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Annual Report
1999-2000

T & I GLOBAL LIMITED

CORPORATE PROFILE**BOARD OF DIRECTORS**

Sri Sajjan Bagaria	<i>Executive Chairman</i>
Sri Vineet Bagaria	<i>Managing Director</i>
Sri Vijay Bagaria	<i>Director</i>
Sri Ravi Choudhary	<i>Director</i>
Sri Dipak Pahwa	<i>Director</i>
Sri K.K. Nanda	<i>Executive Director (Marketing)</i>

COMPANY SECRETARY

Sri A.K. Sahoo

AUDITORS

Tiwari & Company
107/1, Park Street,
Calcutta 700016

PRINCIPAL BANKER

State Bank of India
Commercial Branch
24, Park Street,
Calcutta - 700016

INVESTORS CELL

Secretarial Dept.
T & I Global Limited
19, R.N. Mukherjee Road,
Calcutta - 700001

REGISTERED OFFICE

19, R.N. Mukherjee Road, Calcutta - 700001
Ph. : (91-33) 248 2223/2224/8189/7426
Fax : (91-33) 248 4142
Telex : 21 2466 TIND IN
Cable : **TRADINDUS**

BRANCH OFFICES

E-18, Sidco Industrial Estate,
Kurichi Post, Coimbatore - 641 021
Ph.: 872529, 873520, 872862
Fax : 91-422-873974
23 Dwijendra Lal Roy Sarani,
Mahananda Para, Siliguri 734 401
Ph: (91-0353) 434805
Fax : (91-0353) 432190

PLANTATION OFFICE

Village Brahmapur
(Near Changrabandha Town)
P.O. : Padomati 735 305
Dist. : Jalpaiguri, West Bengal
Ph. : (03584) 53363

FACTORY

Karatoa, P.O. Mohanvita
Dist. : Jalpaiguri, West Bengal

MEMBERSHIPS

Engineering Export Promotion Council
Tea Research Association
Tea Association of India

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Tenth Annual General Meeting of the Members of T & I Global Limited will be held at 'Bengal National Chamber of Commerce & Industry', 23, R. N. Mukherjee Road, Calcutta - 700 001 on Saturday the 23rd day of September, 2000 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt Reports of the Auditors and Directors and the Audited Accounts of the Company for the year ended 31st March, 2000.
- 2) To appoint a Director in place of Sri Vijay Bagaria who retires by rotation and, being eligible, offers himself for reappointment.
- 3) To appoint Auditors and fix their remuneration. In this connection, to consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution.

"RESOLVED that M/s. Tiwari & Co. Chartered Accountants, be and are hereby reappointed as the Auditors of the Company to hold such office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be decided by the Board."

SPECIAL BUSINESS

- 4) To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED that the Company hereby approve the increase in Salary payable to Sri Vineet Bagaria, Managing Director of the Company (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment) increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2000, for the remainder of the tenure of his contracts."
- 5) To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED that the Company hereby approve the reappointment of Sri Kalyan Kumar Nanda, Executive Director - Marketing for a period of another 5 years from 1st October, 2000.
"RESOLVED further that, the Company hereby approve the increase in Salary payable to Sri Kalyan Kumar Nanda, Executive Director - Marketing of the Company (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment) increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2000, for the remainder of the tenure of his contracts."
- 6) To consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:
"RESOLVED that pursuant to the provisions of Section 31 and all other applicable provisions of the Companies Act, 1956 the following new Article 60A be inserted after Article 60.
'60A' Notwithstanding anything contained in any other clause or clauses of the Articles of Association of the Company, a holder or joint holders of shares or debentures, may nominate, in accordance with the provisions of Section 109A of the Companies Act, 1956 and in the manner prescribed thereunder, a person to whom all the rights in the shares or debentures of the Company, shall vest in the event of death of such holder(s). Any nomination so made shall be dealt with by the Company in accordance with the provisions of Section 109B of the Companies Act, 1956.
- 7) To consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:
"RESOLVED that pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the following Article be inserted and added by 60B after the existing Article 60A:
(i) (a) "Depositories Act, 1996" shall include any statutory modifications or re-enactment thereof.
(b) "beneficial owner" shall mean the beneficial owner as defined in Clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.
(c) "Depository" shall mean a Depository as defined under Clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996.
(d) "SEBI" means the Securities & Exchange Board of India.
(e) "Security" means such security as may be specified by SEBI from time-to-time.

Dematerialisation of Securities

- ii) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

Option for Investors

- iii) Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can, at any time, opt out of a depository, if permitted by the Law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue the beneficial owner the required Certificates of Securities.

