

# **TCI**

## **INDUSTRIES LIMITED**



**51st**  
**Annual Report**  
**2015-2016**

**51st  
Annual General Meeting**

Date : August 2, 2016  
at 12.00 Noon

Venue : FTAPCCCI Auditorium, Ground Floor,  
The Federation of Telangana and Andhra Pradesh  
Chambers of Commerce and Industry,  
Federation House, FAPCCI Marg, Red Hills,  
Hyderabad – 500 004.

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## TCI INDUSTRIES LIMITED

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### CORPORATE INFORMATION

#### BOARD OF DIRECTORS

Sushil Kumar Jiwrajka (*Chairman*)  
S. N. Agarwal  
(*Resigned w.e.f. 20.05.2016*)  
D. P. Agarwal  
Mahendra Agarwal  
Ashok Kumar Agarwal  
Vikas Agarwal  
Ashish Agarwal  
Utsav Agarwal  
Ravi Shanker Jhunjunwala  
Siddharth Mehta  
Dr. Vaijayanti Pandit  
Sunil K. Warkerkar (*Executive Director*)  
Siddhartha Agarwal  
(*Additional Director w.e.f. 20.05.2016*)

#### AUDITORS

**M/s. R.S. Agarwala & Co.**  
Chartered Accountants  
28, Black Burn Lane,  
3rd Floor, Roop Bhavan Building,  
Kolkata – 700 012

#### SHARE TRANSFER AGENT

**M/s. Bigshare Services Pvt. Ltd.**  
E-2 & 3, Ansa Industrial Estate,  
Saki-Vihar Road, Sakinaka,  
Andheri (E), Mumbai – 400 072.  
Tel.: 022-4043 0200,  
Fax: 022 – 2847 5207  
E-mail: investor@bigshareonline.com

#### BANKERS

HDFC Bank  
YES Bank

#### LISTED AT

BSE Limited

#### BOARD COMMITTEES

- 1. Audit Committee**  
Ravi Shanker Jhunjunwala (Chairman)  
Sushil Kumar Jiwrajka  
Vikas Agarwal
- 2. Stakeholder's Relationship Committee**  
Dr. Vaijayanti Pandit (Chairperson)  
Ashok Agarwal  
Ashish Agarwal  
S. K. Warkerkar
- 3. Nomination And Remuneration Committee**  
Siddharth Mehta (Chairman)  
Ravi Shanker Jhunjunwala  
Sushil Kumar Jiwrajka  
M. K. Agarwal
- 4. Risk Management Committee**  
S. K. Warkerkar (Chairman)  
Vikas Agarwal  
Ashish Agarwal

#### REGISTERED OFFICE

1-7-293, Mahatma Gandhi Road,  
Secunderabad – 500 003.  
Tel.: 040-27845613, Fax: 040-27894284  
E-mail: inv.complaint@tciil.in, tci@mtnl.net.in  
Website: www.tciil.in  
CIN: L74999TG1965PLC001551

#### CORPORATE OFFICE

Near Colaba Fire Brigade,  
N. A. Sawant Marg, Colaba,  
Mumbai – 400 005.  
Tel. 022-2282 2340/5581  
Telefax: 022-2282 5561

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## TCI INDUSTRIES LIMITED

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### NOTICE

Notice is hereby given that the FIFTY FIRST Annual General Meeting of the members of the **TCI INDUSTRIES LIMITED** will be held on Tuesday, August 02, 2016 at 12.00 Noon at FTAPCCCI Auditorium, Ground Floor, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, FAPCCI Marg, Red Hills, Hyderabad – 500 004 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2016 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dharmपाल Agarwal (DIN: 00084105), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ashok Kumar Agarwal (DIN: 01237294), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Vikas Agarwal (DIN: 00052738), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** M/s. R S Agarwala & Co., Chartered Accountants, (ICAI Registration No. 304045E), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

### SPECIAL BUSINESS

6. **Reclassification of Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any amendment thereto or re-enactment thereof for

the time being in force, the Authorised Share Capital of the Company be and is hereby reclassified from the existing Rs. 160,000,000/- (Rupees Sixteen Crores only) divided into 15,000,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 100,000 (One Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each to Rs. 160,000,000/- (Rupees Sixteen Crores only) divided into 8,000,000 (Eighty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 800,000 (Eight Lacs) Preference Shares of Rs. 100/- (Rupees One Hundred only) each.

**RESOLVED FURTHER THAT** pursuant to section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Capital Clause 5 of the Memorandum of Association of the Company be altered and substituted by the following clause:

#### Clause – 5

‘The Authorised Share Capital of the Company is Rs. 160,000,000/- (Rupees Sixteen Crores only) divided into 8,000,000 (Eighty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 800,000 (Eight Lacs) Preference Shares of Rs. 100/- (Rupees One Hundred only) each with power to increase or reduce the capital of the Company and to divide, sub-divide or consolidate its shares from time to time in such manner as is permitted under the Companies Act, 2013. Upon any increase in capital, the Company is at liberty to issue any new shares in priority to other shares present and future with any preferential, deferred, qualified or special privileges or conditions attached thereto.’

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard.”

7. **Alteration of the Capital Clause in the Articles of Association of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or any re-enactment thereof), the Article 4 of the Articles of Association of the Company be altered and substituted by the following clause:

**Article – 4**

'The Authorised Share Capital of the Company is Rs. 160,000,000/- (Rupees Sixteen Crores only) divided into 8,000,000 (Eighty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 800,000 (Eight Lacs) Preference Shares of Rs. 100/- (Rupees One Hundred only) each with power to increase or reduce the capital of the Company and to divide, sub-divide or consolidate its shares from time to time in such manner as is permitted under the Companies Act, 2013.'

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard."

**8. Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof, for the time being in force, the draft form of the regulations contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution and the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**9. Issue of Redeemable Preference Shares on preferential basis to the Promoter(s) and Promoter Group Companies**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 43, 55 and 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment(s) thereof), for the time being in force (the "Companies Act") read with Companies (Share Capital and Debentures) Rules, 2014, the regulations/guidelines, if any, issued/prescribed by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India, the Foreign Exchange Management Act, 2000, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof, the Master Circular on External Commercial Borrowings and Trade Credits, as applicable, (updated as on date) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, as applicable, subject to such terms and conditions, alteration and modifications as may be considered appropriate and agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board), the consent of the Company be and is hereby accorded to the Board to create, offer, issue, invite to subscribe and allot, in one or more tranches, through private placement and / or on preferential basis, such number of Preference Shares of Face Value of Rs.100/- (Rupees One Hundred only) each, at an issue price of Rs. 400/- (Rupees Four Hundred only) including premium of Rs. 300/- (Rupees Three Hundred), for an aggregate value not exceeding Rs. 250,000,000/- (Rupees Twenty Five Crores only), as Non-Convertible Redeemable Preference Shares ["NCRPS"], to below mentioned Promoter(s)/ Promoter Group Companies, for cash or in lieu of extinguishment of amount due on account of Advances received against proposed property development to the Promoter(s) / Promoter Group Companies & Unsecured Interest free loans received from Promoter Directors, with such rights and privileges and on such terms and conditions as detailed in the explanatory statement annexed to the Notice convening this meeting including but not limited as to the rate of dividend, redemption period, manner of redemption, if any, by the Company in this regard and to modify, alter and re-set all or any of the said terms from time to time, as the Board at its absolute discretion deem fit and appropriate.

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Sl. No.	Name	No. of NCRPS	% of total no. of NCRPS
1.	ABC India Limited	18400	2.94
2.	Sweta Financial Services Private Limited	39006	6.24
3.	Chander Agarwal	36175	5.79
4.	Dharpal Agarwal	41768	6.68
5.	Vineet Agarwal	35962	5.75
6.	Bhoruka Investment Limited	25000	4.00
7.	Transcorp Enterprises Limited	6250	1.00
8.	Transcorp Estates Private Limited	50000	8.00
9.	Ayan Fintrade Private Limited	7157	1.15
10.	Mahendra Investment Advisors Private Limited	33190	5.31
11.	Mahendra Agarwal	61655	9.86
12.	Bhoruka Aluminium Limited	54175	8.67
13.	Utsav Agarwal	24700	3.95
14.	Kanika Agarwal	37500	6.00
15.	Nidhi Agarwal	37500	6.00
16.	Umah Agarwal	27187	4.35
17.	Bhoruka Capital Limited	10245	1.64
18.	Ved Prakash & Sons HUF	62175	9.95
19.	Vikas Agarwal	2825	0.45
20.	Pushpa Agarwal	14130	2.26
	<b>Total</b>	<b>625000</b>	<b>100.00</b>

**RESOLVED FURTHER THAT** the said Non-Convertible Redeemable Preference Shares shall not be convertible into equity shares and accordingly the same shall not be listed with any Stock Exchange.

**RESOLVED FURTHER THAT** in accordance with the provisions of section 43 of the Companies Act, 2013, the Preference Shares shall be non-participating, non-convertible, non-cumulative, redeemable, carry a preferential right vis-a-vis ordinary share of the Company, with respect to payment of dividend and repayment in case of a winding up only.

**RESOLVED FURTHER THAT** the Board of Directors of the Company is authorized to do all the things necessary to give effect to the above resolution, including addition or deletion to the list of investors or addition or deletion in the number of shares offered.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and action and give such directions as may be in absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the members or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

### 10. Appointment of Mr. Siddhartha Agarwal (holding DIN: 00225871) as Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013, Mr. Siddhartha Agarwal, holding DIN 00225871, who was appointed as an Additional Director with effect from May 20, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and as per the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

### NOTES

1. (A) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (B) Proxy form is enclosed which should be deposited at the Registered office of the company duly completed and signed not less than 48 hours before the commencement of the meeting.
- (C) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share to the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as

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## TCI INDUSTRIES LIMITED

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- proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
  3. The members are requested to intimate any change in their address with PIN Code, immediately and quote Folio Number in all correspondence. They are also requested to bring their copy of Annual Report while coming to the meeting.
  4. Members who hold shares in dematerialised form are requested to bring their client ID and DP ID Numbers for easy identification of attendance at the meeting.
  5. The shares of the Company have been dematerialised (ISIN No. INE 920B01019) and presently traded in electronic form.
  6. The Name of the Company has been changed from Transport Corporation of India Ltd. to TCI Industries Limited w.e.f. 29/01/1999.
  7. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 25<sup>th</sup> July, 2016 to Tuesday, 2<sup>nd</sup> August, 2016 (both days inclusive)
  8. The members are requested to note that the Company's Registrar and Share Transfer Agent is **Bigshare Services Private Limited, E/2 & 3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai 400 072**. The members are requested to lodge their shares for transfer, transmission, splitting, consolidation etc. directly to them. The members are also requested to register their e-mail Id with their depositories and or with the RTA.
  9. **THOSE MEMBERS WHO HAVE NOT SURRENDERED THEIR OLD CERTIFICATES FOR EXCHANGE TO OBTAIN THEIR NEW SHARE CERTIFICATES OF FOUR COMPANIES INCLUDING THIS COMPANY ARE REQUESTED TO SURRENDER THE SAME AT THE CORPORATE OFFICE ADDRESS OF THE COMPANY AT MUMBAI.**
  10. The shares of the Company are at present listed on BSE Limited. The Company has made payment of the listing fees to Stock Exchange in time.
  11. A Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to the Special Business mentioned in the accompanying Notice is annexed hereto.
  12. Electronic copy of the Notice convening the 51<sup>st</sup> Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance slip and Proxy form is being sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 51<sup>st</sup> Annual General Meeting of the Company, along with the Annual Report, the process of e-voting and the Attendance slip and Proxy form is being sent to the members in the permitted mode.
- 13. Voting through Electronic means**
- I) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Reg. 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
  - II) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV) The remote e-voting period commences on 30<sup>th</sup> July, 2016 (9:00 am) and ends on 1<sup>st</sup> August, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26<sup>th</sup> July, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - V) The process and manner for remote e-voting are as under:
    - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)/RTA]:

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- (i) Open email and open PDF file viz; "TCI Industries e-Voting.pdf" with your Client ID as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of "TCI Industries Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [info@vkbajajassociates.com](mailto:info@vkbajajassociates.com) or [tcj@mtnl.net.in](mailto:tcj@mtnl.net.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Annual Report [for members whose email IDs are not registered with the Company/Depository Participants(s)/RTA or requesting physical copy]:
- (i) EVEN (Remote e-Voting Event Number), USER ID and PASSWORD is provided at the middle of the Remote e-Voting Form as annexed to the Annual Report:
- EVEN** (Remote e-Voting Event Number)  
**USER ID :**           **PASSWORD/PIN**
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 26<sup>th</sup> July, 2016.
- X) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 26<sup>th</sup> July, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII) Mr. Vasanth Bajaj, Company Secretary and Proprietor M/s. V.K. Bajaj & Associates, Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.



