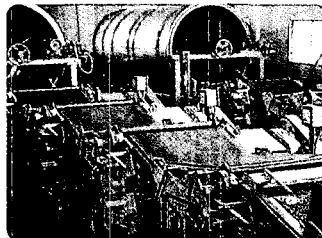




T&I Global Limited

Report  junction.com

ANNUAL REPORT 2007-2008



Manufacturer & Exporter of complete range of Tea Processing Machinery and
Producers of high quality Green Tea & CTC Tea

CORPORATE PROFILE

BOARD OF DIRECTORS

| | |
|--------------------|---|
| Sajjan Bagaria | <i>Executive Chairman</i> |
| Vineet Bagaria | <i>Managing Director</i> |
| Omprakash Bagaria | <i>Director</i> |
| D. P. Bagrodia | <i>Director</i> |
| Deepak Pahwa | <i>Director</i> |
| K. K. Nanda | <i>Executive Director</i> <i>(Marketing)</i> |
| Harish Mittal | <i>Director</i> |
| Manish Kumar Newar | <i>Director</i> |

COMPANY SECRETARY & CFO

Ravi Joshi

AUDITORS

Tiwari & Company
107/1, Park Street,
Kolkata 700 016

PRINCIPAL BANKER

State Bank of India
Commercial Branch
24, Park Street,
Kolkata 700 016

REGISTRAR & TRANSFER AGENTS

R & D Infotech Pvt. Ltd.
22/4, Nakuleshwar Bhattacharya Lane.
Kolkata 700 026

REGISTERED OFFICE

11, Jassal House
4A, Auckland Square,
Kolkata 700 017
Ph: (91 33) 3028 3626/29
Fax : (91 33) 2283 3612
Email : secretarial_tiglobal@yahoo.com

PLANTATION OFFICE & FACTORY

Mainak Hills Tea Estate
Changrabandha
Dist. : Coochbehar, West Bengal

ENGINEERING DIVISION

Benaras Road, Howrah.

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 Eighteenth Annual General Meeting of the Members of T & I Global Limited will be held at **Sujata Sadan, 7, Hazra Road, Kolkata - 700 026** on Saturday the **20th day of September, 2008** at 11.00 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, 2008.
- 2) To appoint a Director in place of Sri Debi Prasad Bagrodia who retires by rotation and, being eligible, offers himself for re-appointment.
- 3) To appoint a Director in place of Sri Harish Mittal who retires by rotation and, being eligible, offers himself for re-appointment.
- 4) To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT the re-appointment of Mr. Sajjan Bagaria as Executive Chairman of the Company for the further period of 5 (Five) years with effect from 1st August, 2008 be and is hereby approved by the Company on such remuneration as specified in the explanatory statement appended to the notice, with a liberty to the Committee / Board from time to time to alter, vary or modify and in accordance with provisions of section 198, 269, 309 and all other applicable provisions, if any, and Schedule XIII of the Companies Act, 1956.

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

"RESOLVED THAT the re-appointment of Mr. Vineet Bagaria as Managing Director of the Company for the further period of 5 (Five) years with effect from 1st August, 2008 be and is hereby approved by the Company on such remuneration as specified in the explanatory statement appended to the notice, with a liberty to the Committee / Board from time to time to alter, vary or modify and in accordance with provisions of section 198, 269, 309 and all other applicable provisions, if any, and Schedule XIII of the Companies Act, 1956.

By order of the Board of Directors

Place : Kolkata

Dated : 18th August, 2008

Ravi Joshi
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 16th September 2008 to 20th September, 2008 (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) All unclaimed dividends for the financial year ended 31st March, 2001 will be transferred to the Investor Education and Protection Fund in October, 2008. Members who have not encashed the dividend warrants so far for the said period are requested to make their claim directly to the Company's registered address. It may be noted that once the amounts in the unpaid dividend accounts are transferred to the Investor Education and Protection Fund, no claim shall lie against the Fund or the Company in respect thereof and the Members would lose their right to claim such dividend.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**ITEM NO. : 5**

The Board of Directors has re-appointed Mr. Sajjan Bagaria as Executive Chairman of the Company for the period from 1st August, 2008 to 31st July, 2013.

