



TCI INDUSTRIES LIMITED

Regd. & Corp. Off.: N. A. Sawant Marg, Near Colaba Fire Brigade, Colaba, Mumbai – 400 005.
CIN : L74999MH1965PLC338985

Tel. : 022-2282 2340/5581
Telefax : 022-2282 5561
E-mail : tci@mtnl.net.in
Web : www.tciil.in

Ref. No.: TCIIL/BSE/021/20-21

August 12, 2020

Electronic Filing

To,

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Security ID: TCIIND; **Security Code:** 532262.

Sub.: Submission of Annual Report for the Financial Year 2019-20.

Ma'am/Dear Sir,

We would like to inform your esteemed Exchange that the **55th Annual General Meeting** (AGM) of the Company is scheduled to be held on Thursday, **September 10, 2020** at **2:00 p.m.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements), 2015, we are enclosing herewith the Annual Report for the Financial Year 2019-20 being dispatched/ sent to the Members of the Company by permitted mode on August 12, 2020.

The aforesaid Annual Report is also available on the website of the Company at www.tciil.in.

The Exchange is hereby requested to take note of and disseminate the same on its website.

Thanking You,

For **TCI Industries Limited**

Amit A. Chavan
Company Secretary & Compliance Officer

Encl.: As above.

TCI

INDUSTRIES LIMITED



55th
Annual Report
2019-2020

**55th
Annual General Meeting**

Date : September 10, 2020
at 2:00 PM

Mode : Through Video Conferencing (VC) /
Other Audio Visual Means (OAVM).

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CORPORATE INFORMATION**CHAIRMAN EMERITUS**

Shri S. N. Agarwal

BOARD OF DIRECTORS

Shri Ravishanker Jhunjunwala (*Chairman*)

Shri Dharpal Agarwal

Shri Mahendra Agarwal

Dr. Ashok Kumar Agarwal

Shri Vikas Agarwal

Shri Siddhartha Agarwal

Shri Ashish Agarwal

Shri Utsav Agarwal

Shri Siddharth Mehta

Smt. Anuradha Bhalla

Shri Sahir S. Patel

Shri Sunil K. Warekar (*Executive Director*)

AUDITORS**M/s. V. Singhi & Associates**

Chartered Accountants

61, 6th Floor, Sakhar Bhawan,

230, Nariman Point,

Mumbai – 400 021.

REGISTRAR & TRANSFER AGENT**M/s. Bigshare Services Pvt. Ltd.**

1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis, Next to Keys Hotel,

Marol Maroshi Road, Andheri (E),

Mumbai - 400059.

Tel.: 022-6263 8200, Fax: 022-6263 8299

E-mail: investor@bigshareonline.com

Website: www.bigshareonline.com

LISTED AT

BSE Limited

BOARD COMMITTEES**1. Audit Committee**

Shri Siddharth Mehta (*Chairman*)

Shri Ravishanker Jhunjunwala

Shri Sahir S. Patel

Shri Vikas Agarwal

2. Nomination And Remuneration Committee

Shri Siddharth Mehta (*Chairman*)

Shri Ravishanker Jhunjunwala

Shri Mahendra Agarwal

3. Stakeholders' Relationship Committee

Dr. Ashok Kumar Agarwal (*Chairman*)

Shri Ashish Agarwal

Shri Sunil K. Warekar

4. Risk Management Committee

Shri Sunil K. Warekar (*Chairman*)

Shri Vikas Agarwal

Shri Ashish Agarwal

5. Share Allotment Committee

Shri Ravishanker Jhunjunwala (*Chairman*)

Shri Siddharth Mehta

Shri Vikas Agarwal

REGISTERED OFFICE

N. A. Sawant Marg, Near Colaba Fire Brigade,
Colaba, Mumbai – 400 005, Maharashtra.

Tel.: 022-2282 2340, Fax: 022-2282 5561

E-mail: inv.complaint@tciil.in / tci@mtnl.net.in

Website: www.tciil.in

CIN: L74999MH1965PLC338985

BANKERS

HDFC Bank Limited

TCI INDUSTRIES LIMITED

NOTICE

Notice is hereby given that the **FIFTY FIFTH ANNUAL GENERAL MEETING (AGM)** of the Members of **TCI INDUSTRIES LIMITED** will be held on Thursday, the 10th day of September, 2020 at 2:00 PM (IST) through Video Conferencing ("VC") / Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue, in compliance with General Circular Nos. 14/2020, 17/2020, 20/2020 issued by Ministry of Corporate Affairs (MCA Circulars), to transact the businesses mentioned below.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2020 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon 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 the audited Balance Sheet as at March 31, 2020 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

2. To appoint a Director in place of Dr. Ashok Kumar Agarwal (DIN: 01237294), who retires by rotation and being eligible, offers himself for re-appointment as a Director 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 pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Ashok Kumar Agarwal (DIN: 01237294), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint a Director in place of Shri Siddhartha Agarwal (DIN: 00225871), who retires by rotation and being eligible, offers himself for re-appointment as a Director 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 pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Siddhartha Agarwal (DIN: 00225871), who retires by rotation at this meeting

and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To appoint a Director in place of Shri Utsav Agarwal (DIN: 03444844), who retires by rotation and being eligible, offers himself for re-appointment as a Director 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 pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Utsav Agarwal (DIN: 03444844), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

5. **Re-appointment of Shri Ravishanker Jhunjunwala (DIN: 00231379) as an Independent Director**

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Ravishanker Jhunjunwala (DIN: 00231379), who holds office of Independent Director up to the conclusion of forthcoming 55th Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Jhunjunwala's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from the conclusion this Annual General Meeting or adjournment, if any, thereof up to the 60th Annual General Meeting of the Company to be held in 2025 for the year ended March 31, 2025."

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6. Re-appointment of Shri Siddharth Mehta (DIN: 03072352) as an Independent Director

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Siddharth Mehta (DIN: 03072352), who holds office of Independent Director up to the conclusion of forthcoming 55th Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Mehta’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from the conclusion of this Annual General Meeting or adjournment, if any, thereof up to the 60th Annual General Meeting of the Company to be held in 2025 for the year ended March 31, 2025.”

NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM).
2. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 55th Annual General Meeting of the Company is being conducted through Video Conferencing (“VC”) (hereinafter referred to as

“AGM’ or “e-AGM”). In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.

3. Company has appointed National Securities Depository Limited to provide Video Conferencing facility for the AGM and the attendance enablers for conducting of the AGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. **Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/ Authorization should be sent electronically through their registered email address to the Scrutinizer at jainchandanbala@gmail.com with a copy marked to Company at tc@mtnl.net.in
6. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tciil.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

10. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Monday, September 07, 2020 at 9:00 A.M. and ends on Wednesday, September 09, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial

password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. TCI Industries e-Voting.pdf file. Open the TCI Industries e-Voting.pdf file. The password to open the TCI Industries e-Voting.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The TCI Industries e-Voting.pdf file contains your 'User ID' and your 'initial password'.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jainchandanbala@gmail.com or tcimtnl.net.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset

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Password?" option available on www.evoting.nsdl.com to reset the password.

- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

11. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

12. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders /members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at tci@mtnl.net.in

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number /folio number, email id, mobile number at tci@mtnl.net.in. The same will be replied by the company suitably.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

13. The Company is sending through email, the Annual Report including Notice of AGM to the shareholders whose name is recorded as on Friday, August 07, 2020 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires shares of the Company and becomes Member of the Company after Friday, August 07, 2020 being the date reckoned for the dispatch of the Annual Report and who hold shares as on the cut-off date i.e. September 03, 2020, may obtain the User Id and password by approaching the NSDL or Company.

14. Mrs. Chandanbala O. Mehta, Practicing Company Secretary 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.

15. The Scrutinizer's decision on the validity of the vote shall be final.

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16. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the e-AGM, however such Member shall not be allowed to vote again during the e-AGM.
 17. The Scrutinizer after scrutinising the votes cast by remote e-voting and e-voting during the e-AGM will make a consolidated Scrutinizer's Report and submit the same forthwith not later than 48 hours of conclusion of the e-AGM to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
 18. The Results declared along with the consolidated report of the Scrutinizer shall be hosted on the website of the Company 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.
 19. The Resolutions shall be deemed to be passed at the registered office of the Company on the date of the e-AGM, subject to receipt of the requisite number of votes in favour of the Resolutions.
- GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS**
20. The members are requested to intimate any change in their address with PIN Code, immediately and quote Folio Number in all correspondence.
 21. The shares of the Company have been dematerialized (ISIN No. INE920B01019) and presently traded in electronic form.
 22. The Company has w.e.f. January 27, 2020, pursuant to the Members approval obtained in their 54th Annual General Meeting held on July 29, 2019 and other statutory approval, shifted the Registered Office Address from '1-7-293, M. G. Road, Secunderabad – 500003, Telangana' TO 'N. A. Sawant Marg, Near Colaba Fire Brigade, Colaba, Mumbai – 400 005, Maharashtra'. Members are requested to take note of the changed Registered Office Address of the Company and use the same for all future communications to the Company.
 23. The Name of the Company has been changed from Transport Corporation of India Limited to TCI Industries Limited w.e.f. 29/01/1999.
 24. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 03, 2020 to Thursday, September 10, 2020 (both days inclusive).
 25. The members are requested to note that the Company's Registrar and Share Transfer Agent (RTA) is **Bigshare Services Private Limited, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Next to Keys Hotel, Makwana Road, Andheri (E), Mumbai 400 059**. The members are requested to lodge their shares for 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.
 26. **Pursuant to the amendments carried out in SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, effective from April 01, 2019, except in case of transmission or transposition of securities, request for effecting transfer of shares shall not be processed unless the securities are held in the dematerialized form with a depository.**
 27. Members holding shares in physical form and who has not updated their PAN and Bank details are requested to update the same with Bigshare Services Pvt. Ltd., RTA of the Company.
 28. The shares of the Company are at present listed on the BSE Limited. The Company has made payment of the listing fees to Stock Exchange in time.
 29. 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.
 30. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electron mode. Members can inspect the same by sending an email to tci@mtnl.net.in.

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

Amit A. Chavan
Company Secretary & Compliance Officer
M. No. A38369

Place : Mumbai
Date : June 26, 2020

TCI INDUSTRIES LIMITED

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

Item Nos. 5 & 6

Mr. Ravishanker Jhunjhunwala and Mr. Siddharth Mehta were appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 (Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at their 50th Annual General Meeting (AGM) held on August 01, 2015 for a period of 5 (five) consecutive years from the date of AGM i.e. August 01, 2015 till the conclusion of the 55th AGM to be held in the year 2020 (first term as per the explanation to Section 149(10) and 149(11) of the Act).

The Nomination & Remuneration Committee at its Meeting held on June 26, 2020 after taking into account the performance evaluation of these Independent Directors, during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure as an Independent Director since their appointment, has recommended to the Board that continued association of these Directors as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of these Directors as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from this Annual General Meeting or adjournment, if any, thereof up to the 60th Annual general Meeting of the Company to be held in 2025 for the year ended March 31, 2025 and not liable to retire by rotation.

The Company has received notices in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Ravishanker Jhunjhunwala and Mr. Siddharth Mehta for their appointment to the office of the Independent Directors.

Brief profile of the above Independent Directors are as under:

Mr. Ravishanker Jhunjhunwala:

Mr. Ravishanker Jhunjhunwala is a Bachelor of Commerce. He possesses around 45 years of experience in Steel Processing Industries and managing a medium size Company. He additionally holds post of Director in Economic Forge Private Limited and Shailaja Agencies Private Limited.

Mr. Siddharth Mehta:

Mr. Siddharth Mehta is a qualified LL.M., Columbia University School of Law, New York and completed his LLB degree from University of Mumbai.

He is the Managing Partner of Mehta & Padamsey, a Mumbai-based law firm. He focuses on growth, strategy, markets, regulatory and dispute resolution for businesses with an emphasis on cross-border transactions.

Prior to moving back to Mumbai, he has worked extensively at international law firms in New York, San Francisco, Silicon Valley, London and Singapore.

The above Directors have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Ravishanker Jhunjhunwala and Mr. Siddharth Mehta fulfills the conditions specified in the Act for their appointment as an Independent Directors.

A copy of the draft letter for the appointment of the above Directors as Independent Director setting out the terms and conditions would be available for inspection on the website of the Company at www.tcii.in.

The other details including the shareholding of these Directors, whose appointment is proposed at item nos. 5 & 6 of the accompanying Notice, have been given in the attached annexure.

The Board recommends the Resolutions for re-appointment of the Independent Directors at item nos. 5 & 6 as Special Resolutions of this notice for your approval.

Mr. Ravishanker Jhunjhunwala and Mr. Siddharth Mehta respectively, are concerned or interested in the resolutions of the accompanying notice relating to their own appointment.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolutions at item nos. 5 & 6.

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

Amit A. Chavan
Company Secretary & Compliance Officer
M. No. A38369

Place : Mumbai
Date : June 26, 2020

TCI INDUSTRIES LIMITED

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Information regarding appointment and re-appointment of Director

| Name of the Director | Dr. Ashok Kumar Agarwal | Mr. Siddhartha Agarwal | Mr. Utsav Agarwal | Mr. Ravishanker Jhunjunwala | Mr. Siddharth Mehta |
|---|--|---|--|---|--|
| Director Identification Number | 01237294 | 00225871 | 03444844 | 00231379 | 03072352 |
| Age | 64 years | 45 years | 35 years | 65 years | 42 years |
| Nationality | Indian | Indian | Indian | Indian | Indian |
| Date of Appointment | 10/09/1996 | 20/05/2016 | 15/05/2013 | 03/11/2014 | 03/11/2014 |
| Qualifications | Dr. Ashok Kumar Agarwal has done Master of Public Health (M.P.H.) from Johns Hopkins University Bloomberg School of Public Health, Maryland, Baltimore, USA and Bachelor of Medicine, Bachelor of Surgery (M.B.B.S.) from Calcutta National College, Kolkata, West Bengal. | 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. | Mr. Utsav Agarwal has a major in Industrial Engineering and minor in Business Administration from Bradley University, Peoria Illinois, USA | Mr. Ravishanker Jhunjunwala is a B.Com. Graduate from University of Mumbai | Mr. Siddharth Mehta is a qualified LL.M., Columbia University School of Law, New York and completed his LLB degree from University of Mumbai. |
| Expertise in specific Functional Areas | He 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. 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 an 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. | He heads Boruka Fabcons Private Limited which is into aluminium machining. His work experience ranges from consulting, start-ups, manufacturing and investment banking (M&A). He spent about 3 years working in the financial derivative sector after completing undergraduate studies. He has been a part of CII – Yi, Bangalore Chapter since 2011 and it was this drive of doing something for the country that led him to start the Yi chapter in Mysore in July 2014. He is the current Chairman of the CII-Yi, Mysore Chapter. | He possesses around 45 years of experience in Steel Processing Industries and managing a medium size Company. He additionally holds post of Director in Economic Forge Private Limited and Shailaja Agencies Private Limited. | He is the Managing Partner of Mehta & Padamsey, a Mumbai-based law firm. He focuses on growth, strategy, markets, regulatory and dispute resolution for businesses with an emphasis on cross-border transactions. Prior to moving back to Mumbai, he has worked extensively at international law firms in New York, San Francisco, Silicon Valley, London and Singapore. |
| Remuneration last drawn (including sitting fees, if any) | NIL | NIL | NIL | Rs. 60,000/- as sitting fees | Rs. 40,000/- as sitting fees |

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| Name of the Director | Dr. Ashok Kumar Agarwal | Mr. Siddhartha Agarwal | Mr. Utsav Agarwal | Mr. Ravishanker Jhunjunwala | Mr. Siddharth Mehta |
|--|--|--|--|---|---|
| Remuneration proposed to be paid | Not Applicable | Not Applicable | Not Applicable | Sitting fees will be paid for attending Board/ Committee Meetings as approved by the Board in its Meeting held on November 03, 2014 | Sitting fees will be paid for attending Board/ Committee Meetings as approved by the Board in its Meeting held on November 03, 2014 |
| Relationship with other Directors/Key Managerial Personnel | Brother of Mr. Dharpal Agarwal & Mr. Mahendra Agarwal and not related to any other Director / Key Managerial Personnel | Not related to any Director / Key Managerial Personnel | Not related to any Director / Key Managerial Personnel | Not related to any Director / Key Managerial Personnel | Not related to any Director / Key Managerial Personnel |
| Number of meetings of Board attended during the year | 2 | 3 | 2 | 3 | 2 |
| Directorships Held in other listed Companies | 1. Transcorp International Limited | NIL | NIL | NIL | 1. Bajaj Electricals Limited 2. Indo Count Industries Limited |
| Committee position held in other Companies | Transcorp International Limited: 1. Corporate Social Responsibility Committee – Member | NIL | NIL | NIL | Bajaj Electrical Limited: 1. Audit Committee – Member 2. Nomination and Remuneration Committee – Member 3. Corporate Social Responsibility Committee – Member 4. Risk Management Committee – Member Indo Count Industries Limited: 1. Audit Committee – Member 2. Risk Management Committee – Member |
| No. of Shares held in the company | 1503 | 12497 | 3980 | NIL | NIL |

TCI INDUSTRIES LIMITED

DIRECTORS' REPORT

Dear Members,

The Board of Directors are pleased to present the Company's Fifty Fifth Annual Report and the Company's Audited Financial Statements for the financial year ended March 31, 2020.

