

**TITAN INTECH LIMITED**  
**(Formerly known as Indovation Technologies Limited)**



**35<sup>TH</sup> ANNUAL REPORT**  
**2018-19**



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**CORPORATE INFORMATION****BOARD OF DIRECTORS**

|                         |                                    |               |
|-------------------------|------------------------------------|---------------|
| Mr.K.S.Rao              | Managing Director                  | DIN: 01363257 |
| Ms.Navneet Kaur Virk    | Whole Time Director                | DIN: 03403617 |
| Mr. P V V Satyanarayana | Promoter Director                  | DIN: 01311615 |
| Mr. Anjaneyulu Perla    | Independent Director               | DIN: 07857842 |
| Mr. T. Seshu Kumar      | Non-Executive Independent Director | DIN: 07912653 |
| Mr. Sanjeev Sharma      | Independent Director               | DIN: 01364156 |

**KEY MANAGERIAL PERSONNEL**

|                         |   |                         |
|-------------------------|---|-------------------------|
| Mr. Sravan Kumar Yamini | - | Chief Financial Officer |
| Mr. Mukesh Kumar Shaw   | - | Company Secretary       |

**REGISTERED OFFICE**

Plot No. 42, D.No. 54-28/3-5, Opp: Gurudwara,  
Behind OBC Bank Gurunanak Colony Vijayawada Krishna (Dist) - 520008 (AP)

**STATUTORY AUDITORS**

M/s. SMV & Co,  
Chartered Accountants,  
FRN: 0156305

**SECRETARIAL AUDITOR**

Mr. Bharatiraju Vegiraju  
Practicing Company Secretaries

**REGISTRAR & SHARE TRANSFER AGENTS**

Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad-500029  
Ph.Nos.040-27638111/27634445 Email : info@arthiconsultants.com

**BANKERS**

City Union Bank Ltd, Governerpet, Vijayawada,

Indian Overseas Bank, Worli, Mumbai

IDBI Bank, Mumai,

Syndicate Bank, Punjagutta, Hyderabad,

**LISTED****BSE LIMITED****DECAMT ISIN NSDL & CDSL**

INE807M01023

**WEBSITE**

www.titanintech.com

**INVESTOR E-MAIL ID**

info@titanintech.com

**CORPORATE IDENTITY NUMBER**

L72200AP1984PLC004380

**AUDIT COMMITTEE**

|                    |     |          |
|--------------------|-----|----------|
| Mr. T Seshu Kumar  | --- | Chairman |
| Mr. Anjaneyulu P   | --- | Member   |
| Mr. Sanjeev Sharma | --- | Member   |

**NOMINATION & REMUNERATION COMMITTEE**

|                    |     |          |
|--------------------|-----|----------|
| Mr. Sanjeev Sharma | --- | Chairman |
| Mr. Anjaneyulu P   | --- | Member   |
| Mr. T Seshu Kumar  | --- | Member   |

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

|                    |     |          |
|--------------------|-----|----------|
| Mr. Anjaneyulu P   | --- | Chairman |
| Mr. T Seshu Kumar  | --- | Member   |
| Mr. Sanjeev Sharma | --- | Member   |

**RISK MANAGEMENT COMMITTEE**

|                    |     |          |
|--------------------|-----|----------|
| Mr. Sanjeev Sharma | --- | Chairman |
| Mr. T Seshu Kumar  | --- | Member   |
| Mr. Anjaneyulu P   | --- | Member   |

**NOTICE**

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Shareholders of M/s. Titan Intech Limited (formerly known as Indovation Technologies Limited) will be held on Saturday, the 28<sup>th</sup> September, 2019 at 10.00 A.M. the registered office of the company situated at Plot No. 42, D.No. 54-28/3-5, Opp: Gurudwara, Behind OBC Bank Gurunanak Colony Vijayawada - 520008 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. Mr. Anjaneyulu Perla, who retires by rotation is not seeking for re-appointment.

**“FURTHER RESOLVED THAT** any one of the Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

**For and on behalf of the Board  
Titan Intech Limited**

**Place: Vijayawada  
Date: 30.08.2019**

**Sd/-  
K.S.Rao  
Managing Director  
(DIN: 01363257)**



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**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2019 to 28.09.2019 (Both days inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents (M/s. Aarthi Consultants Pvt. Ltd.)
8. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
9. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.



10. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Aarthi Consultants Pvt. Ltd., Share Transfer Agents of the Company for their doing the needful.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission/transposition, Demat /Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. 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 Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting
15. Electronic copy of the Annual Report for 2018-2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-2019 is being sent in the permitted mode.
16. Members may also note that the Notice of the 35<sup>th</sup> Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website [www.titanintech.com](http://www.titanintech.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [info@titanintech.com](mailto:info@titanintech.com)

### **17. Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the



votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on September 25, 2019 (09.00 am) to September 27, 2019 (5.00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at [info@titanintech.com](mailto:info@titanintech.com) However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote.

**The instructions for shareholders voting electronically are as under:**

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Shareholders.
- iii. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

|                       |   |
|-----------------------|---|
| PAN                   | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul> |
| DOB                   | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>  |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>  |

vii. After entering these details appropriately, click on “SUBMIT” tab.

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

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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

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



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- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**xviii. Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 20.09.2019.
19. Mr. Bharatiraju Vegiraju, Practicing Company Secretary, bearing C.P. Number 14926 has been appointed as the Scrutinizer to scrutinize the e-voting process.
20. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
21. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.titanintech.com](http://www.titanintech.com) and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
22. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a ‘Green Initiative in Corporate Governance’ and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company’s Registrar and Share Transfer Agents.

**For and on behalf of the Board  
Titan Intech Limited**

**Place: Vijayawada  
Date: 30.08.2019**

**Sd/-  
K.S. Rao  
Managing Director  
(DIN: 01363257)**

**BOARD'S REPORT****To the Members,**

The Directors have pleasure in presenting before you the 35<sup>th</sup> Directors Report of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March 2019.

**1.FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:**

The performance during the period ended 31<sup>st</sup> March 2019 has been as under:

(Amount in Rs.)

| Particulars       | 2018-2019   | 2017-2018    |
|-------------------|-------------|--------------|
| Total Income      | 6,18,12,400 | 19,77,79,262 |
| Total Expenditure | 6,17,82,162 | 19,77,00,974 |
| Profit Before Tax | 30,238      | 78,288       |
| Provision for Tax | 9,343       | 24,199       |
| Profit after Tax  | 20,894      | 54,097       |

**2.REVIEW OF OPERATIONS:**

During the year under review, the Company has recorded an income of Rs.6,18,12,400/- and the Profit of Rs.20,894/- as against the income of Rs.19,77,79,262/- and reported profit of Rs.54,097/-in the previous financial year ending 31.03.2019.

**3.DISCLOSURES UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013:**

No material changes and commitments which could affect the Company's financial position have occurred between the ends of the financial year of the Company.

**4.CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

During the period under review and the date of Board's Report there was no change in nature of Business.

**5.PUBLIC DEPOSITS:**

The Company has not accepted any deposits falling within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014, during the financial year under review.

**6. TRANSFER TO RESERVES:**

Directors have not decided to transfer any amount to reserves for the year.

**7. DIVIDEND:**

Dividend was not declared during the year by the company to its shareholders.

**8. REVISION OF FINANCIAL STATEMENTS:**

There was no revision of the financial statements for the year under review

**9. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:**

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls. The Company maintains appropriate system of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances, and are meant to ensure that all transactions are authorized, recorded and reported correctly.

**10. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:**

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

**11. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.

**12. BOARD MEETINGS DURING THE YEAR:**

The Board of Directors duly met Four (4) times on 29.05.2018, 11.08.2018, 13.11.2018 and 13.02.2019 in respect of which meetings, proper notices were given, and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

**13. CORPORATE GOVERNANCE:**

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Corporate Governance is not applicable to the company since the paid-up capital and net worth of the company is less than Rs.10.00 crores and Rs.25.00 crores respectively. However, the company voluntarily provides a separate section in the Annual Report titled “Report on Corporate Governance” along with the Auditors’ Certificate on Corporate Governance as stipulated under Regulation 34 read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Enclosed as a part of this Annual Report – **Annexure-I**

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

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report – **Annexure II**

#### **15. RETIREMENTS AND RESIGNATIONS:**

During the year no director has resigned from the Company.

#### **16. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:**

The Company has received declarations from Mr. Sanjeev Sharma, Mr. Anjaneyulu Perla, and Mr. T Seshu Kumar, Independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.-**Annexure-III**

#### **17. DIRECTOR’S RESPONSIBILITY STATEMENT:**

**In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:**

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the State of Affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- c) The Directors had taken proper and enough care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) The Directors had prepared the annual accounts on a going concern basis; and



- e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **18. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES:**

The Company does not have any subsidiaries/associates.

## **19. STATUTORY AUDITORS:**

Under Section 139 of the Companies Act, 2013 and the rules made there under, it is mandatory to rotate the statutory auditors on completion of maximum term permitted under the provisions of the Companies Act 2013. In line with the requirements of the Companies Act 2013 M/s. SMV & CO., Hyderabad (Bearing Regn. No: 015630S) was appointed as the statutory auditors of the Company to hold office for the period of five consecutive years from the conclusion of the 35<sup>th</sup> AGM till the conclusion of 39<sup>th</sup> AGM to be held in the year 2023. The requirement for annual ratification of auditor's reappointment has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 7<sup>th</sup>, 2018.

During the year the statutory auditors has have confirmed that they satisfy the independence criteria required under Companies Act 2013.

## **20. INTERNAL AUDITORS:**

The Company has not appointed any internal auditor for the Financial Year 2018-2019.

## **21. SECRETARIAL AUDITORS:**

The Board had appointed M/s. V B Raju & Associates, Practicing Company Secretaries, Hyderabad, having CP No.14926 to conduct Secretarial Audit for the financial year 2018-19, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit Report in Form MR – 3 for the financial year 2018-19 is enclosed herewith in this Report.

## **22. AUDIT REPORTS:**

### **(a) Statutory Auditors Report:**



The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2019 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges that may occur in the industry.

**(b) Secretarial Audit Report:**

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act 2013 and noted is at the same that the company has not appointed Company Secretary and Internal Auditor during the year, but the company is taking necessary measures to appoint the same at the earliest.

**23. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Since the company does not has the net worth of Rs. 500 Crores or more, or turnover of Rs. 1000 Crores or more, a net profit of Rs. 5 Crores or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

**24. COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has framed the following policies which are available on Company's website i.e. [www.Titanintech.com](http://www.Titanintech.com)

- Board Diversity Policy
- Policy on preservation of Documents
- Risk Management Policy
- Whistle Blower Policy
- Familiarisation programme for Independent Directors
- Related Party Policy
- Code of Conduct

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

The required information as per Sec.134 of the Companies Act 2013 is provided hereunder:

**A. Conservation of Energy:**

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

**B. Technology Absorption:**



1. Research and Development (R&D): NIL
2. Technology absorption, adoption and innovation: NIL

### **C. Foreign Exchange Earnings and Out Go:**

Foreign Exchange Earnings: Rs.NIL  
Foreign Exchange Outgo: Rs.NIL

### **26. INSURANCE:**

The properties and assets of your Company are adequately insured.

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

The company has not given loans or Guarantees during the year under review.

### **28. CREDIT & GUARANTEE FACILITIES:**

The company has not given loans or Guarantees during the year under review

### **29. DISCLOSURE ABOUT COST AUDIT:**

Cost Audit is not applicable to the Company.

### **30. RATIO OF REMUNERATION TO EACH DIRECTOR:**

Under section 197(12) of the Companies Act, 2013, and Rule 5(1)(2) & (3) of the Companies(Appointment & Remuneration) Rules, 2014, no remuneration has been paid to any of the Directors of the Company for the financial year 2017-18.

### **31. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:**

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

### **32. CEO/ CFO CERTIFICATION:**

The Managing Director and CEO/ CFO certification of the financial statements for the year 2018-19 is provided elsewhere in this Annual Report.

### **33. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:**



The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

### 34. SECRETARIAL STANDARDS:

The company is compliant with Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.

