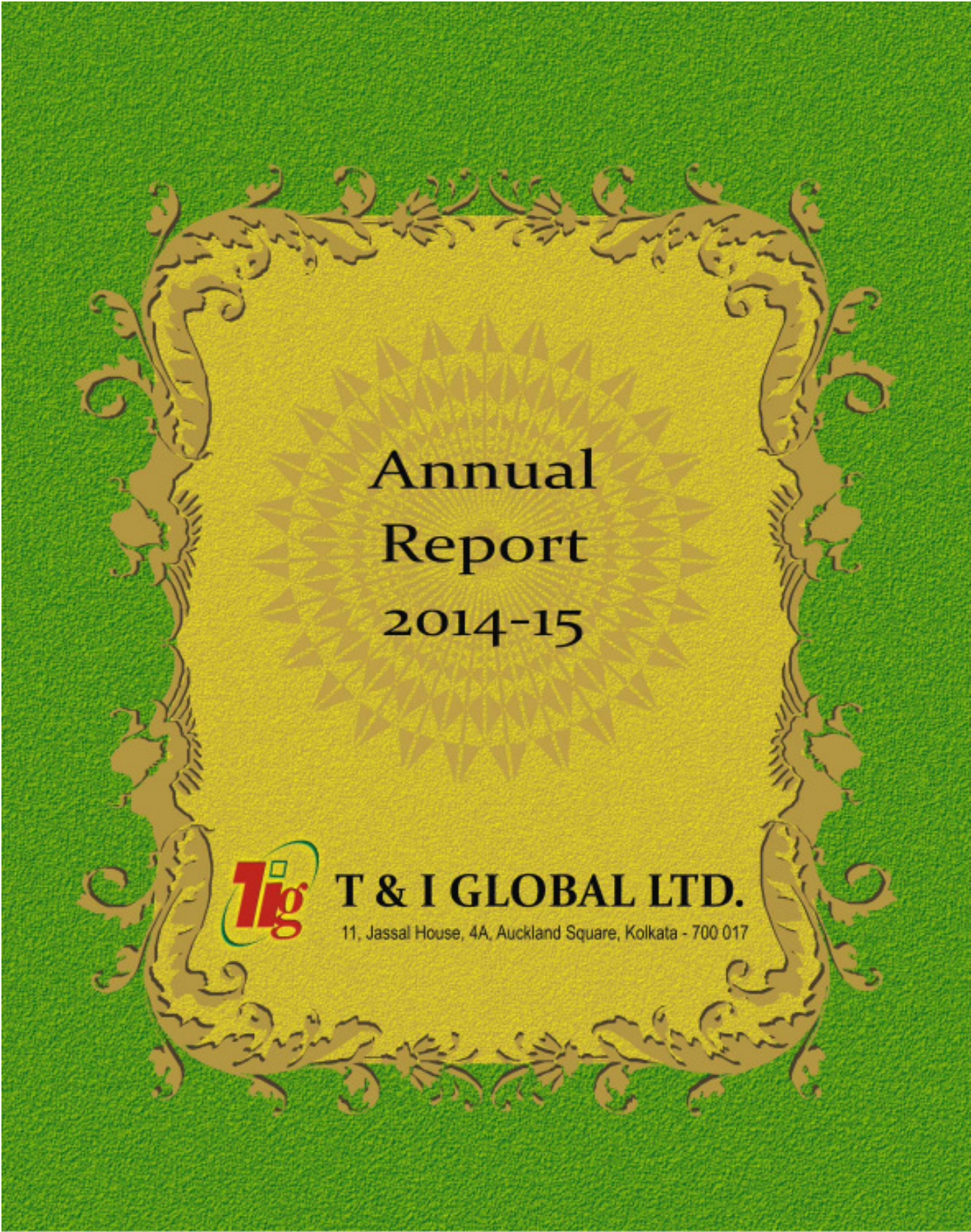


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The cover features a green textured background with a central yellow rectangular area. This yellow area is framed by an ornate, golden-brown border with intricate floral and scrollwork patterns. Inside the yellow area, there is a faint, golden sunburst or starburst pattern behind the main title text.

