



T & I Global Ltd

Annual Report 2008-2009

ANNUAL REPORT



Complete range of Tea Processing Machinery, 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>
Debi Prasad Bagrodia	<i>Director</i>
Deepak Pahwa	<i>Director</i>
Kalyan Kumar Nanda	<i>Executive Director (Marketing)</i>
Harish Mittal	<i>Director</i>
Manish Kumar Newar	<i>Director</i>

### 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](mailto:secretarial_tiglobal@yahoo.com)

### PLANTATION OFFICE & FACTORY

Mainak Hills Tea Estate  
Changrabandha - 735301  
Dist: Coochbehar, West Bengal

### AUDITORS

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

### ENGINEERING DIVISION

Benaras Road, Howrah.  
West Bengal - 711 101

### PRINCIPAL BANKERS

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

### MEMBERSHIPS

Engineering Export Promotion Council  
Tea Research Association  
Tea Association of India  
Indian Tea Planters Association

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of T & I Global Limited will be held at **'Sujata Sadan, 7, Hazra Road, Kolkata - 700 026** on Wednesday the **23<sup>rd</sup> day of September, 2009** 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, 2009.
- 2) To appoint a Director in place of Sri Manish Kumar Newar who retires by rotation and, being eligible, offers himself for re-appointment.
- 3) To appoint a Director in place of Sri Omprakash Bagaria 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 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 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 authorized 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 Calcutta Stock Exchange Association Ltd., Kolkata; Ahmedabad Stock Exchange Limited, Ahmedabad; The Delhi Stock Exchange Association Ltd., Delhi."

Place : Kolkata  
Dated : 17<sup>th</sup> August, 2009

For and on behalf of the Board,  
**Sajjan Bagaria**  
Executive Chairman

## 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 17<sup>th</sup> September 2009 to 23<sup>rd</sup> September, 2009 (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.

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

**ITEM NO. : 5**

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

- i) Bombay Stock Exchange Limited
- ii) The Delhi Stock Exchange Association Ltd.
- iii) Ahmedabad Stock Exchange Limited
- iv) The Calcutta Stock Exchange Association Ltd.

With the extensive networking specially of the Bombay Stock Exchange Limited (BSE) and the extension of the BSE terminals to other cities as well, investors have access to on-line dealing in the Company's shares across the country. It has been observed that trading volumes and liquidity of shares in Stock Exchanges at Delhi, Ahmedabad and Kolkata has been almost nil. The listing fees paid for Delhi, Ahmedabad and Kolkata 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 de-listed from these three 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 recommended to accept these resolution for the interest of the Company.

None of the Directors of the Company is interested in the above resolution.

## (ANNEXURE TO NOTICE DATED AUGUST 17, 2009)

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	Manish Kumar Newar	Om Prakash Bagaria
Age	40 Years	69 Years
Date of Appointment on the Board	January 31, 2007	November 30, 2004
Qualifications	Graduate in Commerce	Honours graduate in Business Management.
Expertise	More than 15 years experience in tea industry.	He is associated with Tea Industry for last 40 years. He has been associated in modern and technologically advanced machineries and has led the group to become a market leader in manufacture and trading of Tea Processing Machineries.
Directorships held in other public companies (excluding foreign companies)	1. Arvind Press Caps Ltd. 2. Sambhaw Finance and Trading Company Ltd. 3. Nilkanth Engineering Ltd. 4. Kool Kidz Products Ltd	Nil
Memberships /Chairmanships of committees across public companies	Nil	Nil
Shareholding of Non-Executive Directors	Nil	Nil
Relationship between Directors inter-se	Nil	Nil

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## DIRECTORS' REPORT AND MANAGEMENT DISCUSSIONS AND ANALYSIS

To,

The Shareholders,

Your Directors have pleasure in presenting their Nineteenth 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, 2009.

### FINANCIAL RESULTS

	2008-09 (Rs. in Lacs)	2007-08 (Rs. in Lacs)
Sales	2,831.42	1,944.17
<b>Profit before Interest and Depreciation</b>	<b>187.13</b>	<b>170.00</b>
Interest	52.64	80.70
<b>Profit before Depreciation</b>	<b>134.49</b>	<b>89.30</b>
Depreciation	53.05	53.36
<b>Profit before Taxation</b>	<b>81.44</b>	<b>35.95</b>
<b>Profit after Taxation</b>	<b>52.27</b>	<b>8.47</b>
<b>Balance Brought Forward</b>	<b>272.02</b>	<b>263.55</b>
<b>Balance Carried forward to Balance Sheet</b>	<b>324.30</b>	<b>272.02</b>

### PERFORMANCE REVIEW

Your Company's turnover has increased to Rs. 2831.42 Lacs compared to Rs. 1944.17 Lacs in previous year. The Profit before tax has increased to Rs 81.44 Lacs from Rs.35.95 Lacs in previous year. The overall improvement in Tea industry has resulted in 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 teas and achieve better prices. To increase production of CTC Tea in 2009-10 withering and other facilities are being enhanced at the factory. The plantation continues to make continuous progress. The Company expects to produce about 8 Lac Kgs. of tea this year against approx. 7 Lac Kgs. last year.

