliably.

iv) Dividend and interest income

Dividend income from investments is recognized when the Company's right to receive payment is established and it is probable that the economic benefits associated with the transactions will flow to the Company and the amount of income can be measured reliably.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

v) Revenue Recognition on Actual Realization

Revenue is recognized on accrual basis except in the following items which are accounted for on actual realization since realizability of such items is uncertain, in accordance with the provisions of Ind AS-115:-

a) Duty credit / exemption under various promotional schemes of EXIM policy in force, Tax credit, refund of custom duty on account of survey shortage, and refund of income-tax/service tax / sales-tax /VAT and interest thereon etc.

b) Decrees pending for execution/contested dues and interest thereon, if any:

c) Interest on overdue recoverable where realizability is uncertain.

d) Liquidated damages on suppliers/underwriters.

6. Property, Plant and Equipment

All Property, Plant and Equipment (PPE) are stated at carrying value in accordance with previous GAAP, which is used as deemed cost on the date of transition to Ind AS using the exemption granted under Ind AS 101.

The cost of an item of property, plant and equipment is recognized as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The cost of an item of PPE is the cash price equivalent at the recognition date. The cost of an item of PPE comprises:

i) Purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

ii) Costs directly attributable to bringing the PPE to the location and condition necessary for it to be capable of operating in the manner intended by management.

iii) The initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the company incurs either when the PPE is acquired or as a consequence of having used the PPE during a particular period for purposes other than to produce inventories during that period.

The carrying value of assets held by the company has fallen below the residual value and hence no depreciation has been charged.

7. Non-Current Assets Held for Sale

The company classifies a non-current asset (or disposal group of assets) as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. The non-current asset (or disposal group) classified as held for sale is measured at the lower of its carrying amount and the fair value less costs to sell.

8. Depreciation

The carrying value of assets held by the company has fallen below the residual value and hence depreciation has been charged on WDV basis.

9. Borrowing Costs

The Company capitalizes borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset as a part of the cost of the asset.

The Company recognizes other borrowing costs as an expense in the period in which it incurs them.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

10. Foreign currencies

Transactions in currencies other than the functional currency are recognized at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Foreign currency monetary items (except overdue recoverable where realizability is uncertain) are converted using the closing rate as defined in the Ind AS-21. Non-monetary items are reported using the exchange rate at the date of the transaction. The exchange difference gain/loss is recognized in the Statement of Profit and Loss.

Liability in foreign currency relating to acquisition of fixed assets is converted using the closing rate. The difference in exchange is recognized in the Statement of Profit and Loss.

11. Inventory

Inventories are valued at lower of cost or net realizable value.
Basis of determination of cost remain as follows: First in first out basis.

12. Provisions

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

13. Contingent Liabilities / Assets

Contingent Liabilities

Contingent liabilities are not recognized but disclosed in Notes to the Accounts when the company has possible obligation due to past events and existence of the obligation depends upon occurrence or non-occurrence of future events not wholly within the control of the company.

Contingent liabilities are assessed continuously to determine whether outflow of economic resources have become probable. If the outflow becomes probable then relative provision is recognized in the financial statements.

Where an entity is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability. The entity recognises a provision for the part of the obligation for which an outflow of resources embodying economic benefits is probable, except in the extremely rare circumstances where no reliable estimate can be made.

Contingent Assets

Contingent Assets are not recognized in the financial statements. Such contingent assets are assessed continuously and are disclosed in Notes when the inflow of economic benefits becomes probable. If it's virtually certain that inflow of economic benefits will arise then such assets and the relative income will be recognized in the financial statements.

14. Leases

Assets held under lease, in which a significant portion of the risks and rewards of ownership are transferred to lessee are classified as finance leases. Other leases are classified as operating leases. The company normally enters into operating leases which are accounted for as under:-

(i) Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease.