If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

Securities in Depositories to be in fungible form

- iv) All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

Rights of Depositories and Beneficial Owners

- v) (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be

the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

Service of Documents.

- (vi) Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

Transfer of Securities

- (vii) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

Allotment of Securities dealt with a depository

- (viii) Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

Distinctive Number of Securities held in a Depository

- (ix) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

Register and Index of Beneficial Owners

- (x) The Register and Index of beneficial owners maintained by a depository under Depositories Act, 1996, shall be deemed to be the Registered and Index of Members and Security holders for the purposes of these Articles.
- 8) To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution: "RESOLVED that pursuant to the provisions of Section 31 and all other applicable provisions of the Companies Act, 1956 the following new Article 24A be inserted after Article 24.
- 24A Notwithstanding anything contained in these Articles and in consonance with Sections 77A and 77B of the Companies Act, 1956, the Board of Directors may buy back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions and subject to such approvals, as may be permitted by the law.
- 9) To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution: "RESOLVED that subject to the provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities Contracts (Regulation) Act, 1956 and the rules framed there under, Listing Agreements, and all other applicable laws, rules, regulations and guidelines and subject to such approvals permissions, sanction as may be necessary and subject to such conditions & modifications as may be prescribed or imposed by any authority, while granting such approvals, permissions, and sanctions which the Board of Directors of the Company (hereinafter referred to as "the Board") be and is hereby authorised to agree to if acceptable to the Board the consent of the Company be and is hereby accorded to the Board to get the Equity Shares of the Company de-listed from The Stock Exchange, Ahmedabad, The Delhi Stock Exchange Association Ltd., Delhi."

Place : Calcutta
Dated : 25th July, 2000

By order of the Board of Directors
A.K.Sahoo
Company Secretary

NOTES

- 1) The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business is annexed hereto.
- 2) **A member entitled to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on a Poll on his behalf. A proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than Forty Eight Hours before the commencement of this Annual General Meeting.**
- 3) The Register of members and share transfer Books of the Company will be closed from 14th September 2000 to 23rd September, 2000 (both days inclusive).
- 4) Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to Keep the information ready.
- 5) Members are requested to produce the enclosed Attendance Slip at the entrance of the Hall and bring their copies of Annual Reports to the Meeting.
- 6) Members are requested to notify any change in their address immediately quoting their folio no.(s) to the Company's Investor Cell.
- 7) Members can now avail the facility of nomination in respect of shares held by them pursuant to the amendment in the Companies Act, 1956. The prescribed Form (Form 2B) is being sent with the Notice. Members desiring to avail this facility, may send their nomination form duly filled in, to the Company's Investor Cell by quoting their respective Folio Numbers.
- 8) In terms of notification no. SMDRP/POLICY/CIR-23/2000 dated 29th May, 2000 of the Securities Exchange Board of India (SEBI), shareholders may kindly make a note that trading in Equity Shares of the Company are under compulsory dematerialisation form with effect from 27/11/2000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No : 4

Mr. Vineet Bagaria had been appointed as Managing Director to which members consented their approval at the Eighth Annual General meeting of the member held on 25th September'98. It is now proposed to increase his salary with effect from 1st April 2000. The Board of Directors in their meeting held on 14th June, 2000 has enhanced the Salary of Sri Vineet Bagaria From Rs.16,000 to Rs.20,500 P.M. (With proportionate increase in the value of the benefits related salary) for the remainder of the tenure of his contracts.

The Resolution for the remuneration payable to the Managing Director should be sanctioned by the General meeting and hence the Resolution as set out in item No.4 of the Notice is commended for your acceptance.

This may be treated as an abstract of the revision of term of appointment Under Section 302 of the Companies Act, 1956.

Sri Vineet Bagaria is concerned or interested in the Resolution in item no.4 of the notice.

Item No : 5

Mr. Kalyan Kumar Nanda had been appointed as Executive Director (Marketing) to which members consented their approval of the Sixth Annual General Meeting held on 14th September, 1996 upto 30th September, 2000. It is now proposed to reappoint him with effect from 1st October, 2000 for a further period of 5 years.

The Board of Directors in their meeting held on 14th June, 2000 has enhanced the Salary of Sri Kalyan Kumar Nanda From Rs.15,500 to Rs.18,000 P.M. (With proportionate increase in the value of the benefits related salary) for the remainder of the tenure of his contracts.

The Resolution for the reappointment & remuneration payable to the Executive Director (Marketing) should be sanctioned at the General meeting and hence the Resolution as set out in item No. 5 of the Notice is commended for your acceptance.

This may be treated as an abstract of the revision of term of appointment Under Section 302 of the Companies Act, 1956.