FINANCIAL RESULTS

The summarized standalone results of your Company are given in the table below.

(Rs. in lakhs)

| Particulars | Financial Year ended | |
|--|----------------------|-------------|
| | Standalone | |
| | 31/03/2020 | 31/03/2019* |
| Total Income | 241.20 | 212.60 |
| Profit/(loss) before Interest, Depreciation & Tax (EBITDA) | (9.98) | (12.19) |
| Finance Cost | 10.18 | 7.98 |
| Depreciation | 19.67 | 19.10 |
| Net Profit/(Loss) Before Tax | (39.83) | (39.27) |
| Tax Expense | - | - |
| Net Profit/(Loss) After Tax | (39.83) | (39.27) |
| Profit/(Loss) brought forward from previous year | (2607.41) | (2568.14) |
| Profit/(Loss) carried forward to Balance Sheet | (2647.24) | (2607.41) |

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

COVID-19

In the last month of financial year 2019-20, the COVID-19 pandemic developed rapidly into a global crisis, including our Country, forcing the Central & State Governments lock-downs w.e.f. March 24, 2020 affecting all economic activities including that of our Company. As per the guidelines issued by the Maharashtra Government the Company has resumed its office from June 8, 2020. However, the revenue generating operations i.e. rendering services by providing premises of the Company for film shooting, TV serials, Advertisements and for events etc. still remain closed due to the restrictions imposed by the State Government on conduct of shootings of films/ TV serials etc. It is expected that normalcy in the working of the Company will be restored from the third quarter of the current financial year.

MANAGEMENT DISCUSSION AND ANALYSIS

Forward looking statements

Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events.

The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements, on the basis of any subsequent developments, information or events.

Performance Review

During the financial year under review, your Company's revenue increased by 13.45% to Rs. 241.20 lakhs as compared to revenue of Rs. 212.60 lakhs in the previous financial year, which was mainly on account of revenue from Services income increasing from Rs. 201.60 lakhs to Rs. 228.88 lakhs. The Company suffered a net loss of Rs. 39.83 lakhs against a net loss of Rs. 39.27 lakhs during the previous financial year, even though there was an increase in the revenue. The loss during the current financial year is slightly higher compared to that of previous year, which is primarily on account of increase in various expenses such as Employee benefit expenses, Commission & Brokerage and other various corporate expenses.

Company's Property at Colaba – Mumbai

The SLP filed by the Company in the Hon'ble Supreme Court of India, 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 listed during the year for final hearing before the Supreme Court. However, the matter could not be heard. Thereafter, due to outbreak of COVID-19 and consequent lockdown which affected the working of the Supreme Court, the matter was not listed for final hearing. It is expected that the Company's SLP may be listed again in near future for final hearing.

Outlook

The management is making every possible effort to increase the revenue from services by upgrading the infrastructure from time to time at substantial investment and by reaching out to new segments & at the same time with a focus on the existing customer segments. As a result, the Company could achieve higher revenue as compared to the previous financial year's revenue.

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The Company has made initial assessment of the likely adverse impact on economic environment in general and operational and financial risks on account of COVID-19. The current financial year 2020-21 would be a challenging year for the Company as the COVID-19 pandemic caused unprecedented economic disruption globally and in India in all types of sectors/industries. The Company is engaged in the operations of rendering services by providing premises of the Company for film shooting, TV serials, Advertisements and for events etc. which involves large number of participants in such activities and the present prevailing conditions, the Company expects that the normalcy in its revenue generating operations will return from the 3rd quarter of the current year. The first quarter of the current year had Nil revenue from such activity and the Company expects that the 2nd quarter of the current Financial Year also will not generate revenue.

Internal Financial Controls

The Company has in place adequate financial controls 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 adequacy and completeness of accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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 weaknesses in the design or operation were observed.

The Company has appointed M/s. Gokhale & Sathe, Chartered Accountants, Mumbai, as Internal Auditors to carry the internal audit. The Internal Auditors' Reports are regularly reviewed by the Senior Management and the Audit Committee of the Board for its implementation and effectiveness.

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 briefs the Board on various issues along with its suggestions/ recommendations, based on which the Board takes decisions.

TRANSFER TO RESERVE

It is not proposed to transfer any amount to reserve during the financial year ended March 31, 2020.

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 within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, Dr. Ashok Kumar Agarwal, Shri Siddhartha Agarwal and Shri Utsav Agarwal, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment. The Board recommends their re-appointment.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, in their Meeting held on June 26, 2020, recommended the re-appointments of Shri Ravishanker Jhunjunwala, Chairman & Independent Director and Shri Siddharth Mehta, Independent Director, of the Company for a second term of five consecutive years commencing from the conclusion of this Annual General Meeting or adjournment, if any, thereof, up to the 60th Annual General Meeting of the Company to be held in 2025 for the year ended March 31, 2025, subject to approval of members in the ensuing Annual General Meeting.

Brief Resume of the Directors, nature of expertise in specific functional areas, names of other listed 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 Notice for the ensuing Annual General Meeting.

Further, during the year effective from May 18, 2019, the designation of Mr. Amit A. Chavan, has been changed from Asst. Company Secretary, Compliance Officer & CFO to Company Secretary, Compliance Officer & CFO.

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SHIFTING OF REGISTERED OFFICE ADDRESS

Pursuant to the approval granted by the Members at their 54th Annual General Meeting held on July 29, 2019 and Order dated December 23, 2019 passed by the Regional Director, South East Region, Hyderabad, the Board of Directors of the Company through Circulation Resolution on January 27, 2020, shifted the Registered Office of the Company from "1-7-293, M. G. Road, Secunderabad – 500 003, Telanagana" to "N. A. Sawant Marg, Near Colaba Fire Brigade, Colaba, Mumbai – 400 005, Maharashtra".

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, 2020, 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, 2020 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.

AUDITORS AND AUDITORS' REPORTS

Statutory Auditors and Auditors' Report

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, M/s. V. Singhi & Associates, Chartered Accountants, registered with the Institute of Chartered Accountants of India under Firm

registration no. 311017E, were appointed as the Statutory Auditors of the Company, for a term of 5 (five) consecutive years starting from the conclusion of 52nd Annual General Meeting held on August 01, 2017 (subject to ratification of their appointment by the members at every AGM held after this AGM). The Company has received a confirmation from the said Auditors that they are not disqualified from continuing as Auditors of the Company.

Pursuant to Notification issued by the Ministry of Corporate Affairs on May 07, 2018 amending Section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not placing a resolution relating to ratification of appointment of Auditors for approval of Members at the ensuing AGM.

The Report given by M/s. V. Singhi & Associates, Chartered Accountants, on the financial statements of the Company is a part of the Annual Report. The notes on the financial statement referred to in the Auditors Report are self-explanatory and do not call for any further comments. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Chandanbala Jain & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2019-20.

The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed herewith as **Annexure 1**, to this report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

Reporting of Frauds by Auditors

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

Implementation of Scheme namely TCIL Conversion of Shares in Physical Form to Demat Scheme-2016

The Company pursuant to the members approval accorded at the 51st Annual General Meeting held on

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August 02, 2016, introduced the Scheme namely "TCIIL Conversion of Shares in Physical Form to Demat Scheme-2016" ("**the Scheme**") during the financial year 2016-17, to mitigate the difficulty that may be experienced by the shareholders of the Company holding shares in physical form in converting the shares in demat and/or selling their shares in physical form on the Stock Market and to alleviate such hardships that may be caused to them.

The Scheme received participation from very few physical shareholders till the extended validity of the Scheme till March 31, 2019. The Company has processed all the applications received under the said Scheme through the TCIIL Demat Trust created for that purpose as per the terms and conditions laid down under the Scheme.

Pursuant to the amendment made to Reg. 40 of the SEBI (Listing Regulations and Disclosure Requirements), 2015, from April 01, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with the depository.

Consequent to the said amendment w.e.f. April 01, 2019, it has become non-feasible to continue the Scheme beyond March 31, 2019 as the Company cannot process the application(s) under the scheme, as the physical shares will not be transferred to the trustees of the trust created for the purpose of implementation of Scheme. Accordingly, the Board of Directors had decided not to extend the Scheme after March 31, 2019 and the Company has revoked the TCIIL Demat Trust after completing all the necessary formalities.

In view of the amendment mentioned above, all the shareholders holding shares in physical form are hereby requested to convert their physical shareholding into electronic form, to trade in the securities of the Company in market.

SHARE CAPITAL

A) Bonus Shares

No bonus shares were issued during the financial year 2019-20.

B) Issue of equity shares with differential rights

There were no shares issued with differential rights during the financial year 2019-20.

C) Issue of sweat equity shares

No sweat equity shares were issued during the financial year 2019-20.

D) Issue of employee stock options

No employee stock option was given or issued during the financial year 2019-20.

E) Issue of preference shares

- a. During the year under review, pursuant to the Members approval accorded by passing Special Resolution through Postal Ballot on January 03, 2019, the Share Allotment Committee of the Board of Directors of the Company has issued and allotted 13,469 nos. of 0% Non-Convertible Redeemable Preference Shares (NCRPS) of Face Value Rs. 100/- (Rupees One Hundred only) each at an issue price of Rs. 400/- (Rupees Four Hundred only) each including premium of Rs. 300/- (Rupees Three Hundred only) each to the Promoters and Promoter Group Companies for cash

Accordingly, pursuant to the aforesaid approval, the Share Allotment Committee of the Board of Directors, during the offer period from 03.01.2019 to 02.01.2020, has issued and allotted total 14,719 nos. of NCRPS out of 1,79,929 nos. of NCRPS to the Promoters and Promoter Group Companies for cash.

The below are the objects of the issue as mentioned in the explanatory statement to the Postal Ballot Notice dated November 09, 2018:

- i. To meet working capital requirements of the Company; and
- ii. General corporate purpose including repayment and/or conversion of unsecured loans.

The proceeds of the issue have/had been utilised towards the aforesaid objects of the issue.

- b. Upon expiry of validity of the above said issue, the Company have accorded the Members approval by passing Special Resolution through Postal Ballot on April 07, 2020, for issue of upto 1,57,210 nos. of 0% Non-Convertible Redeemable Preference Shares of Face Value Rs. 100/- each at an issue price of Rs. 400/- each including premium of Rs. 300/- each to the Promoters and Promoter Group Companies for Cash or in lieu of conversion of unsecured loans received/ to be received from Promoter(s)/ Promoter Group Companies.

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The below are the objects of the issue as mentioned in the explanatory statement to the Postal Ballot Notice dated February 05, 2020:

- i. To meet working capital requirements of the Company; and
- ii. General corporate purpose including repayment and/or conversion of unsecured loans.

The proceeds to be raised through issue of NCRPS will be utilised towards the objects of the issue as mentioned in the explanatory statement to the Postal Ballot Notice dated February 05, 2020.

The said NCRPS are redeemable at premium of 18% [simple] p.a. on the issue price, i.e. Rs. 400/- per share, in accordance with the relevant provisions of the Companies Act, 2013 out of profits available for distributions as dividend and/or by issue of fresh shares, in one or more tranches at the option of the Company. The said NCRPS are redeemable within the maximum permissible time period under the provisions of Section 55 of the Companies Act, 2013, which period is presently 20 years from the date of issue of NCRPS, or such other extended period which may be provided by any subsequent modification or amendment to the Companies Act, 2013 OR on an earlier date only at the discretion of the Company.

Further, as the Company allotted Non-Convertible Redeemable Preference Shares, there is no change in the paid-up equity share capital of the Company. The said shares shall not be convertible into equity shares and the same shall not be listed with any Stock Exchange.

There is no deviation or variation in the utilisation of proceeds of the said Issues between projected utilisation of funds made by the Company as mentioned aforesaid and the actual utilisation of funds.

F) 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.

During the year under review, as a result of issue of 13,469 numbers of 0% Non-Convertible Redeemable Preference Shares, the issued, subscribed and paid up share capital of your Company increased to Rs. 7,32,46,910/-, comprising of 8,96,791 Equity shares of Rs. 10/- each and 6,42,790 Preference Shares of Rs. 100/- each.

EXTRACT OF ANNUAL RETURN

The extract of the annual return in prescribed form MGT-9 is annexed hereto as **Annexure 2** to this Report.

The extract of the annual return of the Company has also been placed on the website of the Company and can be accessed at the link: <http://www.tciil.in/file-basket/ANNUAL%20RETURN-2019-20.pdf>

DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on March 31, 2020, the Company had no subsidiary, joint ventures, and 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 remuneration of the employees and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

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| Sl. No. | Name of Director/KMP and Designation | Ratio of remuneration of each Director to the median remuneration of employees | % increase in Remuneration in the financial year 2019-20 |
|---------|--|--|--|
| 1 | Shri Ravi Shanker Jhunjhunwala, Chairman & Independent Director | ** | ** |
| 2 | Shri Dharpal Agarwal, Non-Executive Director | Not Applicable | NIL |
| 3 | Shri Mahendra Agarwal, Non-Executive Director | Not Applicable | NIL |
| 4 | Dr. Ashok Kumar Agarwal, Non-Executive Director | Not Applicable | NIL |
| 5 | Shri Vikas Agarwal, Non-Executive Director | Not Applicable | NIL |
| 6 | Shri Siddhartha Agarwal, Non-Executive Director | Not Applicable | NIL |
| 7 | Shri Ashish Agarwal, Non-Executive Director | Not Applicable | NIL |
| 8 | Shri Utsav Agarwal, Non-Executive Director | Not Applicable | NIL |
| 9 | Shri Siddharth Mehta, Independent Director | ** | ** |
| 10 | Smt. Anuradha Bhalla, Independent Director | ** | ** |
| 11 | Shri Sahir S. Patel, Independent Director | ** | ** |
| 12 | Shri Sunil K. Warekar, Executive Director | 5.49:1 | 59.40 |
| 13 | Shri Amit A. Chavan, Company Secretary, Compliance Officer & CFO | 0.68:1 | 6.96 |

***Independent Directors are paid remuneration only by way of sitting fees for attending Board/Committee Meetings. Hence ratio is not provided.*

Notes:-

- i) Median remuneration of employees of the Company during the financial year 2019-20 was Rs. 9,61,139/-. The remuneration of the employees who worked for part of the year has been annualized for the purpose of calculation of Median remuneration.
 - ii) Median remuneration of employees of the Company during the financial year 2018-19 was Rs. 8,47,124/-. In the financial year, there was an increase of 13.46% in the median remuneration of employees due to increments granted.
 - iii) There were 5 confirmed employees on the rolls of the Company as on 31st March 2020.
 - iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out of there are any exceptional circumstances for increase in the managerial remuneration: Not Applicable.
 - v) 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 top ten employees in terms of remuneration drawn and other employees 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 rule 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)-

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- (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.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

OTHER DISCLOSURES

Details of Board Meetings:

The Board of Directors must meet at least four times a year, with a maximum time gap of 120 days between two Board Meetings. During the financial year 2019-20, the Board met 4 (four) times i.e. on May 18, 2019, July 29, 2019, November 06, 2019 and February 05, 2020.