### 35. EVENT BASED DISCLOSURES:

During the year under review, the Company has not taken up any of the following activities:

**1. Issue of sweat equity share:** The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.

**2. Issue of shares with differential rights:** The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.

**3. Issue of shares under employee's stock option scheme:** The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014

**4. Non- Exercising of voting rights :** During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

**5. Disclosure on purchase by company or giving of loans by it for purchase of its shares:** The Company did not purchase or give any loans for purchase of its shares.

**6. Buy back shares:** The Company did not buy-back any shares during the period under review.

**7. Preferential Allotment of Shares:** The Company did not allot any shares on preferential basis during the period under review.

### 36. EMPLOYEE RELATIONS AND REMUNERATION:

Your Directors are pleased to record their sincere appreciation of the contribution by the staff at all levels in the improved performance of the Company.



None of the employees is drawing Rs. 8,50,000/- and above per month or Rs.1,02,00,000/- and above in aggregate per annum, the limits prescribed under Section 197(12) of Companies Act 2013 read with Rule 5 of Companies(Appointment & Remuneration of Managerial Personnel) Rules, 2014.

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

The Company has in place a Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

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

### **38. ACKNOWLEDGEMENTS:**

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of your Company.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions, other statutory authorities like SEBI, ROC, Stock Exchanges, NSDL, CDSL, etc and shareholders of the Company for their continued support for the growth of the Company.

**For and on behalf of the Board  
Titan Intech Limited**

**Place: Vijayawada  
Date: 30.08.2019**

**Sd/-  
T. Seshu Kumar  
Director  
(DIN: 03403617)**

**Sd/-  
K.S Rao  
Managing Director  
(DIN: 01363257)**

**CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT POLICY:**

As provided under clause 17 (5) (a) of the SEBI (LODR) Regulation 2015 all Board Members and the Senior Management personnel have confirmed compliance with the Business Ethics and Code of Conduct for the year ended on March 31, 2018.

**For and on behalf of the Board  
For Titan Intech Limited**

**Place: Vijayawada  
Date: 30.08.2019**

**Sd/-  
T Seshu Kumar  
Director (DIN: 03403617)**



## CORPORATE GOVERNANCE

Corporate Governance is not applicable to the company as its paid up-equity capital and net worth does not exceed Rs. 10 crores and Rs.25 crores respectively. However, the company voluntarily complies with Corporate Governance as a good governance measure to keep the stakeholders informed about the company.

In accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing the details of Corporate Governance systems and processes at Titan Intech Limited as follows:

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

### 2. BOARD DIVERSITY:

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us, retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website, [www.titanintech.com](http://www.titanintech.com)

### 3. BOARD EVALUATION:

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of directors on various parameters such as:

- Board dynamics and relationships
- Information flows
- Decision-making
- Relationship with stakeholders
- Company performance and strategy
- Tracking Board and committees' effectiveness
- Peer evaluation

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013



states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the nomination and remuneration committee.

#### **4. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:**

All new independent directors inducted into the Board attend an orientation program. Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities.

#### **5. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:**

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website [www.titanintech.com](http://www.titanintech.com)

#### **6. BOARD OF DIRECTORS:**

##### **A. COMPOSITION OF THE BOARD:**

The Company is managed and controlled through a professional body of Board of Directors which is headed by Mr. K.S.Rao, Managing Director. As on 31st March 2019, the Board of the Company has 6 members (including 2 Executive Directors including women director, 4 Independent Directors). None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 companies across all the Companies in which he is a Director.

The Board has been enriched with the advices and knowledge of the Independent Directors. None of the Independent Directors has any pecuniary or business relationship except receiving sitting fees. The composition of the Board of Directors as on 31.03.2019 and details of number of Directorships/committee chairmanships/memberships attendance is as under:

##### **B. ATTENDANCE OF EACH DIRECTOR AT BOARD MEETING HELD DURING THE YEAR AND LAST ANNUAL GENERAL MEETING AND NUMBER OF OTHER BOARD OF DIRECTORS IN WHICH A DIRECTOR IS A MEMBER OR CHAIRPERSON.**



| Name of Director        | Category of Directorship | Number of No Directorships in other Companies | Number of Board Committee memberships held in other Companies |          | Attendance Particulars |                        |          |
|-------------------------|--------------------------|---|---|----------|------------------------|------------------------|----------|
|                         |                          |   | Member  | Chairman | Last AGM 20.09.2018    | Board Meetings 2018-19 |          |
|                         |                          |   |   |          |                        | Held                   | Attended |
| Mr. K.S.Rao             | Managing Director        | 1   | --  | --       | Yes                    | 4                      | 4        |
| Ms. Navneet Kaur Virk   | Executive Director       | 1   | 1   | --       | Yes                    | 4                      | 4        |
| Mr. P V V Satyanarayana | Promoter Director        | 1   | 1   | 1        | Yes                    | 4                      | 4        |
| Mr. Anjaneyulu Perla    | Independent Director     | 1   | --  | --       | Yes                    | 4                      | 4        |
| Mr. Sanjeev Sharma      | Independent Director     | 1   | --  | --       | Yes                    | 4                      | 4        |
| Mr. T Seshu Kumar       | Independent Director     | 1   | --  | 1        | Yes                    | 4                      | 4        |

#### C. MEETINGS DURING THE YEAR:

The Board of Directors duly met 4 (Four) times on 29.05.2018, 11.08.2018, 13.11.2018 and 13.02.2019 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

#### D. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:

There is no inter-se relationship among the Directors.

#### E. NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS:

None of the Non-Executive Directors of the company holds any shares and Convertible Instruments in their name.



## **7. AUDIT COMMITTEE (Constituted in terms of section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI LODR Regulations, 2015).**

### **A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:**

- Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Discussion with external auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board, focusing on:
  - a. Any changes in accounting policies and practices;
  - b. Qualification in draft audit report;
  - c. Significant adjustments arising out of audit;
  - d. The going concern concept;
  - e. Compliance with accounting standards;
  - f. Compliance with stock exchange and legal requirements concerning financial statements and
  - g. Any related party transactions
- Reviewing the company's financial and risk management's policies.
- Disclosure of contingent liabilities.
- Reviewing with management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.



- Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Reviewing compliances as regards the Company's Whistle Blower Policy.

## B. COMPOSITION, MEETINGS & ATTENDANCE:

There were four (4) Audit Committee Meetings held during the year on 29.05.2018, 11.08.2018, 13.11.2018 and 13.02.2019.

| Name               | Designation | Category | No of Meetings held | No of Meetings attended |
|--------------------|-------------|----------|---------------------|-------------------------|
| Mr. Sanjeev Sharma | Chairman    | NED(I)   | 4                   | 4                       |
| Mr. Anjaneyulu P   | Member      | NED(I)   | 4                   | 4                       |
| Mr. Sanjeev Sharma | Member      | NED(I)   | 4                   | 4                       |

**NED (I):**Non-Executive Independent Director

## 8.NOMINATION AND REMUNERATION COMMITTEE (Constituted in terms of section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI LODR Regulations, 2015).

The Committee comprises of three non-executive independent Directors

| Name               | Designation | Category | No of Meetings held | No of Meetings attended |
|--------------------|-------------|----------|---------------------|-------------------------|
| Mr. Sanjeev Sharma | Chairman    | NED(I)   | 4                   | 4                       |
| Mr. Anjaneyulu P   | Member      | NED(I)   | 4                   | 4                       |
| Mr. Sanjeev Sharma | Member      | NED(I)   | 4                   | 4                       |

## A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

- To approve the fixation/revision of remuneration of Executive Directors of the Company and while approving:
  - a. to take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
  - b. to bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and /or removal.
- To carry out evaluation of every Director's performance.



- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To recommend/review remuneration of the Managing Director and Whole-time Director(s) based on their performance and defined assessment criteria.

## **B. COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:**

There were 4 meetings held during the financial year 2018-19

There were four (4) Audit Committee Meetings held during the year on 29.05.2018, 12.08.2018, 12.11.2018 and 13.02.2018.

| Name               | Designation | Category | No of Meetings held | No of Meetings attended |
|--------------------|-------------|----------|---------------------|-------------------------|
| Mr. Sanjeev Sharma | Chairman    | NED(I)   | -                   | -                       |
| Mr. Anjaneyulu P   | Member      | NED(I)   | -                   | -                       |
| Mr. T Seshu Kumar  | Member      | NED(I)   | -                   | -                       |

**NED (I):** Non-Executive Independent Director

## **C. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:**

The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company's business.

## **POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE:**

### **1. Scope:**

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

### **2. Terms and References:**

2.1 **“Director”** means a director appointed to the Board of a Company.

2.2 **“Nomination and Remuneration Committee”** means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



2.3 **“Independent Director”** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013, and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 3. Policy:

#### Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company’s operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the company’s business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfill the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the company for Directors and senior Management personnel;
- shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the companies Act, 2013, Equity listing Agreements, Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company’s business.

3.2 Criteria of independence



- 3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.
- 3.2.2 The criteria of independence shall be in accordance with the guidelines as laid down in Companies Act, 2013, and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director-

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
  - b.
    - (i) who is or was not a promoters of the company or its holding, subsidiary or associate company;
    - (ii) who is not related to promoters or directors of the company its holding, subsidiary or associate company
  - c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or director, during the two immediately preceding financial year or during the current financial year;
  - d. none of whose relative has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial year or during the current finance year;
  - e. who, neither himself nor any of his relative-
    - (i) Holds or has held the position of a key managerial personnel or is or has been employee of the or associate company in any of the three finance years immediately preceding the finance year in which he is proposed to be appointed;
    - (ii) Is or has been an employee or proprietor or a partner, in any of the three financial year immediately preceding the financial year in which he is proposed to be appointed of-
- (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or



- (B) any legal or a consulting firm that has or had any transaction with the company, its holding subsidiary or associate company amounting to ten per cent or more of the gross turnover of more of the gross turnover of such firm;
- (i) holds together with his relatives two per cent or more of the total voting power of the company; or
  - (ii) is a chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipt from the company any of its promoters , directors or its holding subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
  - (iii) is a material supplier, service provider or customer or a lesser or lessee of the company.
- f. Shall possess appropriate skills experience and knowledge in one or more field of finance, law management, sales, marketing administration, research, corporate governance, technical operations, corporate social responsibility or this discipline related to the company’s business.
- g. Shall possess such other qualifications as may be prescribed from time to time, under the Companies Act, 2013.
- h. who is not less than 21 years of age
- 3.2.3 The independent Director shall abide by the “code for independent Directors “as specified in Schedule IV to the companies Act, 2013.
- 3.3 other directorships/ committee memberships
- 3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as director of the company. The NR Committee shall take into account the nature of, and the time involved in a director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- 3.3.2 A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.
- 3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.
- 3.3.4 A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committee across all companies in which he holds directorships.



For the purpose of considering the limit of the committees, Audit committee and stakeholders relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the companies Act, 2013 shall be excluded.

**9. STAKEHOLDER'S RELATIONSHIP COMMITTEE (Constituted in terms of section 178 of the Companies Act, 2013 read with Regulation 20 of SEBI LODR Regulations, 2015).**

- i. The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.
- ii. The broad terms of reference of the stakeholders' relationship committee are as under:
  - Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice / annual reports, etc. and all other securities-holders related matters.
  - Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
  - The composition of the stakeholders' relationship committee and the details of meetings attended by its members are given below:
  - There were four (4) Stakeholders' relationship Committee Meetings held during the year on 28.05.2018, 10.08.2018, 12.11.2018 and 12.02.2019.

**A) COMPOSITION:**

The Details of composition of the Committee are given below:

| Name               | Designation | Category | No of Meetings held | No of Meetings attended |
|--------------------|-------------|----------|---------------------|-------------------------|
| Mr. Anjaneyulu P   | Chairman    | NED(I)   | 4                   | 4                       |
| Mr. T Seshu Kumar  | Member      | NED(I)   | 4                   | 4                       |
| Mr. Sanjeev Sharma | Member      | NED(I)   | 4                   | 4                       |

**NED (I):** Non-Executive Independent Director

**B. NAME AND DESIGNATION OF COMPLIANCE OFFICER:**

Mr. Mukesh Kumar Shaw is the Compliance Officer of the Company.