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XIV) Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.tciil.in](http://www.tciil.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By Order of the Board  
For **TCI Industries Limited**

**Amit A. Chavan**  
Asst. Company Secretary & CFO  
M. No. A38369

Place : Mumbai  
Date : May 20, 2016

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### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

#### Item Nos. 6 & 7

The present Authorized Share Capital of the Company is Rs. 160,000,000 (Rupees Sixteen Crores only) divided into 15,000,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 100,000 (One Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred only) each. The Board has proposed to issue Redeemable Preference Shares on preferential basis to the Promoter(s). This proposal has been presented under Item No. 9 of this notice for your approval. Thus, in order to accommodate the said issue and any future capital requirements the Board proposes to reclassify the Authorized Share Capital of the Company from Rs. 160,000,000/- (Rupees Sixteen Crores only) divided into 15,000,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 100,000 (One Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred only) each to Rs. 160,000,000/- (Rupees Sixteen Crores only) divided into 8,000,000 (Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 800,000 (Eight Lakhs) Preference Shares of Rs. 100/- (Rupees One Hundred only) each.

Your Board of Directors is of the view that instead of increasing the Authorised Share Capital of the Company, it is prudent to reclassify the part of the unissued existing Equity Shares into Preference Shares of the Company.

Consequently, it is proposed to make appropriate alterations in the Memorandum and Articles of Association of the Company to reflect the changes in the Authorised Share Capital of the Company.

The Board recommends Resolutions at item Nos. 6 & 7 of the Notice for your approval.

None of the directors or KMP or relatives of Directors and KMP are in any way concerned with or interested financially or otherwise in the resolutions at item nos. 6 & 7 of the accompanying notice.

#### Item No. 8

The Articles of Association ("AoA") of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 ("the Act").

Substantive sections of the Act which deals with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

A copy of the proposed set of new AoA of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting.

The Board recommends the Resolution at Item No. 8 of the Notice for your approval.

None of the directors or KMP or relatives of Directors and KMP are in any way concerned with or interested financially or otherwise in the resolution at item no. 8 of the accompanying notice.

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### Item No. 9

In the past the Company has accepted Rs. 211,297,400/- (Rupees Twenty One Crore Twelve Lakhs Ninety Seven Thousand Four Hundred only) as Advances against proposed property development from Promoter & Promoter Group Companies and Rs. 9,850,000 (Rupees Ninety Eight Lakhs Fifty Thousand only) as Interest free unsecured loans from Promoters-Directors in order to meet the Company's expenses and operations.

Since the Advances against proposed property development have been given since many years and the development of property is held up due to the litigation, the Company thought it prudent to convert the same into Non-convertible Redeemable Preference Shares so that the Company will not have to refund the same in near future for which it does not have any resources at present. The Board considers it necessary to strengthen the capital of the Company. The reason for the passing of this special resolution is to provide the Company with a mechanism to raise cost effective capital to pare debt as part of a general capital management programme which, in the opinion of the Directors, is deemed appropriate for the activities of the Company, without diluting the Ordinary Share Capital of the Company.

The information as desired vide Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 are furnished below:-

1. The said Preference Shares shall be non-cumulative, non-participating and non-convertible.
2. The following are objects of the issue:
  - a. To convert and/or repay the Advances against proposed property development received from Promoter & Promoter Group Companies and Interest free unsecured loans received from Promoter-Directors of the Company.
  - b. To meet working capital requirements of the Company and
  - c. General corporate purpose.
3. The NCRPS will be issued and offered through private placement and / or on preferential basis in accordance with the applicable provisions of the Companies Act, 2013.

### 4. Other terms:-

Issue Size	Upto 6,25,000 NCRPS for an aggregate value not exceeding Rs. 25 Crores.
Issue Price	NCRPS will be issued at Rs. 400/- (including premium of Rs. 300/-).
Offer Period	To be determined by the Board.
Rate of Dividend	The said preference shares shall not carry any dividend
Terms of Redemption	The said preference shares will be redeemed at a premium of 18 % [simple] p.a. in accordance with the relevant provisions of the Companies Act, 2013, out of profits available for distribution as dividend and /or by issue of fresh shares, in one or more tranches at the option of the Company only.
Tenure of NCRPS	To be redeemed within a period of 20 years.
Expected dilution in equity share capital upon conversion of preference shares	Nil, since the NCRPS are non-convertible.

The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42, 55 and 62 of the Act read with the Rules made there under, for the issue of Non-Convertible Redeemable Preference Shares ["NCRPS"] of face value of Rs. 100/- at an issue price of Rs. 400/- (Rupees Four Hundred Only) including premium of Rs. 300/- (Rupees Three Hundred Only), for cash or in lieu of the extinguishment of the amount due on account of Advances received against proposed property development & Interest free Unsecured Loans, in one or more tranches to the Promoters/ Promoter Group Companies, through private placement and / or on preferential basis.

As the securities proposed to be issued by this resolution are "Non-Convertible Redeemable Preference Shares", the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), are not applicable.

The Board recommends the Resolution at Item No. 9 of the Notice for approval by the members of the Company.

Except the Promoter Directors and their relatives (to the extent of their directorship / shareholding interest in the Company and / or other promoter entities), no other Director or KMP is concerned or interested, financially or otherwise, in passing of this resolution.

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**TCI INDUSTRIES LIMITED**

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**Item No. 10**

Mr. Siddhartha Agarwal was appointed as an Additional Director of the Company w.e.f. May 20, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and as per Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 he holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received a request in writing from a member of the Company along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director. The Board feels that presence of Mr. Siddhartha Agarwal on the Board is desirable and would be beneficial to the Company and hence recommend Resolution at Item No. 10 of the Notice for approval by the members of the Company.

Except Mr. Siddhartha Agarwal, no other Director or KMP or relatives of Directors and KMP are in any way concerned with or interested financially or otherwise in the resolution at item no. 10 of the accompanying notice.

By Order of the Board  
For **TCI Industries Limited**

**Amit A. Chavan**  
Asst. Company Secretary & CFO  
M. No. A38369

Place : Mumbai  
Date : May 20, 2016

## TCI INDUSTRIES LIMITED

### ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING Information regarding appointment and re-appointment of Director

Name of The Director	Mr. Dharpal Agarwal	Mr. Ashok Kumar Agarwal	Mr. Vikas Agarwal	Mr. Siddhartha Agarwal
Date of Birth	24/08/1950	05/11/1955	07/02/1973	29/04/1975
Nationality	Indian	Indian	Indian	Indian
Date of Appointment	03/05/1972	10/09/1996	13/03/1999	20/05/2016
Qualifications	Mr. D. P. Agarwal is a Graduate.	Mr. Ashok Kumar Agarwal is a qualified Doctor.	Mr. Vikas Agarwal is a Bachelor of Science in Industrial Management & Economics from Carnegie Mellon University, Pittsburgh, USA.	Mr. Siddhartha Agarwal is a Bachelor of Science in Economics and Industrial Management from Carnegie Mellon University, USA and also graduated from the OPM program at Harvard Business School.
Expertise in specific Functional Areas	Mr. Dharpal Agarwal is the Vice-Chairman and Managing Director of Transport Corporation of India Limited. Mr. Agarwal has been associated with the transport industry for more than 51 years. He has been contributing in developing the unorganized logistics sector into an organized one.	Mr. Ashok Kumar Agarwal has vast experience in diverse businesses like infrastructure projects, finance and health management. He is a Trustee of Indian Institute of Health Management Research, a WHO accredited centre and also a pioneer in health management education in the country.	Mr. Vikas Agarwal is the first generation entrepreneur and the Founder - Director of Boruka Classic Finance Pvt Ltd. He has also founded a Telecom Company which is into building of Active and Passive Telecom Infrastructure for wireline and wireless Communication. He has over 20 years of extensive experience in the fields of Textiles, Telecom, Finance and Real estate and also holds directorships in some unlisted companies in these sectors.	Mr. Siddhartha Agarwal worked with a renewable energy Company in its project division to work on setting up two mini hydel power projects and also with a infrastructure development Company to construct a rail over bridge in North India. He thereafter moved on to set up the real estate business of the Boruka group and built a 5 lakh sq.ft. tech park in Bengaluru, the next phase of which is currently being planned. He is Managing director of Boruka Park Pvt. Ltd. He was involved in a project in Australia to set up an edible oil extraction / refinery plant.
Directorships Held in other Companies	<ol style="list-style-type: none"> <li>1. Transport Corporation of India Limited</li> <li>2. Boruka power Corporation Limited</li> <li>3. Jay Bharat Maruti Limited</li> <li>4. TCI Developers Limited</li> <li>5. TCI Express Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Transcorp International Limited</li> <li>2. TCI Infrastructure Finance Limited</li> <li>3. ABC India Limited</li> <li>4. Transcorp Enterprises Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Transcorp Enterprises Limited</li> <li>2. Boruka Textiles Limited</li> <li>3. Boruka Capital Limited</li> <li>4. TCI Telenet Solutions Private Limited</li> <li>5. MNM Trading Solutions Private Limited</li> <li>6. Boruka Classic Finance Private Limited</li> <li>7. TCI HI-ways Private Limited</li> <li>8. Vonken Technologies Private Limited</li> <li>9. BMP eGroup Solution Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Boruka Park Private Limited</li> <li>2. Prabhu Structures Limited</li> <li>3. Boruka Park Investments India Private Limited</li> <li>4. Boruka Mines Private Limited</li> <li>5. Riverina Oils India Private Limited</li> <li>6. Bhuruka Gases Investments India Private Limited</li> <li>7. Boruka Power Holdings Private Limited</li> </ol>
Committee position held in other Companies	<ol style="list-style-type: none"> <li>1. Audit Committee- a) Jay Bharat Maruti Limited</li> <li>2. Stakeholders' relationship committee- NIL</li> </ol>	<ol style="list-style-type: none"> <li>1. Audit Committee - NIL</li> <li>2. Stakeholders' relationship committee- NIL</li> </ol>	<ol style="list-style-type: none"> <li>1. Audit Committee -NIL</li> <li>2. Stakeholders' relationship committee- NIL</li> </ol>	<ol style="list-style-type: none"> <li>1. Audit Committee -NIL</li> <li>2. Stakeholders' relationship committee- NIL</li> </ol>
No. of Shares held in the company	15700	503	23390	12497

## TCI INDUSTRIES LIMITED

### DIRECTORS' REPORT

#### Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the Fifty First Annual Report and the Audited Statement of Accounts of **TCI Industries Limited** ("the Company") for the year ended March 31, 2016.

#### Financial Performance

The summarized standalone results of your Company are given in the table below. (Rs. In '000)

Particulars	Financial Year ended	
	Standalone	
	31/03/2016	31/03/2015*
Total Income	30102	12262
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	(4209)	(3962)
Finance Charges	-	-
Depreciation	(323)	734
Provision for Income Tax (including for earlier years)	-	-
Net Profit/(Loss) After Tax	(4532)	(4696)
Profit/(Loss) brought forward from previous year	(247427)	(242495)
Add: Adjustment as per Sch II to the Companies Act, 2013	-	(236)
Profit/(Loss) carried to Balance Sheet	(251959)	(247427)

\*previous year figures have been regrouped/rearranged wherever necessary.