The below table gives the details of the attendance of the Directors at the Board meetings held during the year and at the previous Annual General Meeting (AGM) held on July 29, 2019:

| Name | Designation | Attendance Particulars | |
|--------------------------------|---------------------------------|------------------------|----------|
| | | Board Meetings | Last AGM |
| Shri Ravi Shanker Jhunjhunwala | Chairman & Independent Director | 3 | Yes |
| Shri Dharpal Agarwal | Non-Executive Director | 4 | Yes |
| Shri Mahendra Agarwal | Non-Executive Director | 3 | Yes |
| Dr. Ashok Kumar Agarwal | Non-Executive Director | 2 | No |
| Shri Vikas Agarwal | Non-Executive Director | 3 | No |
| Shri Siddhartha Agarwal | Non-Executive Director | 3 | No |
| Shri Ashish Agarwal | Non-Executive Director | 2 | No |
| Shri Utsav Agarwal | Non-Executive Director | 2 | No |
| Shri Siddharth Mehta | Independent Director | 2 | Yes |
| Smt. Anuradha Bhalla | Independent Director | 3 | No |
| Shri Sahir S. Patel | Independent Director | 3 | No |
| Shri Sunil K. Warekar | Executive Director | 3 | Yes |

Committees of Board:

The details of composition of the Committees of the Board of Directors, meetings of the Committees and the attendance of the Committee Members, are as under:

a. Audit Committee

During the financial year 2019-20, the Audit Committee met 4 (Four) Times i.e. on May 18, 2019, July 29, 2019, November 06, 2019 and February 05, 2020. The below table gives the composition and attendance record of the Audit Committee:

| Sl. No. | Name | Position | Number of meetings during the financial year | |
|---------|--------------------------------|----------|--|----------|
| | | | Held | Attended |
| 1. | Shri Siddharth Mehta | Chairman | 4 | 2 |
| 2. | Shri Ravi Shanker Jhunjhunwala | Member | 4 | 3 |
| 3. | Shri Sahir S. Patel | Member | 4 | 3 |
| 4. | Shri Vikas Agarwal | Member | 4 | 3 |

b. Stakeholders' Relationship Committee

During the financial year 2019-20, the Stakeholders' Relationship Committee met 4 (Four) Times i.e. on May 18, 2019, July 17, 2019, November 06, 2019 and February 05, 2020. The below table gives the composition and attendance record of the Stakeholders' Relationship Committee:

| Sl. No. | Name | Position | Number of meetings during the financial year | |
|---------|-------------------------|----------|--|----------|
| | | | Held | Attended |
| 1. | Dr. Ashok Kumar Agarwal | Chairman | 4 | 3 |
| 2. | Shri Ashish Agarwal | Member | 4 | 4 |
| 3. | Shri Sunil K. Warekar | Member | 4 | 3 |

c. Nomination and Remuneration Committee

During the financial year 2019-20, the Nomination and Remuneration Committee met once on May 18, 2019. The below table gives the composition and attendance record of the Nomination and Remuneration Committee:

| Sl. No. | Name | Position | Number of meetings during the financial year | |
|---------|--------------------------------|----------|--|----------|
| | | | Held | Attended |
| 1. | Shri Siddharth Mehta | Chairman | 1 | 0 |
| 2. | Shri Ravi Shanker Jhunjhunwala | Member | 1 | 1 |
| 3. | Shri Mahendra Agarwal | Member | 1 | 1 |

d. Risk Management Committee

During the financial year 2019-20, the Risk Management Committee met once on January 30, 2020. The below table gives the composition and attendance record of the Risk Management Committee:

| Sl. No. | Name | Position | Number of meetings during the financial year | |
|---------|------------------------|----------|--|----------|
| | | | Held | Attended |
| 1. | Shri Sunil K. Warerkar | Chairman | 1 | 1 |
| 2. | Shri Vikas Agarwal | Member | 1 | 1 |
| 3. | Shri Ashish Agarwal | Member | 1 | 0 |

e. Share Allotment Committee

During the financial year 2019-20, the Committee met 9 (Nine) times mainly to issue & allot 0% Non-Convertible Redeemable Preference Shares i.e. on May 07, 2019, May 13, 2019, May 28, 2019, June 03, 2019, August 20, 2019, September 12, 2019, October 19, 2019, November 26, 2019 and December 19, 2019. The below table gives the composition and attendance record of the Share Allotment Committee:

| Sl. No. | Name | Position | Number of meetings during the financial year | |
|---------|-------------------------------|----------|--|----------|
| | | | Held | Attended |
| 1. | Shri Ravi Shanker Jhunjunwala | Chairman | 9 | 9 |
| 2. | Shri Siddharth Mehta | Member | 9 | 5 |
| 3. | Shri Vikas Agarwal | Member | 9 | 9 |

VIGIL MECHANISM

The Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through the Company's Whistle Blower policy to enable the Directors, employees and all the stakeholders of the Company to report genuine concerns, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee.

The Whistle Blower Policy (Vigil System) of the Company may be accessed on its website at the link: <http://www.tciil.in/file-basket/Whistle-Blower-Policy-1458742359.pdf>

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 Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Company has constituted the Internal Complaint Committee to consider and resolve all sexual harassment complaints. During the year under review, no cases of sexual harassment against women employees at any of its work place were filed under Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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 had adopted by the Board and can be accessed on the Company's website at the link: <http://www.tciil.in/file-basket/Nomination-&-Remuneration-Policy-1458742293.PDF>

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.

DECLARATION BY INDEPENDENT DIRECTORS (IDS)

Shri Ravi Shanker Jhunjunwala, Shri Siddharth Mehta, Smt. Anuradha Bhalla and Shri Sahir S. Patel are Independent Directors on the Board of your Company. In the opinion of the Board and as confirmed by these Directors, they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149(6) of the Companies Act, 2013.

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.

TCI INDUSTRIES LIMITED

COST AUDIT

As per the Cost Audit Orders, Cost Audit is not applicable to the Company for the FY 2019-20.

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, if any, mentioned in this Director's Report.

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 Directors' Report.

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 Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 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

Ravi Shanker Jhunjunwala
Chairman & Independent Director
DIN: 00231379

Place : Mumbai
Date : June 26, 2020

TCI INDUSTRIES LIMITED

Annexure 1

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial 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: L74999MH1965PLC338985) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2020 ("Audit 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, 2020 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 as amended from time to time;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- (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; (Not Applicable to the company during the Audit Period)
- (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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- (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 (SS – 1 & SS – 2).
- (ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

TCI INDUSTRIES LIMITED

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

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 including labour laws viz. Employees Provident Fund and Miscellaneous Provisions Act, 1952 and The Payment of Gratuity Act, 1972.

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

We further report that during the audit period, the specific events/actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. are mentioned below:

1. The long pending reconciliation of 260 Equity Shares has been done by Bigshare Services Private Limited, Registrar & Transfer Agent (RTA) and in this regard they have issued certificate stating the present position of the Equity Shares which is tallying with the Issued Equity Capital of the Company of 8,96,791 Equity shares.
2. The Members at the 54th Annual General Meeting held on July 29, 2019 granted their approval for shifting of Registered Office of the Company from the State of Telangana to the State of Maharashtra. Subsequently, an application in Form INC-23 for shifting of Registered Office was filed on 29.08.2019 with Regional Director, South East Region, Hyderabad and the order was passed on December 23, 2019. The Board of Directors of the Company through Circular Resolution dated January 27, 2020, shifted the Registered Office of the Company from "1-7-293, M. G. Road, Secunderabad - 500 003, Telangana" to "N. A. Sawant Marg, Near Colaba Fire Brigade, Colaba, Mumbai - 400005, Maharashtra."
3. The Share Allotment Committee of the Board of Directors of the Company has during the year under review, issued and allotted 13,469 numbers of 0% Non-Convertible Redeemable Preference Shares of Face Value Rs. 100/- (Rupees One Hundred only) at an issue price of Rs. 400/- (Rupees Four Hundred only) per share including premium of Rs. 300/- (Rupees Three Hundred Only) per share on preferential basis to the Promoters and Promoter Group Companies, for cash.

For Chandanbala Jain and Associates
Practicing Company Secretaries

Chandanbala O. Mehta

Place : Mumbai
Date : June 26, 2020

FCS: 6122
C. P. No.: 6400

TCI INDUSTRIES LIMITED

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: L74999MH1965PLC338985) (the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon. 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

FCS: 6122

C. P. No.: 6400

Place : Mumbai

Date : June 26, 2020

TCI INDUSTRIES LIMITED

Annexure 2

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2020
of
TCI INDUSTRIES LIMITED

[Pursuant to Section 92(3) of the Companies Act, 2013
and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) Corporate Identity Number (CIN):
L74999MH1965PLC338985
- ii) Registration Date: 06.04.1965
- iii) Name of the Company: TCI Industries Limited
- iv) Category / Sub-Category of the Company:
Company Limited by shares/Public Non-Government Company
- v) Address of the Registered Office and contact details:
N. A. Sawant Marg, Near Colaba Fire Brigade,
Colaba, Mumbai – 400 005, Maharashtra, India
Email: tci@mtnl.net.in
Tel: 022-2282 5581
Fax: 022-2282 5561
Website: www.tciil.in
- vi) Whether listed company: Yes

- vii) Name, Address and contact details of Registrar & Transfer Agents (RTA), if any:

Bigshare Services Private Limited
Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Next to Keys Hotel, Makwana Road, Andheri (E), Mumbai 400 059, Maharashtra, India
Tel: 022-6263 8200 Fax: 022-6263 8299
Website: www.bigshareonline.com

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 services | 68100-Real estate activities with own property | 100 |

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. |

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

(i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|----------------------------|---|----------|---------------|-------------------|---|----------|---------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| (a) Individual/HUF | 394418 | 0 | 394418 | 43.98 | 398418 | 0 | 398418 | 44.43 | 0.45 |
| (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. | 276254 | 0 | 276254 | 30.80 | 272254 | 0 | 272254 | 30.36 | (0.45) |
| (e) Banks / FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (f) Any Other (Trusts) | 1747 | 0 | 1747 | 0.19 | 1747 | 0 | 1747 | 0.19 | 0.00 |
| Sub-total (A) (1):- | 672419 | 0 | 672419 | 74.98 | 672419 | 0 | 672419 | 74.98 | 0.00 |

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 | |
| (2) Foreign | | | | | | | | | |
| (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 |
| Sub-total (A) (2):- | 0 | 0 | 0 | 00.0 | 0 | 0 | 0 | 0.00 | 0.00 |
| Total shareholding of Promoter (A) = (A)(1) + (A)(2) | 672419 | 0 | 672419 | 74.98 | 672419 | 0 | 672419 | 74.98 | 0.00 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| (a) Mutual Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (b) Banks / FI | 350 | 288 | 638 | 0.07 | 350 | 288 | 638 | 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 | 57 | 57 | 0.01 | 0.00 |
| (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 |
| Sub-total (B)(1):- | 350 | 345 | 695 | 0.08 | 350 | 345 | 695 | 0.08 | 0.00 |
| 2. Non-Institutions | | | | | | | | | |
| (a) Bodies Corp. | | | | | | | | | |
| (i) Indian | 82096 | 950 | 83046 | 9.26 | 77049 | 950 | 77999 | 8.70 | (0.56) |
| (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 | 118284 | 6299 | 124583 | 13.89 | 123037 | 6323 | 129360 | 14.42 | 0.53 |
| (ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |

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 | |
| (c) Others (specify) | | | | | | | | | |
| (c-i) NBFC's registered with RBI | 3 | 0 | 3 | 0.00 | 3 | 0 | 3 | 0.00 | 0.00 |
| (c-ii) Clearing Members | 8 | 0 | 8 | 0.00 | 48 | 0 | 48 | 0.01 | 0.00 |
| (c-iii) NRIs | 600 | 0 | 600 | 0.07 | 596 | 0 | 596 | 0.07 | (0.00) |
| (c-iv) HUF | 13824 | 0 | 13824 | 1.54 | 13909 | 0 | 13909 | 1.55 | 0.01 |
| Sub-total (B)(2):- | 214815 | 8862 | 223677 | 24.94 | 214802 | 8875 | 223677 | 24.94 | 0.00 |
| Total Public Shareholding (B) = (B)(1) + (B)(2) | 215165 | 9207 | 224372 | 25.02 | 215152 | 9220 | 224372 | 25.02 | 0.00 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Grand Total (A+B+C) | 887584 | 9207 | 896791 | 100.00 | 887571 | 9220 | 896791 | 100.00 | 0.00 |

(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 | ABC FINANCIAL SERVICES PVT. LTD. | 10 | 0.00 | 0.00 | 10 | 0.00 | 0.00 | 0.00 |
| 2 | ABC INDIA LIMITED | 10 | 0.00 | 0.00 | 10 | 0.00 | 0.00 | 0.00 |
| 3 | ANAND KUMAR AGARWAL (On behalf of Anand Kumar & Sons HUF) | 16438 | 1.83 | 0.00 | 0 | 0.00 | 0.00 | (1.83) |
| 4 | ASHISH AGARWAL | 5700 | 0.64 | 0.00 | 22138 | 2.47 | 0.00 | 1.83 |
| 5 | ASHOK KUMAR AGARWAL | 1503 | 0.17 | 0.00 | 1503 | 0.17 | 0.00 | 0.00 |
| 6 | AVANI KANOI | 2000 | 0.22 | 0.00 | 5000 | 0.56 | 0.00 | 0.34 |
| 7 | AYAN AGARWAL | 4000 | 0.45 | 0.00 | 5000 | 0.56 | 0.00 | 0.11 |
| 8 | AYAN AGARWAL | 2000 | 0.22 | 0.00 | 2000 | 0.22 | 0.00 | 0.00 |
| 9 | AYAN FINTRADE PRIVATE LIMITED | 10 | 0.00 | 0.00 | 10 | 0.00 | 0.00 | 0.00 |
| 10 | BHORUKA ALUMINIUM LIMITED | 50250 | 5.60 | 5.60 | 50250 | 5.60 | 5.60 | 0.00 |
| 11 | BHORUKA CAPITAL LTD. | 20649 | 2.30 | 0.00 | 20649 | 2.30 | 0.00 | 0.00 |
| 12 | BHORUKA CLASSIC FINANCE PVT LTD | 3975 | 0.44 | 0.00 | 3975 | 0.44 | 0.00 | 0.00 |
| 13 | BHORUKA FINANCE CORPORATION OF INDIA LIMITED | 30019 | 3.35 | 0.00 | 32875 | 3.67 | 0.00 | 0.32 |