(ii) Where the company is a lessee, operating lease payments are recognized as an expense on a straight-line basis over the lease term. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

15. Employee benefits

i. Provision for gratuity, leave encashment/availment and long service benefits i.e. service award, compassionate gratuity and employees' family benefit scheme is made on the basis of actuarial valuation using the projected unit credit method. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to Statement of Profit or Loss.

ii. Provision for post-retirement medical benefit is made on defined contribution basis.

iii. Provident fund contribution is made to Provident Fund Trust on accrual basis.

iv. Payment of Ex-gratia and Notice pay on Voluntary Retirement are charged to revenue in the year incurred.

v. Short-term employee benefit obligations:

Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related service is provided. A liability is recognized for the amount expected to be paid under PLI / PRP Scheme, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

16. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit or loss and other comprehensive income/ statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

17. Impairment

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalue amount, in which case the impairment loss is treated as a revaluation decrease.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

At the end of each reporting period, the company reviews the carrying amounts of its tangible, intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, The Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Impairment of financial assets :

Financial assets, other than those at Fair Value through Profit and Loss (FVTPL), are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected. For Available for Sale (AFS) equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

i. Significant financial difficulty of the issuer or counter party;

ii. Breach of contract, such as a default or delinquency in interest or principal payments;

iii. It becoming probable that the borrower will enter bankruptcy or financial re-organization; or the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables, assets are assessed for impairment on individual basis. Objective evidence of impairment for a portfolio of receivables could include companies past experience of collecting payments, an increase in thenumber of delayed payments in the portfolio past the average credit period of zero days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets that are carried at cost, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables; such impairment loss is reduced through the use of an allowance account for respective financial asset. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognized.

De-recognition of financial assets

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, The Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss.

18. Earnings per share

Basic earnings per equity is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any shares splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

19. Discontinued operations

A discontinued operation is a component of the Company's business that represents a separate line of business that has been disposed off or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

20. Financial instruments

Non-derivative financial instruments consist of:

- financial assets, which include cash and cash equivalents, trade receivables, unbilled revenues, finance lease receivables, employee and other advances, investments in equity and debt securities and eligible current and non-current assets;
- financial liabilities, which include long and short-term loans and borrowings, bank overdrafts, trade payables, eligible current and non-current liabilities.

Non derivative financial instruments are recognized initially at fair value including any directly attributable transaction costs. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

a) Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents include cash in hand, at banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the statement of financial position, bank overdrafts are presented under borrowings within current liabilities.

b) Investments in liquid mutual funds, equity securities (other than Subsidiaries, Joint Venture and Associates) are valued at their fair value. These investments are measured at fair value and changes therein, other than impairment losses, are recognized in other comprehensive income and presented within equity, net of taxes. The impairment losses, if any, are reclassified from equity into statement of income. When an available for sale financial asset is derecognized, the related cumulative gain or loss recognized in equity is transferred to the statement of income.

c) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Loans and receivables are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables comprise trade receivables, unbilled revenues and other assets.

The company estimates the un-collectability of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

d) Trade and other payables

Trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short term maturity of these instruments.

21. Segment Information.

The company has only one reportable business segment, which is supply of designs and drawings and operates in a single business segment. Accordingly, the amounts appearing in the financial statements relate to the company's single business segment.

22. Prior Period Errors

Errors of material amount relating to prior period(s) are disclosed by a note with nature of prior period errors, amount of correction of each such prior period presented retrospectively, to the extent practicable along with change in basic and diluted earnings per share. However, where retrospective restatement is not practicable for a particular period then the circumstances that lead to the existence of that condition and the description of how and from where the error is corrected are disclosed in Notes to Accounts.

(B) Notes to the Financial Statements

1. General Information

The company has closed down the operations of Palmarosa cultivation and extraction of essential oil.

The Company has also closed down the trading operations of Garcinia, Curcumin and essential oils.

The Company could secure some civil works from the Indian Railways through its civil contractor M/s KEC International Limited. The ordered civil works were carried out by the Company through a sub-contractor M/s Sree Devi Prime Projects LLP and revenue also generated during the year of reporting.

2. Basis of preparation of Financial Statements

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) as notified by Ministry of Corporate Affairs, Government of India vide Notification dated February 16, 2015. Accounting policies have been applied consistently to all periods presented in these financial statements. The Financial Statements are prepared under historical cost convention from the books of accounts maintained under accrual basis except for certain financial instruments which are measured at fair value and in accordance with the Indian Accounting Standards prescribed under the Companies Act, 2013.