**C. DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2018-19:**

| INVESTOR COMPLAINTS                         |                       |
|---|-----------------------|
| Particulars                                 | Year ended 31.03.2019 |
| Pending at the beginning of the year        | NIL                   |
| Received during the year                    | NIL                   |
| Disposed of during the year                 | NIL                   |
| Remaining unresolved at the end of the year | NIL                   |

**10. REMUNERATION OF DIRECTORS:**

**A. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS VIS-À-VIS THE LISTED COMPANY:** The Non- Executive Directors have no pecuniary relationship or transactions.

**B. CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS:** As per the remuneration policy of the company.

**C. REMUNERATION TO DIRECTORS PAID DURING THE FINANCIAL YEAR 2018-19 AND OTHER DISCLOSURES:**

| Name of the Director   | Salary(Rs) | Sitting fees(Rs) | Number of shares held | Service Contracts | Stock Option Details | Fixed Component | Performance Based Incentive |
|------------------------|------------|------------------|-----------------------|-------------------|----------------------|-----------------|-----------------------------|
| Mr. K.S. Rao           | --         | --               | --                    | --                | --                   | --              | --                          |
| Ms. NavneetKaurVirk    | --         | --               | --                    | --                | --                   | --              | --                          |
| Mr. P V VSatyanarayana | --         | --               | --                    | --                | --                   | --              | --                          |
| Mr. Sanjeev Sharma     | --         | --               | --                    | --                | --                   | --              | --                          |
| Mr. Anjaneyulu Perla   | --         | --               | --                    | --                | --                   | --              | --                          |
| Mr. T Seshu Kumar      | --         | --               | --                    | --                | --                   | --              | --                          |

**D. INDEPENDENT DIRECTORS' MEETING:**



As per clause 7 of the schedule IV of the Companies Act (Code for Independent Directors), a separate meeting of the Independent Directors of the Company (without the attendance of Non-Independent directors) was held on 15.02.2019, and discuss the following:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as whole;
2. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors of the Company were present at the meeting.

As required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the company regularly familiarizes Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the business.

#### **11. FORMAL ANNUAL EVALUATION:**

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made there under, the independent directors of the company had a meeting on 15.02.2019 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

- (a) Review of the performance of non-independent directors and the Board as a whole;
- (b) Review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c) Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting also reviewed and evaluated the performance of non-independent directors. The company has 3 non-independent directors namely:

1. Ms. NavneetKaurVirk
2. Mr. P V V Satyanarayana
3. Mr. Sambasiva Rao Kakarla

The meeting recognized the significant contribution made by Mr. Sambasiva Rao Kakarla, Managing Director of the Company towards the success path and inorganic growth in software business.

The meeting also reviewed and evaluated the performance of the Board as whole in terms of the following aspects:

- Preparedness for Board/Committee meetings



- Attendance at the Board/Committee meetings
- Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.
- Monitoring the effectiveness of the company's governance practices
- Ensuring a transparent board nomination process with the diversity of experience, knowledge, perceptivity in the Board.
- Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

## 12. REMUNERATION POLICY:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities should and individual performance.

### Remuneration policy for Directors, key managerial personnel and other employees

#### 1. Scope:

- 1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the company.

#### 2. Terms and Reference:

In this policy the following terms shall have the following meanings:

- 2.1 **“Director”** means a director appointed to the Board of the company.
- 2.2 **“key managerial personnel”** means
- (i) The Chief Executive Officer or the managing director or the manager;
  - (ii) The Company Secretary;
  - (iii) The Whole-time Director;
  - (iv) The Chief Financial Officer; and



- (v) Such other office as may be prescribed under the companies Act, 2013
- 2.3 **“Nomination and Remuneration committee”** means the committee constituted by Board in accordance with the provisions of section 178 of the companies Act, 2013, and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. **Policy:**
- 3.1 Remuneration to Executive Directors and key managerial personnel
- 3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall limit approved by the shareholders.
- 3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.
- 3.1.3 The remuneration structure to the Executive Directors and key managerial personnel shall include the following components:
- (i) Basic pay
  - (ii) Perquisites and Allowances
  - (iii) Stock Options
  - (iv) Commission (Applicable in case of Executive Directors)
  - (v) Retrial benefits
  - (vi) Annual performance Bonus
- 3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.
- 3.2 **Remuneration to Non – Executive Directors**
- 3.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per the provisions of the Companies Act.
- 3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.
- 3.3. **Remuneration to other employees**



3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill set, seniority, experience and prevailing remuneration levels for equivalent jobs.

### 13. RISK MANAGEMENT COMMITTEE:

#### A) COMPOSITION:

The Details of composition of the Committee are given below:

| Name               | Designation | Category |
|--------------------|-------------|----------|
| Mr. Sanjeev Sharma | Chairperson | NED(I)   |
| Mr. Seshu Kumar T  | Member      | NED(I)   |
| Mr. Anjaneyulu P   | Member      | NED(I)   |

**NED (I):**Non-Executive Independent Director

#### B) ROLE AND RESPONSIBILITIES OF THE COMMITTEE INCLUDES THE FOLLOWING:

- Framing of Risk Management Plan and Policy
- Overseeing implementation of Risk Management Plan and Policy
- Monitoring of Risk Management Plan and Policy
- Validating the process of risk management
- Validating the procedure for Risk minimisation.
- Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes.
- Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed.

### 14. DETAILS ON GENERAL BODY MEETINGS:

#### A. LOCATION, DATE AND TIME OF LAST THREE AGMS AND SPECIAL RESOLUTIONS THERE AT AS UNDER:



| Financial Year | Date       | Time      | Location  | Special / Ordinary Resolution   |
|----------------|------------|-----------|---|---|
| 2017-18        | 20.09.2018 | 9.00 A.M. | D.No:50-63-03, Gayatri Nilayam, 1st Floor, Rajendra Nagar, Seethammapeta, Vishakhapatnam, AP - 530016 | 1.Appointment of Mr. T Sechu Kumar as an Independent Director of the Company.<br>2.Appointment of M/s SMV & CO. as Statutory Auditors.<br>3. Shifting Registered office of the Company to Plot No: 63, 2nd Floor, 4th Cross Road, Knakadurga, Vijayawada, Krishna Dist, Andhra Pradesh – 520 008. |
| 2016-17        | 22.09.2017 | 9.00 A.M. | D.No:50-63-03, Gayatri Nilayam, 1st Floor, Rajendra Nagar, Seethammapeta, Vishakhapatnam, AP - 530016 | 1.Appointment Of Mr. P Ramamurthy An Independent Director of the Company.   |
| 2015-16        | 29.09.2016 | 09:00 A.M | D.No:50-63-03, Gayatri Nilayam, 1st Floor, Rajendra Nagar, Seethammapeta, Vishakhapatnam, AP - 530016 | 1. Appointment of Mr.K.S.Rao as a Director of the Company.<br>2. Appointment of Mr.K.S.Rao as a Managing Director of the Company.   |

## B. PASSING OF RESOLUTIONS BY POSTAL BALLOT:

There were no resolutions passed by the Company through Postal Ballot during the financial year 2018-19.

## 15. MEANS OF COMMUNICATION:

The quarterly, half-yearly and yearly financial results will be sent to the Stock Exchanges immediately after the Board approves the same and these results will also be published in prominent daily newspapers. These Financial Statement's press releases are also posted on the Company's website, at [www.titanintech.com](http://www.titanintech.com). As the financial performance of the Company is well published, individual communication of half yearly results are not sent to the shareholders.

## 16. GENERAL SHAREHOLDER INFORMATION:

### A) ANNUAL GENERAL MEETING:



Day, Date and Time: Thursday, 28<sup>th</sup> September, 2019 at 10.00 a.m

**Venue:** Plot No. 42, D.No. 54-28/3-5, Opp: Gurudwara, Behind OBC Bank Gurunanak Colony  
Vijayawada – 520008 (Andhra Pradesh)

## **FINANCIAL YEAR AND FINANCIAL YEAR CALENDAR 2018-19 (TENTATIVE SCHEDULE)**

Financial year to which the Annual General Meeting relates: 2018-19

Financial calendar: 19-20

Adoption of Quarterly results for the Quarter ending

- 30<sup>th</sup> June, 2019 : 13<sup>th</sup> August, 2019
- 30<sup>th</sup> September, 2019 : 1<sup>st</sup> /2<sup>nd</sup> week of November, 2019
- 31<sup>st</sup> December, 2019 : 1<sup>st</sup> /2<sup>nd</sup> week of February, 2020
- 31<sup>st</sup> March, 2020 : on or before 30<sup>th</sup> May 2020

Annual General Meeting (Next year): September 2020

**B) DIVIDEND PAYMENT DATE:** No Dividend was declared during the Financial Year 2018-19.

**C) NAME AND ADDRESS OF EACH STOCK EXCHANGE WHERE THE COMPANIES SECURITIES ARE LISTED:**

BSE LIMITED, P.J. Towers, Dalal Street, Mumbai- 400001.

**D) STOCK CODE: 521005**

**CODE: INDOVATION**

**E) STOCK MARKET PRICE DATA:**

| Month  | Open Price | High Price | Low Price | Close Price |
|--------|------------|------------|-----------|-------------|
| Apr-18 | 13.00      | 13.00      | 12.31     | 12.31       |
| May-18 | 12.00      | 12.00      | 9.50      | 10.00       |
| Jun-18 | 10.00      | 10.50      | 10.00     | 10.50       |
| Jul-18 | 10.45      | 10.50      | 10.45     | 10.50       |
| Aug-18 | 10.40      | 11.55      | 10.40     | 11.20       |
| Sep-18 | 11.20      | 11.20      | 11.10     | 11.10       |
| Oct-18 | 10.55      | 10.55      | 9.75      | 9.75        |
| Nov-18 | 9.30       | 9.30       | 9.30      | 9.30        |
| Dec-18 | 9.30       | 9.30       | 9.30      | 9.30        |
| Jan-19 | 9.00       | 9.00       | 8.04      | 8.04        |
| Feb-19 | 8.04       | 8.45       | 8.03      | 8.03        |
| Mar-19 | 7.63       | 7.63       | 6.89      | 6.89        |

**F) IN CASE SECURITIES ARE SUSPENDED FROM TRADING:**

The securities are not suspended from trading on any of the stock exchanges.

**G) REGISTRAR AND SHARE TRANSFER AGENTS:**

M/s. Aarthi Consultants Private Limited  
1-2-285, Near Gaganmahal Nursing Home,  
Street No 7, Domalguda, Hyderabad-500029.  
Ph: 040-27638111/27634445, Fax: 040-27632184  
Email: [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com)

**H) SHARE TRANSFER SYSTEM:**

The Transfer of Shares is affected by the Registrars after necessary approval of the Board/Share Transfer Committee. Transfer generally takes 1-2 weeks.

**I) DEMATERIALISATION & LIQUIDITY OF SHARES:**

Trading in Company's shares is permitted only in dematerialized form for all investors. The ISIN allotted to the Company's scrip is INE807M01023 in BSE. Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialized form.



| Particulars  | No. of Shares    | % Share Capital |
|--------------|------------------|-----------------|
| NSDL         | 10,51,216        | 42.48           |
| CDSL         | 13,01,714        | 52.60           |
| PHYSICAL     | 1,21,649         | 4.92            |
| <b>TOTAL</b> | <b>24,74,579</b> | <b>100.00</b>   |

L) **ADDRESS FOR CORRESPONDENCE:** Plot No. 42, D.No. 54-28/3-5, Opposite Gurudwara, Behind OBCBank Gurunanak Colony Vijayawada – 520008 (Andhra Pradesh)

M) **BOOK CLOSURE DATE:** 21.09.2019 to 28.09.2019 (both days inclusive)

N) **LISTING FEES:**

The equity shares of the Company are listed on BSE Ltd. The Company has still not paid towards the annual listing fees for financial year 2019-20

O) **ELECTRONIC CONNECTIVITY:** The Company has Demat connectivity with both NSDL and CDSL. The ISIN is INE807M01023.

