

Annual Report

2011-2012



T & I Global Ltd.

11, Jassal House, 4A Auckland Square, Kolkata 700 017

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>
Harish Mittal	<i>Director</i>
Manish Kumar Newar	<i>Director</i>
Kalyan Kumar Nanda	<i>Executive Director (Marketing)</i>

AUDITORS

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

PRINCIPAL BANKERS

Standard Chartered Bank
19, N. S. Road, Kolkata 700 001

REGISTRAR & TRANSFER AGENTS

R & D Infotech Pvt. Ltd.

1st Floor, 7A, Beltala Road,
Kolkata- 700 026
Ph: (033) 2419 2641 Fax: (033) 2476 1657
Email : rd.infotech@vsnl.net
rd.infotech@yahoo.com
Website : www.rdinfotech.org

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
Website: www.tiglobal.com

PLANTATION OFFICE & FACTORY

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

ENGINEERING DIVISION

44A, Benaras Road, Howrah.
West Bengal - 711 101

MEMBERSHIPS

Engineering Export Promotion Council
Tea Research Association
Indian Tea Planters Association

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Second 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 29th day of September, 2012 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, 2012.
- 2) To declare dividend.
- 3) To reappoint Sri Deepak Krishnan Pahwa and Harish Mittal who retires by rotation and, being eligible, offers themselves for re-appointment.
- 4) To appoint Auditors and to 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 re-appointed 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

- 5) To consider and, if thought fit, to pass the following Resolution as Special 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 2013 be and 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 special 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 2013 be and 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.

Place : Kolkata
Dated : 30th August, 2012

By Order of the Board of Directors
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 23rd September 2012 to 29th September, 2012 (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) Pursuant to Section 205A(5) of the Companies Act, 1956 the unpaid dividends that are due for transfer to the Investor Education and protection Fund are as follows:

Dividend no.	Date of Declaration	For the year ended	Due for Transfer on
2	28/9/2010	31/03/2010	03/11/2017
3	23/09/2011	31/03/2011	28/10/2018

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company / its Registrar, for obtaining payments thereof atleast 20 days before they are due for transfer to the said fund.

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, 2013 to 31st July, 2018.

The terms of re-appointment and remuneration including minimum remuneration payable to Mr. Sajjan Bagaria as provided by the Remuneration Committee and the Board of Directors of the company at their respective meeting held on 30th August 2012 are as under

- i) **PERIOD** : **5 Years from 1st August, 2013**
- ii) **SALARY** : **Basic Rs. 100000/- per month.**
- ii) **PERQUISITES & ALLOWANCES**

In addition to the salary payable, Mr. Sajjan Bagaria, 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 himself and his 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 Mr. Sajjan Bagaria, such perquisites and allowances will be subject to a maximum of 100% of his annual salary.

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 remaining tenure of Mr. Sajjan Bagaria, the Whole-time 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 Executive Chairman re-appointment may be varied, altered, increased, enhanced or widened from time to time by the Board as it may be deemed fit, within the maximum amounts payable in accordance with 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 Mr. Vineet Bagaria as Managing Director Of the company for the period from 1st August, 2013 to 31st July, 2018.

The terms of re-appointment and remuneration including minimum remuneration payable to Mr. Vineet Bagaria as provided by the Remuneration Committee and the Board of Directors of the company at their respective meeting held on 30th August 2012. are as under:

- i) **PERIOD** : **5 Years from 1st August, 2013**
- ii) **SALARY** : **Basic Rs. 150000/- per month.**
- ii) **PERQUISITES & ALLOWANCES**

In addition to the salary payable Mr. Vineet Bagaria, 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 himself and his 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 Mr. Vineet Bagaria, such perquisites and allowances will be subject to a maximum of 100% of his annual salary.

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 remaining tenure of Mr. Vineet Bagaria, 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 appointment may be varied, altered, increased, enhanced or widened from time to time by the Board as it may be deem fit, within the maximum amounts payable in accordance with 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 28, 2012)**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	Deepak Pahwa	Harish Mittal
Date of Birth	August 07, 1947	June 28, 1969	July 8, 1947	April 1, 1964
Date of Appointment on the Board	February 4, 1991	June 5, 1994	July 5, 1994	January 31, 2007
Qualifications	Graduate in Business Management	Graduate	Graduate	Master in Business Administration
Expertise	He is associated with Tea Industry for last 40 years and led the group to become a market leader in manufacture of tea processing machinery	He is Associated with Tea industry for last 20 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	He has vast & extensive experience of 38 years in Engineering Industry, India and abroad	Vast & extensive experience in diversified industry & specialization in cloth manufacturing
Directorships held in other public companies (excluding foreign companies)	T & I Project Limited	Arvind Press Caps Ltd.	HINDUSTAN TIN WORKS LIMITED	CAMELLIA CLOTHING LIMITED
Memberships/ Chairmanships of committees across public companies	1	Nil	2	2
Shareholding of Non-Executive Directors	Not Applicable	Not Applicable	Not Applicable	Not Applicable
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

To,

The Shareholders,

Your Directors have pleasure in presenting their Twenty-Second 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, 2012.