These financial statements are presented in Indian rupees, the national currency of India, which is the functional currency of the Company. All amounts included in the financial statements are reported in Indian rupees (in Rupees) except number of equity shares and per share data, unless otherwise stated.

The accounting policies have been applied consistently to all periods presented in these financial statements.

3. Use of estimates and judgment

The preparation of financial statements requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialised.

4. Commitments

(a) **Capital Commitments:** Estimated amount of contracts including foreign currency contracts net of advances remaining to be executed on capital account and not provided for is Rs.NIL (P.Y. Rs.NIL).

(b) **Other Commitments:** Estimated amount of contracts including foreign currency contracts net of advances remaining to be executed on account of external projects and not provided for is Rs.NIL (P.Y. Rs.NIL).

5. Financial Instruments- Fair Values and Risk Management

a. Financial Instruments by Categories

The following tables show the carrying amounts and fair values of financial assets and financial liabilities by categories. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(Amount in thousands as of March 31, 2026)

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Investments in Equity Shares-Quoted & Unquoted	3,961.00	-	-	3,961.00	3,961.00
Cash & Cash Equivalents (Ref Note No. 11)	741.21	-	-	741.21	741.21
Trade Receivable (Ref Note No. 10)	-	-	-	-	-
Loans to others (Ref Note No. 12)	-	-	-	-	-
Security Deposits (Ref Note No.9)	-	-	-	-	-
Other Financial Assets	-	-	-	-	-
Total	**4,702.21**		**-**	**4,702.21**	**4,702.21**
Liabilities:					
Trade Payable (Ref Note No.4)	-	-	-	-	-
Borrowings (Ref Note No 3)	70,399.53	-	-	70,399.53	70,399.53
Other Financial Liabilities	-	-	-	-	-
Total	**70,399.53**	**-**	**-**	**70,399.53**	**70,399.53**

(Amount in thousands as of March 31, 2025)

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Investments in Equity Shares- Quoted & Unquoted	4,745.06	-	-	4,745.06	4,745.06
Cash & Cash Equivalents (Ref Note No. 11)	125.27	-	-	125.27	125.27
Trade Receivable (Ref Note No. 10)	1,087.44	-	-	1,087.44	1,087.44
Loans to (Ref Note No. 12)	-	-	-	-	-
Security Deposits (Ref Note No.9)	-	-	-	-	-
Other Financial Assets	-	-	-	-	-
Total	**5,957.77**	**-**	**-**	**5,957.77**	**5,957.77**
Liabilities:					
Trade Payable (Ref Note No.4)	-	-	-	-	-
Borrowings (Ref Note No 3)	67,846.82	-	-	67,846.82	67,846.82
Other Financial Liabilities (Ref Note No.)	-	-	-	-	-
Total	**67,846.82**			**67,846.82**	**67,846.82**

b. Fair Value Hierarchy

- **Level 1** - Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active markets.
- **Level 2** - Level 2 hierarchy includes financial instruments measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- **Level 3** - Level 3 hierarchy includes financial instruments measured using inputs that are not based on observable market data (unobservable inputs).

The following tables present fair value hierarchy of assets and liabilities measured at fair value:

(Amount in thousands as at March 31, 2026)

Particulars	Level 1	Level 2	Level 3	Total	Valuation Technique and key inputs	Significant unobserv-able inputs
Financial Assets:						
Investments in Equity Shares	3,961.00	-	-	3,961.00	Measured at FVTOCI	-
Others (specify nature)	-	-	-	-	-	-
Derivatives designated as hedges	-	-	-	-	-	-
Foreign exchange forward contracts	-	-	-	-	-	-
Total	**3,961.00**	**-**	**-**	**3,961.00**	**-**	**-**
Financial Liabilities:	-	-	-	-	-	-
Derivatives designated as hedges	-	-	-	-	-	-
Foreign exchange forward contracts	-	-	-	-	-	-
Specify nature	-	-	-	-	-	-
Total	-	-	-	-	-	-

(Amount in thousand as at March 31, 2025)