#### Performance Review

During the year under review, your Company achieved higher revenue of Rs. 301.02 lakhs as compared to previous year of Rs. 122.62 lakhs, which was mainly due to increase in textile trading revenue by 260.80%. The revenue from services income also increased by 55.31%. The Net Loss After Tax reduced slightly to Rs. 45.32 lakhs as compared to Rs. 46.96 lakhs in previous year.

Due to increase in employee benefit expenses and other expenses including Legal/professional fees, repairs & maintenance, security expenses etc. the loss remain at the same level of previous year.

#### Company's Property at Colaba – Mumbai

As stated in earlier reports, the SLP filed by the Company in Supreme Court, challenging the order of the Bombay High Court in the matter of refusal by Municipal Corporation

of Greater Mumbai to the plans submitted by the company on the main ground of objection raised by Indian Navy, was admitted and is pending for hearing. As Stated in the earlier reports, the Company's SLP in the Supreme Court challenging the order of Bombay High Court in the matter of jurisdiction of the Monitoring committee on the ground that the company's property being in CRZ II area, Development Control Rules 1967 are applicable and not the Development Control Regulations 1991, was admitted by the Supreme Court and further proceedings of the Committee have been stayed.

#### Outlook

The management is making efforts to increase the revenue from services by giving more thrust to this segment and it is expected that with the increased revenue, the Company will be able to reduce the loss in the current financial year.

#### Dividend

In view of losses suffered by the Company, your Directors do not recommend any dividend for the year under review.

#### Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

There was no significant and material order passed by the regulators or courts or tribunals which may impact the going concern status and company's operations in future.

#### Deposits

During the year under review, your Company has not accepted any deposits under the provisions of Chapter V of the Companies Act, 2013 and the rules made there under.

#### Internal Financial Controls

The Company has in place adequate financial controls with reference to financial statements. The Internal financial controls commensurate with the size and nature of business of the Company. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

#### Directors and Key Managerial Personnel

During the year under review Mr. Amit A. Chavan was appointed as Asst. Company Secretary and Chief Financial Officer of the Company with effect from June 15, 2015.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Siddhartha Agarwal was appointed as Additional Director designated as Non-Executive Director w.e.f. May 20, 2016 and he shall hold office up to the date of the ensuing Annual General Meeting. The Company has received requisite notice in writing from member proposing Mr. Siddhartha Agarwal for appointment as Director of the Company.

Further, pursuant to the applicable provisions of the Companies Act, 2013 and in accordance with the Articles

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## TCI INDUSTRIES LIMITED

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of Association of the Company, Mr. Dharmpal Agarwal, Mr. Ashok Kumar Agarwal, and Mr. Vikas Agarwal, Directors retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board recommends their re-appointment.

Brief Resume of the Directors, nature of expertise in specific functional areas, names of companies in which the Directorship is held and the membership of the Committees of the Board and their shareholdings in the Company are given in the Notice for the ensuing Annual General Meeting.

Mr. Satyanarayan Agarwal has resigned as Director of the Company w.e.f. May 20, 2016. The Board has appointed him as Chairman Emeritus of the Company in view of his long association with the Company and considering the services rendered by him to the Company during his tenure as Director of the Company.

### **Directors' Responsibility Statement**

Pursuant to the requirement of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the loss of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **Statutory Auditors, their Report and Notes to Financial Statements**

M/s. R S Agarwala & Co., Chartered Accountants, Statutory Auditors of the Company, holds office till the conclusion of the ensuing Annual General Meeting and are eligible for

re-appointment. It is proposed to re-appoint M/s. R S Agarwala & Co., Chartered Accountants, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual general Meeting of the Company.

They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

### **Secretarial Auditor**

In terms of Section 204 of the Act and Rules made there under, M/s. Chandanbala Jain & Associates, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditor is enclosed as **Annexure 1** to this report. The report is self-explanatory and do not call for any further comments.

### **Share Capital**

#### **A) Bonus Shares**

No bonus shares were issued during the financial year 2015-16.

#### **B) Issue of equity shares with differential rights**

There were no shares issued with differential rights during the financial year 2015-16.

#### **C) Issue of sweat equity shares**

No sweat equity shares were issued during the financial year 2015-16.

#### **D) Issue of employee stock options**

No employee stock option was given or issued during the financial year 2015-16

#### **E) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees**

There was no provision made of the money by the company for purchase of its own shares by employees or by trustees for the benefit of employees or by trustees for the benefit of employees.

During the year under review, there was no change in the Share Capital of the Company.

As on March 31, 2016, the issued, subscribed and paid up share capital of your Company stood at Rs. 89,67,910/-, comprising 8,96,791 Equity shares of Rs.10/- each.

### **Extract of the Annual Return**

Pursuant to the provisions of section 92(3) of Companies Act, 2013, the extract of the annual return in Form No. MGT – 9 is enclosed with the report as **Annexure 2**.

## TCI INDUSTRIES LIMITED

### Details of Subsidiary/Joint Ventures/Associate Companies

As on March 31, 2016, the Company had no subsidiary / joint ventures / associate companies.

### Particulars of contracts or arrangements made with related parties

Particulars of contracts or arrangements made with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as **Annexure 3** to the Board's Report.

### Particulars of Loans given, Investments made, Guarantees given and Securities provided

There were no loans given, investments made, guarantees given or securities provided by the Company covered under Section 186 of the Companies Act, 2013.

### Managerial Remuneration:

A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2015-16 (in Rs.)	% increase in Remuneration in the financial year 2015-16	Ratio of remuneration of each Director/to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Sushil Kumar Jiwrajka, Chairman and Independent Director	60,000 (Sitting fees)	Not Applicable	Not Applicable	Not Applicable
2	Mr. S. N. Agarwal, Non Executive Director	NIL	NIL	Not Applicable	Not Applicable
3	Mr. D. P. Agarwal, Non Executive Director	NIL	NIL	Not Applicable	Not Applicable
4	Mr. Mahendra Agarwal, Non Executive Director	NIL	NIL	Not Applicable	Not Applicable
5	Mr. Ashok Kumar Agarwal, Non Executive Director	NIL	NIL	Not Applicable	Not Applicable
6	Mr. Vikas Agarwal	NIL	NIL	Not Applicable	Not Applicable
7	Mr. Ashish Agarwal, Non Executive Director	NIL	NIL	Not Applicable	Not Applicable
8	Mr. Utsav Agarwal, Non Executive Director	NIL	NIL	Not Applicable	Not Applicable
9	Mrs. Vaijayanti Pandit, Independent Director	1,00,000 (Sitting fees)	Not Applicable	Not Applicable	Not Applicable
10	Mr. Ravi Shanker Jhunjhunwala, Independent Director	80,000 (Sitting fees)	Not Applicable	Not Applicable	Not Applicable
11	Mr. Siddharth Mehta, Independent Director	80,000 (Sitting fees)	Not Applicable	Not Applicable	Not Applicable
12	Mr. S. K. Warerkar, Executive Director	33,11,808	9.24	9.82	Loss Before Tax and Loss After Tax of the Company reduced slightly in financial year 2015-16 and the revenue during the financial year increased by over 145%.
13	Mr. Amit A. Chavan, Asst. Company Secretary & CFO*	2,28,647	Not Applicable	Not Applicable	

\*Appointed as Asst. Company Secretary & CFO w.e.f. 15.06.2015

**Notes:-**

- i) Median remuneration of employees of the Company during the financial year 2015-16 was Rs. 3,37,212/-.
- ii) Median remuneration of employees of the Company during the financial year 2014-15 was Rs. 2,69,429/-. In the financial year, there was an increase of 25.16% in the median remuneration of employees due to increase in number of employees employed during the year and marginal increase in the Executive Director's remuneration.
- iii) There were 5 confirmed employees on the rolls of the Company as on 31<sup>st</sup> March 2016.
- iv) Relationship between average increase in remuneration and company performance- Average Remuneration decreased during the year 2015-16 by 16.90% & the revenue during the financial year increased by over 145%.
- v) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the company:-  
There was increase in the remuneration of Key Managerial Personnel by 9.24%, where the revenue of the Company increased by over 145%.
- vi)
  - a) Variation in the market capitalization of the company: The market capitalization as on 31st March 2016 was Rs. 112.10 Crores (Rs. 100.53 Crores as on 31st March 2015)
  - b) Price Earning Ratio of the Company was -172.18 as at 31st March 2016 and was -213.93 as at 31st March 2015.
  - c) Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer: Not Applicable
- vii) 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 of there are any exceptional circumstances for increase in the managerial remuneration: Not Applicable
- viii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:- During fiscal year 2015-16,

no employee received remuneration in excess of the highest-paid Director.

- x) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- B) Details of every employee of the Company as required pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

During the year under consideration, none of the employees of the company was in receipt of remuneration in excess of limits prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 hence particulars as required under 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not given.

**Details of conservation of energy, technology absorption, foreign exchange earnings and outgo**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**A) Conservation of energy: N.A.**

- (i) the steps taken or impact on conservation of energy;
- (ii) the steps taken by the company for utilising alternate sources of energy;
- (iii) the capital investment on energy conservation equipments;

**(B) Technology absorption: N.A.**

- (i) the efforts made towards technology absorption;
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution;
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
  - (a) the details of technology imported;
  - (b) the year of import;
  - (c) whether the technology been fully absorbed;
  - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- (iv) the expenditure incurred on Research and Development.

**(C) Foreign exchange earnings and Outgo:**

The Company had no foreign exchange earnings and outgo during the financial year.



## TCI INDUSTRIES LIMITED

### Corporate Social Responsibility (CSR)

Since the CSR norms are not applicable to the Company hence, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not required to be made.

### OTHER DISCLOSURES:

#### Details of Board meetings

During the year, 05 number of Board meetings were held, details of which are given below:

Date of the meeting	No. of Directors attended the meeting
May 08, 2015	09
August 01, 2015	05
October 17, 2015	10
February 09, 2016	11
March 18, 2016	09

#### Committees of Board

The details of composition of the Committees of the Board of Directors are as under:-

##### a. Audit Committee

Sl. No.	Name	Chairman/ Members
1	Mr. Ravi Shanker Jhunjhunwala*	Chairman
2	Mr. Vikas Agarwal	Member
3	Mr. Sushil Kumar Jiwrajka#	Member

\*Mr. Ravi Shanker Jhunjhunwala was a Member of the Committee upto February 09, 2016 and then he was appointed as Chairman of the Committee w.e.f. February 09, 2016.

#Mr. Sushil Kumar Jiwrajka ceased to be the Chairman of the Committee w.e.f. February 09, 2016.

During the year 2015-16, the Committee met Four Times i.e. on May 08, 2015, July 31, 2015, October 17, 2015 and February 09, 2016.

##### b. Stakeholders' Relationship Committee

Sl. No.	Name	Chairperson/ Members
1	Mrs. Vaijayanti Pandit	Chairperson
2	Mr. Ashok Kumar Agarwal	Member
3	Mr. Ashish Agarwal	Member
4	Mr. S. K. Warekar	Member

During the year 2015-16, the Committee met Three Times i.e. on May 08, 2015, October 17, 2015 and February 09, 2016.

##### c. Nomination and Remuneration Committee

Sl. No.	Name	Chairman/ Members
1	Mr. Siddharth Mehta	Chairman
2	Mr. Ravi Shanker Jhunjhunwala	Member
3	Mr. Sushil Kumar Jiwrajka	Member
4	Mr. Mahendra Agarwal	Member

During the year 2015-16, the Committee met once on June 04, 2015.

##### d. Risk Management Committee

Sl. No.	Name	Chairman/ Members
1	Mr. S. K. Warekar	Chairman
2	Mr. Vikas Agarwal	Member
3	Mr. Ashish Agarwal	Member

During the year 2015-16, the Committee met once on October 17, 2015.

#### Vigil mechanism

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. As per provisions of Section 177 of Companies Act, 2013 inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called 'Whistle Blower Policy' or "Vigil System" for employees and Directors to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct or ethics policy. Accordingly, a Whistle Blower Policy has been formulated with a view to provide a mechanism for employees and Directors of the Company to approach the Ethics Counsellor / Chairman of the Audit Committee of the Company.