TCI INDUSTRIES LIMITED

| SI. 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 | |
| 14 | BHORUKA INTERNATIONAL (P) LIMITED | 356 | 0.04 | 0.00 | 0 | 0.00 | 0.00 | (0.04) |
| 15 | BHORUKA INVESTMENT LTD | 15000 | 1.67 | 0.00 | 15000 | 1.67 | 0.00 | 0.00 |
| 16 | BHORUKA POWER HOLDINGS PVT LTD | 100 | 0.01 | 0.00 | 100 | 0.01 | 0.00 | 0.00 |
| 17 | BHORUKA GASES INVESTMENTS INDIA PVT LTD | 44000 | 4.91 | 0.00 | 44000 | 4.91 | 0.00 | 0.00 |
| 18 | BUNNY INVESTMENTS & FINANCE PVT LTD | 3359 | 0.37 | 0.00 | 3359 | 0.37 | 0.00 | 0.00 |
| 19 | CHANDER AGARWAL | 15871 | 1.77 | 0.00 | 15871 | 1.77 | 0.00 | 0.00 |
| 20 | DHARAM PAL & SONS (HUF) | 15742 | 1.76 | 0.00 | 15742 | 1.76 | 0.00 | 0.00 |
| 21 | DHARMPAL AGARWAL | 15700 | 1.75 | 0.00 | 15700 | 1.75 | 0.00 | 0.00 |
| 22 | DHRUV AGARWAL BENEFIT TRUST | 327 | 0.04 | 0.00 | 327 | 0.04 | 0.00 | 0.00 |
| 23 | JUBILEE COMMERCIAL & TRADING PVT LTD | 4580 | 0.51 | 0.00 | 4580 | 0.51 | 0.00 | 0.00 |
| 24 | KANIKA AGARWAL | 12482 | 1.39 | 0.00 | 12482 | 1.39 | 0.00 | 0.00 |
| 25 | MAHENDRA INVESTMENT ADVISORS PVT LTD | 10 | 0.00 | 0.00 | 10 | 0.00 | 0.00 | 0.00 |
| 26 | MAHENDRA KUMAR AGARWAL (HUF) | 630 | 0.07 | 0.00 | 630 | 0.07 | 0.00 | 0.00 |
| 27 | MAHENDRA KUMAR AGARWAL | 66002 | 7.36 | 5.02 | 66002 | 7.36 | 5.02 | 0.00 |
| 28 | MANISH AGARWAL BENEFIT TRUST | 1420 | 0.16 | 0.00 | 1420 | 0.16 | 0.00 | 0.00 |
| 29 | MANISHA AGARWAL (On behalf of Ashok Kumar Ayan Kumar Partnership Firm) | 23503 | 2.62 | 0.00 | 23503 | 2.62 | 0.00 | 0.00 |
| 30 | NIDHI AGARWAL | 8999 | 1.00 | 0.00 | 8999 | 1.00 | 0.00 | 0.00 |
| 31 | NIDHI AGARWAL | 500 | 0.06 | 0.00 | 500 | 0.06 | 0.00 | 0.00 |
| 32 | NIRMAL AGARWAL | 5850 | 0.65 | 0.00 | 5850 | 0.65 | 0.00 | 0.00 |
| 33 | NIRMAL AGARWAL (On behalf of Assam Bengal Carrier Partnership Firm as a Partner) | 1000 | 0.11 | 0.00 | 1000 | 0.11 | 0.00 | 0.00 |
| 34 | POONAM AGARWAL | 21601 | 2.41 | 1.67 | 21601 | 2.41 | 0.00 | 0.00 |
| 35 | PRIYANKA AGARWAL | 3020 | 0.34 | 0.00 | 3020 | 0.34 | 0.00 | 0.00 |
| 36 | PUSHPA AGARWAL | 19822 | 2.21 | 0.00 | 19822 | 2.21 | 0.00 | 0.00 |
| 37 | RAJKUMAR AGGARWAL (On behalf of R K & Sons HUF) | 1704 | 0.19 | 0.00 | 1704 | 0.19 | 0.00 | 0.00 |
| 38 | SATYANARAYAN AGARWAL (On behalf of Satyanarayan Vivek Kumar HUF) | 770 | 0.09 | 0.00 | 770 | 0.09 | 0.00 | 0.00 |
| 39 | SATYANARAYAN AGARWAL | 3422 | 0.38 | 0.00 | 3422 | 0.38 | 0.00 | 0.00 |

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| 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 | |
| 40 | SATYANARAYAN AGARWAL (On behalf of Pragma Enterprises Partnership Firm as a Partner) | 1950 | 0.22 | 0.00 | 1950 | 0.22 | 0.00 | 0.00 |
| 41 | SIDDHARTHA AGARWAL | 12497 | 1.39 | 0.00 | 12497 | 1.39 | 0.00 | 0.00 |
| 42 | SWETA AGARWAL | 11850 | 1.32 | 0.00 | 11850 | 1.32 | 0.00 | 0.00 |
| 43 | SWETA FINANCIAL SERVICES PVT. LTD. | 23177 | 2.58 | 1.67 | 23177 | 2.58 | 1.67 | 0.00 |
| 44 | TCI BHORUKA PROJECTS LIMITED | 22000 | 2.45 | 0.00 | 20000 | 2.23 | 0.00 | (0.22) |
| 45 | TCI FINANCE LIMITED | 30236 | 3.37 | 0.00 | 30236 | 3.37 | 0.00 | 0.00 |
| 46 | TCI GLOBAL LOGISTICS LTD | 2500 | 0.28 | 0.00 | 0 | 0.00 | 0.00 | (0.28) |
| 47 | TRANSCORP ENTERPRISES LIMITED | 13 | 0.00 | 0.00 | 13 | 0.00 | 0.00 | 0.00 |
| 48 | TRANSCORP ESTATES PVT. LTD | 26000 | 2.90 | 0.00 | 24000 | 2.68 | 0.00 | (0.22) |
| 49 | UMAH AGARWAL (On behalf of Pragma Enterprises Partnership Firm as a Partner) | 24665 | 2.75 | 0.00 | 24665 | 2.75 | 0.00 | 0.00 |
| 50 | UMAH AGARWAL | 7186 | 0.80 | 0.00 | 7186 | 0.80 | 0.00 | 0.00 |
| 51 | URMILA AGARWAL | 15700 | 1.75 | 0.00 | 15700 | 1.75 | 0.00 | 0.00 |
| 52 | UTSAV AGARWAL | 3980 | 0.44 | 0.00 | 3980 | 0.44 | 0.00 | 0.00 |
| 53 | VED PRAKASH & SONS HUF | 2700 | 0.30 | 0.00 | 2700 | 0.30 | 0.00 | 0.00 |
| 54 | VIKAS AGARWAL | 27690 | 3.09 | 0.00 | 27690 | 3.09 | 0.00 | 0.00 |
| 55 | VINEET AGARWAL | 15800 | 1.76 | 0.00 | 15800 | 1.76 | 0.00 | 0.00 |
| 56 | VISHRUT AGARWAL | 10000 | 1.12 | 0.00 | 10000 | 1.12 | 0.00 | 0.00 |
| 57 | VIVEK AGARWAL | 12141 | 1.35 | 0.00 | 12141 | 1.35 | 0.00 | 0.00 |
| | TOTAL | 672419 | 74.98 | 13.97 | 672419 | 74.98 | 12.29 | 0.00 |

(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 | 672,419 | 74.98 | 672,419 | 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): | #0 | 0.00 | 672,419 | 74.98 |
| | At the end of the year | 672,419 | 74.98 | 672,419 | 74.98 |

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Promoters' transactions during the year

| Sl. No. | Name | Shareholding | | Date | Increase / Decrease in shareholding | Reason | Cumulative shareholding during the year (01.04.2019 to 31.03.2020) | |
|---------|--|--|----------------------------------|------------|-------------------------------------|------------------------------|--|----------------------------------|
| | | No. of shares at the beginning of the year (01.04.2019) / end of the year (31.03.2020) | % of total shares of the Company | | | | No. of shares | % of total shares of the Company |
| 1 | ANAND KUMAR AGARWAL (On behalf of Anand Kumar & Sons HUF) | 16438 | 1.83 | 01.04.2019 | | | | |
| | | | | 20.05.2019 | (16438) | Transfer (Inter se transfer) | 0 | 00.0 |
| | | 0 | 0.00 | 31.03.2020 | | | 0 | 0.00 |
| 2 | ANAND KUMAR AGARWAL | 0 | 0.00 | 01.04.2019 | | | | |
| | | | | 20.05.2019 | (16438) | Transfer (Inter se transfer) | 16438 | 1837 |
| | | | | 12.06.2019 | (16438) | Transfer (Inter se transfer) | 0 | 0.00 |
| | | 0 | 0.00 | 31.03.2020 | | | 0 | 0.00 |
| 3 | ASHISH AGARWAL | 5700 | 0.64 | 01.04.2019 | | | | |
| | | | | 12.06.2019 | 16438 | Transfer (Inter se transfer) | 22138 | 2.47 |
| | | 22138 | 2.47 | 31.03.2020 | | | 22138 | 2.47 |
| 4 | TCI BHORUKA PROJECTS LIMITED | 22000 | 2.45 | 01.04.2019 | | | | |
| | | | | 07.06.2019 | (1000) | Transfer (Inter se transfer) | 21000 | 2.34 |
| | | | | 19.02.2020 | (1000) | Transfer (Inter se transfer) | 20000 | 2.23 |
| | | 20000 | 2.23 | 31.03.2020 | | | 20000 | 2.23 |
| 5 | AVANI KANOI | 2000 | 0.22 | 01.04.2019 | | | | |
| | | | | 07.06.2019 | 1000 | Transfer (Inter se transfer) | 3000 | 0.33 |
| | | | | 20.11.2019 | 1000 | Transfer (Inter se transfer) | 4000 | 0.45 |
| | | | | 19.02.2020 | 1000 | Transfer (Inter se transfer) | 5000 | 0.56 |
| | | 5000 | 0.56 | 31.03.2020 | | | 5000 | 0.56 |

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| | | | | | | | | |
|----|--|-------|------|------------|--------|------------------------------------|-------|------|
| 6 | TRANSCORP ESTATES PRIVATE LIMITED | 26000 | 2.90 | 01.04.2019 | | | | |
| | | | | 20.11.2019 | (1000) | Transfer (Inter se transfer) | 25000 | 2.79 |
| | | | | 20.11.2019 | (1000) | Transfer (Inter se transfer) | 24000 | 2.68 |
| | | 24000 | 2.68 | 31.03.2020 | | | 24000 | 2.68 |
| 7 | AYAN AGARWAL | 6000 | 0.67 | 01.04.2019 | | | | |
| | | | | 20.11.2019 | 1000 | Transfer (Inter se transfer) | 7000 | 0.78 |
| | | 7000 | 0.78 | 31.03.2020 | | | 7000 | 0.78 |
| 8 | BHORUKA INTERNATIONAL PVT. LTD | 356 | 0.04 | 01.04.2019 | | | | |
| | | | | 19.07.2019 | (356) | Transfer (Inter se transfer) | 0 | 0.00 |
| | | 0 | 0.00 | 31.03.2020 | | | 0 | 0.00 |
| 9 | BHORUKA FINANCE CORPORATION OF INDIA LIMITED | 30019 | 3.35 | 01.04.2019 | | | | |
| | | | | 19.07.2019 | 356 | Transfer (Inter se transfer) | 30375 | 3.39 |
| | | | | 19.07.2019 | 2500 | Transfer (Inter se transfer) | 32875 | 3.67 |
| | | 32875 | 3.67 | 31.03.2020 | | | 32875 | 3.67 |
| 10 | TCI GLOBAL LOGISTICS LIMITED | 2500 | 0.28 | 01.04.2019 | | | | |
| | | | | 19.07.2019 | (2500) | Transfer (Inter se transfer) | 0 | 0.00 |
| | | 0 | 0.00 | 31.03.2020 | | | 0 | 0.00 |

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(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 (01.04.2019 to 31.03.2020) | |
|---------|-------------------------------------|--|----------------------------------|------------|-------------------------------------|------------------------------|--|----------------------------------|
| | | No. of shares at the beginning of the year (01.04.2019) / end of the year (31.03.2020) | % of total shares of the Company | | | | No. of shares | % of total shares of the Company |
| 1 | TRANSAL ENTERPRISES PRIVATE LIMITED | 32837 | 3.66 | 01.04.2019 | | | | |
| | | | | 17.05.2019 | (20) | Transfer | 32817 | 3.66 |
| | | | | 31.05.2019 | (25) | Transfer | 32792 | 3.66 |
| | | | | 14.06.2019 | (110) | Transfer | 32682 | 3.64 |
| | | | | 06.03.2020 | (1000) | Transfer | 31682 | 3.53 |
| | | 31682 | 3.53 | 31.03.2020 | | | 31682 | 3.53 |
| 2 | AGIO SERVICES PVT. LTD. | 18203 | 2.03 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 18203 | 2.03 | 31.03.2020 | | | 18203 | 2.03 |
| 3 | VLS FINANCE LTD | 9544 | 1.06 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 9544 | 1.06 | 31.03.2020 | | | 9544 | 1.06 |
| 4 | JAGDISH PRASAD KARWA | 8448 | 0.94 | 01.04.2019 | | | | |
| | | | | 11.10.2019 | (243) | Transfer | 8205 | 0.91 |
| | | 8205 | 0.91 | 31.03.2020 | | | 8205 | 0.91 |
| 5 | BINA GARG | 7243 | 0.81 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 7243 | 0.81 | 31.03.2020 | | | 7243 | 0.81 |
| 6 | T GARG AND COMPANY PVT LTD | 6747 | 0.75 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 6747 | 0.75 | 31.03.2020 | | | 6747 | 0.75 |

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| | | | | | | | | |
|----|-------------------------|------|------|------------|---|---------------------------------------|------|------|
| 7 | SANGEETA NIRMAL BANG | 6330 | 0.71 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 6330 | 0.71 | 31.03.2020 | | | 6330 | 0.71 |
| 8 | RADHAKISHAN S DAMANI | 5675 | 0.63 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 5675 | 0.63 | 31.03.2020 | | | 5675 | 0.63 |
| 9 | SUBHASH AGARWAL | 4950 | 0.55 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 4950 | 0.55 | 31.03.2020 | | | 4950 | 0.55 |
| 10 | SHRIDHAR P IYER | 4520 | 0.50 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 4520 | 0.50 | 31.03.2020 | | | 4520 | 0.50 |

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(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 (01.04.2019 to 31.03.2020) | |
|---------------------|---|--|----------------------------------|------------|-------------------------------------|------------------------------|--|----------------------------------|
| | | No. of shares at the beginning of the year (01.04.2019) / end of the year (31.03.2020) | % of total shares of the Company | | | | No. of shares | % of total shares of the Company |
| A. DIRECTORS | | | | | | | | |
| 1 | RAVI SHANKER JHUNJHUNWALA, NON-EXECUTIVE CHAIRMAN | 0 | 0.00 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 0 | 0.00 | 31.03.2020 | | | 0 | 0.00 |
| 2 | DHARMPAL AGARWAL, NON-EXECUTIVE DIRECTOR | 15700 | 1.75 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 15700 | 1.75 | 31.03.2020 | | | 15700 | 1.75 |
| 3 | MAHENDRA AGARWAL, NON-EXECUTIVE DIRECTOR | 66002 | 7.36 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 66002 | 7.36 | 31.03.2019 | | | 66002 | 7.36 |
| 4 | ASHOK KUMAR AGARWAL, NON-EXECUTIVE DIRECTOR | 1503 | 0.17 | 01.04.2019 | | | | |
| | | | | | 0 | Nil Movement During the year | | |
| | | 1503 | 0.17 | 31.03.2020 | | | 1503 | 0.17 |
| 5 | VIKAS AGARWAL, NON-EXECUTIVE DIRECTOR | 27690 | 3.09 | 01.04.2019 | | | | |
| | | | | | 0 | Nil Movement During the year | | |
| | | 27690 | 3.09 | 31.03.2020 | | | 27690 | 3.09 |
| 6 | SIDDHARTHA AGARWAL, NON-EXECUTIVE DIRECTOR | 12497 | 1.39 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 12497 | 1.39 | 31.03.2020 | | | 12497 | 1.39 |