P) **SHAREHOLDING PATTERN AS ON 31<sup>st</sup> MARCH, 2019:**

| S. No | Category                                    | No. of shares held | Percentage of shareholding |
|-------|---|--------------------|----------------------------|
| A     | Shareholding of Promoter and Promoter group |                    |                            |
| 1.    | Indian                                      |                    |                            |
|       | Individuals/Hindu undivided Family          | 59,769             | 2.42                       |
| 2.    | Foreign                                     |                    |                            |
|       | Individual                                  | --                 | --                         |
|       | <b>Sub-Total A</b>                          | <b>59,769</b>      | <b>2.42</b>                |
| B     | Public Shareholding                         |                    |                            |
| 1.    | Institutions                                | --                 | --                         |
| 2.    | Non-Institutions                            | 24,14,810          | 97.58                      |
|       | <b>Sub Total B</b>                          | <b>24,14,810</b>   | <b>97.58</b>               |
|       | <b>Grand Total (A+B)</b>                    | <b>24,74,579</b>   | <b>100.00</b>              |

**Q. COMPLIANCES:**

There are no penalties imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets, during the last three years.

**R.DISTRUBUTION OF SHAREHOLDING AS ON 31.03.2019**

| SI No | Category       | Holders      | Holders %     | Shares           | Amount            | Amount %      |
|-------|----------------|--------------|---------------|------------------|-------------------|---------------|
| 1     | 1- 5000        | 7,993        | 97.18         | 182,987          | 1,829,870         | 7.39          |
| 2     | 5001 -10000    | 75           | 0.91          | 61,606           | 616,060           | 2.49          |
| 3     | 10001 - 20000  | 51           | 0.62          | 82,007           | 820,070           | 3.31          |
| 4     | 20001 - 30000  | 25           | 0.30          | 63,224           | 632,240           | 2.55          |
| 5     | 30001 - 40000  | 12           | 0.15          | 41,689           | 416,890           | 1.68          |
| 6     | 40001- 50000   | 8            | 0.10          | 35,881           | 358,810           | 1.45          |
| 7     | 50001-100000   | 17           | 0.21          | 114,972          | 1,149,720         | 4.65          |
| 8     | 100001 & Above | 44           | 0.53          | 1,892,213        | 18,922,130        | 76.47         |
|       | <b>Total</b>   | <b>8,225</b> | <b>100.00</b> | <b>2,474,579</b> | <b>24,745,790</b> | <b>100.00</b> |

**S. WHISTLE BLOWER POLICY:**

The Company has a whistle blower policy in place for reporting the instances of conduct which are not in conformity with the policy. Directors, employees, vendors or any person having dealings with the Company may report non-compliance to the Chairman of the Audit Committee, who reviews the report. Confidentiality is maintained of such reporting and it is ensured that the whistle blowers are not subjected to any discrimination. No person was denied access to the Audit Committee.

**T. COMPLIANCE WITH THE MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

All mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been appropriately complied with and the status of non-mandatory requirements is given below:

- As there is no Chairman, the provisions for Non-Executive Chairman are not applicable. All other requirements of the Board during the year have been complied with.
- **Shareholders' rights:** The quarterly results along with the press release are uploaded on the website of the Company [www.titanintech.com](http://www.titanintech.com). The soft copy of the quarterly results is also sent to the shareholders who have registered their e-mail addresses.
- **Audit qualifications:** Company's financial statements are unqualified.



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**U. WEB-LINK WHERE POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES IS DISCLOSED.**

The company does not have any material subsidiaries during the financial year 2018-19

**V. DISCLOSURE OF ACCOUNTING TREATMENT:**

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards notified under Section 129 of the Companies Act, 2013.

**For and on behalf of the Board  
Titan Intech Limited**

**Place: Vijayawada  
Date: 30.08.2019**

**Sd/-  
T Seshu Kumar  
Director  
(DIN: 03403617)**

**Sd/-  
K.S Rao  
Managing Director  
(DIN: 01363257)**

**CERTIFICATE BY THE MANAGING DIRECTOR AND CFO OF THE COMPANY**

To  
The Board of Directors  
Titan Intech Limited  
(Formerly known as Indovation Technologies Limited)

Dear Sirs,

As required under Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we state that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March 2018 and to the best of our knowledge and belief;
  - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
  - b. These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which I was aware and the steps that I have taken or propose to take and rectify the identified deficiencies and
4. That we have informed the auditors and the audit committee of:
  - a) Significant changes in the internal control during the year;
  - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware and the involvement of any employee having a significant role in the company's internal control system.

**For and on behalf of the Board  
Titan Intech Limited**

**Place: Vijayawada  
Date: 30.08.2019**

**Sd/-  
Sravan Kumar Yamini  
Chief Financial officer**

**Sd/-  
K.S. Rao  
Managing Director  
(DIN: 01363257)**

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members of  
Titan Intech Limited  
(Formerly known as Indovation Technologies Limited)

We have examined the Compliance with conditions of Corporate Governance of M/s. Titan Intech Limited for the year ended 31<sup>st</sup> March, 2019 as stipulated in Regulation 34(3) read with Para E Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance with the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to review the procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management's, we certify that the company has complied with conditions of the Corporate Governance as stipulated in Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the above mentioned Listing agreement.

As required by the guidance note issued by the institute of Chartered Accountants of India, we have to state that no grievances of investors are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For SMV & CO.**

**S/d-  
R. VAMSI KRISHNA  
Partner  
M No.229292**

**Place: Hyderabad  
Date: 30.08.2019**



## MANAGEMENT'S DISCUSSION & ANALYSIS REPORT

### **INDUSTRY STRUCTURE AND DEVELOPMENTS:**

The Indian lighting industry is evolving rapidly. There has been a shift from conventional Fluorescent Lighting (FTL and CFL) incandescent bulb and High Intensity Discharge (HID) lamps to LEDs owing to its energy efficiency. The conventional lighting is on a decline mode since four years and the market is currently going through a visible demand shift. India is the second most populous country in the world and yet, is only the fifth largest electricity consumer - a situation that has led to an ever-widening demand supply gap. However, the acceptance levels of the LEDs is now on a rise with higher demand being driven from the construction segment, replacement as well as rural India. There has been also a significant rise in the demand for battens, down lighters and smart lighting for households. The Electric Lamp and Component Manufacturers Association of India (ELCOMA) predicts that LED market will grow to Rs. 261 billion by 2020, taking the LED Market share to 80% of the total lighting Industry.

Key factors that are expected to boost the market include declining LED prices coupled with favourable government initiatives to provide LED lights at subsidised cost. Under Street Lighting National Programme (SLNP), EESL seeks to replace 3.5 crore conventional street lights with energy efficient LED lights across the country. At present, around 9 million street lights have been replaced with energy efficient LED lamps. The project is implemented across 23 States and Union Territories.

Additionally, other Government schemes introduced post 2014 include DDUGJY (DeenDayal Upadhyaya Gram Jyoti Yojana) to improve electrical supply in rural India, Bijli Har Ghar Yojana (Saubhagya) to electrify 40 million families in rural and urban areas and Unnat Jyoti (UJALA) to distribute 770 million LEDs across 100 cities. Under UJALA over 350 million LED bulbs have been distributed to the consumers in India by the end of June 2019.

Going ahead, smart, connected LED lights are the next big thing in the LED lighting market. Lighting systems are getting smarter as autonomous, self-commissioning illumination systems are emerging. The industry has switched from analogue to digital systems as LED lighting allows users to control, monitor and measure lighting output. This transformation is taking place across public, home and professional lighting, and these smart connected LED lights will emerge as the most widely adopted IoT devices within the next few years. Control devices, dimmers and wireless lighting with advanced sensors will cater to the needs of modern consumers. Technology adoption and consumer price sensitization will be the key drivers of India's LED growth story. The industry offers innumerable opportunities for growth over the next decade. With Government's steady focus on promoting energy-efficient LEDs, the industry would gradually shift towards a consolidation of the organised segment.



### **LED LIGHTING AND ENVIRONMENT SENSITIVITY:**

Lights can mean savings of 60 million units annually. One unit of energy calls for burning 0.49 Kg of Coal. In one year, the electrical savings can mean avoidance of burning 29,400MT of coal, implying reduction of emission of 51,690 MT greenhouse gases. Thus, with the growing environment consciousness, LED based lighting provides significant business opportunity.

### **OPPORTUNITIES AND THREATS:**

All round efforts for energy conservation, significant reduction of operating costs in respect of power consumption in corporate offices and 24x7 industries, possibility of providing distributed and decentralized lighting solutions in rural areas deprived of access to grid power and the thrust being given in this direction by various state agencies, corporate houses, NGOs are bound to provide a large demand for LED luminaries in both urban and rural environments. Quality of products proven reliability and competitive prices will be the differentiators with respect to competition. The strong in-house D&D base, ability to customize.

### **ROAD AHEAD:**

Focus on rural market, stress on energy saving solutions in the domains of both indoor and outdoor lighting coupled with the Company's forays to provide lighting solutions in Railways and Defense sectors open up large business opportunities. The Company's ability to customize and make innovative products ensures continuous orders and addition of new clients.

The contribution by the lighting segment is expected to take off in a big way in the years to come with a major expansion plan on the anvil.

### **OUTLOOK FOR THE INDUSTRY:**

Industry experts across the globe predict more than healthy growth rates for Lighting products. The same trends are expected to be valid for India which has demonstrated sustained growth rates in economy, better than many other countries even during the recent melt down. The concerted efforts for improving the rural infrastructure will greatly help the rural lighting market. Some quantitative indices are provided in the text of the annual report.

### **RISKS AND CONCERNS:**

The issues involved have been covered in some detail elsewhere in the report. In an overall sense, the risk perceptions are not of threatening dimensions to considering the fact that has long and proven track record of successful product development, the industry segments targeted promise substantial business opportunities and the Company has a management team of committed and competent people.

### **INTERNAL CONTROL SYSTEMS:**



Efforts are on to improve this area with emphasis on cash flow management, quality surveillance and customer satisfaction.

**FINANCIAL AND OPERATIONAL PERFORMANCE:**

The Company has been going through a transition characterized by conscious withdrawal from Telecom and Infotech business and laying full focus on LED based products. The development efforts put in by the Company are expected to bear fruits in the years to come. The growth rates in the thrust areas of businesses, namely LED displays and lighting are in the upward swing.

**HUMAN RESOURCES:**

Conscious strengthening of Human Resources is taking place both in the technical and management cadres of the Company. Availability of experienced people with proven track records in different fields is bound to help the Company's operations in the long term perspective.

For and on behalf of the Board  
Titan Intech Ltd

Sd/-  
K.S.RAO  
Managing Director  
(DIN: 01363257)

Place: Hyderabad  
Date: 30.08.2019

**FORM MR-3****SECRETARIAL AUDIT REPORT**

(Pursuant to section 204(1) of the Companies Act, 2013 and  
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014  
**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2019**

**To**  
**The Members of**  
**M/s. Titan Intech Limited**  
**(Formerly known as Indovation Technologies Limited)**

We have conducted the audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Titan Intech Limited (hereinafter called “the Company”). Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company’s Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from 1<sup>st</sup> April 2018 and ended 31<sup>st</sup> March 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Titan Intech Limited (“The Company”) for the financial year ended on 31<sup>st</sup> March 2019, according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the rules made there under for specified sections notified and came in to effect from 12<sup>th</sup> September 2013 and sections and Rules notified and came in to effect from 1<sup>st</sup> April 2014 and thereafter;
  - ii. The Securities Contracts (Regulation) Act, 1956 (SCRA), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (SEBI);
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - iv. The Securities and Exchange Board of India Act, 1992 (SEBI) and the Regulations, circulars, guidelines issued there under;



- v. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
2. Compliance status in respect of the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) are not applicable to the Company under the financial year 2018-19.
- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: **Complied with yearly and event-based disclosures.**
  - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: **Not Applicable as the company has not issued any shares during the year under review.**
  - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable as the company has not delisted/ proposed to delist its equity shares during the year under review.**
  - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: **Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.**
  - v. 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 as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review.**
  - vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not Applicable as the Company has not issued any debt securities during the year under review.**
  - vii. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: **Not Applicable as the Company has not issued any ESOPS during the year under review.**
  - viii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Insider Trading regulations: **The Company has complied with all required disclosures from time to time as and when they are applicable.**



- ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable and
- The company has framed various policies and displayed the same on the company's website i.e. [www.titanintech.com](http://www.titanintech.com)
    - Board Diversity Policy
    - Policy on Preservation of Documents
    - Risk Management Policy
    - Whistle Blower Policy
    - Related Party Transaction Policy
    - Familiarization programme for Independent Directors.
    - Nomination and Remuneration Policy
3. During the year the Company has conducted 4 Board Meetings, 4 Audit Committee Meetings, 4 Stakeholder Committee Meetings and 1 Independent Director's Meeting, and We have also examined compliance with the applicable clauses of the following:
- i. Secretarial Standards issued by the Institute of Company Secretaries of India on meeting of the Board of Directors and General Meetings and
  - ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
4. We further report that the Compliance by the Company of applicable financial laws like Direct and Indirect tax laws has not been reviewed thoroughly in this audit since the same have been subject to review by statutory financial audit and other designated professionals.
5. During the financial year under report, the Company has complied with the provisions of the Companies Act, 2013 Rules, Regulations, Guidelines, Standards, etc., mentioned above.