Particulars	Level 1	Level 2	Level 3	Total	Valuation Technique and key inputs	Significant unobserv-able inputs
Financial Assets:						
Investments in Equity Shares	4,745.05	-	-	4,745.05	Measured at FVTOCI	-
Others (specify nature)	-	-	-	-	-	-
Derivatives designated as hedges	-	-	-	-	-	-
Foreign exchange forward contracts	-	-	-	-	-	-
Total	**4,745.05**	**-**	**-**	**4,745.05**	**-**	**-**
Financial Liabilities:	-	-	-	-	-	-
Derivatives designated as hedges	-	-	-	-	-	-
Foreign exchange forward contracts	-	-	-	-	-	-
Specify nature	-	-	-	-	-	-
Total	-	-	-	-	-	-

The investments shown in Schedule 6 includes Rs.5.00Lakhs towards 50,000 Equity Shares of Rs.10/- each in M/s Sree Rayalaseema Alkalis and Allied Chemicals Ltd. Due to fraudulent transfer of Company's shareholding in respect of the above shares, Company has filed a case before the Company Law Board and preferred an appeal against the CLB Order before the Hon High Court of Andhra Pradesh, for rectification of register of members. The Hon'ble High Court of Andhra Pradesh was pleased to allow the appeal filed by the Company Partially and remanded the matter to the Company Law Board (CLB), directing the CLB to adjudicate the matter afresh.

6. Financial risk management

The company's activities expose it to the following financial risks:

Market risk (see (a));

Credit risk (see (b)); and

Liquidity risk (see (c)).

The company has not arranged funds that have any interest rate risk.

a) Market risk

i. Foreign Exchange Risk

The company does not deal with import and export transactions and hence foreign exchange risk is not applicable to the Company.

ii. Price Risk

The company's exposure to price risk arise as the investments held by the company are classified in balance sheet at fair value through other comprehensive income.

As of March 31, 2026 and March 31, 2025, every increase or decrease of the respective equity prices would impact other component of equity by approximately INR 784 and 689 (in thousand) respectively. It has no impact on profit or loss.

b) Credit Risk

Credit risk refers to the risk of default on its obligation by a counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Accordingly, credit risk from trade receivables has been separately evaluated from all other financial assets in the following paragraphs.

Trade Receivables :

The company has outstanding trade receivables amounting to .0 and 0 (in thousands) as of March 31, 2026 and March 31, 2025, respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers.

We have made the provision under Expected Credit Loss (ECL) Method.

Credit risk exposure:

An analysis of age of trade receivables at each reporting date is summarized as follows:

(As at 31st March 2026, Amount Rs. in thousands)

Particulars	Gross amount	Provision	Carrying Value
Not past due	-	-	-
Past due less than 30 days	-	-	-
Past due more than 30 days but not more than 60 days	-	-	-
Past due more than 60 days but not more than 90 days	-	-	-
Past due more than 90 days but not more than 120 days	-	-	-
Past due more than 120 days	-	-	-
Due More than 360 days	0	0	-
Total	**0**	**0**	**-**

(As at 31st March 2025, Amount Rs.in thousands)

Particulars	Gross amount	Impairment	Carrying Value
Not past due	-	-	-
Past due less than 30 days	-	-	-
Past due more than 30 days but not more than 60 days	-	-	-
Past due more than 60 days but not more than 90 days	-	-	-
Past due more than 90 days but not more than 120 days	-	-	-
Past due more than 120 days	0	-	0
Due More than 360 days	-		-
Total	**0**	**-**	**0**

Trade receivables are generally considered credit impaired after 120 days past due, unless the amount is considered receivable, when recoverability is considered doubtful based on the recovery analysis performed by the company for individual trade receivables.

Financial assets:

Credit risk relating to cash and cash equivalents is considered negligible because our counter parties are banks. There will be no credit risk related to employee loans as they are adjusted against their salaries.

c) Liquidity Risk

Our liquidity needs are monitored on the basis of monthly and yearly projections. The company's principal sources of liquidity are cash and cash equivalents, cash generated from operations and availability of funding through an adequate amount of committed credit facilities to meet obligations when due.

Due to the dynamic nature of underlying businesses, the company maintains flexibility in funding by maintaining availability under committed credit lines.