Sri Kalyan Kumar Nanda is concerned or interested in the Resolution in item no. 5 of the notice.

Item No : 6

The Companies (Amendment) Act, 1999 has inter-alia, made a provision through Sections 109A and 109B whereby, a holder or joint holders of shares or debentures of the Company can nominate a person to whom all the rights in the Shares/Debentures of a Company shall vest in the event of death of such holder(s). Where a nomination has been made in the prescribed manner by the Shareholder(s) or Debentureholder(s), the nominee shall, on the death of the Shareholder(s)/Debentureholder(s), as the case may be, be entitled to all rights, in the Shares or Debentures of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.

It is, therefore, proposed to insert new Article 60A in the Articles of Association of the Company to give effect to the said provisions as detailed in the Special Resolution.

Item No : 7

With the Depositories Act, 1996, coming into force, investors at their option are now enabled to hold and transact in securities in dematerialised form through a depository. It is, therefore, necessary to alter the Articles of Association of the Company so that they conform to the amended provisions of Companies Act, 1956 and Depositories Act, 1996.

Item No : 8

Pursuant to new Sections 77A, 77AA and 77B introduced vide the Companies [Amendment] Act, 1999, effective October 31, 1998, it is now permissible for the Companies to buy-back their own shares, involving a financial outlay of upto 25% of the paid up capital and free reserves per year, provided such buy-back in any financial year should not exceed 25% of the total paid up capital in that financial year.

While your Company has no immediate plans for buy-back of own shares in the near future, the resolution at item no. 7 is being proposed for the limited purpose of bringing the Articles of Association of the Company in line with the amended provisions of the Companies Act, 1956 so that, if and when, the Company decides to buy-back of shares at a future date, the lack of an enabling provision in the Article of Association does not become an impediment to such a decision.

Item No : 9

Equity Shares of your Company are presently listed on the following four Stock Exchanges in India.

- | | |
|---|--|
| i) The Calcutta Stock Exchange Association Limited, Calcutta. | ii) The Stock Exchange, Mumbai |
| iii) The Stock Exchange, Ahmedabad | iv) The Delhi Stock Exchange Association Limited, Delhi. |

With the extensive networking, specially of The Stock Exchange, Mumbai (BSE) and the extension of the BSE terminals to other cities as well, investors have access to on-line dealings in the Company's shares across the country. It has been observed that trading volumes and liquidity of shares in Stock Exchange at Delhi and Ahmedabad has been almost nil. The listing fees paid for Delhi and Ahmedabad Stock Exchanges do not have any cost benefit for the listing facilities. Considering these circumstances your directors have considered it desirable to get the shares delisted from these two stock exchanges. Your Directors believe that such de-listing shall not in any way affect the interest of the shareholders of the Company. In line with SEBI regulations, listing agreement, etc. members approval is being sought by a special resolution for voluntary de-listing of its securities from the said Stock Exchanges. Directors recommend to accept these resolution for the interest of the Company.

Place : Calcutta

Dated : 25th July, 2000.

By order of the Board of Directors

A.K. Sahoo

Company Secretary

DIRECTORS' REPORT

Your Directors have pleasure in presenting their Tenth Annual Report on the business and operations of the Company for the year ended 31st March, 2000.

Financial Results

	1999-2000 (Rs. in Lacs)	1998-99 (Rs.in Lacs)
Sale	999.92	1,596.53
Profit before Interest and Depreciation	114.10	280.05
Interest	22.77	20.18
Profit before Depreciation	91.33	259.87
Depreciation	49.99	41.33
Provision for Taxation	1.00	13.00
Profit after Taxation	40.34	205.20

PERFORMANCE REVIEW

You would have noticed from the above figures that the performance of your company has suffered a setback compared to the previous year mainly because of sudden drop of Export Sales. Export sales is amounting to Rs. 530.76 lacs as against the previous year of Rs. 1184.42 lacs, where as sales of tea produced in our own factory amounting Rs. 450 lacs comparing to previous year of Rs. 330 lacs.

Your Company has received Trophy for Highest Export performance in the Food processing Machinery Group from Export Engineering Promotion Council, Eastern Region & a National Award for Export Excellence for the year 1998-99.

DIVIDEND

Your Directors are not recommending any Dividend for the year considering the performance for the year 99-00 and have thought it fit to retain for the on going plantation activities.

FUTURE PROSPECTS

Compared to the previous year, the new financial year has started off very well. We already have confirmed orders for approximately Rs. 10 Crores in hand. For the first time we are doing direct export to Vietnam, where we have bagged a very prestigious order for the renovation of two tea factories. We have also bagged an order from Unilever for their two tea factories, one each in Kenya & Tanzania. The Unilever order is for their Best Operations Practices factories (BOP line).