#### **OBSERVATIONS:**

(a) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that

The provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:

- External Commercial Borrowings were not attracted to the Company under the financial year under report;



- Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report;
- Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.

**(b) We further report that:**

- The company has not appointed Company Secretary-Cum Compliance Officer for the financial year 2018-19.
  - The company has not paid the Annual Listing Fees of Rs.2,95,000/- for year 2019-20.
  - BSE has imposed a fine of Rs.1,06,200/- for Non- Compliance with Regulations 6(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
6. I have relied on the Management Representation made by the Managing Director for systems and mechanism formed by the Company to ensure the compliances under other applicable acts, laws, regulations which are listed below:
- a) Information Technologies Act 2000
  - b) Software Technology Park of India Rules and Regulations
  - c) Labour laws and Incidental laws related to Labour and Employees appointed by the Company either on its payroll or on contractual basis as related to Wages, Gratuity, Provident Fund, ESIC, Compensation etc.,
  - d) Clearance from Various Local Authorities.

For **V B Raju & Associates**

Sd/-

**BharatirajuVegiraju**

**Practicing Company Secretary**

**M.No: F-8300. CP No: 14926**

Place: Vijayawada

Date: 30.08.2019



**To**  
**The Members of**  
**M/s. Titan Intech Limited**  
**(Formerly known as Indovation Technologies Limited)**

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

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the 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 relied on the reports given by the concerned professionals in verifying 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 provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **V B Raju & Associates**

Place: Hyderabad  
Date: 22.05.2019

**Sd/-**  
**BharatirajuVegiraju**  
**Practicing Company Secretary**  
**M. No: F-8300. CP No: 14926**



**ANNEXURE- II**

**MGT 9**

**Extract of Annual Return**

**As on the Financial Year 31.03.2019**

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

**I. REGISTRATION AND OTHER DETAILS:**

|      |   |   |
|------|---|---|
| i.   | CIN   | L72200AP1984PLC004380   |
| ii.  | Registration Date   | 06/01/1984  |
| iii. | Name of the Company   | Titan Intech Limited (Formerly Known as Indovation Technologies Limited)  |
| iv.  | Category / Sub-Category of the Company                                    | Company Limited by Shares<br>Indian Non-Government Company  |
| v.   | Address of the Registered office and contact details                      | Plot No. 42, D.No. 54-28/3-5,<br>Opposite: Gurudwara, Behind OBC Bank Gurunanak Colony<br>Vijaywada – 520008  |
| vi.  | Whether listed company Yes / No   | Yes   |
| vii. | Name, Address and Contact details of Registrar and Transfer Agent, if any | M/s. Aarthi Consultants Private Limited<br>1-2-285, Near Gaganmahal Nursing Home,<br>Street No 7, Domalguda, Hyderabad-500029.<br>Ph: 040-27638111/27634445, Fax: 040-27632184<br>Email: <a href="mailto:info@arthiconsultants.com">info@arthiconsultants.com</a> |

**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       | Software development and LED Lights             | 99831413                          | 100.00                             |

**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 |
|-------|---|---------|-------------------------------|------------------|--------------------|
|       | The Company does not have any subsidiaries. |         |                               |                  |                    |

**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 |                          |
| <b>A. Promoters</b>                                       |   |           |                 |                   |   |           |               |                   |                          |
| <b>(1) Indian</b>   |   |           |                 |                   |   |           |               |                   |                          |
| Individual/HUF  | 76,559  | 0         | 76,559          | 3.09              | -   | -         | -             | -                 | (3.09)                   |
| Central Govt.   | --  | --        | --              | --                | --  | --        | --            | --                | --                       |
| State Govt.(s)  | --  | --        | --              | --                | --  | --        | --            | --                | --                       |
| Bodies Corp.  | 59,769  | 0         | 59,769          | 2.42              | 59,769                                    | 0         | 59,769        | 2.42              | -                        |
| Banks / FI  | --  | --        | --              | --                | --  | --        | --            | --                | --                       |
| Any Other....   |   |           |                 |                   | --  | --        | --            | --                | --                       |
| <b>Sub-total (A) (1):</b>                                 | <b>1,36,328</b>                                 | <b>0</b>  | <b>1,36,328</b> | <b>5.51</b>       | <b>59,769</b>                             | <b>0</b>  | <b>59,769</b> | <b>2.42</b>       | <b>(3.09)</b>            |
| <b>(2) Foreign</b>  |   |           |                 |                   |   |           |               |                   |                          |
| a) NRIs - Individuals                                     | --  | --        | --              | --                | --  | --        | --            | --                | --                       |
| b) Other – Individuals                                    | --  | --        | --              | --                | --  | --        | --            | --                | --                       |
| c) Bodies Corp.   | --  | --        | --              | --                | --  | --        | --            | --                | --                       |
| d) Banks / FI   | --  | --        | --              | --                | --  | --        | --            | --                | --                       |
| e) Any Other....  | --  | --        | --              | --                | --  | --        | --            | --                | --                       |
| <b>Sub-total (A) (2):-</b>                                | <b>--</b>                                       | <b>--</b> | <b>--</b>       | <b>--</b>         | <b>--</b>                                 | <b>--</b> | <b>--</b>     | <b>--</b>         | <b>--</b>                |
| <b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b> | <b>1,36,328</b>                                 | <b>0</b>  | <b>1,36,328</b> | <b>5.51</b>       | <b>59,769</b>                             | <b>0</b>  | <b>59,769</b> | <b>2.42</b>       | <b>(3.09)</b>            |
| <b>B. Public Shareholding</b>                             |   |           |                 |                   |   |           |               |                   |                          |
| <b>1. Institutions</b>                                    |   |           |                 |                   |   |           |               |                   |                          |
| a) Mutual   | --  | --        | --              | --                | --  | --        | --            | --                | --                       |



|  |         |        |         |       |         |        |         |       |      |
|--|---------|--------|---------|-------|---------|--------|---------|-------|------|
| Funds  |         |        |         |       |         |        |         |       |      |
| b) Banks / FI  |         |        |         |       |         |        |         |       |      |
| c) Central Govt  | --      | --     | --      | --    | --      | --     | --      | --    | --   |
| d) State Govt(s)   | --      | --     | --      | --    | --      | --     | --      | --    | --   |
| e) Venture Capital Funds   | --      | --     | --      | --    | --      | --     | --      | --    | --   |
| f) Insurance Companies   | --      | --     | --      | --    | --      | --     | --      | --    | --   |
| g) FIIs  | --      | --     | --      | --    | --      | --     | --      | --    | --   |
| h) Foreign Venture Capital Fund  | --      | --     | --      | --    | --      | --     | --      | --    | --   |
| i) Others (specify)  | --      | --     | --      | --    | --      | --     | --      | --    | --   |
| <b>2. Non Institutions</b>   |         |        |         |       |         |        |         |       |      |
| a) Bodies Corp.  | 374430  |        | 374430  | 15.13 | 406297  |        | 406297  | 16.42 | 1.29 |
| i) Indian  |         |        |         |       |         |        |         |       |      |
| ii) Overseas   | --      | --     | --      | --    | --      | --     | --      | --    | --   |
| b) Individuals   | --      | --     | --      | --    | --      | --     | --      | --    | --   |
| i) Individual shareholders holding nominal share capital up to Rs. 1 lakh        | 407513  | 122664 | 530177  | 21.42 | 429546  | 121649 | 551195  | 22.27 | 0.85 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 1409782 | --     | 1409782 | 56.97 | 1443176 | -      | 1443176 | 58.32 | 1.35 |
| c) Others (specify)  |         |        |         |       |         |        |         |       |      |



|  |                |               |                |              |                |               |                |              |             |
|--|----------------|---------------|----------------|--------------|----------------|---------------|----------------|--------------|-------------|
| 1. NRI   | 8276           | 0             | 8276           | 0.33         | 8276           | 0             | 8276           | 0.33         | 0           |
| 2. Clearing Members  | 15586          | 0             | 15586          | 0.63         | 5866           | 0             | 5866           | 0.24         | (0.39)      |
| Sub-total (B)(2):-<br>Total Public Shareholding<br>(B)=(B)(1)+(B)(2) | <b>2215587</b> | <b>122664</b> | <b>2338251</b> | <b>94.49</b> | <b>2293161</b> | <b>121649</b> | <b>2414810</b> | <b>97.58</b> | <b>3.09</b> |
| C. Shares held by Custodian for GDRs & ADRs                          | --             | --            | --             | --           | --             | --            | --             | --           | --          |
| Grand Total (A+B+C)  | <b>2351915</b> | <b>122664</b> | <b>2474579</b> | <b>100</b>   | <b>2352930</b> | <b>121649</b> | <b>2474579</b> | <b>100</b>   | <b>-</b>    |

**(ii) Shareholding of Promoters**

| Sl. No | Shareholder's Name                      | 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 |                          |
| 1.     | PINNAMA NENI ESTATES PRIVATE LIMITED    | 59769   | --       | 59769 | 2.42              | 59769                                     | --       | 59769 | 2.42              | -                        |
| 2.     | VEERAVENKATA SATYANARAYANA PINNAMA NENI | 76559   | --       | 76559 | 3.09              | -   | -        | -     | -                 | (3.09)                   |

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

| Sl. | Shareholder's Name | Shareholding at the beginning | Shareholding at the end of |
|-----|--------------------|-------------------------------|----------------------------|
|-----|--------------------|-------------------------------|----------------------------|



| No. |  | of the year   |                                  | the year      |                                  |
|-----|--|---------------|----------------------------------|---------------|----------------------------------|
|     |  | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| 1.  | PINNAMANENI ESTATES PRIVATE LIMITED    | 59769         | 2.42                             | 59769         | 2.42                             |
| 2.  | VEERAVENKATA SATYANARAYANA PINNAMANENI | 76559         | 3.09                             | -             | -                                |

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

| Sl. No. | Shareholder Name                                   | Shareholding at the beginning of the year |                                  | Shareholding at the end of the year |                                  |
|---------|--|---|----------------------------------|-------------------------------------|----------------------------------|
|         |  | No. of Shares                             | % of total shares of The company | No. of Shares                       | % of total shares of the company |
| 1       | Bedi Jasdeep                                       | 210995                                    |                                  | 210995                              |                                  |
| 2       | Pune E Stock Broking Pvt Ltd - Proprietary Account | 136000                                    |                                  | 136000                              |                                  |
| 3       | Rama Krishna Bhashyam                              | 106307                                    |                                  | 106307                              |                                  |
| 4       | Vikas Gupta  | 33866                                     |                                  | 103044                              |                                  |
| 5       | Globe Capital Market Ltd                           | 500                                       |                                  | 83000                               |                                  |
| 6       | Sabina Anilkumar Sanghvi                           | 83000                                     |                                  | 83000                               |                                  |
| 7       | Sangeeta K Chawalla                                | 72325                                     |                                  | 72325                               |                                  |
| 8       | Ctil Media Private Limited                         | 0   |                                  | 68600                               |                                  |
| 9       | Ski Capital Services Ltd                           | 67500                                     |                                  | 67500                               |                                  |
| 10      | Paresh Arvindlal Shah                              | 67208                                     |                                  | 67208                               |                                  |

Date wise Increase /Decrease in Top Ten Shareholders Share Holding during the year specifying the reasons for increase/ decrease(e.g. allotment / transfer /bonus/ sweat equity etc):