TCI INDUSTRIES LIMITED

| | | | | | | | | |
|----|---|-------|------|------------|-------|------------------------------|-------|------|
| 7 | ASHISH AGARWAL, NON-EXECUTIVE DIRECTOR | 5700 | 0.64 | 01.04.2019 | | | | |
| | | | | 12.06.2019 | 16438 | Transfer (inter se transfer) | 22138 | 2.47 |
| | | 22138 | 2.47 | 31.03.2020 | | | 22138 | 2.47 |
| 8 | UTSAV AGARWAL, NON-EXECUTIVE DIRECTOR | 3980 | 0.44 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 3980 | 0.44 | 31.03.2020 | | | 3980 | 0.44 |
| 9 | SIDDHARTH SAUMIL MEHTA, NON-EXECUTIVE DIRECTOR | 0 | 0.00 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 0 | 0.00 | 31.03.2020 | | | 0 | 0.00 |
| 10 | ANURADHA BHALLA, NON-EXECUTIVE DIRECTOR | 0 | 0.00 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 0 | 0.00 | 31.03.2020 | | | 0 | 0.00 |
| 11 | SAHIR S. PATEL, NON-EXECUTIVE DIRECTOR | 0 | 0.00 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 0 | 0.00 | 31.03.2020 | | | 0 | 0.00 |
| 12 | SUNIL K. WAREKAR, EXECUTIVE DIRECTOR | 11 | 0.00 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 11 | 0.00 | 31.03.2020 | | | 11 | 0.00 |

B. Key Managerial Personnel (KMP's)

| | | | | | | | | |
|----|--|---|------|------------|---|------------------------------|---|------|
| 13 | AMIT A. CHAVAN, COMPANY SECRETARY AND CFO | 0 | 0.00 | 01.04.2019 | | | | |
| | | | | | 0 | Nil movement during the year | | |
| | | 0 | 0.00 | 31.03.2020 | | | 0 | 0.00 |

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 |
|--|--|---------------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 22,60,661.76 | 45,01,774.00 | 0 | 67,62,435.76 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 22,60,661.76 | 45,01,774.00 | 0 | 67,62,435.76 |
| Change in Indebtedness during the financial year | | | | |
| • Addition | 0 | 28,00,000.00 | 0 | 28,00,000.00 |
| • Reduction | 4,74,089.47 | 0 | 0 | 4,74,089.47 |
| Net Change | 4,74,089.47 | 28,00,000.00 | 0 | 32,74,089.47 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 17,86,572.29 | 73,01,774.00 | 0 | 90,88,346.29 |
| ii) Interest due but not paid | 0 | 1,81,822.00 | 0 | 1,81,822.00 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 17,86,572.29 | 74,83,596.00 | 0 | 92,70,168.29 |

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 |
|---------|---|---|
| | | Shri Sunil K. Warekar |
| 1. | Gross salary | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 15,00,000 |
| | (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961 | 5,206 |
| | (c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961 | 34,98,000 |
| 2. | Stock Option | - |
| 3. | Sweat Equity | - |
| 4. | Commission - as % of profit - others, specify... | - |
| 5. | Others, please specify* | 2,76,000 |
| | Total (A) | 52,79,206 |
| | Ceiling as per the Act | Limit of 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). The remuneration in excess of the said limit be paid subject to Special Resolution being passed by the shareholders. |

*Includes medical allowance, food coupons & provident fund.

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B. Remuneration to other directors:

| Sl. No. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|---------|--|--|----------------------|----------------------|---------------------|-------------------|
| | | Shri Ravi Shanker Jhunjunwala | Shri Siddharth Mehta | Smt. Anuradha Bhalla | Shri Sahir S. Patel | |
| 1. | Independent Directors | | | | | |
| | • Fee for attending board / committee meetings | 60,000 | 40,000 | 60,000 | 60,000 | 2,20,000 |
| | • Commission | - | - | - | - | - |
| | • Others, please specify | - | - | - | - | - |
| | Total (1) | 60,000 | 40,000 | 60,000 | 60,000 | 2,20,000 |
| 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) | 60,000 | 40,000 | 60,000 | 60,000 | 2,20,000 |
| | Total Managerial Remuneration | | | | | 54,99,206* |
| | 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 | Not Applicable | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | 2,58,000 | - | 2,58,000 |
| | (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 | | 3,48,144 | - | 3,48,144 |
| 2 | Stock Option | | - | - | - |
| 3 | Sweat Equity | | - | - | - |
| 4 | Commission - as % of profit - others, specify... | | - | - | - |
| 5 | Others, please specify* | | 45,960 | - | 45,960 |
| | Total | | 6,52,104 | - | 6,52,104 |

*Includes medical allowance and provident fund.

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) |
|-------------------------------------|------------------------------|-------------------|---|-----------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | NIL | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | NIL | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | NIL | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

For and on behalf of the Board

Ravi Shanker Jhunjunwala
Chairman & Independent Director
DIN: 00231379

Place : Mumbai
Date : June 26, 2020

TCI INDUSTRIES LIMITED

Annexure 3

FORM NO. AOC-2

**[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies
(Accounts) Rules, 2014]**

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 during the financial year 2019-20 - 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 during the financial year 2019-20- 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:

For and on behalf of the Board

Ravi Shanker Jhunjunwala
Chairman & Independent Director
DIN: 00231379

Place : Mumbai
Date : June 26, 2020

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF TCI INDUSTRIES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of TCI Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its loss (financial performance including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

| Sr. No. | Key Audit Matter | Auditor's Response |
|---------|--|---|
| 1. | <p>Property, Plant and Equipment</p> <p>There are areas where management judgement impacts the carrying value of property, plant and equipment, intangible assets and their respective depreciation rates. These include the decision to capitalise or expense costs; the annual asset life review; the timeliness of the capitalisation of assets and the measurement and recognition criteria for assets retired from active use.</p> | <p>We tested controls in place over the fixed asset cycle, evaluated the appropriateness of capitalisation process, performed tests of details on costs capitalised, assessed the timeliness of the capitalisation of the assets and assessed the de-recognition criteria for assets retired from active use.</p> <p>In performing these procedures, we reviewed the judgements made by management including the nature of underlying costs capitalised; determination of realizable value of the assets retired from active use; the appropriateness of asset lives applied in the calculation of depreciation; and the useful lives of assets prescribed in Schedule II of the Act.</p> |
| 2. | <p>The Company is involved in various taxes and other legal disputes for which final outcomes cannot be easily predicted and which may or may not result in significant liabilities as the disputes are pending before authorities/ court. The assessment of the risks associated with the litigations is based on complex assumptions, which require the use of judgement and such judgement relates, primarily, to the assessment of the uncertainties connected to the prediction of the outcome of the proceedings and to the adequacy of the disclosures in the financial statements.</p> | <p>Our audit approach included:</p> <ul style="list-style-type: none"> • Inquiry with the concerned department/ officials regarding the status of the most significant disputes and inspection of the key relevant documents. • Assessment of assumptions used in the evaluation of potential legal and tax risks by the Company considering the legal precedence and advice received by the Company from its lawyers. • Analysis of opinion received from the experts where available. • Review of the adequacy of the disclosures in the notes to the financial statements. |

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

Management's Responsibilities for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

TCI INDUSTRIES LIMITED

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, 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 "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, based on our audit 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 purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended 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 litigations on its financial position in its financial statements. Refer Note 25 of the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts due which were required to be transferred to the Investor Education and Protection Fund by the Company.

For V. Singhi & Associates

Chartered Accountants

Firm Registration No. 311017E

Sundeep Singhi

Partner

Place : Mumbai

Date : June 26, 2020

Membership No.: 063785

TCI INDUSTRIES LIMITED

Annexure - A to the Independent Auditor's Report

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of TCI Industries Limited of even date on the financial statements for the year ended March 31, 2020, we report that:

- i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of its Fixed Assets.
- b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, the discrepancies noticed have been properly dealt with in the books of accounts.
- c) According to the information and explanations given to us, and on the basis of our examination of the records provided to us, we report that, the title deeds, comprising all the immovable properties which are freehold, are held in the name of the Company as at the balance sheet date. In respect of leasehold land that have been taken on lease and disclosed under Right of Use asset in fixed assets in the financial statements, the lease agreements are in the name of the Company.
- ii. No inventory was held during the year. Accordingly, clause 3(ii) of the Order is not applicable.
- iii. In our opinion and according to the information and explanations given to us, the Company has not granted any loan, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, reporting under clause 3(iii) (a), (b) and (c) of the Order are not applicable.
- iv. The Company has not granted any loans or made any investments, or provided any guarantee or security to parties covered under section 185 and 186 of the Act. Therefore, the provision of Clause 3(iv) of the said Order is not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company.
- vi. 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 provision of Clause 3(vi) of the said Order is not applicable to the Company.
- vii. a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing undisputed applicable statutory dues including provident fund, employees' state insurance, income tax, sales tax, duty of custom, goods and services tax, cess and any other statutory dues to the appropriate authorities and there are no undisputed dues outstanding as on March 31, 2020 for a period of more than six months from the date they become payable.
- b) In our opinion and according to the information and explanations given to us, there are no statutory dues as at the year-end which has not been deposited on account of a dispute.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to bank. The Company has not issued any debentures and there are no loans or borrowings from financial institutions, Government.
- ix. According to the information and explanations given to us, the Company has applied the term loans for the purpose for which those were obtained. During the year the Company has not raised any monies through initial public offer or further public offer (including debt instruments).
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandate by the provisions of section 197 read with schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. The Company has made preferential allotment of shares during the year. The provisions of Section 42 of the Act have been complied with in this regard and amount has been utilized for the purpose for which it was raised. The Company has not made any private placement of shares or fully or partly paid convertible debentures during the year.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For V. Singhi & Associates
Chartered Accountants
Firm Registration No. 311017E

Sundeep Singhi
Partner

Place : Mumbai
Date : June 26, 2020

Membership No.: 063785

Annexure - B to the Independent Auditor's Report

Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of TCI Industries Limited of even date on the financial statements for the year ended March 31, 2020

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

We have audited the internal financial controls over financial reporting of TCI Industries Limited ("the Company") as of March 31, 2020 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 Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 respective 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 internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, 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 internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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 V. Singhi & Associates
Chartered Accountants
Firm Registration No. 311017E

Sundeep Singhi

Place : Mumbai
Date : June 26, 2020

Partner
Membership No.: 063785

TCI INDUSTRIES LIMITED

Balance sheet as at 31st March 2020

(All amounts in INR lakhs, unless otherwise stated)

| | Notes | As at 31st March 2020 | As at 31st March 2019 |
|--|-------------------|-------------------------------|-------------------------------|
| ASSETS | | | |
| Non-current assets | | | |
| a) Property, plant and equipment | 3 | 558.58 | 556.01 |
| b) Capital work-in-progress | 3 | 460.90 | 394.28 |
| c) Other non-current assets | 4 | 53.46 | 53.79 |
| Total Non-Current Assets (A) | | <u>1,072.94</u> | <u>1,004.08</u> |
| Current assets | | | |
| a) Financial assets | | | |
| - Trade receivables | 5 | - | 0.10 |
| - Cash and cash equivalents | 6 | 33.11 | 17.84 |
| b) Other current assets | 7 | 38.84 | 31.52 |
| Total Current Assets (B) | | <u>71.95</u> | <u>49.46</u> |
| TOTAL ASSETS (A+B) | | <u><u>1,144.89</u></u> | <u><u>1,053.54</u></u> |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| a) Equity Share capital | 8 | 90.67 | 90.67 |
| b) Other Equity | | | |
| - NCRPS termed as equity | 8 & 24 | 642.80 | 629.32 |
| - Share Premium | 9 | 2,546.47 | 2,506.06 |
| - Revaluation Reserve | 9 | 175.02 | 186.51 |
| - Retained Earnings | 9 | (2,548.81) | (2,501.04) |
| Total Equity (A) | | <u>906.15</u> | <u>911.52</u> |
| Liabilities | | | |
| Non-current liabilities | | | |
| a) Financial liabilities | 10 | | |
| - Borrowings | | 14.68 | 17.87 |
| b) Provisions | 11 | 3.53 | - |
| c) Other non-current liabilities | 12 | 41.81 | 42.60 |
| Total Non-Current Liabilities (B) | | <u>60.02</u> | <u>60.47</u> |

TCI INDUSTRIES LIMITED

Balance sheet

Contd....

(All amounts in INR lakhs, unless otherwise stated)

| | Notes | As at 31st March 2020 | As at 31st March 2019 |
|--|-------------|--------------------------|--------------------------|
| Current liabilities | | | |
| a) Financial liabilities | | | |
| - Borrowings | 13 | 74.84 | 45.02 |
| - Trade Payables:- | 14 | | |
| (i) total outstanding dues of micro enterprises and small enterprises; and | | - | - |
| (ii) total outstanding dues of creditors other than micro enterprises and small enterprises | | 26.41 | 9.93 |
| - Other Financial liabilities | 15 | 5.20 | 4.74 |
| b) Other current liabilities | 16 | 66.69 | 18.25 |
| c) Provisions | 17 | 5.58 | 3.61 |
| Total Current Liabilities (C) | | <u>178.72</u> | <u>81.55</u> |
| Total Liabilities (B+C) | | <u>238.74</u> | <u>142.02</u> |
| TOTAL EQUITY AND LIABILITIES (A+B+C) | | <u>1,144.89</u> | <u>1,053.54</u> |
| See accompanying notes to the financial statements | 1-36 | | |

As per our report of even date attached

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

For **V. Singhi & Associates**
Chartered Accountants
Firm Registration No.: 311017E

Ashish Agarwal
Director
DIN: 00351824

Sunil K. Warerkar
Executive Director
DIN: 02088830

Sundeep Singhi
Partner
Membership No.: 063785

Amit A. Chavan
Company Secretary & CFO
Membership No.: A38369

Place : Mumbai
Date : June 26, 2020

Place : Mumbai
Date : June 26, 2020

TCI INDUSTRIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020

(All amounts in INR lakhs, unless otherwise stated)

| | Notes | For the year ended 31st March, 2020 | For the year ended 31st March, 2019 |
|--|-----------|--|--|
| REVENUE FROM OPERATIONS | | | |
| CONTINUING OPERATIONS | | | |
| Rendering of Services | | 228.88 | 201.60 |
| Revenue from operations | 18 | 228.88 | 201.60 |
| Other Income | 19 | 12.32 | 11.00 |
| Total Income | | 241.20 | 212.60 |
| Expense | | | |
| Employee Benefits Expense | 20 | 86.71 | 64.72 |
| Finance costs | 21 | 10.18 | 7.98 |
| Depreciation and Amortisation Expense | | 19.67 | 19.10 |
| Other Expenses | 22 | 164.47 | 160.07 |
| Total Expenses | | 281.03 | 251.87 |
| Profit/ (loss) before exceptional items and tax from continuing operations | | (39.83) | (39.27) |
| Exceptional items | | - | - |
| Profit/ (loss) before tax from continuing operations | | (39.83) | (39.27) |
| Tax expense | | | |
| a) Current tax | | - | - |
| b) Deferred tax | | - | - |
| Profit/ (loss) for the year from continuing operations | | (39.83) | (39.27) |
| DISCONTINUED OPERATIONS | | | |
| Profit/ (loss) from discontinued operations | | - | - |
| Profit/ (loss) for the year | | (39.83) | (39.27) |
| OTHER COMPREHENSIVE INCOME | | | |
| <i>Other comprehensive income to be reclassified to profit or loss in subsequent periods</i> | | - | - |
| <i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i> | | - | - |
| -Remeasurement of post-employment benefit obligations | 29 | (4.08) | (0.11) |
| Other comprehensive income for the year, net of tax | | (4.08) | (0.11) |

TCI INDUSTRIES LIMITED

STATEMENT OF PROFIT AND LOSS

Contd....