The whistle blower Policy (Vigil System) of the Company may be accessed on its website at the link: <http://tcil.in/downloads.htm>.

#### 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. However, the Company has no women employee.

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## TCI INDUSTRIES LIMITED

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The following is a summary of sexual harassment complaints received and disposed off during the year 2015-16.

S. No.	No. of complaints received	No. of complaints disposed off
1	NIL	N.A.

### Policy on directors' appointment and remuneration

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes and independence of a director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013 is adopted by the Board and may be accessed on the Company's website at the link: <http://tcil.in/downloads.htm>.

We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

### Risk Management

In terms of the requirement of the Act, the Company has developed and implemented the Risk Management system whereby a Risk Management Committee has been constituted to manage, monitor and report on the principal risks and uncertainties that can impact the ability to achieve the Company's strategic objectives. The Committee periodically submits its Report to the Board on various issues along with its recommendations and comments for Board's review and necessary action.

### Declaration by Independent Directors (IDs)

Mr. Sushilkumar Jiwrajka, Mr. Ravishankar Jhunjhunwala, Mr. Siddharth Saumil Mehta and Mrs. Vajjayanti Pandit are Independent Directors on the Board of your Company. In the opinion of the Board and as confirmed by these Directors, they fulfil the conditions specified in section 149 of the Act and the Rules made thereunder about their status as IDs of the Company.

### Board Evaluation

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the non-executive directors and executive directors.

On the basis of the Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

### Cost Audit

As per the Cost Audit Orders, Cost Audit is not applicable to the Company for the FY 2015-16.

### Material Changes

There were no material changes and commitments affecting the financial position of the company, which have occurred between the end of the financial year of the company to which this report relates and the date of the report except as otherwise mentioned in this director report, if any.

There had been no changes in the nature of company's business. To the best of information and assessment there has been no material changes occurred during the financial year generally in the classes of business in which the company has an interest except as otherwise mentioned in this director report, if any.

### Transfer of Amounts to Investor Education and Protection Fund

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

Also, the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 are not applicable to the Company.

### Acknowledgement

Your Directors take this opportunity to place on record their appreciation of the trust and confidence reposed by you in the Company and all others, who are connected with the company in any manner.

For and on behalf of the Board  
For **TCI Industries Limited**

**D. P. Mahendra**  
**Agarwal Agarwal**

Place : Mumbai Director Director  
Date : May 20, 2016 (DIN: 00084105) (DIN: 00179779)

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## TCI INDUSTRIES LIMITED

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### Annexure 1

#### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED

MARCH 31, 2016

*[Pursuant to section 204(1) of the Companies Act,  
2013 and rule No.9 of the Companies (Appointment  
and Remuneration Personnel)  
Rules, 2014]*

To,  
The Members,  
TCI Industries Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "TCI Industries Limited" (CIN: L74999TG1965PLC001551) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2016 ("the reporting period") 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by TCI Industries Limited for the financial year ended on March 31, 2016 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) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the company during the Audit Period)

(v) 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) SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the company during the Audit Period)
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the company during the Audit Period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the Audit Period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the company during the Audit Period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company during the Audit Period) and
  - (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Apart from the above, no other laws were applicable specifically to the company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the company with the Bombay Stock Exchange Limited.

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## TCI INDUSTRIES LIMITED

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During the period under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation(s):

1. There is a difference of 260 shares in the reconciliation of equity share capital of the company which was due to some errors viz. the shares were not removed from physical holding and at the same time were confirmed in dematerialization form. The company states that reconciliation is in progress; however data related to earlier demat is not in proper format, which is why the reconciliation is becoming difficult. The company is taking steps to rectify the same.

### **We further report that**

The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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 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, if any, are captured and recorded as part of the minutes.

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

For **Chandanbala Jain and Associates**  
Practicing Company Secretaries

**Chandanbala O. Mehta**

Place : Mumbai  
Date : May 20, 2016

FCS: 6122  
C.P.No.: 6400

### **Annexure to Secretarial Audit Report**

The Members,  
TCI Industries Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "TCI Industries Limited" (CIN: L74999TG1965PLC001551) (the company). The 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. Further, our Secretarial Audit Report of even date is to be read along with this Annexed 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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure 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 **Chandanbala Jain and Associates**  
Practicing Company Secretaries

**Chandanbala O. Mehta**

Place : Mumbai  
Date : May 20, 2016

FCS: 6122  
C.P.No.: 6400

## TCI INDUSTRIES LIMITED

### Annexure 2

#### Form No. MGT-9

#### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2016

of

#### TCI INDUSTRIES LIMITED

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

#### I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L74999TG1965PLC001551
- ii) Registration Date: 06.04.1965
- iii) Name of the Company: TCI Industries Limited
- iv) Category / Sub-Category of the Company: Public Company / Limited by shares
- v) Address of the Registered Office and contact details: 1-7-293, M.G. ROAD, SECUNDERABD-500 003. Telangana. tci@mtnl.net.in Telephone: 040 - 2784 5613
- vi) Whether listed company: Yes

- vii) Name, Address and contact details of Registrar & Transfer Agents (RTA), if any: Bigshare Services Private Limited, E/2 Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai 400 072. Tel- 022-40430200.

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

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Sale of products	46411-Wholesale Trading in Textiles	69.72%
2	Sale of services	68100-Real estate activities with own property	26.71%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/ GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

#### VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
(a) Individual/HUF	368894	0	368894	41.13	368893	0	368893	41.13	-0.00
(b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corp.	301761	0	301761	33.65	301761	0	301761	33.65	0.00
(e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(f) Any Other (Trusts)	1747	0	1747	0.19	0	0	1747	0.19	0.00
<b>Sub-total (A) (1):-</b>	<b>672402</b>	<b>0</b>	<b>672402</b>	<b>74.98</b>	<b>672401</b>	<b>0</b>	<b>672401</b>	<b>74.98</b>	<b>0.00</b>

**TCI INDUSTRIES LIMITED**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
(a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>00.0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A)(1)+ (A)(2)</b>	<b>672402</b>	<b>0</b>	<b>672402</b>	<b>74.98</b>	<b>672401</b>	<b>0</b>	<b>672401</b>	<b>74.98</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
(b) Banks / FI	350	288	638	0.07	350	320	670	0.07	0.00
(c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) FIs	0	57	57	0.01	0	0	0	0.00	0.01
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>350</b>	<b>345</b>	<b>695</b>	<b>0.08</b>	<b>350</b>	<b>320</b>	<b>670</b>	<b>0.07</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian	88451	968	89419	9.97	89223	975	90198	10.06	0.09
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	110114	7234	117348	13.09	123629	7147	130776	14.58	1.49

**TCI INDUSTRIES LIMITED**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	11063	0	11063	1.23	0	0	0	0.00	-1.23
(c) Others (specify)									
(c-i) Clearing Members	3036	0	3036	0.34	50	0	50	0.01	-0.33
(c-ii) NRIs	1115	1713	2828	0.32	1005	1691	2696	0.30	-0.02
<b>Sub-total (B)(2):-</b>	<b>213779</b>	<b>9915</b>	<b>223694</b>	<b>24.94</b>	<b>213907</b>	<b>9813</b>	<b>223720</b>	<b>24.95</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>214129</b>	<b>10260</b>	<b>224389</b>	<b>25.02</b>	<b>214257</b>	<b>10133</b>	<b>224390</b>	<b>25.02</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>886531</b>	<b>10260</b>	<b>896791</b>	<b>100.00</b>	<b>886658</b>	<b>10133</b>	<b>896791</b>	<b>100.00</b>	<b>0.00</b>

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change In share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	ANAND KUMAR AGARWAL	16458	1.84	0.00	16458	1.84	0.00	0.00
2	ASHISH AGARWAL	5700	0.64	0.00	5700	0.64	0.00	0.00
3	ASHOK KUMAR AGARWAL	503	0.06	0.00	503	0.06	0.00	0.00
4	ASHOK KUMAR AGARWAL	23503	2.62	0.00	23503	2.62	0.00	0.00
5	AYAN AGARWAL	2000	0.22	0.00	2000	0.22	0.00	0.00
6	AYAN AGARWAL	2000	0.22	0.00	2000	0.22	0.00	0.00
7	BHORUKA ALUMINIUM LIMITED	51250	5.71	0.00	51250	5.71	5.71	0.00
8	BHORUKA CLASSIC FINANCE PVT LTD	13225	1.47	0.00	13225	1.47	0.00	0.00
9	BHORUKA FINANCE CORPORATION OF INDIA LTD	30019	3.35	0.00	30019	3.35	0.00	0.00
10	BHORUKA INTERNATIONAL (P) LIMITED	356	0.04	0.00	356	0.04	0.00	0.00
11	BHORUKA INVESTMENT LTD	17000	1.90	0.00	17000	1.90	0.00	0.00

**TCI INDUSTRIES LIMITED**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
12	BUNNY INVESTMENTS FINANCE PVT LTD	3359	0.37	0.00	3359	0.37	0.00	0.00
13	CHANDER AGARWAL	15871	1.77	0.00	15871	1.77	0.00	0.00
14	DHARAM PAL & SONS (HUF)	15742	1.76	0.00	15742	1.76	0.00	0.00
15	DHARAM PAL AGARWAL	15700	1.75	0.00	15700	1.75	0.00	0.00
16	DHRUV AGARWAL BENEFIT TRUST	327	0.04	0.00	327	0.04	0.00	0.00
17	JUBILEE COMMERCIAL & TRADING PVT LTD	4580	0.51	0.00	4580	0.51	0.00	0.00
18	KANIKA AGARWAL	2987	0.33	0.00	11987	1.34	0.00	1.01
19	MAHENDRA KUMAR AGARWAL	630	0.07	0.00	630	0.07	0.00	0.00
20	MAHENDRA KUMAR AGARWAL	66002	7.36	5.02	66002	7.36	5.02	0.00
21	MANISH AGARWAL BENEFIT TRUST	1420	0.16	0.00	1420	0.16	0.00	0.00
22	BHORUKA CAPITAL LTD. (Formerly known as MUKESH TEXTILE MILLS LTD)	17149	1.91	0.00	17149	1.91	0.00	0.00
23	NIDHI AGARWAL	0	0.00	0.00	8999	1.00	0.00	1.00
24	NIRMAL AGARWAL	5850	0.65	0.00	5850	0.65	0.00	0.00
25	NIRMAL AGARWAL	1000	0.11	0.00	1000	0.11	0.00	0.00
26	BHORUKA POWER HOLDINGS PVT. LTD (Formerly known as OMEGA CAPITAL SERVICES PVT. LTD)	100	0.01	0.00	100	0.01	0.00	0.00
27	POONAM AGARWAL	21601	2.41	0.00	21601	2.41	0.00	0.00
28	BHURUKA GASES HOLDINGS P. LTD (Formerly known as PRABHU SECURITIES LTD)	44000	4.91	0.00	44000	4.91	0.00	0.00
29	PRIYANKA AGARWAL	3020	0.34	0.00	3020	0.34	0.00	0.00
30	PUSHPA AGARWAL	14572	1.62	0.00	14572	1.62	0.00	0.00
31	R K & SONS HUF	1704	0.19	0.00	1704	0.19	0.00	0.00
32	SATYANARAYAN AGARWAL	770	0.09	0.00	770	0.09	0.00	0.00
33	SATYANARAYAN AGARWAL	3422	0.38	0.00	3422	0.38	0.00	0.00
34	SATYANARAYAN AGARWAL	1950	0.22	0.00	1950	0.22	0.00	0.00
35	SIDDHARTHA AGARWAL	24497	2.73	0.00	12497	1.39	0.00	-1.34
36	SWETA AGARWAL	11850	1.32	0.00	11850	1.32	0.00	0.00
37	SWETA FINANCIAL SERVICES PVT. LTD.	23187	2.59	2.01	23187	2.59	2.01	0.00