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

| Sl. No. | For Each of the Directors and KMP | Shareholding at the beginning of the year |                      | Cumulative Shareholding during the year |                                  |
|---------|-----------------------------------|---|----------------------|---|----------------------------------|
|         |                                   | No. of Shares                             | % of total shares of | No. of Shares                           | % of total shares of the company |
| --      |                                   |   |                      |   |                                  |



|  |   |    |                    |    |    |
|--|---|----|--------------------|----|----|
|  |   |    | <b>the company</b> |    |    |
|  | At the beginning of the year  | -- | --                 | -- | -- |
|  | Date wise Increase /Decrease in Directors and Key Managerial Personnel Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc): |    |                    |    |    |
|  | At the End of the year  | -- | --                 | -- | -- |

**V. INDEBTEDNESS**

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

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

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

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

| Sl. no. | Particulars of Remuneration  | -- | -- | Total Amount |
|---------|--|----|----|--------------|
| 1.      | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br><br>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br>(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961 | -- | -- | --           |



|    |  |    |    |  |    |
|----|--|----|----|--|----|
| 2. | Stock Option   | -- | -- |  | -- |
| 3. | Sweat Equity   | -- | -- |  | -- |
| 4. | Commission<br>- as % of profit<br>- Others, specify... | -- | -- |  | -- |
| 5. | Others, please specify                                 | -- | -- |  | -- |
| 6. | Total (A)  | -- | -- |  | -- |
| 7. | Ceiling as per the Act                                 | -- | -- |  | -- |

**B. Remuneration to other directors:**

| Sl.no | Particulars of Remuneration   | -- | -- | -- | -- | -- |
|-------|---|----|----|----|----|----|
|       | 3. Independent Directors<br>· Fee for attending board / committee meetings · Commission · Others, please specify      | -- | -- | -- | -  | -- |
|       | Total (1)   | -- | -- | -- | -- | -- |
|       | 4. Other Non-Executive Directors · Fee for attending board / committee meetings · commission · Others, please specify | -- | -- | -- | -- | -- |
|       | Total (2)   | -- | -- | -- | -- | -- |
|       | Total (B)=(1+2)   | -- | -- | -- | -- | -- |
|       | Total Managerial Remuneration   | -- | -- | -- | -- | -- |
|       | Overall Ceiling as per the Act  | -- | -- | -- | -- | -- |

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

| Sl. no. | Particulars of Remuneration  | Key Managerial Personnel |    |    |    |
|---------|--|--------------------------|----|----|----|
|         |  | --                       | -- | -- | -- |
| 1.      | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | --                       | -- | -- | -- |
| 2.      | Stock Option   | --                       | -- | -- | -- |
| 3.      | Sweat Equity   | --                       | -- | -- | -- |
| 4.      | Commission<br>- as % of profit<br>- others, specify...   | --                       | -- | -- | -- |
| 5.      | Others, please   | --                       | -- | -- | -- |



|    |         |    |    |    |    |
|----|---------|----|----|----|----|
|    | Specify |    |    |    |    |
| 6. | Total   | -- | -- | -- | -- |

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

| Type                                | Section of the Companies Act                    | Brief Description   | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT / COURT] | Appeal made, if any (give Details) |
|-------------------------------------|---|---|---|-------------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |   |   |   |                               |                                    |
| Penalty                             | Regulation 6(1) of SEBI (LODR) Regulations,2015 | BSE has imposed a fine for non-compliance of appointment of the Company Secretary | 106,200   | BSE                           | --                                 |
| Punishment                          | --  | --  | --  | --                            | --                                 |
| Compounding                         | --  | --  | --  | --                            | --                                 |
| <b>B. DIRECTORS</b>                 |   |   |   |                               |                                    |
| Penalty                             | --  | --  | --  | --                            | --                                 |
| Punishment                          | --  | --  | --  | --                            | --                                 |
| Compounding                         | --  | --  | --  | --                            | --                                 |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |   |   |   |                               |                                    |
| Penalty                             | --  | --  | --  | --                            | --                                 |
| Punishment                          | --  | --  | --  | --                            | --                                 |
| Compounding                         | --  | --  | --  | --                            | --                                 |
|                                     |   |   |   |                               |                                    |



**ANNEXURE III**  
**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Board of Directors  
M/s Titan Intech Limited  
(Formerly known as Indovation Technologies Limited)

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
- (i) the statutory audit firm or the internal audit firm that is associated with the Company and
  - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material supplier, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Yours Faithfully

**Sd/-**  
**Sanjeev Sharma**  
**(Independent director)**

Date: 30.08.2019  
Place: Vijayawada



**ANNEXURE III**  
**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Board of Directors  
M/s Titan Intech Limited  
(Formerly known as Indovation Technologies Limited)

Dear Sir,

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- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
  - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
  - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material supplier, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Yours Faithfully

Date: 30.08.2019  
Place: Vijayawada

**Sd/-**  
**Anjaneyulu Perla**  
**(Independent director)**



**ANNEXURE III**  
**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Board of Directors  
M/s Titan Intech Limited  
(Formerly known as Indovation Technologies Limited)

Dear Sir,

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- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
- (i) the statutory audit firm or the internal audit firm that is associated with the Company and
  - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material supplier, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Yours Faithfully

Date: 30.08.2019  
Place: Vijayawada

**Sd/-**  
**T Seshu Kumar**  
**(Independent director)**

**SVM & CO**

Chartered Accountants



Flat No: 103,  
Reliance Avan's Arena  
Tilak Nagar,  
HYDERABAD – 500044  
9966004380

**INDEPENDENT AUDITORS' REPORT**

To

The members of M/s. TITAN INTECH LTD  
(Formerly known as Indovation Technologies Ltd)

**Report on the financial statements**

We have audited the accompanying financial statements of M/S. Titan Intech Ltd (“Company”), which comprise the Balance Sheet as at 31.03.2019, the Statement of Profit and Loss account and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management’s responsibility for the financial statements**

Management is responsible for the preparation of the financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting standards referred to in section 133 of the Companies Act, 2013 (“Act”), read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with the standards on auditing issued by the institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

(Contd..2)

**SVM & CO**

Chartered Accountants



Flat No: 103,  
Reliance Avan's Arena  
Tilak Nagar,  
HYDERABAD – 500044  
9966004380

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

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- a) In the case of Balance Sheet, of the state of affairs of the company as at March 31,2019;
- b) In the case of Statement of Profit and Loss, of the profit of the company for the year ended on that date; and
- c) In the case of Cash Flow Statement, of the cash flows of the company for the year ended on that date.

(Contd..3)

**SVM & CO**

Chartered Accountants



Flat No: 103,  
Reliance Avan's Arena  
Tilak Nagar,  
HYDERABAD – 500044  
9966004380

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**Report on other legal and regulatory requirements**

1. As required by the Companies (Audit Report) Order, 2016 issued by the Central Government of India in terms of sub-section 11 of section 143 of the Companies Act, 2013, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by section 143(3) of the Act, we report that:
  - a) We have obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the Balance Sheet and Statement of Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013; read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - d) On the basis of written representations received from the Directors, as on 31st March, 2019 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2019 from being appointed as a Director in terms of section 164 (2) of the Companies Act, 2013.
  - f) In our opinion, and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business.

(Contd..4)

**SVM & CO**

Chartered Accountants



Flat No: 103,  
Reliance Avan's Arena  
Tilak Nagar,  
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9966004380

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- g) In our opinion, and according to the information and explanations given to us, the company has disclosed the pending litigations of the company which will have impact on the financial statements.
- h) In our opinion, and according to the information and explanations given to us, the company is not foreseeing any losses, and therefore the provision of the same does not arise.
- i) In our opinion, and according to the information and explanations given to us, the company has not holding amounts such as unclaimed dividends, share application money etc requiring the transfer of the same to the Investor Education and Protection Fund.

For SMV & CO,  
Chartered Accountants  
FRN:015630S

Place: Hyderabad  
Date : 29.05.2019.

Sd/-  
(R VAMSI KRISHNA)  
Partner

**SVM & CO**

Chartered Accountants



Flat No: 103,  
Reliance Avan's Arena  
Tilak Nagar,  
HYDERABAD – 500044  
9966004380

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**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure referred to in the Auditor's Report to the Members of M/s. TITAN INTECH LIMITED for the year ended 31st March, 2019.

- 1) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b) The fixed assets have been physically verified by the management during the period and no serious discrepancies have been noticed on such verification.
- 2) a) The stock of inventory have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - b) In our opinion, the procedures of physical verification of inventory followed by the management reasonable and adequate considering the size of the company and the nature of its business.
  - c) No material discrepancies have been noticed on physical verification of stocks as compared to book records in so far as appears from our examination of the books.
- 3) In our opinion and according to the information and explanations given to us, the company has not granted any any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, and therefore, the receipt of the principal amount and interest thereon and overdue thereon does not arise.
- 4) In our opinion, and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. Further during the course of our audit, we have not come across any instances of major weaknesses in internal control that in our opinion, requiring correction.

(Contd..2)

**SVM & CO**

Chartered Accountants



Flat No: 103,  
Reliance Avan's Arena  
Tilak Nagar,  
HYDERABAD – 500044  
9966004380

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- 5) In our opinion and according to the information and explanations given to us and as shown by the books of accounts, the company has not accepted deposits within the meaning Section 73 to 76 of the Companies Act, 1956 and hence compliance of provisions of Section 73 to 76 of the companies Act 1956 does not arise.
- 6) The Central Government had not prescribed any cost records U/s. 148(1) of the Companies Act, 1956 and hence the maintenance of cost records does not arise.
- 7) a) According to the books and records examined by us and the information and explanations given to us, the company is regular in depositing with appropriate authorities the undisputed statutory dues in respect of provided fund, ESI, income-tax, wealth-tax, service tax, sales-tax, customs duty and excise duty and there were no undisputed statutory dues and arrears as at the date of the Balance Sheet under report for the period exceeding six months from the date they became payable.
- b) According to the books and records examined by us and the information and explanations given to us, there was no disputed statutory dues in respect of provided fund, ESI, wealth-tax, service tax, sales-tax, customs duty and excise duty etc.,

(Contd..3)

**SVM & CO**

Chartered Accountants



Flat No: 103,  
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Tilak Nagar,  
HYDERABAD – 500044  
9966004380

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- 08) According to the books and accounts examined by us and the information and explanations given to us the company has not availed any loans from any of the financing institutions, bank or debenture holders and therefore the defaults thereof does not arise.
- 9) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- 10) According to the books and accounts examined by us and the information and explanations given to us the company has not taken any term loans during the year
- 11) During the course of our examination of the accounts of the company in accordance with generally accepted auditing practices, we have not come across any instances of fraud on or by the company, nor has the management, of any such instance being noticed or reported during the year.

For SMV & CO,  
Chartered Accountants  
FRN:015630S

Place: Hyderabad  
Date : 29.05.2019.