(All amounts in INR lakhs, unless otherwise stated)

| | Notes | For the year ended 31st March, 2020 | For the year ended 31st March, 2019 |
|--|-------------|--|--|
| Total comprehensive income for the year, net of tax <i>(Profit/ loss + other comprehensive income)</i> | | (43.91) | (39.38) |
| Earnings per equity share (for continuing operations) (Rs.) | 23 | | |
| a) Basic | | (4.44) | (4.38) |
| b) Diluted | | (4.44) | (4.38) |
| Earnings per equity share (for discontinued operations) | 23 | | |
| a) Basic | | - | - |
| b) Diluted | | - | - |
| Earnings per equity share (for discontinued & continuing operations) (Rs.) | 23 | | |
| a) Basic | | (4.44) | (4.38) |
| b) Diluted | | (4.44) | (4.38) |
| See accompanying notes to the financial statements | 1-36 | | |

As per our report of even date attached

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

For V. Singhi & Associates
Chartered Accountants
Firm Registration No.: 311017E

Ashish Agarwal
Director
DIN: 00351824

Sunil K. Warerkar
Executive Director
DIN: 02088830

Sundeep Singhi
Partner
Membership No.: 063785

Amit A. Chavan
Company Secretary & CFO
Membership No.: A38369

Place : Mumbai
Date : June 26, 2020

Place : Mumbai
Date : June 26, 2020

TCI INDUSTRIES LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2020

A. Equity Share Capital

| Equity shares of INR 10 each issued, subscribed and fully paid | No. of Shares | Amount in INR (In Lakhs) |
|---|-----------------|-----------------------------|
| At 1st April 2018 | 8,96,791 | 89.68 |
| Issue of share capital (Note 8) | - | - |
| At 31st March 2019 | <u>8,96,791</u> | <u>89.68</u> |
| Amount received on forfeited shares | | |
| At 1st April 2018 | - | 0.99 |
| Increase/(decrease) during the period (Note 8) | - | - |
| At 31st March 2019 | <u>-</u> | <u>0.99</u> |
| Total Equity Share Capital | <u>8,96,791</u> | <u>90.67</u> |
| Equity shares of INR 10 each issued, subscribed and fully paid | | |
| At 1st April 2019 | 8,96,791 | 89.68 |
| Issue of share capital (Note 8) | - | - |
| At 31st March 2020 | <u>8,96,791</u> | <u>89.68</u> |
| Amount received on forfeited shares | | |
| At 1st April 2019 | - | 0.99 |
| Increase/(decrease) during the period (Note 8) | - | - |
| At 31st March 2020 | <u>-</u> | <u>0.99</u> |
| Total Equity Share Capital | <u>8,96,791</u> | <u>90.67</u> |

TCI INDUSTRIES LIMITED

| B. Other Equity | Amount in INR (In Lakhs) | | | | |
|--|---------------------------------------|------------------------------|------------------------------------|----------------------------------|--------------|
| | NCRPS termed as Equity (Note 8) | Share Premium (Note 9) | Revaluation Reserve (Note 9) | Retained Earnings (Note 9) | Total Equity |
| At 1st April 2018 | 601.17 | 2,421.58 | 186.51 | (2,461.66) | 747.60 |
| Issue of Share Capital | 28.16 | 84.48 | - | - | 112.64 |
| Profit/(loss) for the year | - | - | - | (39.27) | (39.27) |
| Other comprehensive income | - | - | - | (0.11) | (0.11) |
| At 31st March 2019 | 629.33 | 2,506.06 | 186.51 | (2,501.04) | 820.86 |
| At 1st April 2019 | 629.33 | 2,506.06 | 186.51 | (2,501.04) | 820.86 |
| Issue of Share Capital | 13.47 | 40.41 | - | - | 53.88 |
| Profit/(loss) for the year | - | - | - | (39.83) | (39.83) |
| Adjusted for depreciation pertaining to Leasehold Land & Building | - | - | (11.49) | 11.49 | - |
| Adjusted for creating Lease Liability & depreciation of leasehold land upto 31.03.2019 | - | - | - | (15.35) | (15.35) |
| Other comprehensive income | - | - | - | (4.08) | (4.08) |
| At 31st March 2020 | 642.80 | 2,546.47 | 175.02 | (2,548.81) | 815.48 |

As per our report of even date attached

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

For V. Singhi & Associates
Chartered Accountants
Firm Registration No.: 311017E

Ashish Agarwal **Sunil K. Warekar**
Director Executive Director
DIN: 00351824 DIN: 02088830

Sundeep Singhi
Partner
Membership No.: 063785

Amit A. Chavan
Company Secretary & CFO
Membership No.: A38369

Place : Mumbai
Date : June 26, 2020

Place : Mumbai
Date : June 26, 2020

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

Background

TCI Industries Limited (the Company) is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on Bombay Stock Exchange (BSE) in India. The registered office of the Company is located at N. A. Sawant Marg, Near Colaba Fire Brigade, Colaba, Mumbai-400005, Maharashtra.

The Company is principally engaged in rendering services by providing space for film shooting, TV serials and advertisements.

1 Significant Accounting Policies**1.1 Basis of preparation**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

The financial statements have been prepared on a historical cost basis, except for the freehold land, buildings and Plant & equipment which were revalued under the previous GAAP (Indian GAAP) and shown at revalued price deemed as cost.

1.2 Summary of significant accounting policies**a) Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its - operating cycle.

b) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognised.

Rendering of services

Revenue from rendering of services by providing space for shooting of films, TV serials and advertisements is recognized by reference to the stage of completion. Stage of completion is measured by reference to work done till date as a percentage of total work for each contract. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in other Income in the statement of profit or loss due to its non-operating nature.

c) Retirement and other employee benefits**Short-term employee benefits:**

All employee benefits payable within 12 months of service such as salaries, wages, bonus, ex-gratia, medical benefits etc. are recognised in the year in which the employees render the related service and are presented as current employee benefit obligations within the Balance Sheet. Termination benefits are recognised as an expense as and when incurred.

Short-term leave encashment is provided at undiscounted amount during the accounting period based on service rendered by employees.

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company recognizes contribution payable to the provident fund scheme as an expense, when they are due.

Defined Benefit Plan

The Company provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972, the Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

Gratuity liability is a defined benefit obligation and is computed on the basis of an actuarial valuation by an actuary appointed for the purpose as per projected unit credit method at the end of each financial year. The liability or asset recognised in the Balance Sheet in respect

of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company is a participant of group gratuity scheme with Life Insurance Corporation of India and the required premium under the scheme is paid to meet the liability as and when it accrues for payment in future. Any shortfall in the value of assets over the defined benefit obligation is recognised as a liability with a corresponding charge to the Statement of Profit and Loss.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on Government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur directly in Other Comprehensive Income. They are included in retained earnings in the Statement of changes in equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Short Term Provisions

Further, the Company is also in practice of providing Leave Travel Allowance to its employees, as per the CTC of the respective employees. LTA is being paid on receipt of bills from the employees. For unclaimed LTA, short term provision is made at the end of the year which is reversible on submission of bills.

d) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

e) Property, plant and equipment

Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the major repairs enhancing life thereof and replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Expenses incurred on legal fees, architectural fees or any other consulting fees in relation to proposed property development are transferred to 'Capital work-in-progress'.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on the straight-line method to allocate the cost of assets, net of their residual values, over their estimated useful lives.

Depreciation is calculated on a pro-rata basis from the date of acquisition/installation till the date the assets are sold or disposed of:

| Asset category | Estimated useful life |
|-----------------------|------------------------------|
| Buildings | 30 years |
| Plant and equipment | 15 years |
| EDP Equipment | 3 years |
| Vehicle | 8 years |
| Furniture & Fixture | 10 years |
| Office equipment | 5 years |

The residual values are not more than 5% of the original cost of the asset. The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

The carrying amount of an asset is written down immediately to its recoverable amount if the carrying amount of the asset is greater than its estimated recoverable amount.

Impairment of assets

The carrying amount of assets are reviewed at each Balance Sheet date to assess if there is any indication of impairment based on internal/ external factors. An impairment loss on such assessment will be recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of the assets is net selling price or value in use, whichever is higher. While assessing value in use, the estimated future cash flows are discounted to the present value by using weighted average cost of capital. A previously recognised impairment loss is further provided or reversed depending on changes in the circumstances and to the extent that carrying amount of the assets does not exceed the carrying amount that will be determined if no impairment loss had previously been recognised.

f) Taxes

Current income tax

The income tax expense or credit for the period is the tax payable on the taxable income of the current period based on the applicable income tax rates adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses.

The current income tax charge is calculated on the basis of the tax laws

enacted or substantively enacted at the end of the reporting period. The Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid will be recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set off against the normal tax liability. Such an asset is reviewed at each Balance Sheet date.

Deferred tax

Deferred tax is provided using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted or substantially enacted regulations. Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

In addition, the various transitional adjustments lead to different temporary differences. According to the accounting policies, the company has to account for such differences.

Goods and Service Tax (GST) paid on acquisition of assets or on incurring expenses

Expenses and assets are recognized net of the amount of GST, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

g) Leases

Leases as Lessee (Assets taken on lease)

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Leases as Lessor (Assets given on lease)

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

Transition

During the financial year 2019-20, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

h) Segment Reporting

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about product and services, geographical areas, and major customers. The management evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments.

i) Provisions and contingent liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These are reviewed at each year end and reflect the best current estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

j) Earnings per share

Earnings per share (EPS) is calculated by dividing the net profit or loss for the period attributable to Equity Shareholders by the weighted average number of Equity shares outstanding during the period. Earnings considered in ascertaining the EPS is the net profit for the period and any attributable tax thereto for the period.

2. Significant accounting judgements, estimates and assumptions

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

Note 3
Property, Plant and Equipment

(All amounts in INR lakhs, unless otherwise stated)

| Description of Assets | Leasehold Land | Buildings | Plant and Equipments | Furniture and Fixtures | Vehicles | Office Equipments | Air-conditioners | Computers | Right of Use Asset @ | Capital WIP* | Total |
|--|----------------|---------------|----------------------|------------------------|--------------|-------------------|------------------|-------------|----------------------|---------------|-----------------|
| Year ended 31 March 2019 | | | | | | | | | | | |
| Gross carrying amount | | | | | | | | | | | |
| Opening gross carrying cost | 317.81 | 333.90 | 14.57 | 7.83 | - | 19.25 | 31.53 | 6.62 | - | 379.34 | 1,110.85 |
| Additions | - | 92.41 | - | - | 28.81 | 1.42 | 0.32 | - | - | 14.94 | 137.90 |
| Disposals | - | - | 14.57 | 0.65 | - | 9.31 | 0.17 | 4.05 | - | - | 28.75 |
| Closing gross carrying amount | 317.81 | 426.31 | - | 7.18 | 28.81 | 11.36 | 31.68 | 2.57 | - | 394.28 | 1,220.00 |
| Accumulated depreciation as at 01 April 2018 | - | 231.27 | 13.84 | 5.51 | - | 14.09 | 7.27 | 6.10 | - | - | 278.08 |
| Additions | - | 6.15 | - | 0.35 | 3.14 | 2.37 | 6.88 | 0.21 | - | - | 19.10 |
| Disposals | - | - | 13.84 | 0.62 | - | 8.93 | 0.16 | 3.92 | - | - | 27.47 |
| Closing accumulated depreciation | - | 237.42 | - | 5.24 | 3.14 | 7.53 | 13.99 | 2.39 | - | - | 269.71 |
| Net carrying amount as at 31 March 2019 | 317.81 | 188.89 | - | 1.94 | 25.67 | 3.83 | 17.69 | 0.18 | - | 394.28 | 950.29 |
| Year ended 31 March 2020 | | | | | | | | | | | |
| Gross carrying amount | | | | | | | | | | | |
| Opening gross carrying cost | 317.81 | 426.31 | - | 7.18 | 28.81 | 11.36 | 31.68 | 2.57 | - | 394.28 | 1,220.00 |
| Additions | - | 35.05 | - | 0.52 | - | - | - | - | 318.44 | 66.62 | 420.63 |
| Disposals/Reclassification | 317.81 | - | - | - | - | - | - | - | - | - | 317.81 |
| Closing gross carrying amount | - | 461.36 | - | 7.70 | 28.81 | 11.36 | 31.68 | 2.57 | 318.44 | 460.90 | 1,322.82 |
| Accumulated depreciation as at 01 April 2019 | - | 237.42 | - | 5.24 | 3.14 | 7.53 | 13.99 | 2.39 | - | - | 269.71 |
| Additions # | - | 7.36 | - | 0.36 | 3.42 | 1.22 | 6.86 | 0.04 | 14.37 | - | 33.63 |
| Disposals | - | - | - | - | - | - | - | - | - | - | - |
| Closing accumulated depreciation | - | 244.78 | - | 5.60 | 6.56 | 8.75 | 20.85 | 2.43 | 14.37 | - | 303.34 |
| Net carrying amount as at 31 March 2020 | - | 216.58 | - | 2.10 | 22.25 | 2.61 | 10.83 | 0.14 | 304.07 | 460.90 | 1,019.48 |

* Capital Work-in-Progress includes expenditure towards legal expenses incurred where the Company has preferred SLP in the Hon. Supreme Court against the order of Bombay High Court, which has been admitted and is pending for final hearing. Earlier, in the matter of proposed property development, the Hon. Bombay High Court 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. Due to uncertainty of the outcome of the legal proceedings, the expenditure incurred towards legal fees has been included in Capital Work-in-Progress. The same has not been charged to the Statement of Profit and Loss as the same does not pertain to the current operations of the Company.

@ Right of Use Asset (ROU) includes amount transferred from leasehold land of Rs. 317.81 lakhs and Rs. 0.63 lakhs of ROU asset created as per IND AS 116 for lease agreements.

Cumulative depreciation of Right of Use Asset includes depreciation of Rs. 13.95 lakhs upto 31 March 2019 charged on leasehold land now classified as Right of Use Asset which is simultaneously adjusted from Retained Earnings. Current year depreciation on Right of Use Assets is Rs. 0.42 lakhs.