In addition to the above, the company has several orders from Sri Lanka and Uganda. Another area where we have started to do well is in the dessicated coconut Industry. Our Tempest Direr has found acceptance in this industry and this augurs well for the future. In the Coconut Industry, we have supplied Driers to Sri Lanka and Samoa Islands (through New Zealand),

We hope to end this year with a substantially higher export turnover. The tea industry in India, however, is going through a bad patch which may effect the prospects of our tea manufacturing unit.

PLANTATION PROJECT

The Plantation Project continues to make steady progress. The company has also purchased land area of approx. 50 acres and completed 70 acres of plantation during the financial year. The existing plantation area has already generated a good crop of green leaf. Plantation of additional areas is continuing.

DEPOSITS

Your Company has not accepted any deposit within the meaning of section 58A of the Companies Act, 1956 and the Rules made thereunder.

DIRECTORS

In accordance with provisions of the Companies Act, 1956, and the Company's Articles of Association, Mr. Vijay Bagaria retires by rotation, and being eligible is recommended for reappointment.

Mr. Kalyan Kumar Nanda, Executive Director (Marketing), whose term expires on 30/09/2000 is recommended for reappointment for a further period of 5 years.

During the year Mr. Abhay Mishra, Executive Director (Finance), whose service has been terminated by the company on 9th February, 2000 and in consequent thereto his directorship has been vacated U/S 283(L) of the Companies Act, 1956.

AUDITORS

The Auditors of the company, M/S. Tewari & Co., retire at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment. They have confirmed their eligibility under section 224 (1-B) of the Companies Act, 1956.

AUDITORS' REPORT

Note referred to the Auditors' Report are self explanatory.

Particulars required under the companies (disclosure of particulars in the report of Board of Directors) Rules 1988

Disclosure of Particulars with Respect to Conservation of Energy :— FORM A

A. Power & Fuel Consumption	1999-2000	1998-99
1. Electricity		
Purchased Units	2,42,700	2,73,738
Total Amount	11,39,905	11,50,490
Avg. rate per unit	4.70	4.20
2. H.S.D.		
Purchase Qty. (Kg.)	1,22,604	51,225
Total Amount	15,11,985	5,23,537
Rate per Kg.	12.33	10.22
3. Furnace oil		
Qty. (Ltr.)	2,60,800	1,77,578
Total Amount	24,91,320	11,38,174
Rate per Ltr.	9.55	6.41
4. L.D.O.		
Qty. (Ltr.)	28,800	29,200
Total Amount	3,12,056	2,86,160
Rate per Ltr.	10.84	9.80

	1999-2000	1998-99
B. Consumption Per Unit of Production	(Unit /Litre/ Kg.)	
Production - Tea (Kgs.)	6,74,349	5,08,675
Electricity	0.36	0.54
H.S.D.	0.18	0.10
Furnace Oil	0.39	0.35
L.D.O.	0.04	0.06

Technology Absorption, Foreign Exchange Earning and Outgo

There is no information to submit in respect of absorption of technology.

The Company has earned foreign exchange of Rs. 6,58,46,439 and spent foreign exchange of Rs. 62,28,270 during the year.

Y2K Compliance

The Company has successfully managed the Y2K transition without any disruption.

Information Under Clause 43 of Listing Agreement

The Company's shares have been listed with Calcutta, Delhi, Mumbai, Ahmedabad Stock Exchanges. Information as required under clause 43 of listing agreement with stock Exchange is given in the Annexure 'A' forming part of this report.

Acknowledgements

The Directors place on record their appreciation of the excellent performance and hard work put in by the employees, consultants at all levels in the Company's growth and development. The Directors also convey their grateful thanks to the Government Authorities, Shareholders, Banks, Customers & Suppliers for their continued co-operation and patronage.

Date : 18th July,2000

On behalf of the Board.
Sajjan Bagaria
Executive Chairman

Annexure - 'A'

Disclosure under clause 43 of the Listing Agreement

1. Name of the Company : T&I Global Ltd.
2. a) Type of Issue : Public
- b) Date on which the issue opened : 09.01.1995
3. Financial year for which Projection vs. Actual are provided : 1999-00
- A) Projection vs. Actual Utilisation of Fund : The Fund are being utilised for the purpose for which they were raised
- B) Projected Profitability Statement vs. Actual Profitability Statement

Particulars	Projected (Rs. in Lacs)	Actual (Rs. in Lacs)
Total Income	999.09	1066.45
Profit Before Tax	44.11	41.34
Provision for Tax	7.00	1.00
Profit After Tax	37.11	40.34