Short term liquidity requirements consist mainly of sundry creditors, expense payable, employee dues arising during the normal course of business as of each reporting date. The company maintains sufficient balance in cash and cash equivalents to meet short-term liquidity requirements.

The company assesses long-term liquidity requirements on a periodical basis and manages them through internal accruals and committed credit lines.

The table below provides details regarding the contractual maturities of non-derivative financial liabilities.

(Amount in thousands as at March 31, 2026)

Particulars	Less than 6 months	6 months to 1 year	1-3 years	3-5 years	More than 5 years	Total
Trade Payables	-	-	-	-	-	-
Short term borrowings (cash credit)	-	-	-	-	-	-
Long Term Borrowings	891.6	1,661.10	9,749.96	6,997.70	51,099.16	70399.53
Other Financial Liabilities	-	-	-	-	-	-
Total	**1,300.00**	**1,600.00**	**6,849.96**	**6,997.70**	**51,099.16**	**70399.53**

(Amount in thousands as at March 31, 2025)

Particulars	Less than 6 months	6 months to 1 year	1-3 years	3-5 years	More than 5 years	Total
Trade Payables	-	-	-	-	-	-
Short term borrowings (cash credit)	-	-	-	-	-	-
Long Term Borrowings	1,300.00	1,600.00	6,849.96	6,997.70	51,099.16	67,846.82
Other Financial Liabilities	-	-	-	-	-	-
Total	**1,300.00**	**1,600.00**	**6,849.96**	**6,997.70**	**51,099.16**	**67,846.82**

7. Disclosure in respect of Indian Accounting Standard (Ind AS)-21 "The Effects of changes in Foreign Exchange Rates"

The company had not entered into any foreign currency transactions during the year.

8. Disclosure in respect of Indian Accounting Standard (Ind AS)-23 "Borrowing Costs"

The amount capitalized with Property, Plant & Equipment as borrowing cost is RS.NIL and RS.NIL for the year ended March 31, 2026.

9. Disclosure in respect of Indian Accounting Standard (Ind AS)-36 "Impairment of assets"

During the year, the company assessed the impairment loss of assets and ECL debited to Profit & Loss is Nil (in thousands) (P.Y. 158.37).

10. Disclosure in respect of Indian Accounting Standard (Ind AS)-20 "Accounting for Government Grants and Disclosure of Government Assistance"

The Company did not receive any Government Grants during the year and Previous year.

11. Disclosure in respect of Indian Accounting Standard (Ind AS)-19 "Employee Benefits"

The company has not provided for any employee benefits during the year.

12. Disclosure in respect of Indian Accounting Standard 24 "Related Parties Disclosures"

The following are the transactions of the related parties, which are related on account of shareholding by the Directors, key managerial personnel and their relatives, viz., Sri. T G Veera Prasad, Managing Director and his relatives and Associate Company M/s Eldorado Avenues Private Limited (formerly known as Dreamland Distillers Private Limited.

Related party transactions:

Enterprises in which Key Managerial Personnel has significant influence (Rs. In thousands)

Particulars	**31st March, 2026**	**31st March, 2025**
Eldorado Avenues Private Limited		
Balance at the beginning of the year	Nil	Nil
Additions for the year	Nil	Nil
Reductions for the year	Nil	Nil
Balance as at the year end	Nil	Nil
Prauna Agro Industries		
Balance at the beginning of the year	Nil	Nil
Additions for the year	Nil	Nil
Reductions for the year	Nil	Nil
Balance as at the year end	Nil	Nil
Arunoday Life Spaces Pvt., Ltd.,		
Balance at the beginning of the year	Nil	Nil
Additions for the year	Nil	Nil
Reductions for the year	Nil	Nil
Balance as at the year end	0.00	0.00

Key Managerial Personnel: (Rs. In thousands)

Particulars	**31st March, 2026**	**31st March, 2025**
Sri TG Veera Prasad		
Remuneration	NIL	NIL
Sundry Creditors		
Amount during the year	NIL	NIL
Balance as on	NIL	NIL
Sri AV Ramana Murthy (CFO)		
Remuneration	443.19	1110.00
Balance as on	NIL	Nil