# Annual Report 2014-15



**T & I GLOBAL LTD.**

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

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## CORPORATE PROFILE

### T & I GLOBAL LTD.

CIN: L29130WB1991PLC050797

#### BOARD OF DIRECTORS

Sajjan Bagaria	Executive Chairman
Vineet Bagaria	Managing Director
Viraj Bagaria	Director
Debi Prasad Bagrodia	Director
Harish Mittal	Director
Manish Kumar Newar	Director
Shikha Bagaria	Director

#### CFO

Vishnu Baheti (CFO)

#### NOMINATION & REMUNERATION COMMITTEE

Debi Prasad Bagrodia	Chairman
Manish Kumar Newar	Member
Harish Mittal	Member

#### STAKEHOLDER GRIEVANCE COMMITTEE

Debi Prasad Bagrodia	Chairman
Manish Kumar Newar	Member
Harish Mittal	Member

#### PLANTATION OFFICE & FACTORY

Mainak Hills Tea Estate

Changrabandha-735301

Dist: Coochbehar, West Bengal

#### PRINCIPAL BANKERS

Standard Chartered Bank

19, N.S. Road,

Kolkata - 700 001.

HSBC Bank Ltd. Hongcong House

31, B.B.D. Bag

Kolkata- 700001

#### REGISTRAR & TRANSFER AGENTS

R & D Infotech Pvt. Ltd.

1st Floor, 7A, Beltala Road,

Kolkata - 700 026

Ph: (033) 24192641. Fax: (033) 24192642

Email: rd.infotech@vsnl.net, investors@rdinfotech.in

Website : www.rdinfotech.org

#### COST AUDITOR

**N.K. Ghosh & Associates**

10/1, Chakraberia Road (South)

Flat- 4B Bhowanipore

Kolkata- 700025

(Firm Registration No. 102058)

#### REGISTERED OFFICE

11, Jassal House

4A, Auckland Square,

Kolkata 700 017

Ph: (91 33) 22833613/14

Fax: (91 33) 22833612

Email: secretarial\_tiglobal@yahoo.com

Website: www.tiglobal.com

#### AUDIT COMMITTEE

Debi Prasad Bagrodia	Chairman
Manish Kumar Newar	Member
Harish Mittal	Member

#### AUDITORS

Tiwari & Company

107/1, Park Street,

Kolkata - 700 016

#### ENGINEERING DIVISION

44A, Benaras Road, Howrah,

West Bengal - 711 101

#### MEMBERSHIPS

Federation of India Export Organisation

Tea Research Association

Indian Tea Planters Association

#### SECRETARIAL AUDITOR

**Smita Sharma & Associates**

Fortuna Tower, 23A, N.S. Road

Room No. 12A, 5th Floor

Kolkata - 700001

#### INTERNAL AUDITOR

**RINKU GUPTA & ASSOCIATES**

Mercantile Building

9/12, Lal Bazar Street, 3rd Floor

Block-E, Room No.7A,

Kolkata-700001

#### Company's Shares listed on:

1. Bombay stock Exchange Ltd
2. Calcutta Stock Exchange Ltd
3. Ahmedabad Stock Exchange Ltd.

## NOTICE OF ANNUAL GENERAL MEETING

To The Members of

T & I Global Ltd.

Notice is hereby given that the Twenty-Fifth Annual General Meeting of the Members of T & I Global Limited will be held at `Nazrul mancha, Rathtala, Belghoria, Kolkata - 700 058 on Saturday the 26th day of September, 2015 at 11.00 A.M. to transact the following business:

### ORDINARY BUSINESS

1. **To receive, consider and adopt Audited Financial statements of the company for the Financial Year ended 31st March 2015.**

"**RESOLVED** that the Statement of Profit and Loss for the year ended on 31st March 2015, the balance sheet as on date and annexure thereto, the Cash Flow statement for the year ended on 31st March, 2015, the Report of Auditors and Directors thereon be and hereby received and adopted."

2. **To declare dividend for the year ended on 31st March 2015, and to pass the following Resolution as an Ordinary resolution:**

"**RESOLVED** that pursuant to the recommendation of the Director, Five Percent Dividend be and hereby declared and that the same be paid to those Members whose names appear on the Company's Register of Members as on 14th Day of August 2015."

3. **To reappoint Ms. Shikha Bagaria, who retires by rotation and, being eligible, offers herself for re- appointment.**

"**RESOLVED** that Ms. Shikha Bagaria (DIN: 01020139) who retires by rotation from Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 be and is hereby re-appointed as Director of the company."

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 pursuant to the Provisions of Section 139 of the Companies Act, 2013, 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 with or without any modification(s), the following resolution as a Special resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 188 and Rule 15(3) of Companies Rules 2014 and all other applicable provisions, if any of the Companies Act, 2013 ( "the Act") and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into contracts and /or arrangement with the related party as defined under the Act for Purchase/sale of goods, arranging interest bearing discounting of the supplier and buyers from its one associated Company T & I Projects Ltd. upto maximum limit of Rs.50 Crores (gross value of Transactions) in a financial year in the manner as detailed in the Explanatory Statement enclosed. M/s T & I Projects Ltd., an associated company in which Managing director is a director.