**TCI INDUSTRIES LIMITED**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change In share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
38	TCI GLOBAL LOGISTICS LTD	2500	0.28	0.00	2500	0.28	0.00	0.00
39	TCI BHORUKA PROJECTS LIMITED	25000	2.79	0.00	25000	2.79	0.00	0.00
40	TCI FINANCE LIMITED	30236	3.37	0.00	30236	3.37	0.00	0.00
41	TRANSCORP ESTATES PVT. LTD	26000	2.90	0.00	26000	2.90	0.00	0.00
42	UMAH AGARWAL	24665	2.75	0.00	24665	2.75	0.00	0.00
43	UMAH AGARWAL	7186	0.80	0.00	7186	0.80	0.00	0.00
44	UTSAV AGARWAL	3980	0.44	0.00	3980	0.44	0.00	0.00
45	URMILA AGARWAL	15700	1.75	0.00	15700	1.75	0.00	0.00
46	VIKAS AGARWAL (VED PRAKASH & SONS HUF)	2700	0.30	0.00	2700	0.30	0.00	0.00
47	VIKAS AGARWAL	23390	2.61	0.00	23390	2.61	0.00	0.00
48	VIKRAM CREDIT & CAPITAL SERVICES P. LTD	13800	1.54	0.00	13800	1.54	0.00	0.00
49	VINEET AGARWAL	15800	1.76	0.00	15800	1.76	0.00	0.00
50	VIVEK AGARWAL	18141	2.02	0.00	12141	1.35	0.00	-0.67
	<b>TOTAL</b>	<b>672402</b>	<b>74.98</b>	<b>7.03</b>	<b>672401</b>	<b>74.98</b>	<b>12.74</b>	<b>0.00</b>

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	672,402	74.98%		
	Date wise Increase /Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	-01	0.00	672,401	74.98%
	At the end of the year	<b>672,401</b>	<b>74.98%</b>		

**TCI INDUSTRIES LIMITED**

**# Inter-se Transfer among Promoters**

Sl. No.	Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares at the beginning of the year (01.04.2015) / end of the year (31.03.2016)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	SIDHHARTHA AGARWAL	24497	2.40	01.04.2015				
				26.08.2015	-3000	Transfer (Inter se transfers)	21497	2.40
				01.09.2015	-5980	Transfer (Inter se transfers)	15517	1.73
				07.09.2015	-3020	Transfer (Inter se transfers)	12497	1.39
		12497	1.39	31.03.2016			12497	1.39
2	KANIKA AGARWAL	2987	0.33	01.04.2015				
				26.08.2015	3000	Transfer (Inter se transfers)	5987	0.67
				01.09.2015	3000	Transfer (Inter se transfers)	8987	1.00
				11.09.2015	3000	Transfer (Inter se transfers)	11987	1.34
		11987	1.34	31.03.2016			11987	1.34
3	VIVEK AGARWAL	18141	2.02	01.04.2015				
				11.09.2015	-5999	Transfer (Inter se transfers)	12142	1.35
		12142	1.35	31.03.2016			12142	1.35
4	NIDHI AGARWAL	0	0.00	01.04.2015				
				01.09.2015	2980	Transfer (Inter se transfers)	2980	0.33
				07.09.2015	3020	Transfer (Inter se transfers)	6000	0.67
				11.09.2015	2999	Transfer (Inter se transfers)	8999	1.00
		8999	1.00	31.03.2016			8999	1.00

**TCI INDUSTRIES LIMITED**

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares at the beginning of the year (01.04.2015) / end of the year (31.03.2016)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	TRANSAL ENTERPRISES PRIVATE LIMITED	36867	4.11	01.04.2015				
					0	Nil movement during the year		
		36867	4.11	31.03.2016			36867	4.11
2	AGIO SERVICES PVT. LTD.	18203	2.03	01.04.2015				
					0	Nil movement during the year		
		18203	2.03	31.03.2016			18203	2.03
3	JAGDISH PRASAD KARWA	11063	1.23	01.04.2015				
				30.10.2015	-450	Transfer	10613	1.18
				06.11.2015	-1150	Transfer	9463	1.06
				13.11.2015	-515	Transfer	8948	1.00
		8948	1.00	31.03.2016			8948	1.00
4	VLS FINANCE LTD	9699	1.08	01.04.2015				
				17.04.2015	-9600	Transfer	99	0.01
				30.06.2015	9600	Transfer	9699	1.08
				03.07.2015	-9600	Transfer	99	0.01
				31.12.2015	9600	Transfer	9699	1.08
		9699	1.08	31.03.2016			9699	1.08
5	SAJJAN KUMAR GARG	7243	0.81	01.04.2015				
					0	Nil movement during the year		
		7243	0.81	31.03.2016			7243	0.81
6	SANGEETA NIRMAL BANG	6330	0.71	01.04.2015				
					0	Nil movement during the year		
		6330	0.71	31.03.2016			6330	0.71

**TCI INDUSTRIES LIMITED**

7	RADHAKISHAN S DAMANI	5675	0.63	01.04.2015				
					0	Nil movement during the year		
		5675	0.63	31.03.2016			5675	0.63
8	T GARG AND COMPANY PVT LTD	4953	0.55	01.04.2015				
				10.04.2015	1794	Transfer	6747	0.75
		6747	0.75	31.03.2016			6747	0.75
9	SUBHASH AGARWAL	4950	0.55	01.04.2015				
					0	Nil movement during the year		
		4950	0.55	31.03.2016			4950	0.55
10	SHRIDHAR P IYER#	4520	0.50	01.04.2015				
					0	Nil movement during the year		
		4520	0.50	31.03.2016			4520	0.50
11	LALITA STEEL INDUSTRIES (P) LTD*	1062	0.12	01.04.2015				
				08.05.2015	950	Transfer	2012	0.22
				17.07.2015	08	Transfer	2020	0.23
				31.07.2015	77	Transfer	2097	0.23
				14.08.2015	06	Transfer	2103	0.23
				21.08.2015	57	Transfer	2160	0.24
				04.09.2015	469	Transfer	2629	0.29
				11.09.2015	54	Transfer	2683	0.30
				25.09.2015	260	Transfer	2943	0.33
				30.09.2015	129	Transfer	3072	0.34
				09.10.2015	69	Transfer	3141	0.35
				30.10.2015	326	Transfer	3467	0.39
				13.11.2015	22	Transfer	3489	0.39
				20.11.2015	10	Transfer	3499	0.39
				27.11.2015	52	Transfer	3551	0.40
				04.12.2015	147	Transfer	3698	0.41
				11.12.2015	26	Transfer	3724	0.42
				31.12.2015	112	Transfer	3836	0.43
		29.01.2016	777	Transfer	4613	0.51		
		19.02.2016	1210	Transfer	5823	0.65		
		5823	0.65	31.03.2016			5823	0.65

\* *Not in the list of Top 10 shareholders as on 01.04.2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2016.*

# *Ceased to be in the list of Top 10 shareholders as on 31.03.2016. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01.04.2015.*

**TCI INDUSTRIES LIMITED**

**(v). Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For Each of the Directors and KMP	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares at the beginning of the year (01.04.2015) / end of the year (31.03.2016)	% of total shares of the Company				No. of shares	% of total shares of the Company
<b>A. DIRECTORS</b>								
1	SUSHIL KUMAR JIWARAJKA, NON-EXECUTIVE CHAIRMAN	0	0	01.04.2015				
					0	Nil movement during the year	0	0
		0	0	31.03.2016			0	0
2	SATYANARAYAN AGARWAL, NON-EXECUTIVE DIRECTOR	3422	0.38	01.04.2015				
					0	Nil movement during the year		
		3422	0.38	31.03.2016			3422	0.38
3	DHARMPAL AGARWAL, NON-EXECUTIVE DIRECTOR	15700	1.75	01.04.2015				
					0	Nil movement during the year		
		15700	1.75	31.03.2016			15700	1.75
4	MAHENDRA KUMAR AGARWAL, NON-EXECUTIVE DIRECTOR	66002	7.36	01.04.2015				
					0	Nil movement during the year		
		66002	7.36	31.03.2016			66002	7.36
5	ASHOK KUMAR AGARWAL, NON-EXECUTIVE DIRECTOR	503	0.06	01.04.2015				
					0	Nil movement during the year		
		503	0.06	31.03.2016			503	0.06
6	VIKAS AGARWAL, NON-EXECUTIVE DIRECTOR	23390	2.61	01.04.2015				
					0	Nil movement during the year		
		23390	2.61	31.03.2016			23390	2.61

**TCI INDUSTRIES LIMITED**

7	UTSAV AGARWAL, NON-EXECUTIVE DIRECTOR	3980	0.33	01.04.2015				
					0	Nil movement during the year	3980	0.44
		3980	0.44	31.03.2016			3980	0.44
8	ASHISH AGARWAL, NON-EXECUTIVE DIRECTOR	5700	0.64	01.04.2015				
					0	Nil movement during the year		
		5700	0.64	31.03.2016			5700	0.64
9	RAVISHANKAR JHUNJHUNWALA, NON-EXECUTIVE DIRECTOR	0	0	01.04.2015				
					0	Nil movement during the year	0	0
		0	0	31.03.2016			0	0
10	SIDDHARTH SAUMIL MEHTA, NON-EXECUTIVE DIRECTOR	0	0	01.04.2015				
					0	Nil movement during the year	0	0
		0	0	31.03.2016			0	0
11	VAIJAYANTI AJIT PANDIT, NON-EXECUTIVE DIRECTOR	0	0	01.04.2015				
					0	Nil movement during the year	0	0
		0	0	31.03.2016			0	0
12	SUNIL K. WARERKAR, EXECUTIVE DIRECTOR	11	0.00	01.04.2015				
					0	Nil movement during the year	11	0.00
		11	0.00	31.03.2016			11	0.00
<b>B. Key Managerial Personnel (KMP's)</b>								
13	AMIT A. CHAVAN ASST. COMPANY SECRETARY AND CFO (APPOINTED ON 15.06.2015)	0	0	01.04.2015				
					0	Nil movement during the year	0	0
		0	0	31.03.2016			0	0

## TCI INDUSTRIES LIMITED

### V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans#	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	40,00,000	0	40,00,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>40,00,000</b>	<b>0</b>	<b>40,00,000</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	0	93,00,000	0	93,00,000
• Reduction	0	34,50,000	0	34,50,000
<b>Net Change</b>	<b>0</b>	<b>58,50,000</b>	<b>0</b>	<b>58,50,000</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	98,50,000	0	98,50,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>98,50,000</b>	<b>0</b>	<b>98,50,000</b>

#The above unsecured loans are interest free loans taken from Directors.

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager
		Mr. S. K. Warekar
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	9,90,000 35,155 21,58,980
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit - others, specify...	-
5.	Others, please specify	
	<b>Total (A)</b>	<b>31,84,135</b>
	Ceiling as per the Act	Minimum Yearly Remuneration as per Schedule V Part II based on Effective Capital of the Company is Rs.60 Lakhs (excluding Contribution to Provident Fund, Gratuity and Encashment of Leave as per Rules of the Company) in case where Special Resolution is passed

## TCI INDUSTRIES LIMITED

### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Ravishankar Jhunjunwala	Mr. Siddharth Mehta	Mr. Sushil Kumar Jiwaraajka	Dr. (Mrs.) Vijayanti Pandit	
1.	Independent Directors					
	• Fee for attending board /committee meetings	80,000	80,000	60,000	1,00,000	3,20,000
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	80,000	80,000	60,000	1,00,000	3,20,000
2.	Other Non-Executive Directors					
	• Fee for attending board /committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	80,000	80,000	60,000	1,00,000	3,20,000
	Total Managerial Remuneration					<b>35,04,135*</b>
	Overall Ceiling as per the Act	Ceiling on Sitting Fees as prescribed under the Act is Rs.1,00,000/- per meeting				

\* Total remuneration to Managing Director, Whole-Time Directors and other Directors (being the total of A and B).