FINANCIAL RESULTS

Particulars	2011-12 (₹ in Lacs)	2010-11 (₹ in Lacs)
Sales	5884.66	4918.35
Profit before Interest and Depreciation	247.86	228.16
Interest	12.48	6.62
Profit before Depreciation	235.38	221.52
Depreciation	60.87	59.22
Profit before Taxation	174.51	162.32
Profit after Taxation	96.66	102.98
Balance Brought Forward	426.92	371.21
Surplus available for Appropriation	523.58	474.19
APPROPRIATION :		
Proposed Dividend	25.33	40.54
Tax on Proposed Dividend	4.11	6.72
Balance Carried forward to Balance Sheet	494.14	426.92

PERFORMANCE REVIEW

Your Company's turnover has increased to Rs.5884.66 Lac compared to Rs. 4918.35 Lac in previous year. The Profit before tax has increased to Rs.174.51 Lac compared to 162.32 Lac 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 once again received Export Excellence Award from Export Engineering Promotion Council, Eastern Region.

DIVIDEND

Your Directors have pleasure in recommending a dividend of Rs.0.50 per Equity Share on 50,67,700 Equity shares of Rs. 10 each for the Financial year ended 31/03/2012..

FUTURE PROSPECTS

TEA DIVISION

Your Company's focus has always been to produce better quality of tea and achieve better prices. The production capacity has been expanded to manufacture more CTC and Green Tea. The plantation continues to make continuous progress. The Company expects to produce about 10 Lac Kgs. of tea this year.

MACHINERY DIVISION

The Export of Tea Machinery has significantly increased to Rs. 38.09 crore in the 2011-12 compared to Rs. 33.28 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 12.75 crore compared to 9.69 crore in the previous 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. Deepak Pahwa and Mr. Harish Mittal retire by rotation, and being eligible are recommended for re-appointment.

AUDITORS

The Auditors of the company M/s. Tiwari & Co. retires at the forthcoming Annual General Meeting and being eligible, offers themselves for re-appointment. They have confirmed their eligibility under section 224(1-B) of the Companies Act, 1956.

Place : Kolkata

Dated : 30th August, 2012

For and on behalf of the Board,
Sajjan Bagaria Executive Chairman
Vineet Bagaria Managing Director

Annexure to the Director' Report

Disclosures of particulars with respect to Conservation of energy

A. Power & Fuel Consumption

SR. No.	PARTICULARS	2011-2012	2010-2011
1	ELECTRICITY PURCHASED UNITS TOTALAMOUNT AVG. RATE PER UNIT	609923 units 4823911 7.91	624872 units Rs. 4155864 Rs. 6.65
2	H.S.D. PURCHASED LITERS TOTALAMOUNT AVG. RATE PER LITERS	39436 Ltrs. 1727960 43.81	44901 Ltrs. Rs. 1794264 Rs. 39.96
3	COAL PURCHASED KILOGRAM TOTALAMOUNT AVG. RATE PER KGS.	739700 Kgs. 5770414 7.80	594275 Kgs. Rs. 3060979 Rs. 5.15

B. Consumption Per unit of Production (Unit / Liter / Kg.)

	2011-2012	2010-2011
Production – Tea (Kgs.)	749209	647409
Electricity	0.81	0.96
H.S.D.	0.05	0.07
Coal	0.99	0.92

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. 406.54 lacs and spent foreign exchange of Rs. 388.83 lacs 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 31ST MARCH, 2012

Mr. Sajjan Bagaria, Executive Chairman received a remuneration and perquisites of Rs. 16.30 lacs

Mr. Vineet Bagaria, Managing Director received a remuneration and perquisites of Rs. 14.97 lacs

Mr. Kalyan Kumar Nanda, Executive Director (Marketing) received a remuneration and perquisites of Rs 7.07 lacs

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