6. **To consider and if thought fit, to pass with or without any modifications, the following resolution as a Special resolution**

**"RESOLVED THAT** in pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company to be taken by way of Special Resolution to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs 50 Crores (Rupees Fifty Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

By order of the Board of Directors  
For T & I Global Limited  
Sajjan Bagaria  
Executive Chairman  
(DIN: 074501)

Place: Kolkata  
Dated: 14th August, 2015

## NOTES

- 1) The Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013, 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. A Person can act as proxy on behalf of the members not exceeding fifty and holding aggregate not more than ten percent of the total share capital of the company carrying voting rights.
- 3) The Register of Members and Share Transfer Books of the Company will be closed from 21st September 2015 to 26th September, 2015 (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 124(5) of the Act and other applicable provisions, if any, of the Companies Act, 2013 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
1	28/9/2010	31/03/2010	03/11/2017
2	23/09/2011	31/03/2011	28/10/2018
3	29/09/2012	31/03/2012	04/11/2019
4	27/09/2013	31/03/2013	03/11/2020
5	26/09/2014	31/03/2014	02/11/2021

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

8. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The Annual Report of the Company is also available on the website of the Company [www.tiglobal.com](http://www.tiglobal.com)
9. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with TSRDPL/Depositories.
10. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

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

**Voting through electronic means**

- I. 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 Clause 35B of the Listing Agreement, 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 National Securities Depository Limited (NSDL).
- II. 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.
- III. 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.
- IV. The remote e-voting period commences on 23rd September, 2015 (9:00 am) and ends on 25th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

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- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "T & I Global Ltd".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sharmasmitacs@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
 

<b><u>EVEN (Remote e-voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD/PIN</u></b>
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  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
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- XIII. Ms. Smita Sharma, Practicing Company Secretary in whole time practice (Membership No. ACS 17757), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.tiglobal.com](http://www.tiglobal.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

#### Other Instructions:

- i. The e-voting period commences on Wednesday, 23rd September 2015, (9.00 a.m.) and ends on Friday September 25, 2015 (5.00 p.m). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 19th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 19th Day of September, 2015.
- iii. Ms. Smita Sharma, Practicing Company Secretary in whole time practice (Membership No. ACS 17757), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the E-voting period, unblock the votes in the presence of at least two 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
- v. The results declared along with the Scrutinizer's Report shall be placed on the website of the company [www.tiglobal.com](http://www.tiglobal.com) two days of the passing of the resolutions at the Twenty fifth AGM of the Company on September 29, 2015 and communicated to the BSE Limited, where the shares of the Company are listed.

By order of the Board of Directors

For T & I Global Limited

**Sajjan Bagaria**

**Executive Chairman**

(DIN: 074501)

Place: Kolkata

Dated: 14th August, 2015



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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 5**

M/s T & I Projects Ltd. an associate company in which Sri Vineet Bagaria is director and relative of Vineet Bagaria, and Sajjan Bagaria is Managing Director (Sri Sangeet Bagaria ) of the T & I Projects Ltd, the said associate company is supplier of the Machinery in which our company does trading activity. The company regularly supplies goods at reasonable market price. Your Board of directors recommends to purchase or sale the goods with the said associate company for maximum amount of Rs. 50 crore in Financial Year 2015-16.

Except Sri Vineet Bagaria and Sri Sajjan Bagaria none of the directors and Key managerial personnel of the company and their relatives are concerned or interested with the resolution set out in the Item no. 5

### **ITEM NO. 6**

The Board of Directors of the Company (hereinafter referred to as " the Board") for borrowing any sum or sums of monies from time to time for the purpose of the Company's business on such terms and conditions and with or without security from any bank, financial institutions or any other lending institutions, firms, bodies corporate or persons, of India or otherwise from the foreign parties/entities subject to the provisions of the FDI and/or FEMA, as may be considered appropriate and suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), would not exceed the aggregate of the Rs. 50, 00,00,000/- (Rupees Fifty Crore Only) in any financial year."

## **Management Discussion and analysis**

### **HUMAN RESOURCES**

The Human Resources are 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 endeavors to take care of the welfare and betterment of the employees. Total number of employees in the Company was 799 on 31st March, 2015 as against 753 on 31st March, 2014.

### **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 authorized, 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, and economic developments within the country.

### **LISTING AGREEMENTS**

The Company's shares are listed on Calcutta, Bombay and Ahmedabad Stock Exchange. The Annual listing fee in respect of Bombay stock exchange has been paid and the listing fees of other stock exchanges are still pending.

### **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

Date: 14th August 2014

For and on behalf of the Board

SAJJAN BAGARIA

EXECUTIVE CHAIRMAN

(DIN: 074501)