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary (Mr. Amit A. Chavan**)	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		1,25,400		1,25,400
	(b) Value of perquisites u/s17(2) of Income-tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961		1,61,500	-	1,61,500
2	Stock Option		-	-	-
3	Sweat Equity		-	-	-
4	Commission- as % of profit- others, specify...		-	-	-
5	Others, please specify		-	-	-
	<b>Total</b>		<b>2,86,900</b>	<b>-</b>	<b>2,86,900</b>

\*\* Appointed as Asst. Company Secretary & CFO w.e.f. 15.06.2015.



**TCI INDUSTRIES LIMITED**

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	<b>NIL</b>				
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	<b>NIL</b>				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	<b>NIL</b>				
Punishment					
Compounding					

**Annexure 3**

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis - NIL
  - (a) Name(s) of the related party and nature of relationship
  - (b) Nature of contracts/arrangements/transactions
  - (c) Duration of the contracts / arrangements/transactions
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
  - (e) Justification for entering into such contracts or arrangements or transactions
  - (f) date(s) of approval by the Board
  - (g) Amount paid as advances, if any:
  - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
2. Details of material contracts or arrangement or transactions at arm's length basis - NIL.
  - (a) Name(s) of the related party and nature of relationship
  - (b) Nature of contracts/arrangements/transactions
  - (c) Duration of the contracts / arrangements/transactions
  - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
  - (e) Date(s) of approval by the Board, if any:
  - (f) Amount paid as advances, if any:

**D. P. Agarwal**      **Mahendra Agarwal**  
 Director                      Director  
 (DIN: 00084105)              (DIN: 00179779)

**INDEPENDENT AUDITORS' REPORT****TO THE MEMBERS OF TCI INDUSTRIES LIMITED**

We have audited the accompanying financial statement of **TCI Industries Limited** ("the Company"), which comprise the Balance sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Principles generally accepted in India, including Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the

risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures, that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> Mar 2016 and its Loss and its Cash flow for the year ended on that date.

**Emphasis of Matter**

Without qualifying our opinion reference is invited to note no. 16(ii) regarding preparation of accounts on a going concern basis.

**Report on Other legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, (hereinafter referred to as the "order"), and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

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**TCI INDUSTRIES LIMITED**

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- c) the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the aforesaid financial statements comply with the Accounting Standards Specified under Section 133 the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014 (as amended).
- e) on the basis of written representations received from the directors as on 31st March 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as a director in terms of section 164(2) of the Act.
- f) with respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of the such control, refer to our separate report in Annexure "B".
- g) with respect to other matter to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us :
- i) The Company has disclosed the impact of pending litigation on its financial position in its financial statement- Refer Note 16(iii), 16(iv) and 16(v) to the financial statements.
  - ii) The Company did not have any long terms contract including derivative Contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For R. S. Agarwala & Co.**  
Chartered Accountants  
Firm Registration No.:304045E

**(R. S. Agarwala)**

Camp : Mumbai

Date : 20th May 2016

Partner

Membership No. : 005534

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## TCI INDUSTRIES LIMITED

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**Annexure "A" to Independence Auditors' Report of even date to the members of TCI Industries Limited, on the Financial Statement for the year ended 31st March, 2016.**

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.

1. a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
b) We are informed that a test physical verification of these assets was carried out by the management at reasonable intervals and no material discrepancies were noticed. In our opinion, the frequency of verification of Fixed Assets is reasonable having regards to the size of the Company and nature of its assets.  
c) The titles deeds of all the immovable properties, as disclosed in the financial statements are held in the name of the Company.
2. Physical verification was conducted by the management in respect of inventories at reasonable intervals. The procedures followed by the management for such physical verification are in our opinion, reasonable and adequate in relation to the size of the company and the nature of its business. On the basis of our examination of the inventory records, in our opinion, the company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
3. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Therefore, the provisions of Clause 3 (iii) of the said order are not applicable to the company.
4. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under section 185 and 186 of the Act. Therefore, the provisions of Clause 3(iv) of the said order are not applicable to the company.
5. The Company has not accepted any deposits from the public.
6. The Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Act in respect of any activities of the Company. Therefore, the provisions of Clause 3(vi) of the said order are not applicable to the company.
7. (a) According to the information and explanation given to us and records of the Company examined by us, in our opinion the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.  
(b) According to the information and explanation given to us and the record of the Company examined by us, there are no statutory dues as at the year end which has not been deposited on account of a dispute.
8. The Company did not have any outstanding dues to financial institutions, banks or Government or dues to debenture holders during the year.
9. The company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Therefore the provisions of Clause 3(ix) of the said order are not applicable to the company.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such cases by the management during the course of our audit.
11. The company has paid /provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.
12. The company is not a Nidhi Company.
13. The transactions with related parties are in compliance with the provisions of Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of Clause 3 (xiv) of the said order are not applicable to the company.
15. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Therefore, the provisions of Clause 3 (xv) of the said order are not applicable to the company.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For R.S. Agarwala & Co.**  
Chartered Accountants  
Firm Registration No.:304045E

**(R.S.Agarwala)**

Camp : Mumbai Partner  
Date : 20th May, 2016 Membership No. : 005534

**Annexure B to The Independent Auditors' Report**

Referred to in paragraph 2(f) of the Independent Auditors' Report of even date to the members of **TCI Industries Limited** on the financial statements for the year ended 31st March, 2016.

**Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the companies Act, 2013.**

We have audited the internal financial controls over financial reporting of TCI Industries Limited ("the Company") as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls 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**

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

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

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

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

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

**Opinion**

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

**For R.S. Agarwala & Co.**  
Chartered Accountants  
Firm Regn No:-304045E

**(R. S. Agarwala)**

Camp : Mumbai  
Date : 20<sup>th</sup> May, 2016

Partner  
Membership No. 005534

**TCI INDUSTRIES LIMITED**

**BALANCE SHEET**

as at 31st March 2016

	Note No.	31st March 2016 Rupees	31st March 2015 Rupees
<b>Equity &amp; Liabilities</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	90,67,360	90,67,360
Reserves & Surplus	2	(16,08,13,207)	(15,62,81,036)
<b>Non-Current Liabilities</b>			
Other Long Term Liabilities	3	21,12,97,400	21,12,97,400
<b>Current Liabilities</b>			
Short-Term Borrowings	4	98,50,000	41,50,000
Trade Payables		53,82,080	-
Other Current Liabilities	5	47,89,533	29,95,583
Short Term Provisions	6	1,51,458	1,27,780
<b>Total</b>		<b><u>7,97,24,624</u></b>	<b><u>7,13,57,087</u></b>
<b>Assets</b>			
<b>Non-Current Assets</b>			
Fixed Assets:	7		
Tangible Assets		3,79,47,517	3,52,48,713
Capital work in Progress		2,91,18,549	2,91,18,549
Long Term Loans & Advances	8	2,02,740	2,02,740
<b>Current Assets</b>			
Trade Receivables	9	59,53,926	1,05,480
Cash and cash equivalents	10	3,66,390	4,82,692
Short Term Loans & Advances	11	61,35,503	61,98,913
<b>Total</b>		<b><u>7,97,24,624</u></b>	<b><u>7,13,57,087</u></b>

The notes form an integral part of these financial statements 1-16

In terms of our report of even date

For **R. S. Agarwala & Co.**  
Chartered Accountants  
Firm Regn. No.: 304045E

**R. S. Agarwala**  
Partner  
Membership No. 005534

Camp : Mumbai  
Date : 20th May, 2016

For & On Behalf of the Board of Directors

**D. P. Agarwal**                      **Mahendra Agarwal**  
Director                                      Director  
(DIN: 00084105)                      (DIN: 00179779)

**S. K. Warekar**                      **Amit A. Chavan**  
(Executive Director)                      Asst. Co. Secretary & CFO  
(DIN: 02088830)                      Membership No.- A38369

Place : Mumbai  
Date : 20th May, 2016

**TCI INDUSTRIES LIMITED**

**STATEMENT OF PROFIT AND LOSS**

for the year ended 31st March 2016

	Note No.	31st March 2016 Rupees	31st March 2015 Rupees
<b>Revenue from Operations</b>			
Sale of Products		2,09,86,766	58,16,672
Income From Services		80,39,213	51,76,250
Other Income	12	<u>10,75,888</u>	<u>12,69,250</u>
<b>Total Revenue</b>		<b><u>3,01,01,867</u></b>	<b><u>1,22,62,172</u></b>
<b>Expenses</b>			
Purchase of Stock in Trade		1,89,63,730	52,52,368
Employee Benefits Expense	13	29,48,511	19,84,993
Depreciation & Amortisation Expense	7	3,22,924	7,34,396
Other Expenses	14	<u>1,23,98,873</u>	<u>89,86,268</u>
<b>Total Expenses</b>		<b><u>3,46,34,038</u></b>	<b><u>1,69,58,025</u></b>
<b>Loss Before Tax</b>		<b>(45,32,171)</b>	<b>(46,95,853)</b>
Tax Expense		-	-
<b>Loss for the year</b>		<b><u>(45,32,171)</u></b>	<b><u>(46,95,853)</u></b>
Earning per share (Basic & diluted)		(5.05)	(5.24)

The notes form an integral part of these financial statements  
In terms of our report of even date

For **R. S. Agarwala & Co.**  
Chartered Accountants  
Firm Regn. No.: 304045E

**R. S. Agarwala**  
Partner  
Membership No. 005534

Camp : Mumbai  
Date : 20th May, 2016

1-16

For & On Behalf of the Board of Directors

**D. P. Agarwal**                      **Mahendra Agarwal**  
Director                                      Director  
(DIN: 00084105)                      (DIN: 00179779)

**S. K. Warekar**                      **Amit A. Chavan**  
(Executive Director)                      Asst. Co. Secretary & CFO  
(DIN: 02088830)                      Membership No.- A38369

Place : Mumbai  
Date : 20th May, 2016

## TCI INDUSTRIES LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

	31st March 2016 Rupees	31st March 2015 Rupees
<b>1) Share Capital</b>		
<b>Authorised:</b>		
1,50,00,000 Equity shares of Rs.10 each	150,000,000	150,000,000
1,00,000 Preference Shares of Rs.100 each	10,000,000	10,000,000
	<b>160,000,000</b>	<b>160,000,000</b>
<b>Issued Subscribed and Fully paid up:</b>		
8,96,791 Equity shares of Rs.10 each fully paid up	8,967,910	8,967,910
Amount paid on shares forfeited	99,450	99,450
	<b>9,067,360</b>	<b>9,067,360</b>

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

#### Reconciliation of the number of shares outstanding

<i>Equity shares</i>	31st March 2016		31st March 2015	
	No. of shares	Rupees	No. of shares	Rupees
Shares outstanding at the beginning of the year	896791	9,067,360	896791	9,067,360
Shares outstanding at the end of the year	896791	9,067,360	896791	9,067,360

#### Details of shareholders holding more than 5% shares :

Name of the shareholders	31st March 2016		31st March 2015	
	No. of shares	% Holding	No. of shares	% Holding
Bhoruka Aluminum Ltd	51250	5.71	51250	5.71
Mahendra Kumar Agarwal	66002	7.36	66002	7.36

#### 2 Reserves & Surplus:

Revaluation Reserve	2,58,96,118	2,58,96,118
Securities Premium Reserve	6,18,09,410	6,18,09,410
Other Reserves	34,40,509	34,40,509
	<u>9,11,46,037</u>	<u>9,11,46,037</u>
<b>Debit balance as per Statement of Profit and Loss</b>		
Balance as per last Balance Sheet	(24,74,27,073)	(24,24,95,166)
Add: Adjustment of assets as per Schedule II to the Companies Act, 2013	-	(2,36,054)
Loss during the year	(45,32,171)	(46,95,853)
	<u>(25,19,59,244)</u>	<u>(24,74,27,073)</u>
<b>Total</b>	<b>(16,08,13,207)</b>	<b>(15,62,81,036)</b>