Sd/-  
(R VAMSI KRISHNA)  
Partner



**TITAN INTECH LIMITED**

Plot No. 42, D.No. 54-28/3-5, Opp: Gurudwara, Behind OBC Bank  
Gurunanak Colony Krishna District  
VIJAYAWADA - 520008

**BALANCE SHEET AS ON 31st MARCH2019**

| Description   | Schedule No. | As at 31.03.2019     | As at 31.03.2018     |
|---|--------------|----------------------|----------------------|
| <b>SOURCES OF FUNDS</b>   |              |                      |                      |
| <b>Shareholder's Funds</b>  |              |                      |                      |
| (a) Share Capital   | 1            | 2,47,45,790          | 2,47,45,790          |
| (b) Reserves & Surplus  | 2            | (1,30,12,701)        | (1,30,33,595)        |
| <b>Loan Funds</b>   |              |                      |                      |
| (a) Long Term Advances  | 3            | -                    | -                    |
| (b) Differed Tax liability - Net  |              | (6,61,877)           | (6,61,877)           |
| <b>TOTAL</b>  |              | <b>1,10,71,212</b>   | <b>1,10,50,318</b>   |
| <b>APPLICATION OF FUNDS</b>   |              |                      |                      |
| <b>Fixed Assets</b>   |              |                      |                      |
| (a) Gross Block   | 4            | 4,68,46,258          | 4,68,46,258          |
| (b) Less: Depreciation  |              | 1,85,83,844          | 1,38,21,889          |
| (c) Net Block   |              | <b>2,82,62,414</b>   | <b>3,30,24,369</b>   |
| Capital Work in Progress  |              | -                    | -                    |
| <b>Current Assets, Loans &amp; Advances</b>                                     |              |                      |                      |
| (a) Inventories   | 5            | -                    | -                    |
| (a) Sundry debtors  |              | 4,14,64,851          | 40,54,367            |
| (b) Cash and Bank Balances  |              | 1,17,886             | 1,17,911             |
| (d) Deposits  |              | -                    | -                    |
| (c) Deposits  |              | -                    | -                    |
| (d) Inventories   |              | -                    | -                    |
| (e) Taxes And duties Receivable   |              | 99,00,347            | 1,03,99,002          |
| (f) Investments   |              | -                    | -                    |
| (g) Loans and Advances  |              | 36,55,000            | 38,24,000            |
| <b>Less: Current Liabilities &amp; Provisions</b>                               | 6            | 5,51,38,084          | 1,83,95,280          |
| Net Current Assets  |              | <b>(1,71,91,201)</b> | <b>(2,19,74,051)</b> |
| <b>Miscellaneous Expenditure</b><br>(To the extent not written off or adjusted) |              |                      |                      |
| <b>TOTAL</b>  |              | <b>1,10,71,212</b>   | <b>1,10,50,318</b>   |

**Disclosure of Accounting Policies and Notes on Accounts**

As per our attached report of even date

For SMV & Co.,

Chartered Accountants  
(Reg.No.015630S)

for TITAN INTECH LIMITED

(R.VAMSI KRISHNA)

Partner

Mem.No.229292

Place : VIJAYAWADA

Date : 28-05-2019

Sd/-  
(T.SESHU KUMAR)  
DIRECTOR

Sd/-  
(SANJEEV SHARMA)  
DIRECTOR



**TITAN INTECH LIMITED**

**Plot No. 42, D.No. 54-28/3-5, Opp: Gurudwara, Behind OBC Bank  
Gurunanak Colony Krishna District  
VIJAYAWADA - 520008**

**PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31.03.2019**

(Amount in Rs.)

| Description                                   | Schedule No. | For the Year ending 31.03.2019 | For the Year ending 31.03.2018 |
|---|--------------|--------------------------------|--------------------------------|
| <b>INCOME</b>                                 |              |                                |                                |
| Gross Turnover                                | 7            | 6,18,12,400                    | 19,77,79,262                   |
| Less : Taxes                                  |              | -                              | -                              |
| Net Turnover                                  |              | 6,18,12,400                    | 19,77,79,262                   |
| Other Income                                  |              | -                              | -                              |
| Closing Stock                                 |              | -                              | -                              |
| <b>TOTAL</b>                                  |              | <b>6,18,12,400</b>             | <b>19,77,79,262</b>            |
| <b>EXPENDITURE</b>                            |              |                                |                                |
| Opening Stock                                 |              | -                              | 3,87,51,400                    |
| Cost of Purchase                              | 8            | 5,56,63,764                    | 15,07,17,215                   |
| Administration, Selling and other Expenses    | 9            | 9,83,443                       | 15,83,785                      |
| Operating Expenditure                         | 10           | 3,73,000                       | 8,51,893                       |
| Finance Expenditure                           |              | -                              | -                              |
| Depreciation & Amortization Expenses          |              | 47,61,955                      | 57,96,681                      |
| Deffered Tax                                  |              | -                              | -                              |
| <b>TOTAL</b>                                  |              | <b>6,17,82,162</b>             | <b>19,77,00,974</b>            |
| Net Profit Before Tax                         |              | <b>30,238</b>                  | <b>78,288</b>                  |
| Provision for Tax                             |              | <b>9,343</b>                   | <b>24,191</b>                  |
| Net Profit after Tax Carried to Balance Sheet |              | <b>20,894</b>                  | <b>54,097</b>                  |
| Less: Appropriations:                         |              |                                |                                |
| Provision for Provisional Share Dividend      |              |                                |                                |
| Balance carried to Balance Sheet              |              | <b>20,894</b>                  | <b>54,097</b>                  |

As per our attached report of even date

For SMV & Co.,  
Chartered Accountants  
(Reg.No.015630S)

(R.VAMSI KRISHNA)  
Partner  
Mem.No.229292  
Place : VIJAYAWADA  
Date : 28-05-2019

for TITAN INTECH LIMITED

Sd/-  
(T.SESHU KUMAR)  
DIRECTOR

Sd/-  
(SANJEEV SHARMA)  
DIRECTOR



## SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31.03.2019

## SCHEDULE : 1

## SHARE CAPITAL

| Particulars                   | As at<br>31.03.2019 | As at<br>31.03.2018 |
|-------------------------------|---------------------|---------------------|
| Authorised :<br>Share Capital | 2,47,45,790         | 2,47,45,790         |
| <b>TOTAL</b>                  | <b>2,47,45,790</b>  | <b>2,47,45,790</b>  |

## SCHEDULE : 2.

## RESERVES &amp; SURPLUS

| Particulars                   | As at<br>31.03.2019  | As at<br>31.03.2018  |
|-------------------------------|----------------------|----------------------|
| Opening Balance Carry Forward | (1,30,33,595)        | (1,30,87,692)        |
| Profit & Loss Account         | 20,894               | 54,097               |
| <b>TOTAL</b>                  | <b>(1,30,12,701)</b> | <b>(1,30,33,595)</b> |

## SCHEDULE : 3

## Long term Loans

| Particulars  | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--------------|---------------------|---------------------|
|              | NIL<br>-            | NIL<br>-            |
| <b>TOTAL</b> | <b>-</b>            | <b>-</b>            |



**INDOVATION TECHNOLOGIES LIMITED**

**SCHEDULE : 4**

Amount in Rs

| S.NO. | PARTICULARS             | GROSS BLOCK         |                                 |           | DEPRECIATION BLOCK  |                    |                   |           | NET BLOCK          |                     |                     |
|-------|-------------------------|---------------------|---------------------------------|-----------|---------------------|--------------------|-------------------|-----------|--------------------|---------------------|---------------------|
|       |                         | AS AT<br>01.04.2018 | Additions<br>During the<br>Year | Deletions | AS AT<br>31.03.2019 | UPTO<br>01.04.2018 | FOR THE<br>PERIOD | Deletions | UPTO<br>31.03.2019 | AS AT<br>31.03.2018 | AS AT<br>31.03.2019 |
| 1     | Computers & Accessories | 59,91,524           | -                               | -         | 59,91,524           | 53,46,581          | 2,57,977          | -         | 56,04,558          | 6,44,943            | 3,86,966            |
| 2     | Furniture & Fittings    | 15,43,907           | -                               | -         | 15,43,907           | 7,99,892           | 1,03,492          | -         | 9,03,384           | 7,44,015            | 6,40,523            |
| 3     | Office Equipments       | 3,93,10,827         | -                               | -         | 3,93,10,827         | 76,75,416          | 44,00,486         | -         | 1,20,75,902        | 3,16,35,411         | 2,72,34,925         |
| 4     |                         |                     |                                 |           |                     |                    |                   |           |                    |                     | -                   |
|       | <b>TOTAL</b>            | <b>4,68,46,258</b>  | <b>-</b>                        | <b>-</b>  | <b>4,68,46,258</b>  | <b>1,38,21,889</b> | <b>47,61,955</b>  | <b>-</b>  | <b>1,85,83,844</b> | <b>3,30,24,369</b>  | <b>2,82,62,414</b>  |
|       | <b>PREVIOUS YEAR</b>    | <b>4,68,46,258</b>  | <b>-</b>                        | <b>-</b>  | <b>4,68,46,258</b>  | <b>80,25,208</b>   | <b>57,96,681</b>  |           | <b>1,38,21,889</b> | <b>3,88,21,050</b>  | <b>3,30,24,369</b>  |

**SCHEDULE : 5:**

**CURRENT ASSETS, LOANS & ADVANCES:**

| Particulars                      | As at 31.03.2019   | As at 31.03.2018   |
|----------------------------------|--------------------|--------------------|
| <b>CURRENT ASSETS:</b>           |                    |                    |
| Cash in hand                     | 53,367             | 51,203             |
| Sundry Debtors                   | 4,14,64,851        | 40,54,367          |
| Cash at Bank                     | 64,519             | 66,708             |
| <b>Inventories</b>               |                    |                    |
| Closing Stock - Raw material     | -                  | -                  |
| Closing Stock - Work In Progress | -                  | -                  |
| Closing Stock - Finished Goods   | -                  | -                  |
| <b>Deposits</b>                  |                    |                    |
| Rental deposit                   |                    |                    |
| <b>LOANS &amp; ADVANCES:</b>     |                    |                    |
| Advances to Creditors            | -                  | -                  |
| Other Advances                   | 36,55,000          | 38,24,000          |
| TDS & Advance Tax                | -                  | -                  |
| Excise Duty                      | 89,22,658          | 89,22,658          |
| VAT/GST                          | 9,77,689           | 14,76,344          |
| <b>TOTAL</b>                     | <b>5,51,38,084</b> | <b>1,83,95,280</b> |

**SCHEDULE: 6:**

**CURRENT LIABILITIES & PROVISIONS**

| Particulars                 | As at 31.03.2019   | As at 31.03.2018   |
|-----------------------------|--------------------|--------------------|
| Other Advances              | 4,02,10,000        | 37,10,000          |
| Sundry Creditors - Expenses | 3,14,61,814        | 3,60,11,203        |
| Expenses Payables           | -                  | -                  |
| Provision for Taxation      | 6,57,471           | 6,48,128           |
| <b>TOTAL</b>                | <b>7,23,29,285</b> | <b>4,03,69,331</b> |



**SCHEDULE : 7:  
INCOME**

| Particulars             | As at 31.03.2019   | As at 31.03.2018    |
|-------------------------|--------------------|---------------------|
| Revenue From Operations | 6,18,12,400        | 19,77,79,262        |
| <b>TOTAL</b>            | <b>6,18,12,400</b> | <b>19,77,79,262</b> |

**SCHEDULE : 8:  
PURCHASE COST:**

| Particulars  | As at 31.03.2019   | As at 31.03.2018    |
|--------------|--------------------|---------------------|
| Purchases    | 5,56,63,764        | 15,07,17,215        |
| <b>TOTAL</b> | <b>5,56,63,764</b> | <b>15,07,17,215</b> |

**SCHEDULE: 9:  
OPERATING EXPENDITURE**

| Particulars                        | As at 31.03.2019 | As at 31.03.2018 |
|------------------------------------|------------------|------------------|
| Staff Cost & Other Direct Expenses | 3,73,000         | 8,51,893         |
| <b>TOTAL</b>                       | <b>3,73,000</b>  | <b>8,51,893</b>  |

**SCHEDULE : 10:  
ADMINISTRATION, SELLING AND OTHER EXPENSES:**

| Particulars            | As at 31.03.2019 | As at 31.03.2018 |
|------------------------|------------------|------------------|
| Advertisement          | 25,450           | 35,415           |
| Audit Fee              | 29,500           | 59,000           |
| Bank Charges           | 2,595            | 5,582            |
| Postage & Courier      | 9,954            | 10,320           |
| Printing Stationery    | 25,452           | 32,125           |
| Professional Charges   | 15,650           | 23,600           |
| Rates & taxes          | 2,60,000         | 4,30,055         |
| Electricity Charges    | 15,430           | 12,410           |
| Office maintainance    | 40,180           | 45,410           |
| Rent                   | 72,000           | 84,000           |
| Telephone Charges      | 67,489           | 69,211           |
| Transportation Charges | 85,420           | 2,13,948         |
| Travelling Expenses    | 3,34,323         | 5,62,709         |
| <b>TOTAL</b>           | <b>9,83,443</b>  | <b>15,83,785</b> |

**SCHEDULE: 11:**

| <b>FINANCE EXPENDITURE</b> |                  |                  |
|----------------------------|------------------|------------------|
| Particulars                | As at 31.03.2019 | As at 31.03.2018 |
|                            | NIL              | NIL              |
| <b>TOTAL</b>               | <b>-</b>         | <b>-</b>         |