TCI INDUSTRIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

(All amounts in INR lakhs, unless otherwise stated)

| | As at 31st March 2020 | As at 31st March 2019 |
|---|--------------------------|--------------------------|
| Note 4 | | |
| Other Non-current assets | | |
| Advances other than capital advances | | |
| (Unsecured, considered good) | | |
| Deposit with Cotton Corporation of India Ltd (Refer Note 25) | 50.00 | 50.00 |
| Advance payment to BEST against past dues (Refer Note 25) | 2.50 | 2.50 |
| Security Deposits | 0.96 | 1.29 |
| | 53.46 | 53.79 |
| Note 5 | | |
| Trade Receivables (Current) | | |
| Unsecured, considered good | | |
| Outstanding for more than six months from the due date | - | - |
| Others | - | 0.10 |
| | - | 0.10 |
| Note: No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days. | | |
| Note 6 | | |
| Cash and Cash Equivalents | | |
| Balances with Banks: | | |
| - on current account | 30.28 | 15.25 |
| Cash on hand | 2.83 | 2.59 |
| | 33.11 | 17.84 |
| Note 7 | | |
| Other current assets | | |
| (Unsecured, considered good) | | |
| Other Advances | 0.67 | 1.27 |
| Prepaid Expenses | 3.73 | 3.85 |
| TDS Receivable | 34.44 | 26.40 |
| | 38.84 | 31.52 |

TCI INDUSTRIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

Note 8 Share Capital

(All amounts in INR lakhs, unless otherwise stated)

| | As at 31st March 2020 | As at 31st March 2019 |
|--|--------------------------|--------------------------|
| Authorised share capital: | | |
| i) 80,00,000 Equity shares of Rs. 10 each | 800.00 | 800.00 |
| ii) 8,00,000 Preference Shares of Rs. 100 each | 800.00 | 800.00 |
| | <u>1,600.00</u> | <u>1,600.00</u> |
| Issued, Subscribed and Paid up capital: | | |
| i) 8,96,791 Equity Shares of Rs. 10 each | 89.68 | 89.68 |
| ii) Amount received on forfeited shares | 0.99 | 0.99 |
| | <u>90.67</u> | <u>90.67</u> |
| Issued, Subscribed and Paid up capital: | | |
| i) 6,29,321 Preference Shares of Rs.100 each | - | 629.32 |
| ii) 6,42,790 Preference Shares of Rs.100 each (Refer Note 24) | 642.79 | - |
| | <u>642.79</u> | <u>629.32</u> |

Terms/rights attached to equity shares:

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

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

Terms/rights attached to preference shares:

Each preference share has a par value of INR 100 per share issued at premium of Rs.300/- each. The preference shares rank ahead of the equity shares in the event of liquidation. The Preference shares issued are 0% Non-Convertible Redeemable Preference Shares. Each Preference shares shall be non-participating in the surplus-funds, not carry any dividend, do not carry voting rights except in accordance with the provisions of Sec. 47 (2) of the Companies Act, 2013, be non-convertible and be redeemed within 20 years from the date of issue or on an earlier date only at the discretion of the issuer company, at a premium of 18%(Simple) p.a. on the issue price, payable at the time of redemption.

TCI INDUSTRIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

Reconciliation of the number of shares outstanding

| Equity shares | 31st March 2020 | | 31st March 2019 | |
|---|-----------------|-------------------|-----------------|-------------------|
| | No. of shares | Rupees (In Lakhs) | No. of shares | Rupees (In Lakhs) |
| Shares outstanding at the beginning of the year | 8,96,791 | 90.67 | 8,96,791 | 90.67 |
| Shares outstanding at the end of the year | 8,96,791 | 90.67 | 8,96,791 | 90.67 |

Details of shareholders holding more than 5% shares in the company

| Name of the shareholders | 31st March 2020 | | 31st March 2019 | |
|--|-----------------|-----------|-----------------|-----------|
| | No. of shares | % Holding | No. of shares | % Holding |
| Equity shares of INR 10 each fully paid | | | | |
| Mahendra Kumar Agarwal | 66,002 | 7.36 | 66,002 | 7.36 |
| Bhoruka Aluminium Limited | 50,250 | 5.60 | 50,250 | 5.60 |

Note: During the year 2004-05, company had introduced a scheme duly approved by Hon'ble High Court of Andhra Pradesh at Hyderabad for consequential reduction of Capital whereby the company proposed the reduction, cancellation and extinguishments of small-lot of Shareholdings (Shareholders holding less than 10 no. of shares) subject to such terms and conditions as specified in the scheme at a predetermined price. At the same time the company had created the liability for making the repayment to shareholders called as "Payable as per Scheme of Arrangement 2003". The company is still making payments to the shareholders as and when the request is received.

TCI INDUSTRIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

(All amounts in INR lakhs, unless otherwise stated)

| | As at 31st March 2020 | As at 31st March 2019 |
|--|--------------------------|--------------------------|
| Note 9 | | |
| Other Equity | | |
| i) Revaluation Reserve | | |
| Balance at the beginning of the year | 186.51 | 186.51 |
| Adjusted for depreciation pertaining to Leasehold Land & Building | (11.49) | - |
| Balance at the end of the year | <u>175.02</u> | <u>186.51</u> |
| ii) Share Premium | | |
| Balance at the beginning of the year | 2,506.06 | 2,421.58 |
| Issue of Share Capital | 40.41 | 84.48 |
| Balance at the end of the year | <u>2,546.47</u> | <u>2,506.06</u> |
| iii) Retained Earnings | | |
| Balance at the beginning of the year | (2,501.04) | (2,461.66) |
| Profit/(loss) for the year | (39.83) | (39.27) |
| Other comprehensive income | (4.08) | (0.11) |
| -Adjusted for depreciation pertaining to Building for FY 18-19 & FY 19-20 | 4.25 | - |
| -Adjusted for creating Lease Liability & depreciation of leasehold land upto 31.03.2019 | (15.35) | - |
| -Transferred from Revaluation Reserve pertaining to Leasehold Land | 7.24 | - |
| Balance at the end of the year | <u>(2,548.80)</u> | <u>(2,501.04)</u> |
| Note 10 | | |
| Long Term Borrowing (Secured) | | |
| Car Loan From Bank | 12.72 | 17.87 |
| (Secured by hypothecation of car purchased having interest rate of 8.26% p.a. and payable on EMI basis up to 05/05/2023) | | |
| Unsecured | | |
| Lease Obligation (Refer Note - 33) | 1.96 | - |
| | <u>14.68</u> | <u>17.87</u> |
| Note 11 | | |
| Provisions | | |
| Provision for Gratuity (Refer Note 29) | 3.53 | - |
| | <u>3.53</u> | <u>-</u> |
| Note 12 | | |
| Other non-current Liabilities | | |
| Payable as per Scheme of Arrangement - 2003 (Refer Note 8) | 6.91 | 6.93 |
| Property Tax Payable (Refer Note 25) | 34.90 | 35.67 |
| | <u>41.81</u> | <u>42.60</u> |

TCI INDUSTRIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

(All amounts in INR lakhs, unless otherwise stated)

| | As at 31st March 2020 | As at 31st March 2019 |
|---|--------------------------|--------------------------|
| Note 13 | | |
| Borrowings | | |
| Unsecured | | |
| Loan repayable on demand (from related parties) (Refer note 28) | | |
| - From Directors (interest free) | 28.00 | - |
| Loan repayable on demand (from others) | | |
| - From Body Corporate (interest bearing) | 46.84 | 45.02 |
| | <u>74.84</u> | <u>45.02</u> |
| Note 14 | | |
| Trade Payables (Refer Note 31) | | |
| - total outstanding dues of micro enterprises and small enterprises | - | - |
| - total outstanding dues of creditors other than micro enterprises and small enterprises | 26.41 | 9.93 |
| | <u>26.41</u> | <u>9.93</u> |
| Note: Trade payables are non-interest bearing and are normally settled on 60 days terms. | | |
| Note 15 | | |
| Other financial liabilities | | |
| Current Maturities of Long Term Borrowings | 5.15 | 4.74 |
| Unsecured | | |
| Lease Obligation (Refer Note - 33) | 0.05 | - |
| | <u>5.20</u> | <u>4.74</u> |
| Note 16 | | |
| Other current liabilities | | |
| Advance from Customers | 0.21 | 0.17 |
| Security Deposits | 12.16 | 4.20 |
| Statutory Dues | 11.86 | 5.51 |
| Employee Benefits | 10.38 | - |
| Others (Refer note-31) | | |
| - total outstanding dues of micro enterprises and small enterprises | 1.01 | 1.13 |
| - total outstanding dues of creditors other than micro enterprises and small enterprises | 31.07 | 7.24 |
| | <u>66.69</u> | <u>18.25</u> |
| Note 17 | | |
| Provisions | | |
| - Provisions for Leave Travel Allowance | 3.30 | 2.26 |
| - Provision for Gratuity (Refer Note 29) | 2.28 | 1.35 |
| | <u>5.58</u> | <u>3.61</u> |

TCI INDUSTRIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

(All amounts in INR lakhs, unless otherwise stated)

| | For the year ended 31st March 2020 | For the year ended 31st March 2019 |
|--|--|--|
| Note 18 | | |
| Revenue from Operations: | | |
| Sale of products | | |
| - Rendering of services | 228.88 | 201.60 |
| | 228.88 | 201.60 |
| Note 19 | | |
| Other Income | | |
| Interest on Income Tax Refunds | 1.19 | 0.84 |
| Other Interest Income | - | 0.01 |
| Miscellaneous Income | 0.21 | 0.06 |
| Other non-operating income | | |
| - Rental income | 10.92 | 10.09 |
| | 12.32 | 11.00 |
| Note 20 | | |
| Employee Benefits Expense | | |
| Salaries, wages and bonus | 82.19 | 60.97 |
| Contributions to Provident & Other Funds | 3.46 | 2.78 |
| Gratuity Expense | 0.52 | 0.43 |
| Staff Welfare Expense | 0.54 | 0.54 |
| | 86.71 | 64.72 |
| Note 21 | | |
| Finance costs | | |
| Interest on Car Loan | 1.69 | 1.70 |
| Interest on Unsecured Loan | 8.12 | 6.28 |
| Interest on Lease Liability | 0.37 | - |
| | 10.18 | 7.98 |
| Note 22 | | |
| Other expenses | | |
| Advertisement Expense | 0.65 | 0.90 |
| Business Development & Sales Promotion Expense | 0.01 | 0.98 |
| Commission & Brokerage | 14.53 | 6.62 |
| Travelling & Conveyance | 8.85 | 4.80 |
| Electricity Charges | 7.97 | 7.10 |
| Insurance charges - | | |
| - Building | 2.82 | 2.63 |
| - Others | 0.49 | 0.59 |
| - Motor Car | 0.73 | 0.92 |

TCI INDUSTRIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

(All amounts in INR lakhs, unless otherwise stated)

| | For the year ended 31st March 2020 | For the year ended 31st March 2019 |
|-----------------------------------|---|---|
| Legal & Professional Fees | 14.65 | 15.73 |
| Listing Fees (Stock Exchange) | 3.00 | 2.95 |
| Rent | 0.40 | 0.78 |
| Rates & Taxes | 17.07 | 16.61 |
| Repairs & Maintenance: | | |
| - Building | 22.60 | 23.57 |
| - Others | 6.87 | 10.09 |
| Security Expenses | 25.97 | 26.48 |
| Stamp Duty and Registration | 0.05 | 0.14 |
| Motor Car Expenses | 14.41 | 12.93 |
| Service Tax & GST | 0.86 | 3.80 |
| Directors Sitting Fees | 2.20 | 2.00 |
| Payment to Auditor | | |
| As Auditor: | | |
| - Audit Fee | 0.90 | 0.90 |
| - Tax audit Fee | 0.10 | 0.10 |
| - Reimbursement of Expenses | 0.01 | 0.02 |
| Loss on Discard of Fixed Assets | - | 1.28 |
| License Fee | 0.05 | 0.05 |
| Miscellaneous Expenses | 19.28 | 18.10 |
| | 164.47 | 160.07 |

TCI INDUSTRIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

Note 23- Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the quarter attributable to equity holders by the weighted average number of Equity shares outstanding during the quarter.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the quarter plus the weighted average number of equity shares that would be issued on conversion of all dilutive potential Equity shares into Equity shares.

| | For the year ended 31 st March 2020 (Rs. in lakhs) | For the year ended 31 st March 2019 (Rs. in lakhs) |
|---|---|---|
| Profit/(Loss) attributable to equity holders of the Company | | |
| -Continuing operations | (39.83) | (39.27) |
| -Discontinued operation | - | - |
| Profit/(Loss) attributable to equity holders of the Company for basic earnings | (39.83) | (39.27) |
| Weighted average number of equity shares for basic & Diluted EPS | 8,96,791 | 8,96,791 |
| Basic EPS (Rs.) | (4.44) | (4.38) |
| Diluted EPS (Rs.) | (4.44) | (4.38) |

Note 24- Non-Convertible Redeemable Preference Shares:

During the year, Company has issued 13,469 0% Non-Convertible Redeemable Preference Shares of Rs. 100/- each at an issue price of Rs. 400/- each including premium of Rs. 300/- for consideration in cash, which are redeemable within 20 years from the date of issue or on an earlier date only at the discretion of the issuer company, at a premium of 18% (Simple) p.a. on the issue price, payable at the time of redemption. The Indian GAAP does not prescribe distinction between equity and liability of a financial instrument.

As per Ind-AS 32, a financial instrument may be classified as an equity or financial liability based on its substance rather than its legal form. The said Ind-AS 32 also explains when a financial instrument can be classified as equity or financial liability. To determine the classification of the said preference shares issued, the Company has taken a legal opinion relying on which the said preference shares have been classified as Equity.

Note 25- 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 1st 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 31st March 2013. The Company has filed in a earlier year SLP before the Hon'ble Supreme Court, against the said judgement, 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 Lakhs 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 in earlier year 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.

- c) Municipal Corporation of Greater Mumbai in earlier year revised property taxes in Mumbai with retrospective effect from 1st April 2010 by migrating to capital value system from erstwhile rateable value system. In terms of the same the company received notices from the corporation, from time to time, demanding tax of Rs. 36.51 Lakhs for the period 1-4-2010 to 31-3-2015 for various structures.

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 31st March, 2015 amounting to Rs. 27.50 Lakhs. For the financial year 2015-16 and 2016-17, the Corporation raised demand of Rs. 18.42 lakhs. However, the Corporation did not accept the payment as per the aforesaid interim order and accepted Rs. 4.21 lakhs only for the 1st half of F.Y. 2015-16. The Corporation subsequently in the year 2017-18, accepted further payment of Rs. 9.30 Lakhs for the aforesaid period upto 31.03.2018 in terms of the interim order of Bombay High Court, in respect of the structures for which in earlier years it had not accepted payment. During the year under review the company has paid further amount aggregating to Rs.10.98 Lakhs for the period 2017-18 to 2019-20 towards structures as per the aforesaid court order.

The Company also received in earlier years notices from the Corporation demanding property tax under the capital value system as follows- (i) Rs. 201.10 Lakhs per annum with retrospective effect from 1st April, 2010 to 31st March, 2015, and Rs. 281.55 Lakhs for the year 2015-16, treating the property as Open land instead of structures as earlier assessed. The Corporation also during the year 2015-16, by its notices cancelled earlier demands/bills for the retrospective period of 2010-2015 amounting to Rs. 4.03 Lakhs for certain structures, against which the Company had paid an amount of Rs. 3.00 Lakhs as per the aforesaid court order. (ii) for the years 2016-17 & 2017-18 Rs. 289.75 Lakhs per year on the basis of open land & structures. (iii) for the year 2018-19 under review Rs. 289.75 Lakhs treating the property as Open Land & Structures. (iv) for the year 2019-20 under review Rs. 289.75 Lakhs treating the property as Open Land & Structures.

The company has filed with concerned authorities, from time to time it's replies/ objections to the aforesaid notices which were heard by the Municipal Corporation during the year under review, however no order has been passed. The Honourable Bombay High Court vide its judgment dated 24.04.2019 has disposed off all the above mentioned petitions filed by various parties & struck down certain rules regarding fixing of Capital Value of lands & buildings, made by the Corporation. The said order of the Bombay High Court was challenged in Hon. Supreme Court by the Municipal Corporation and the Supreme Court by its Interim order, pending final hearing & disposal of the petition, permitted the property owners to continue to pay the property taxes in terms of the aforesaid interim order of the Hon. Bombay High Court. The Company is consulting its lawyers and will thereafter decide on further course of action.

Note 26 - Financial risk management:

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market Risk - Interest rate

Risk management framework

The Company's board of directors have overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors have authorized respective business Managers to establish the processes, who ensure that executive management controls risks through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the business managers periodically to reflect changes in market conditions and the Company's activities. The Company, through management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

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(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company's Management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company as a policy do not extend credit to its customers to mitigate the credit risk. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available, and in some cases bank references.