**TCI INDUSTRIES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (Contd...)**

	31st March 2016 Rupees	31st March 2015 Rupees
<b>3 Non-Current Liabilities</b>		
Other Long term Liabilities		
-Advances Received against proposed property development	21,12,97,400	21,12,97,400
	<u>21,12,97,400</u>	<u>21,12,97,400</u>
<b>Current Liabilities</b>		
<b>4 Short Term Borrowings</b>		
<b>Unsecured</b>		
Loans and advances from related parties		
From Directors	98,50,000	40,00,000
Deposits	-	1,50,000
	<u>98,50,000</u>	<u>41,50,000</u>
<b>5 Other Current Liabilities</b>		
Payable as per Scheme of Arrangement - 2003	6,98,390	6,99,230
Statutory Dues	2,87,321	2,55,422
Others	38,03,822	20,40,931
	<u>47,89,533</u>	<u>29,95,583</u>
<b>6 Short Term Provisions</b>		
Provision for Employee Benefits	1,51,458	1,27,780
	<u>1,51,458</u>	<u>1,27,780</u>

(Amount in Rupees)

Description of Assets	Gross Block				Depreciation				Net Carrying Value		
	As at 1st April 2015	Additions during the year	Deductions during the year	As at 31st March 2016	Upto 31st March 2015	For the year	Other Adjustments (a)	Deductions	Total Depreciation	As at 31st March 2016	As at 31st March 2015
<b>Tangible Assets</b>											
Land (Leasehold)	3,17,80,960	-	-	3,17,80,960	-	-	-	-	-	3,17,80,960	3,17,80,960
Buildings	2,50,50,461	19,77,777	-	2,70,28,238	2,24,50,596	1,20,519	-	-	2,25,71,115	44,57,123	25,99,865
Plant and Equipments	14,56,733	-	-	14,56,733	13,83,896	-	-	-	13,83,896	72,837	72,837
Furniture and Fixtures	6,06,012	53,637	-	6,59,649	4,64,536	20,513	-	-	4,85,049	1,74,600	1,41,476
Vehicles	6,49,818	-	6,49,818	-	4,15,499	25,229	-	4,40,728	-	-	2,34,319
Office equipments	12,51,174	4,17,743	-	16,68,917	10,30,929	67,399	-	-	10,98,328	5,70,589	2,20,245
Air-conditioners	1,99,860	7,35,031	21,900	9,12,991	1,67,257	28,120	-	20,805	1,74,572	7,38,419	32,603
Computers	5,98,046	47,725	-	6,45,771	4,31,638	61,144	-	-	4,92,782	1,52,989	1,66,408
<b>Total</b>	<b>6,15,93,064</b>	<b>32,31,913</b>	<b>6,71,718</b>	<b>6,41,53,259</b>	<b>2,63,44,351</b>	<b>3,22,924</b>	<b>-</b>	<b>4,61,533</b>	<b>2,62,05,742</b>	<b>3,79,47,517</b>	<b>3,52,48,713</b>
<b>Capital Work In Progress</b>											
	2,91,18,549	-	-	2,91,18,549	-	-	-	-	-	2,91,18,549	2,91,18,549
<b>Total</b>	<b>9,07,11,613</b>	<b>32,31,913</b>	<b>6,71,718</b>	<b>9,32,71,808</b>	<b>2,63,44,351</b>	<b>3,22,924</b>	<b>-</b>	<b>4,61,533</b>	<b>2,62,05,742</b>	<b>6,70,66,066</b>	<b>6,43,67,262</b>
<b>Previous Year</b>	8,94,24,164	12,92,939	5,490	9,07,11,613	2,53,74,423	7,34,396	2,36,054	522	2,63,44,351	6,43,67,262	

(a) Adjustments of assets as per Schedule II to the Companies Act, 2013.

**TCI INDUSTRIES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (Contd...)**

	31st March 2016 Rupees	31st March 2015 Rupees
<b>8 Long Term Loans &amp; Advances</b>		
<u>Unsecured-considered good</u>		
Security deposits	2,02,740	2,02,740
	<u>2,02,740</u>	<u>2,02,740</u>
<b>9 Trade Receivables</b>		
<u>Unsecured-considered good</u>		
Outstanding for more than six months from the due date	-	1,05,480
Others	59,53,926	-
	<u>59,53,926</u>	<u>1,05,480</u>
<b>10 Cash and cash equivalents</b>		
Cash on hand	29,868	24,911
Balances with banks	3,36,522	4,57,782
	<u>3,66,390</u>	<u>4,82,692</u>
<b>11 Short Term Loans &amp; Advances</b>		
(Unsecured- Considered good)		
Tax Deducted At Source	6,09,708	5,49,262
Prepaid Expenses	2,74,922	1,06,708
Housing Loan to Executive Director (a)	-	50,000
Deposit with Cotton Corporation of India Ltd	50,00,000	50,00,000
Other Advances	2,50,873	4,92,943
	<u>61,35,503</u>	<u>61,98,913</u>

- (a) In accordance with the scheme formulated by the company duly approved by the Board of Directors a housing loan of Rs 35 Lacs was granted in an earlier year to the Executive Director. The housing loan is being recovered as per applicable terms and conditions and has been fully recovered during the year.

**TCI INDUSTRIES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (Contd...)**

	<b>31st March 2016 Rupees</b>	<b>31st March 2015 Rupees</b>
<b>12 Other Income</b>		
Rent	8,08,630	11,40,620
Interest on Income Tax Refunds	21,920	1,24,794
Other Interest Income	609	514
Miscellaneous Income	3,830	2,800
Profit on Sale of Fixed Assets	-	522
Liabilities no longer required written back	40,899	-
Sale of scrap	2,00,000	-
	<b><u>10,75,888</u></b>	<b><u>12,69,250</u></b>
<b>13 Employee Benefits Expenses</b>		
Salaries and Allowances	26,88,774	17,84,968
Contributions to Provident & Other Funds	2,04,107	1,59,038
Gratuity	400	10,307
Staff Welfare Expenses	55,230	30,680
	<b><u>29,48,511</u></b>	<b><u>19,84,993</u></b>
<b>14 Other Expenses</b>		
Advertisement Expenses	2,40,554	1,52,823
<b>Audit Fees</b>		
- Statutory Audit Fees	34,350	33,708
- Tax Audit Fees	34,350	33,708
Travelling & Conveyance	3,50,824	3,06,918
Electricity Charges	5,20,785	3,87,362
Insurance	97,240	34,337
Legal & Professional Fees	28,47,948	23,92,528
Rent	3,80,015	1,86,376
Rates & Taxes	10,33,864	7,42,875
Repairs & Maintenance.-Building	6,51,416	3,34,006
Repairs & Maintenance.- Others	5,34,081	2,68,949
Security Expenses	31,15,290	22,58,716
Motor Car Expenses	4,13,520	4,36,523
Miscellaneous Expenses	14,39,242	10,47,894
Service Tax	3,26,709	2,29,545
Directors Sitting Fees	3,20,000	1,40,000
Loss on Sale of Fixed Assets (Net)	58,685	-
	<b><u>1,23,98,873</u></b>	<b><u>89,86,268</u></b>

**TCI INDUSTRIES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (Contd...)**

	year ended 31st March 2016 Rupees	year ended 31st March 2015 Rupees
<b>15 Segment Information</b>		
<u>(A) Segment Revenue</u>		
Textile Trading	2,09,86,766	58,16,672
Services	80,39,213	51,76,250
	<u>2,90,25,979</u>	<u>1,09,92,922</u>
<b>Net Sales/Income from Operations</b>	<b><u>2,90,25,979</u></b>	<b><u>1,09,92,922</u></b>
<u>(B) Segment Results</u>		
Textile Trading	17,90,538	3,73,174
Services	42,45,113	35,39,677
<b>Total</b>	<u>60,35,651</u>	<u>39,12,851</u>
Less: Unallocated Corporate Expenses (Net of Unallocated Corporate Income)	<u>1,05,67,822</u>	<u>86,08,704</u>
<b>Loss for the year</b>	<b><u>(45,32,171)</u></b>	<b><u>(46,95,854)</u></b>
<u>Segment Liabilities</u>		
Unallocated	<u>23,14,70,471</u>	<u>21,85,70,763</u>
<b>Total Liabilities</b>	<b><u>23,14,70,471</u></b>	<b><u>21,85,70,763</u></b>
<u>Capital Expenditure</u>		
Services	27,49,033	37,500
Unallocated	4,82,880	12,55,439
<b>Total Capital Expenditure</b>	<b><u>32,31,913</u></b>	<b><u>12,92,939</u></b>
<u>Depreciation</u>		
Services	31,363	3,958
Unallocated	2,91,561	7,30,438
<b>Total Depreciation</b>	<b><u>3,22,924</u></b>	<b><u>7,34,396</u></b>

**Note : The assets of the Company are used Interchangeably and it is impracticable to allocate these segemnt wise.**

**NOTES TO THE FINANCIAL STATEMENTS (Contd...)**

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**16.**

- i. Earning per share – No. of Equity Shares 8,96,791. Loss for the year Rs. 45.32 Lacs.  
Earning per share of Rs. 10/- each Rs. (-) 5.05 (Previous Year Rs.- 5.24 )
- ii. The accumulated losses of the Company exceed its net worth. However, these accounts have been prepared on a going concern basis as the management believes that the company will be able to meet all its liabilities on the basis of the financial support from its Promoters/Directors who have agreed to provide all the necessary financial support from time to time.

Accordingly these financial statements do not include any adjustments relating to the recoverability and classification of the carrying amount of Assets and classification of Liabilities that might have to be done should the company be unable to continue as Going Concern.

- iii. With regard to the proposed property development, the Hon. Bombay High Court in a earlier year rejected the writ petition filed by the Company upholding the rejection by Municipal Corporation of the plans submitted by the Company on the ground of absence of “No Objection” from the Defence /Navy. The Company has preferred SLP in the Hon. Supreme Court against the said order of Bombay High Court, which has been admitted and is pending for final hearing.
- iv. Municipal Corporation of Greater Mumbai in earlier years revised property taxes with effect from 01<sup>st</sup> April 2010. Writ petitions were filed in Bombay High Court by certain parties challenging the said revision in property taxes and by an interim order the property owners were allowed to pay taxes at old rate plus 50 % of the difference between old and revised rates, pending disposal of the writ petitions, in terms of which the Company paid property taxes for the period upto 31<sup>st</sup> March, 2016. However, the Corporation has not accepted such taxes partly for six months upto 30-09-2015 and fully for the subsequent half year period ended 31-03-2016, except an amount of Rs. 2,29,260/-.

The Company received a special notice dated 09<sup>th</sup> April, 2015 from Municipal Corporation of Greater Mumbai revising property taxes with retrospective effect from 1<sup>st</sup> April, 2010 to 31<sup>st</sup> March, 2015 as Open land instead of structures as earlier assessed and proposed total tax after capping, at Rs. 2,01,10,414/- p.a. for the said period. The Company also received on 3<sup>rd</sup> August, 2015 Notices from Municipal Corporation of Greater Mumbai dated 23<sup>rd</sup> May, 2015, demanding tax of Rs. 2,81,54,580/- for the period 01-04-2015 to 31-03-2016 treating the property as Open Land instead of Structures as was assessed earlier. The Company has filed replies to the said notices and hearing in the matter is pending. The Corporation also by its notices dated 24<sup>th</sup> March, 2016 Cancelled earlier demands/bills for the retrospective period of 2010-2015 raised for structures amounting to Rs. 4,60,493/- against which the company had paid on amount of Rs. 2,18,420/- as per the aforesaid court order.

- v. Contingent Liability and commitments: ( to the extent not provided for )

Claim against the company not acknowledgement as debt :-

- a) The Hon'ble. Bombay High Court, by a judgment dated 1<sup>st</sup> March 2012, awarded a decree in favour of Cotton Corporation of India Ltd for Rs. 22,78,578 which together with interest amount to Rs. 89,26,844/- as on 31<sup>st</sup> March 2013. The Company, has filed SLP before the Hon'ble Supreme Court which has been admitted and stay has been granted on the execution of impugned decree. As directed by the Hon'ble Supreme Court an amount of Rs. 50 Lac has been deposited with Cotton Corporation of India Ltd . The SLP is pending for hearing.
- b) The Brihanmumbai Electric Supply & Transport Undertaking of The Brihan Mumbai Mahanagarpalika filed writ petition in The Hon'ble Bombay High Court in respect of electricity charges of the Ex Workers of the Company. As per the directions given by the Hon. Bombay High Court, the BEST calculated and demanded a sum of Rs. 8,55,168 comprising energy charges of Rs. 83,366/- and interest charges of Rs. 7,71,802. The company has paid the energy charges and challenged the interest demand by way of a writ petition in the Hon. Bombay High Court and also deposited with BEST Rs. 2.50 Lakhs as per Court order. The writ is pending for hearing.