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## MACHINERY DIVISION

The Export of Tea Machinery has significantly increased to Rs. 15.98 Crore in the 2008-09 compared to Rs. 11.92 Crore in the previous year.

Apart from Export Sales the Company has also developed the Domestic market for sale of its Tea Machinery. The domestic sale of Tea Machinery has increased to 6.27 Crore compared to 3.64 Crore in the previous year. Increased production and cost reduction are the main priorities of the Company to make it more profitable.

## 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. Manish Kumar Newar and Mr. Om Prakash Bagaria retire by rotation, and being eligible are 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

(Disclosures of particulars in the report of Board of Directors) RULES, 1988

### FORM - 'A'

#### PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

	2008-09	2007-08
<b>A. Power &amp; Fuel Consumption</b>		
1. Electricity		
Purchased Units	598270	407448
Total Amount	2729978	2147164
Avg. rate per unit	4.56	5.26
2. H.S.D.		
Purchase Qty. (Ltr.)	54020	16240
Total Amount	2063023	540010
Rate per Ltr.	38.19	33.25



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	2008-09	2007-08
<b>3. Coal</b>		
Purchase Qty. (Kgs.)	<b>439091</b>	437870
Total Amount	<b>1646587</b>	1568878
Rate per Kgs.	<b>3.75</b>	3.58
<b>B. Consumption Per unit of Production (Unit / Litre / Kg.)</b>		
Production – Tea (Kgs.)	<b>688893</b>	544562
Electricity	<b>0.86</b>	0.75
H.S.D.	<b>0.08</b>	0.03
Coal	<b>0.64</b>	0.80

## FORM - 'B'

### 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. 17,16,27,373/- and spent foreign exchange of Rs. 41,30,053/- during the year.

### PARTICULARS OF EMPLOYEES U/S. 217(2A)

No employee has drawn salary more than the prescribed limit as such the particulars of employees pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 (as amended) 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 31<sup>ST</sup> MARCH, 2009

Mr. Sajjan Bagaria, Executive Chairman received a remuneration and perquisites of Rs.9,69,600/-

Mr. Vineet Bagaria, Managing Director received a remuneration and perquisites of Rs. 9,25,100/-

Mr. Kalyan Kumar Nanda, Executive Director (Marketing) received a remuneration and perquisites of Rs. 5,33,484/-

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

### DIRECTOR 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 Directors' 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,

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- (iii) that your Directors have taken proper and sufficient care to the best of their knowledge and ability 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,
- (iv) that your Directors have prepared the annual accounts on a going concern basis.

### **HUMAN RESOURCES**

Human Resources are a vital resources in giving the Company a competitive edge in the current business environment. The management recognizes that it is only through motivated and committed employees that the Company will achieve its aims. Hence, the Company endeavours to take care of the welfare and betterment of the employees. Total no. of employees in the Company was 672 as on 31<sup>st</sup> March, 2009 as against 658 on 31<sup>st</sup> March, 2008.

### **INTERNAL CONTROL SYSTEM**

The Company has an internal audit and risk management department, managed by qualified and competent personnel, and adequate internal control systems, which safeguard assets from possible losses and unauthorized use, and ensure the transactions being authorised, recorded and reported properly.

### **CAUTIONARY STATEMENT**

This Report contains forward-looking statement that involves risks and uncertainties. Actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statement. Important factors that would make a difference the Company's operations include raw material prices, changes in government regulations, tax regimes, economic developments within the country.

### **LISTING AGREEMENTS**

The Company's shares are listed on Calcutta, Mumbai, Delhi and Ahmedabad Stock Exchange. The delisting procedure is going on for Calcutta, Delhi and Ahmedabad Stock Exchanges.

### **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.

Place : Kolkata

Dated : 17<sup>th</sup> August, 2009

For and on behalf of the Board,

**Sajjan Bagaria**  
Executive Chairman