The Company's exposure to credit risk is Nil as on 31.03.2020 as there are no trade receivables.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Company's approach to manage liquidity is to have sufficient liquidity to meet it's liabilities when they are due, under both normal and stressed circumstances, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of Securities/ credit facilities to meet obligations when due and to close out market positions.

Liquidity risk results from the Company's potential inability to meet the obligations associated with its financial liabilities, for example settlement of financial debt and paying suppliers. The aim is to ensure effective liquidity management, which primarily involves obtaining sufficient committed securities/ credit facilities to ensure adequate financial resources.

Net financial debt is used internally by Company to monitor the Company's credit resources available. Net financial debt is the Company's net interest-bearing debt, excluding interest-bearing assets, as these assets are not actively managed in relation to liquidity risk.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The contractual cash flow amounts are gross and undiscounted, and includes interest accrued but not due on borrowings.

(Rs. in lakhs)

| As at 31st March 2020 | Carrying amount | Contractual cash flows | | | | |
|---|-----------------|------------------------|---------------------------------|----------------------------|-------------------|---------------|
| | | Less than six months | Between six months and one year | Between one and five years | More than 5 years | Total |
| Non derivative financial liabilities | | | | | | |
| Borrowings | 92.70 | 28.00 | - | 64.70 | - | 92.70 |
| Current financial liabilities | | | | | | |
| Trade payables | 26.41 | 16.16 | 10.25 | - | - | 26.41 |
| Total | 119.11 | 44.16 | 10.25 | 64.70 | - | 119.11 |

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(iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly interest rate risk which in the case of the company is mitigated due to securities issued on a long term basis at a fixed rate of return payable at the time of redemption of the securities.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rate is very low due to issuance of securities on a long term basis at a fixed rate of return.

Exposure to interest rate risk

The Company's interest rate risk arises majorly from the carrying fixed rate of interest. These obligations exposes the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

| Particulars | (Rs. in lakhs) As at 31st March 2020 |
|-------------------------------|---|
| Fixed rate liabilities | |
| Borrowings | 64.70 |
| Total | 64.70 |

Note 27 - Segment Information:

During the year, the Company operated in a single segment- "Income from rendering services by providing space for film shooting, TV serials and advertisements". Therefore, separate segment disclosures have not been given.

Note 28- Related Party Disclosures*:

1. Key Management Personnel of the entity:

1. Shri Sunil K. Warerkar – Executive Director

2. Other Related Parties:

a. Individuals and their close family members:

| Sr. No. | Name of the Related Party | Description of relationship |
|---------|---------------------------|-----------------------------|
| 1 | Mr. Dharpal Agarwal | Director |
| 2 | Mr. Mahendra Agarwal | Director |
| 3 | Dr. Ashok Kumar Agarwal | Director |
| 4 | Mr. Vikas Agarwal | Director |
| 5 | Mr. Siddhartha Agarwal | Director |
| 6 | Mr. Ashish Agarwal | Director |
| 7 | Mr. Utsav Agarwal | Director |
| 8 | Mr. Ayan Kumar Agarwal | Son of Ashok Kumar Agarwal |
| 9 | Mr. Chander Agarwal | Son of Dharpal Agarwal |
| 10 | Mr. Vineet Agarwal | Son of Dharpal Agarwal |
| 11 | Mrs. Kanika Agarwal | Wife of Siddhartha Agarwal |

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| | | |
|----|---------------------|------------------------------|
| 12 | Mrs. Nidhi Agarwal | Promoter & Shareholder |
| 13 | Mrs. Umah Agarwal | Mother of Siddhartha Agarwal |
| 14 | Mrs. Pushpa Agarwal | Mother of Vikas Agarwal |

b. Other related entities:

| Sr. No. | Name of the Related Party |
|---------|---|
| 1 | M/s. ABC Financial Services Pvt. Ltd. |
| 2 | M/s. ABC India Limited |
| 3 | M/s. Bhoruka Capital Limited |
| 4 | M/s. Mahendra Investment Advisors Pvt. Ltd. |
| 5 | M/s. Sweta Financial Services Pvt. Ltd. |
| 6 | M/s. Transcorp Enterprises Limited |
| 7 | M/s. Transcorp Estates Pvt. Ltd. |
| 8 | M/s. Ayan Fintrade Pvt. Ltd. |
| 9 | M/s. Bhoruka Aluminium Limited |
| 10 | M/s. Ved Prakash & Sons HUF |

**As certified by the management and relied upon by auditors.*

3. Related Party Transactions during the year:

(a) Key managerial personnel compensation

| Sr. No | Particulars | For the year ended 31 st March 2020 (Rs. in lakhs) | For the year ended 31 st March 2019 (Rs. in lakhs) |
|--------|---------------|---|---|
| 1. | Remuneration* | 52.79 | 33.12 |

**Remuneration exclude Provision for gratuity since these are based on actuarial valuation.*

(b) Loan from directors

| Name | Particulars | For the year ended 31 st March 2020 (Rs. in lakhs) | For the year ended 31 st March 2019 (Rs. in lakhs) |
|----------------------------|-----------------|---|---|
| Ashok Kumar Agarwal | Opening balance | 0 | 0 |
| | Loan received | 3,00,000 | 0 |
| | Closing balance | 3,00,000 | 0 |
| Utsav Agarwal | Opening balance | 0 | 0 |
| | Loan received | 10,00,000 | 0 |
| | Closing balance | 10,00,000 | 0 |
| Vikas Agarwal | Opening balance | 0 | 0 |
| | Loan received | 15,00,000 | 0 |
| | Closing balance | 15,00,000 | 0 |

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Note 29. Employee benefit obligations:

Defined benefit plans:

Gratuity

The Company operates a gratuity plan through the 'TCI Industries Ltd Employees Group Gratuity Assurance Scheme'. Every employee is entitled to a benefit equivalent to 15 days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972 or Company scheme whichever is beneficial. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vest after 5 years of continuous service.

Balance Sheet amount (Gratuity)

(Rs. in lakhs)

| Particulars | Present value of obligation | Fair value of plan assets | Net amount |
|--|-----------------------------|---------------------------|-------------|
| 1st April 2019 | 8.46 | (7.11) | 1.35 |
| Current Service Cost | 0.41 | - | 0.41 |
| Interest expense/ (income) | 0.66 | (0.55) | 0.11 |
| Total amount recognised in profit & loss | 1.07 | (0.55) | 0.52 |
| Remeasurement | | | |
| Return on plan assets, excluding amount included in interest expense/ (income) | - | 0.04 | 0.04 |
| (Gain)/Loss from change in financial assumptions | 0.67 | - | 0.67 |
| Experience (gain) / loss | 3.37 | - | 3.37 |
| Total amount recognised in Other Comprehensive Income | 4.04 | 0.04 | 4.08 |
| Employer contributions | - | (0.13) | (0.13) |
| Benefit payments | - | - | - |
| 31st March 2020 | 13.57 | 7.75 | 5.82 |

The net liability disclosed above relates to funded and unfunded plans are as follows:

(Rs. in lakhs)

| Particulars | As at 31 st March 2020 | As at 31 st March 2019 |
|-------------------------------------|-----------------------------------|-----------------------------------|
| Present value of funded obligations | 13.57 | 8.46 |
| Fair value of plan assets | 7.75 | 7.11 |
| Deficit of funded plan | 5.82 | 1.35 |
| Unfunded plans | - | - |
| Deficit of gratuity plan | 5.82 | 1.35 |

Significant estimates: Actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

| Particulars | As at 31 st March 2020 | As at 31 st March 2019 |
|-------------------------------|-----------------------------------|-----------------------------------|
| Discount rate | 6.89% | 7.79% |
| Attrition rate | 2.00% | 2.00% |
| Rate of return on plan assets | 6.89% | 7.79% |
| Salary escalation rate | 7.50% | 6.00% |

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Major Category of Plan Assets are as follows:

(Rs. in lakhs)

| Particulars | As at 31 st March 2020 | As at 31 st March 2019 |
|-----------------------------|-----------------------------------|-----------------------------------|
| Government of India Assets | - | - |
| State Government Securities | - | - |
| Special Deposits Scheme | - | - |
| Debt Instruments | - | - |
| Corporate Bonds | - | - |
| Cash and Cash Equivalents | - | - |
| Insurance Fund | 7.75 | 7.11 |
| Asset-Backed Securities | - | - |
| Structured Debt | - | - |
| Other | - | - |
| Total | 7.75 | 7.11 |

Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Interest rate risk: A fall in the discount rate which is linked to the G. Sec. rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment Risk: The company at present has no investment in any securities.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

(Rs. in lakhs)

| Expenses Recognized in the Statement of Profit or Loss for Next Year | | |
|--|------|------|
| Current Service Cost | 0.62 | 0.41 |
| Net Interest Cost | 0.40 | 0.11 |
| (Expected Contributions by the Employees) | - | - |
| Expenses Recognized | 1.02 | 0.52 |

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The weighted average duration of the defined benefit obligation is 5 years. The expected maturity analysis of gratuity is as follows:

(Rs. in lakhs)

| Maturity Analysis of the Benefit Payments: From the Fund | | |
|---|-------|------|
| Projected Benefits Payable in Future Years from the Date of Reporting | | |
| 1st Following Year | 11.57 | 7.15 |
| 2nd Following Year | 0.03 | 0.02 |
| 3rd Following Year | 0.03 | 0.04 |
| 4th Following Year | 0.04 | 0.04 |
| 5th Following Year | 0.05 | 0.05 |
| Sum of Years 6 To 10 | 0.29 | 0.26 |
| Sum of Years 11 and above | 7.30 | 4.81 |

| Maturity Analysis of the Benefit Payments: From the Employer | | |
|---|---|---|
| Projected Benefits Payable in Future Years from the Date of Reporting | | |
| 1st Following Year | - | - |
| 2nd Following Year | - | - |
| 3rd Following Year | - | - |
| 4th Following Year | - | - |
| 5th Following Year | - | - |
| Sum of Years 6 To 10 | - | - |
| Sum of Years 11 and above | - | - |

Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(Rs. in lakhs)

| | | |
|---|--------|--------|
| Projected Benefit Obligation on Current Assumptions | 13.57 | 8.46 |
| Delta Effect of +1% Change in Rate of Discounting | (0.32) | (0.18) |
| Delta Effect of -1% Change in Rate of Discounting | 0.39 | 0.22 |
| Delta Effect of +1% Change in Rate of Salary Increase | 0.39 | 0.22 |
| Delta Effect of -1% Change in Rate of Salary Increase | (0.32) | (0.19) |
| Delta Effect of +1% Change in Rate of Employee Turnover | (0.04) | 0.02 |
| Delta Effect of -1% Change in Rate of Employee Turnover | 0.04 | (0.02) |

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

TCI INDUSTRIES LIMITED

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Note 30 – Deferred Tax

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 books.

Note 31 – Disclosure requirement under MSMED Act, 2006

As required to be disclosed under Micro, Small & Medium Enterprises Development Act, 2006 and to the extent such parties are identified on the basis of information available with the Company, there are no Micro enterprises or Small scale enterprises to whom the Company owes any due which are outstanding for more than 45 days as at 31st March 2020.

Note 32 – Authorisation for issue of the Financial Statements

The Financial Statements were authorised for issue by the Board of Directors on June 26, 2020.

Note 33 - Leases

Effective April 01, 2019, the Company has adopted IND AS 116 to its leases using modified retrospective approach. Accordingly, the comparative information for periods relating to earlier years is not restated. The Lease liability is measured at the present value of remaining lease payments discounted using incremental borrowing rate at the date of initial application and right of use asset has been recognised at an amount equal to the lease liability plus initial direct cost.

The Company has shown Right of Use asset under Note-3 'Property, Plant & Equipment' and Lease Liability under Note-10 'Borrowings'.

Note 34 – Impact of COVID-19

In response to the COVID-19 crisis, the Company has adopted measures to curb the spread of infection and protect the health of its employees. The impact of COVID-19 on the operations of the Company is not significant for the year ended March 31, 2020 and on the going concern assumption in preparing these financial statements.

Note 35 – Regrouped / Recast / Reclassified

Previous year figures been regrouped/rearranged wherever considered necessary.

Note 36 – Capital Commitments:

The company has no other capital commitments requiring separate disclosure. Such capital commitment will be disclosed as and when it arises.

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

Ashish Agarwal
Director
DIN: 00351824

Sunil K. Warerkar
Executive Director
DIN: 02088830

Amit A. Chavan
Company Secretary & CFO
Membership No.: A38369

Place : Mumbai
Date : June 26, 2020

TCI INDUSTRIES LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH 2020

(All amounts in INR lakhs, unless otherwise stated)

| | For the year ended 31 March 2020 | For the year ended 31 March 2019 |
|--|-------------------------------------|-------------------------------------|
| OPERATING ACTIVITIES | | |
| Profit before tax | (39.83) | (39.27) |
| Adjustments to reconcile profit before tax to net cash flows: | | |
| Depreciation & Amortisation Expense | 19.67 | 19.10 |
| Gratuity provision | 0.39 | 0.42 |
| Loss on Discard of Property, Plant and Equipment | - | 1.28 |
| Operating profit before Working Capital changes | <u>(19.77)</u> | <u>(18.47)</u> |
| Adjustments for : | | |
| (Increase)/Decrease in Trade Receivables | 0.10 | 0.38 |
| (Increase)/Decrease in Other Current Assets | 0.72 | (1.47) |
| (Increase)/Decrease in Other Non-Current Assets | 0.33 | - |
| Increase/(Decrease) in Trade Payables | 16.48 | (0.42) |
| Increase/(Decrease) in Provisions | 1.04 | (0.10) |
| Increase/(Decrease) in Other Current Liabilities | 48.44 | (25.07) |
| Increase/(Decrease) in Other Non-Current Liabilities | (0.79) | 9.24 |
| Cash generated from operations | <u>46.54</u> | <u>(35.91)</u> |
| Income tax paid (net of refund) | (8.04) | (1.67) |
| NET CASH INFLOW (OUTFLOW) FROM OPERATING ACTIVITIES (A) | <u>38.50</u> | <u>(37.58)</u> |
| INVESTING ACTIVITIES | | |
| Purchase of property, plant and equipment | (102.19) | (137.90) |
| Proceeds from Sale of property, plant and equipment | - | - |
| NET CASH INFLOW (OUTFLOW) FROM INVESTING ACTIVITIES (B) | <u>(102.19)</u> | <u>(137.90)</u> |
| FINANCING ACTIVITIES | | |
| Proceeds from Issue of Preference Shares | 53.88 | 112.64 |
| Proceeds from borrowings | 29.82 | 81.29 |
| Repayment of borrowings | (4.74) | (13.66) |
| NET CASH INFLOW (OUTFLOW) FROM FINANCING ACTIVITIES (C) | <u>78.96</u> | <u>180.27</u> |
| NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C) | 15.27 | 4.79 |
| CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR | 17.84 | 13.05 |
| CASH & CASH EQUIVALENTS AT THE END OF THE YEAR | <u>33.11</u> | <u>17.84</u> |

The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on Statement of Cash Flows as notified under Companies (Accounts) Rules, 2015.

As per our report of even date attached

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

For V. Singhi & Associates
Chartered Accountants
Firm Registration No.: 311017E

Ashish Agarwal **Sunil K. Warerkar**
Director Executive Director
DIN: 00351824 DIN: 02088830

Sundeep Singhi
Partner
Membership No.: 063785

Amit A. Chavan
Company Secretary & CFO
Membership No.: A38369

Place : Mumbai
Date : June 26, 2020

Place : Mumbai
Date : June 26, 2020

If undelivered please return to:



TCI INDUSTRIES LIMITED

N. A. Sawant Marg, Near Colaba Fire Brigade,
Colaba, Mumbai - 400 005.

CIN: L74999MH1965PLC338985

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