## TCI INDUSTRIES LIMITED

vi. Related Party Disclosures:

I. Key Management Personnel:

1. Mr. S. K. Warekar – Executive Director

II. List of related parties:

- |  |   |
|--|---|
| <ol style="list-style-type: none"> <li>1. Mr. S. N. Agarwal – Director</li> <li>2. Mr. D. P. Agarwal – Director</li> <li>3. Mr. Mahendra Agarwal – Director</li> <li>4. Mr. Ashok Kumar Agarwal – Director</li> <li>5. Mr. Vikas Agarwal – Director</li> <li>6. Mr. Ashish Agarwal – Director</li> <li>7. Mr. Utsav Agarwal - Director</li> <li>8. Mr. Ashok Kumar Ayan Kumar</li> <li>9. Mr. Ayan Kumar Agarwal</li> <li>10. Mr. Nirmal Agarwal</li> <li>11. Mr. Chander Agarwal</li> <li>12. Mr. Siddhartha Agarwal</li> <li>13. Mr. Vivek Agarwal</li> <li>14. Mr. Vineet Agarwal</li> <li>15. Mrs. Avani Agarwal</li> <li>16. Mrs. Manisha Agarwal</li> <li>17. Mrs. Kanika Agarwal</li> </ol> | <ol style="list-style-type: none"> <li>18. Mrs. Nidhi Agarwal</li> <li>19. Mrs. Umah Agarwal</li> <li>20. Assam Bengal Carriers</li> <li>21. Pragya Enterprises</li> <li>22. ABC Financial Services Pvt. Ltd.</li> <li>23. ABC India Ltd.</li> <li>24. Bhoruka Capital Ltd.<br/>(Earlier known as Mukesh Textile Mills Ltd)</li> <li>25. Mahendra Investment Advisors P. Ltd.</li> <li>26. Sweta Financial Services P. Ltd.</li> <li>27. Transcorp Enterprises Limited.<br/>(Earlier known as Transcorp housing Finance Ltd.)</li> <li>28. Transcorp Estates Pvt. Ltd.</li> <li>29. Bhoruka Power Corporation Ltd.</li> </ol> |
|--|---|

III. Related Party Transactions during the year:

Sr. No.	Particulars	Key Managerial Personnel (Rs.)	Related Parties (Rs.)
1.	Remuneration	33.11 ( Lac)	NIL
2.	Reimbursement of Expenses	—	18.60 ( Lac)
3.	Advance against proposed property development-		
	(i) Advances received	—	—
	(ii) Advances refunded		—
	(iii) Balance as on 31.03.2016		1834.02 ( Lac )

vii. ADDITIONAL INFORMATION

	31st March 2016 Value (Rs.)	31st March 2015 Value (Rs.)
<b>Sales</b>		
Cloth	2,09,86,766	58,16,672
<b>Purchases</b>		
Cloth	1,89,63,730	52,52,368

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## TCI INDUSTRIES LIMITED

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viii. Figures for previous year have been regrouped / rearranged wherever necessary.

### ACCOUNTING POLICIES:

- i. Recognition of Income & Expenditure: Income and expenditure are recognized on accrual basis.
- ii. Fixed assets are stated at cost and/or at revaluation.
- iii. Depreciation is provided as per Schedule II to the companies Act, 2013. Depreciation on addition/deductions is calculated pro-rata from/to the month of addition/deduction.
- iv. Gratuity: The Company is a participant of group gratuity scheme with Life Insurance Corporation of India and the required premium under the scheme is paid.
- v. As there is no reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized, no deferred tax assets have been recognized in the accounts in respect of brought forward losses eligible as per Income Tax Act.

Signature to Notes 1 to 16.

In terms of our report of even date

For **R. S. Agarwala & Co.**  
Chartered Accountants  
Firm Regn. No.: 304045E

**R. S. Agarwala**  
Partner  
Membership No. 005534

Camp : Mumbai  
Date : 20th May, 2016

**D. P. Agarwal**  
Director  
(DIN: 00084105)

**Mahendra Agarwal**  
Director  
(DIN: 00179779)

**S. K. Warekar**  
(Executive Director) Asst. Co. Secretary & CFO  
(DIN: 02088830) Membership No.- A38369

Place : Mumbai  
Date : 20th May, 2016



**TCI INDUSTRIES LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016**

PARTICULARS	31ST MARCH 2016 Rupees	31ST MARCH 2015 Rupees
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax	(45,32,171)	(46,95,853)
Adjustments for :		
Depreciation & Amortisation Expense	3,22,924	7,34,396
Other Income	(10,75,888)	(12,69,250)
Operating profit before Working Capital changes	<u>(52,85,135)</u>	<u>(52,30,707)</u>
Adjustments for :		
(Increase)/Decrease in Trade and Other Receivables	(57,85,036)	1,16,65,651
Increase/(Decrease) in Trade Payables and other Liabilities	71,99,708	(76,58,270)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b><u>(38,70,463)</u></b>	<b><u>(12,23,326)</u></b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale / (Purchase) of Assets (Net)	(30,21,727)	(12,87,972)
Rent received and Misc .income	10,75,888	12,69,250
<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>	<b><u>(19,45,839)</u></b>	<b><u>18,722)</u></b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/ (Decrease) of Borrowings	57,00,000	15,25,000
<b>NET CASH FLOW FROM FINANCING ACTIVITIES (C)</b>	<b><u>57,00,000</u></b>	<b><u>15,25,000</u></b>
NET INCREASE IN CASH & CASH EQUIVALENT (A+B+C)	(1,16,302)	2,82,952
CASH & CASH EQUIVALENT (OPENING BALANCE)	4,82,692	1,99,740
<b>CASH &amp; CASH EQUIVALENT (CLOSING BALANCE)</b>	<b><u>3,66,390</u></b>	<b><u>4,82,692</u></b>

This is the Cash Flow Statement referred to in our report of even date.

For **R. S. Agarwala & Co.**  
Chartered Accountants  
Firm Regn. No.: 304045E

**R. S. Agarwala**  
Partner  
Membership No. 005534

Camp : Mumbai  
Date : 20th May, 2016

For & On Behalf of the Board of Directors

**D. P. Agarwal**                      **Mahendra Agarwal**  
Director                                      Director  
(DIN: 00084105)                      (DIN: 00179779)

**S. K. Warekar**                      **Amit A. Chavan**  
(Executive Director)                      Asst. Co. Secretary & CFO  
(DIN: 02088830)                      Membership No.- A38369

Place : Mumbai  
Date : 20th May, 2016

**PROXY FORM**

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

**TCI INDUSTRIES LIMITED**

CIN: L74999TG1965PLC001551

Registered Office: 1-7-293, Mahatma Gandhi Road, Secunderabad - 500 003.  
Tel.: 040 - 27845613 Fax : 040 - 27894284 E-mail : tci@mtnl.net.in Web : www.tciil.in

Name of the member : .....  
Registered Address : .....  
Email ID : .....  
Folio No./\*Client ID : .....  
\*DP ID : .....

I/We, being the Member (s) of .....shares of the above named Company, hereby appoint

1. Name : .....  
Address : .....  
Email ID : .....  
Signature : ....., or failing him/her

2. Name : .....  
Address : .....  
Email ID : .....  
Signature : ....., or failing him/her

3. Name : .....  
Address : .....  
Email ID : .....  
Signature : .....

\* Applicable for investors holding shares in electronic form.

as my / our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Fifty First (51st) Annual General Meeting of the Company, to be held on Tuesday, August 2, 2016 at 12.00 Noon at FTAPCCCI Auditorium, Ground Floor, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, FAPCCI Marg, Red Hills, Hyderabad – 500 004 and at any adjournment thereof in respect of such resolutions as are indicated Overleaf :

Resolution Number	Resolution	Vote		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Adoption of Audited Balance Sheet, Statement of Profit & Loss, and the reports of the Board of Directors and Auditors for the financial year ended March 31, 2016			
2.	Re-appointment of Mr. Dharpal Agarwal (DIN: 00084105), who retires by rotation			
3.	Re-appointment of Mr. Ashok Kumar Agarwal (DIN: 01237294), who retires by rotation			
4.	Re-appointment of Mr. Vikas Agarwal (DIN: 00052738), who retires by rotation			
5.	Appointment of M/s. R S Agarwala & Co. as Auditors of the Company and fixing their remuneration			
<b>Special Business</b>				
6.	Reclassification of Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company			
7.	Alteration of the Capital Clause in the Articles of Association of the Company			
8.	Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013			
9.	Issue of Redeemable Preference Shares on preferential basis to the Promoter(s) and Promoter Group Companies			
10.	Appointment of Mr. Siddhartha Agarwal (holding DIN: 00225871) as Director of the Company			

Signed this.....day of.....2016

.....  
Signature of the Member

.....  
Signature of proxy holder (s)

Affix  
Revenue  
Stamp

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

# TCI INDUSTRIES LIMITED

CIN: L74999TG1965PLC001551

Registered Office: 1-7-293, Mahatma Gandhi Road, Secunderabad - 500 003.

Tel.: 040 - 27845613 Fax : 040 - 27894284 E-mail : tci@mtnl.net.in Web : www.tciil.in

## ATTENDANCE SLIP

I hereby record my presence at the Fifty First (51st) Annual General Meeting of the members of TCI Industries Limited at FTAPCCCI Auditorium, Ground Floor, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, FAPCCI Marg, Red Hills, Hyderabad – 500 004 on Tuesday, the August 2, 2016 at 12.00 Noon (IST)

DP ID\* ..... Register Folio No. ....

Client ID\* : ..... No. of Shares Held .....

Name (Shareholder) .....

Address .....

.....

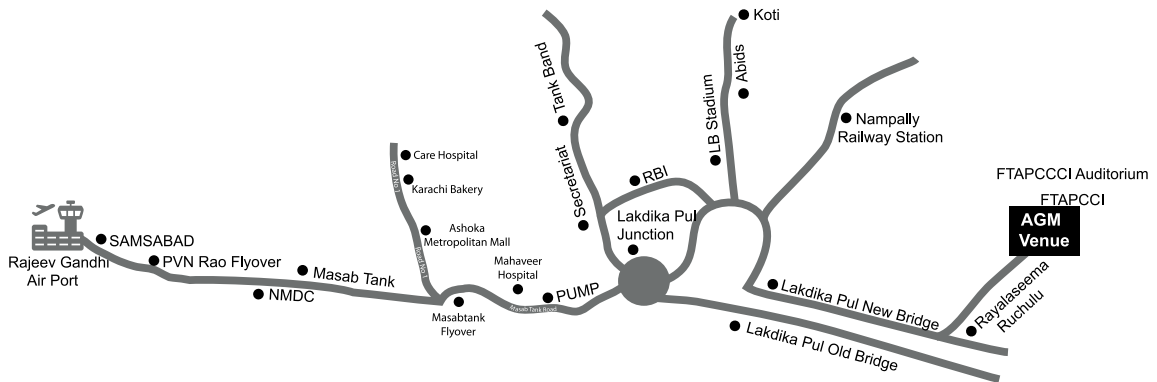
.....

Signature of the Shareholder or Proxy \_\_\_\_\_

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

\* Applicable for investors holding shares in electronic form.

## Routemap to AGM Venue



BOOK-POST

*If undelivered please return to:*  
**TCI INDUSTRIES LIMITED**  
N. A. Sawant Marg,  
Colaba,  
Mumbai - 400 005.