Relatives of Key Managerial Personnel: (Rs. in lakhs)

Particulars	**31st March, 2026**	**31st March, 2025**
Sundry Creditors		
TGN Aruna Kumari		
Amount during the year	NIL	NIL
Balance as on	NIL	NIL

Unsecured loans taken: (Rs. In thousands)

Particulars	31st March, 2026	31st March, 2025
Sri TG Veera Prasad		
Opening Balance	29,137.95	27,387.95
Amount during the year	2,551.10	1750.00
Balance as on	**31,689.05**	**29,137.95**
Smt.TG Naga Aruna Kumari		
Opening Balance	38,708.87	37,558.87
Amount during the year	1.6	1,150.00
Balance as on	**38,710.47**	**38,708.87**

13. Disclosure in respect of Indian Accounting standard (Ind AS) 116 "Leases"

The company does not have any lease arrangements during the year.

14. Disclosure in respect of Indian Accounting Standard (Ind AS)-33 "Earnings Per Share(EPS)"

a) Basic EPS

The earnings and weighted average number of ordinary shares used in the calculation of basic EPS and Basic EPS is as follows:

(Amount in Rs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Earnings used in calculation of basic earnings per share(A)	(9,02,775)	(45,97,720)
Weighted average number of ordinary shares for the purpose of basic earnings per share(B)	49,53,800	49,53,800
Basic EPS(A/B)	(0.18)	(0.92)

b) Diluted EPS

The earnings and weighted average number of ordinary shares used in the calculation of Diluted EPS is as follows:

(Amount in Rs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Earnings used in calculation of basic earnings per share(A)	(30,57,035)	(34,31,517)
Weighted average number of ordinary shares for the purpose of basic earnings per share(B)	49,53,800	49,53,800
Basic EPS(A/B)	(0.62)	(0.69)

15. Approval of financial statements

The financial statements were approved by the board of directors and authorized for issue on 30-05-2025.

16. **Ratio Analysis**

Sl. No.	Ratio Type	Ratio
1	Current Asset Ratio	1.46
2	Debt Equity Ratio	(1.07)
3	Debt Service Coverage Ratio	(0.01)
4	Return on Equity Ratio	0.01
5	Inventory Turnover Ratio	0.00
6	Trade Receivable Turnover Ratio	0.00
7	Trade Payable Turnover Ratio	0.00
8	Net Capital Turnover Ratio	0.88
9	Net Profit Ratio	(192.09)
10	Return on Capital Employed	(0.20)
11	Return on Investment	0.0

17. Details of Additional Regulatory Information

i) Details of immovable properties **(Rs. in Lakhs)**

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value (Rs. in Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter*/ director or employee of promoter/ director	Property held since which date	Reason for not being held in the name of the Unit
PPE	Land- Free Hold Land	-	-	-	-	-
	Lease hold Land	-	-		-	-
	Building:	-	-		-	-
	Non Factory Building	-	-		-	-
	Factory Building	-			-	
Investment property	Land	-	-	-	-	-
	Building	-	-	-	-	-
Non current asset held for sale	Land	-	-	-	-	-
	Building	-	-	-	-	-
Others		-	-	-	-	-

18. In order to have better presentation the previous year's figures have been re-casted/restated/ reclassified, wherever necessary, to conform to current year's classification.

As per our report of even date attached

For Sathish Ramdeni & Co.,
Chartered Accountants
Firm Regn. No. 015229S

For and on behalf of the Board of
TMT (India) Limited

Sd/-
Sathish Ramdeni
Partner
M.No.234854
UDIN:

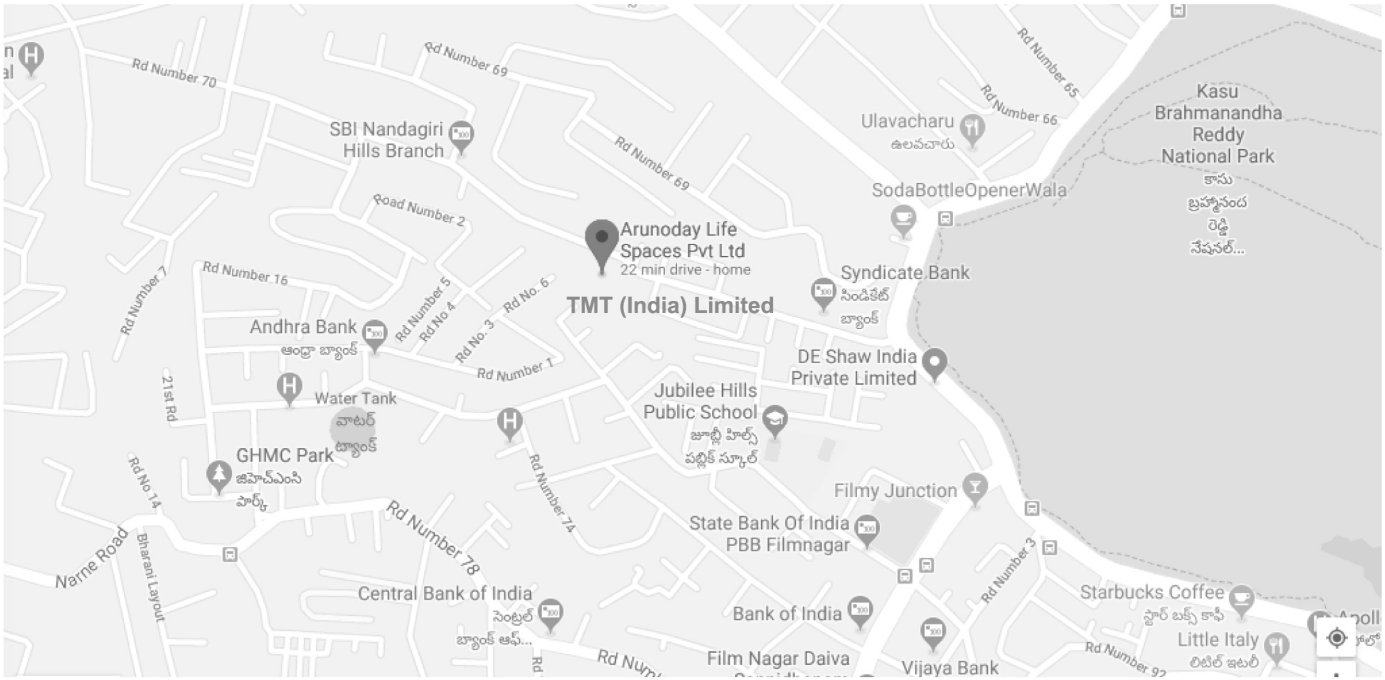
Sd/-
(TG Veera Prasad)
Managing Director
DIN: 01557951

Sd/-
(Bhim Shankaram Kanda)
Director
DIN: 00334059

Sd/-
(Ambati Venkata Ramana Murthy)
CFO

Sd/-
(SONAM JAIN)
Company Secretary
& Compliance Officer

Place : Hyderabad
Date : 29.05.2026



Kasu Brahmanandha Reddy National Park
Rd Number 65
Rd Number 66
Ulavacharu
SodaBottleOpenerWala
Rd Number 70
Rd Number 69
SBI Nandagiri Hills Branch
Road Number 2
Arunoday Life Spaces Pvt Ltd
22 min drive - home
TMT (India) Limited
Syndicate Bank
DE Shaw India Private Limited
Rd Number 7
Rd Number 16
Andhra Bank
Rd Number 5
Rd No 4
Rd No. 3
Rd No. 6
Rd Number 1
21st Rd
Water Tank
Jubilee Hills Public School
GHMC Park
Rd No 14
Rd Number 74
Filmy Junction
State Bank Of India PBB Filmnagar
Narne Road
Bharani Layout
Rd Number 78
Central Bank of India
Bank of India
Rd Number 3
Starbucks Coffee
Little Italy
Rd Number 92
Film Nagar Daiva
Vijaya Bank

NOTE

NOTE

BOOK-POST

If undelivered please return to :

TMT (India) Limited
Regd Off: 1st Floor, Punnaiah Plaza, Road No. 2,
Banjara Hills, Hyderabad, Telangana - 500 034