The terms of re-appointment and remuneration including minimum remuneration payable to Mr. Sajjan Bagaria as approved by the Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 18th August, 2008 are as under:

i) PERIOD : 5 Years from 1st August, 2008

ii) SALARY : Basic Rs. 40,000/- per month.

iii) PERQUISITES & ALLOWANCES :

In addition to the salary payable, the Executive Chairman shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession for the Executive Chairman and their family, club fees, personal accident insurance and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board of Directors and Executive Chairman, such perquisites and allowances will be subject to a maximum of 100% of the annual salary of the Executive Chairman.

iv) PROVIDENT FUND, SUPERANNUATION / ANNUITY FUND:

Company's contribution to Provident Fund and Superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

v) MINIMUM REMUNERATION:

Notwithstanding anything herein, where in any financial year during the currency of the tenure of the Executive Chairman, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the requisite approvals being obtained.

The terms and conditions of the Executive Chairman's re-appointment may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 1956 or any amendments made hereafter in this regard.

In compliance with the provisions of the Companies Act, 1956, the terms of remuneration specified above are now being placed before the members in Annual General Meeting for their approval. The Board recommends the Resolution for acceptance by the members.

This may be treated as an abstract of the revision of term of re-appointment under section 302 of the Companies Act, 1956.

None of the Directors of the Company other than Mr. Sajjan Bagaria is concerned or interested in the aforesaid appointment.

ITEM NO. : 6

The Board of Directors has re-appointed Sri Vineet Bagaria as Managing Director of the Company for the period from 1st August, 2008 to 31st July, 2013.

The terms of re-appointment and remuneration including minimum remuneration payable to Sri Vineet Bagaria as approved by the Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 18th August, 2008 are as under:

- i) PERIOD : 5 Years from 1st August, 2008
- ii) SALARY : Basic Rs. 50,000/- per month.
- iii) PERQUISITES & ALLOWANCES :

In addition to the salary payable, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession for the Managing Director and their family, club fees, personal accident insurance and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board of Directors and Managing Director, such perquisites and allowances will be subject to a maximum of 100% of the annual salary of the Managing Director.

- iv) PROVIDENT FUND, SUPERANNUATION / ANNUITY FUND :

Company's contribution to Provident Fund and Superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

- v) MINIMUM REMUNERATION :

Notwithstanding anything herein, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the requisite approvals being obtained.

The terms and conditions of the Managing Director's re-appointment may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 1956 or any amendments made hereafter in this regard.

In compliance with the provisions of the Companies Act, 1956, the terms of remuneration specified above are now being placed before the members in Annual General Meeting for their approval. The Board recommends the Resolution for acceptance by the members.

This may be treated as an abstract of the revision of term of re-appointment under section 302 of the Companies Act, 1956.

None of the Directors of the Company other than Mr. Vineet Bagaria is concerned or interested in the aforesaid appointment.

(ANNEXURE TO NOTICE DATED AUGUST 18, 2008)
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING
(PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)

| Name of the Director | Mr. Sajjan Bagaria | Mr. Vineet Bagaria | Mr. Debi Prasad Bagrodia | Mr. Harish Mittal |
|---|---|--|---|--|
| Date of Birth | August 07, 1947 | June 28, 1969 | May 1, 1940 | April 1, 1964 |
| Date of Appointment on the Board | February 4, 1991 | June 5, 1994 | October 27, 2003 | January 31, 2007 |
| Qualifications | Graduate in Business Management | Graduate | Graduate | Master in Business Administration |
| Expertise | He is associated with Tea Industry for last 35 years and has led the group to become a market leader in manufacture of tea processing machinery | He is Associated with Tea Industry for last 15 years. He has extensive experience in the fabrication of processing machinery. He helps the company to improve the quality of machines and efficient management of the production units of the company. | Vast & extensive experience of over 30 years in tea industry. | Vast & extensive experience in diversified industry & specialisation in cloth manufacturing. |
| Directorships held in other public companies (excluding foreign companies). | T & I Projects Ltd. | Arvind Press Caps Ltd. | Nil | Camellia Clothing Ltd. |
| Memberships /Chairmanships of committees across public companies. | Member Audit Committee : T & I Projects Ltd. | Nil | Nil | Nil |
| Shareholding of Non-Executive Directors. | Not Applicable | Not Applicable | Nil | Nil |
| Relationship between Directors inter-se. | Promoter and Father of Sri Vineet Bagaria. | Promoter and Son of Sri Sajjan Bagaria | Nil | Nil |

DIRECTORS' REPORT AND MANAGEMENT DISCUSSIONS AND ANALYSIS

Your Directors have pleasure in presenting their Eighteenth Annual Report on the business and operations of the Company, together with the audited financial accounts of the Company for the year ended 31st March, 2008.