**TITAN INTECH LIMITED**

**CASHFLOW STATEMENT FOR THE YEAR ENDED 31st MARCH,2019**

| Particulars  | 31.03.2019                          | 31.03.2018                    |
|--|-------------------------------------|-------------------------------|
|  | Rs                                  | Rs.                           |
| <b>A. Cashflow from Operating Activities</b>   |                                     |                               |
| Profit before tax and extraordinary activities   | 30,238                              | 78,288                        |
| Depreciation and Depletion   | 4,761,955                           | 5,796,681                     |
| (Increase) / Decrease in Inventories   | -                                   | -                             |
| (Increase) / Decrease in Trade Receivables   | -                                   | -                             |
| (Increase) / Decrease in Loans and Advances  | -                                   | -                             |
| (Increase) / Decrease in Current Assests   | (36,742,804)                        | 35,101,442                    |
| Increase / ( Decrease) in Current Liabilities  | 31,950,586                          | (41,048,673)                  |
| Increase / ( Decrease) in Long Term Provisions   | -                                   | -                             |
| Income Tax Paid  | -                                   | -                             |
| <b>Sub Total A</b>   | <b>(25)</b>                         | <b>(72,262)</b>               |
| <b>B. Cashflow from Financing Activities</b>   |                                     |                               |
| Share Application Money  |                                     | -                             |
| Long Term Borrowings Received  |                                     | -                             |
| Other Long Term Liabilities  |                                     | -                             |
| Short Term Borrowings Received   |                                     | -                             |
|  | -                                   | -                             |
| <b>C.Cash Flows from Investing</b>   |                                     |                               |
| Purchase of Fixed Assets   | -                                   | -                             |
| (Increase) / Decrease in Capital work in Progress  | -                                   | -                             |
| (Increase) / Decrease in Investments   | -                                   | -                             |
| <b>Sub Total C</b>   | <b>-</b>                            | <b>-</b>                      |
| <b>Net Decrease in cash and cash equivalents</b>   | <b>(25)</b>                         | <b>(72,262)</b>               |
| <b>Opening cash and cash equivalents</b>   | <b>117,911</b>                      | <b>190,173</b>                |
| <b>Closing cash and cash equivalents</b>   | <b>117,886</b>                      | <b>117,911</b>                |
|  | <b>(25)</b>                         | <b>(72,262)</b>               |
| As per our Report of even date   | For and on behalf of the board      |                               |
| For SMV & Co.,<br>Chartered Accountants.<br>(Reg.No.015630S)                                       | Sd/-<br>(T.SESHU KUMAR)<br>Director | Sd/-<br>(K.S.RAO)<br>Director |
| Sd/-<br>(R.VAMSI KRISHNA)<br>Proprietor<br>Mem.No.229292<br>Place: Vijayawada<br>Date : 28.05.2019 |                                     |                               |



## Notes forming part of the Financial Statements.

### Significant Accounting Policies

#### 1. Basis of preparation

The financial statements have been prepared in compliance with the Accounting Standards Notified by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

#### 2. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) require the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting period. The management believes that the estimates used in the preparation of financial statements are prudent and reasonable. However, future results may differ from these estimates and the differences between the actual results and the estimates are recognized in the period in which results are known/materialize.

#### 3. Revenue Recognition

Revenue is primarily derived from the fixed price contracts and recognized on the basis of completion of the project work and billing of the same to customers.

#### 4. Fixed Assets

Fixed assets are stated at cost of acquisition or construction. Less accumulated depreciation. Cost comprises of the purchase price and other attributable expenses including cost of borrowings till the date of capitalization of the asset acquired / commissioned.

All the expenditure incurred on establishing / setting up of new projects / substantial expansion of existing facilities / creation of new assets is capitalized. Such expenditure to be capitalized includes borrowing / finance costs, direct and indirect expenditure incurred on such assets up to the time they are completed.

#### 5. Depreciation

Depreciation on fixed assets has been provided on the written down value method and at the rates and in manner specified in Schedule XIV to the Companies Act, 1956.

#### 6. Investments

Long term investments are stated at cost. The diminution in the market value of such investments is not recognized unless it is considered permanent in nature. Current investments are valued at the cost or market value whichever is lower.

**7. Accounting for Leases**

Rentals in respect of leased premises are charged to profit and loss account.

**8. Taxes on Income****a. Current Tax**

Provision for current tax is made for the amount of tax payable in respect of taxable income for the year computed under the provision of the income Tax Act.1961.

**b. Deferred Tax**

Deferred tax is recognized on timing difference being the difference between taxable income and accounting income that originate in one period and are capable of being reversed in the subsequent period / s, subject to the consideration of prudence.

**9. Provisions, Contingent Liabilities and Contingent Assets**

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are disclosed when the Company has possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation. Contingent Assets are neither recognized nor disclosed in the financial statements.

**10. Impairment**

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/ external factors. An impairment loss will be recognized if the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of asset's net selling price and value in use. In assessing the value in use the estimated future economic benefits are discounted to the present value at the weighted average cost of capital.

**11. Payments to Statutory Auditor:**

|                    | 2018-19 | 2017-18 |
|--------------------|---------|---------|
| Audit fee          |         |         |
| Statutory Fee      | 15,000  | 15,000  |
| Income Tax Matters | 10,000  | 10,000  |
| Total              | 25,000  | 25,000  |

**12. Segment Reporting:**

The company is engaged in the business of construction and infrastructure works which all together is only one business segment and the segment reporting not applicable for the company.

**13. Related party Disclosures:**



1. Related Party disclosures in accordance with AS-18 issued by The Institute of Chartered Accountants of India by virtue of share holding and key management personnel.

a) Relation Ship

|                                |            |
|--------------------------------|------------|
| i. Associate Companies         | : Nil      |
| ii 100% Subsidiary Companies   | : Nil      |
| lii Other Indian Subsidiaries  | : Nil      |
| liii. Key Management Personnel | : Director |

b) The following transactions were carried out with related parties in the ordinary course of business.

ii. Key Management Personnel

|                   |     |     |
|-------------------|-----|-----|
| Remuneration paid | NIL | NIL |
|-------------------|-----|-----|

14. Earnings per Share:

|  | 2018-2019<br>Rs. | 2017-2018<br>Rs. |
|--|------------------|------------------|
| Net Profit after tax                                 | 20894            | 54097            |
| Weighted average number of Equity shares outstanding | 2474579          | 2474579          |
| Basic Earnings per Share                             | 0.01             | 0.02             |
| Diluted Earnings per Share                           | 0.01             | 0.02             |
| Face value of each Equity Share                      | 10.00            | 10.00            |

15. There are no amounts due to small-scale industrial undertakings, to whom the company owes a sum which is outstanding for more than 30 days and hence the details in respect of outstanding dues to small-scale industrial undertakings are not furnished, as required as per the notification No.GSR 129(E) dated 22nd February 1999.

16. Previous year's figures have been reclassified/ regrouped wherever necessary to conform to the current years' classification.

As per report of even date attached

For SMV & CO,  
CHARTERED ACCOUNTANTS  
( Firm Reg No: 015630S)

Sd/-  
R.VAMSI KRISHNA  
Partner.  
Membership No:229292

For TITAN INTECH LIMITED

Sd/-  
Director

Sd/-  
Director

Place: Hyderabad  
Date: 28th May, 2018



**Form No. MGT-11  
Proxy form**

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

CIN: L72200AP1984PLC004380

Name of the company: TITAN INTECH LIMITED

Registered office: PLOT NO. 42, D.NO. 54-28/3-5, OPPOSITE: GURUDWARA, BEHIND OBC BANK, GURUNANAK COLONY VIJAYAWADA – 520008

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

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

1. Name: Address:  
E-mail Id: Signature: ....., or failing him

2. Name: Address:  
E-mail Id: Signature: ....., or failing him

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, 28<sup>th</sup> day of September, 2019 at 10.00 am at Plot No. 42, D.No. 54-28/3-5, Opposite: Gurudwara, Behind OBCBank, Gurunak Colony, Vijayawada – 520008 and at any adjourned meeting thereof in respect of such resolutions as are indicated below:

**Resolutions:**

- Approval of financial statements for the year ended 31.03.2019.
- Mr. Anjaneyulu Perla who retires by rotation is not eligible for reappointment.

Signed this ..... day of..... 2019

Signature of shareholder

Affix  
Revenue  
Stamp

Signature of Proxy holder(s)

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



## TITAN INTECH LIMITED

PLOT NO. 42, D.NO. 54-28/3-5, OPPOSITE: GURUDWARA, BEHIND OBC BANK,  
GURUNANAK COLONY VIJAYAWADA – 520008

## ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence for the 35<sup>th</sup> Annual General Meeting of the members to be held on Saturday, 28<sup>th</sup> day of September, 2019 at 10.00 am at Plot No. 42, D.No- 54-28/3-5, Opposite: Gurudwara, Behind OBC Bank, Gurunanak Colony, Vijayawada – 520008 and at any adjourned meeting thereof.

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

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

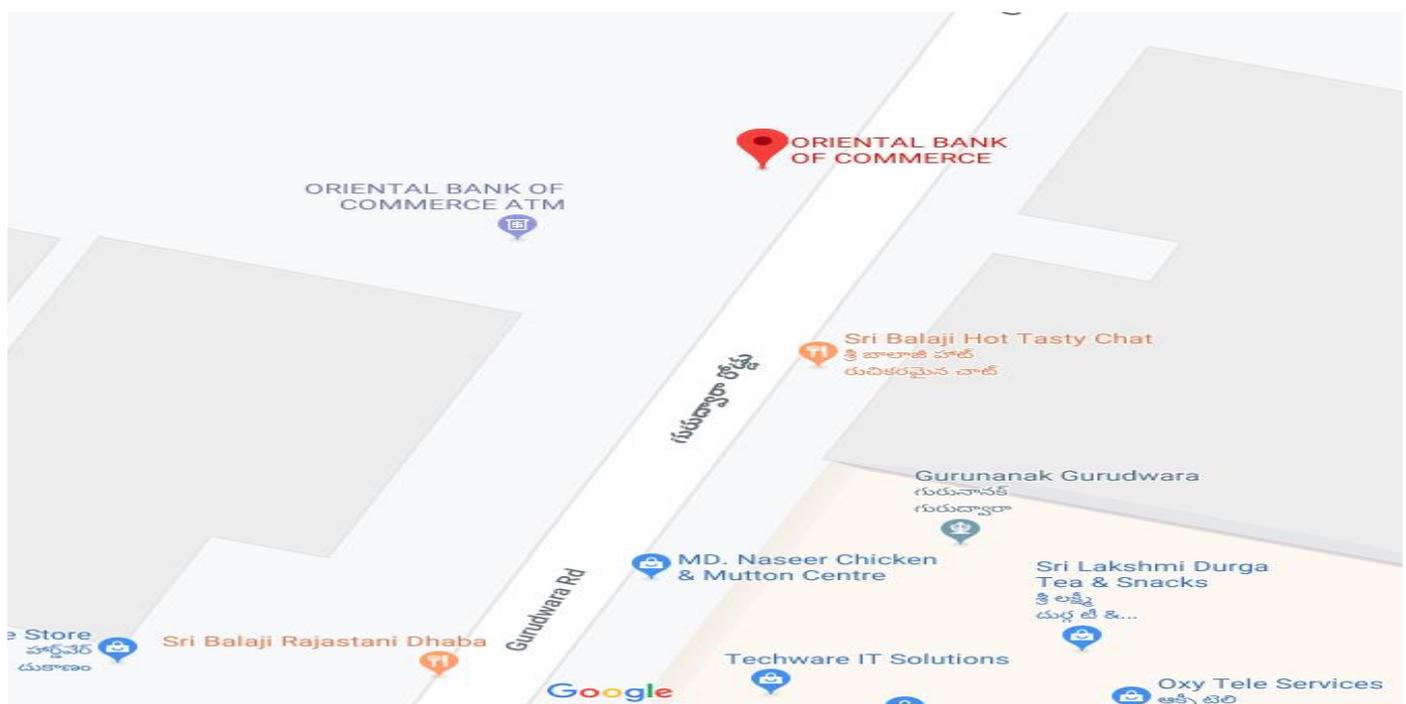
Folio No./ Client ID \_\_\_\_\_

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

## Note:

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

## ROUTE MAP FOR AGM





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**COURIER  
Annual Report**

**If Undelivered, please return to:**

**TITAN INTECH LIMITED**

**(Formerly known as INDOVATION TECHNOLOGIES LTD)**

**Plot No. 42, D.No: 54-28/3-5,**

**Opposite: Gurudwara, Behind OBC Bank**

**Gurunanak Colony**

**Vijayawada – 520008**