FINANCIAL RESULTS

| | 2007-08 (Rs. in Lacs) | 2006-07 (Rs. in Lacs) |
|---|--------------------------|--------------------------|
| Sales | 1,944.17 | 1,704.75 |
| Profit before Interest and Depreciation | 170.00 | 97.90 |
| Interest | 80.70 | 44.26 |
| Profit before Depreciation | 89.30 | 53.64 |
| Depreciation | 53.35 | 31.65 |
| Profit before Taxation | 35.95 | 21.99 |
| Profit after Taxation | 8.47 | 3.73 |
| Balance Brought Forward | 263.55 | 259.82 |
| Balance Carried forward to Balance Sheet | 272.03 | 263.55 |

PERFORMANCE REVIEW

Your Company's turnover is increased to Rs. 1944.17 Lac compared to Rs. 1704.75 Lac in previous year. The Profit before tax has increased to Rs 35.95 Lac compared to 21.99 Lac in previous year. The overall improvement in Tea industry has resulted into the better performance of the Company during the year under review.

AWARDS AND CERTIFICATES

Your Company has again received Export Excellence Award from Export Engineering Promotion Council, Eastern Region.

DIVIDEND

Your Directors are not recommending any dividend for the year and have thought it fit to retain profits as a small sacrifice in the interest of larger gains and long-term benefits.

FUTURE PROSPECTS**TEA DIVISION**

Your Company's focus has always been to produce better quality tea and achieve better prices. To increase production of CTC Tea in 2008-09 withering facilities are being enhanced.

MACHINERY DIVISION

The Export of Tea Machinery has increased to Rs. 11.92 Crore in the 2007-08 compared to Rs. 8.60 Crore in the previous year. However, with new markets and more efforts your Company expects to achieve even better performance in the current year. Appreciation of Indian Rupee and increase in input, interest cost is a cause for concern and may adversely impact our profitability.

PLANTATION PROJECT

The plantation project is progressing well. The yield per Hectar is expected to rise in the current year.

TEA FACTORY

The Company has produced 544562 Kgs of Tea during the year 2007-08 and is expected to produce 7,00,000 Kgs. of Tea during the current year.

DEPOSITS

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

DIRECTORS

In accordance with provisions of the Companies Act, 1956, and the Company's Articles of Association, Mr. Debi Prasad Bagrodia and Mr. Harish Mittal retires by rotation, and being eligible is recommended for reappointment.

AUDITORS

The Auditors of the company M/s. Tiwari & Co. retires 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

Notes 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
PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY FORM 'A'**

| A. Power & Fuel Consumption | 2007-08 | 2006-07 |
|--|----------------|----------------|
| 1. Electricity | | |
| Purchase Units | 407448 | 145416 |
| Total Amount | 2147164 | 786863 |
| Avg. Rate per Unit. | 5.26 | 5.41 |
| 2. H.S.D. | | |
| Purchase Qty. (Ltr.) | 16240 | 7749 |
| Total Amount | 540010 | 256733 |
| Rate per Ltr. | 33.25 | 33.13 |

3. Coal

| | | |
|----------------------|---------|---------|
| Purchase Qty. (Kgs.) | 437870 | 356715 |
| Total Amount | 1568878 | 1084894 |
| Rate per Kgs. | 3.58 | 3.04 |

A. Consumption per unit of Production.

| | | |
|-------------------------|--------|--------|
| Production - Tea (Kgs.) | 544562 | 340379 |
| Electricity | 0.75 | 0.43 |
| H.S.D. | 0.03 | 0.02 |
| Coal | 0.80 | 1.04 |

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. 11,19,84,933/- and spent foreign exchange of Rs. 37,91,463/- during the year.

PERSONNEL

The particulars of employees pursuant to Section 217(2A) of the Companies Act, 1956 and the rules made there under are not applicable to your Company.

CORPORATE GOVERNANCE

Your Company is committed to good Corporate Governance. A detailed Report appears in the Annexure to the Directors Report.

DISCLOSURE REGARDING MANAGERIAL REMUNERATION FOR THE YEAR ENDED 31ST MARCH, 2008

Mr. Sajjan Bagaria, Executive Chairman received a remuneration and perquisites of Rs. 7,36,498/-.

Mr. Vineet Bagaria, Managing Director received a remuneration and perquisites of Rs. 6,24,813/-.

Mr. Kalyan Kumar Nanda, Executive Director (Marketing) received a remuneration and perquisites of Rs. 4,73,923/-.

Non-executive Directors are not paid any remuneration. No sitting fees are paid to any Director.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors state:

- (i) That in the preparation of the annual accounts, the applicable standards have been followed;
- (ii) That your Director's have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (iii) That your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;