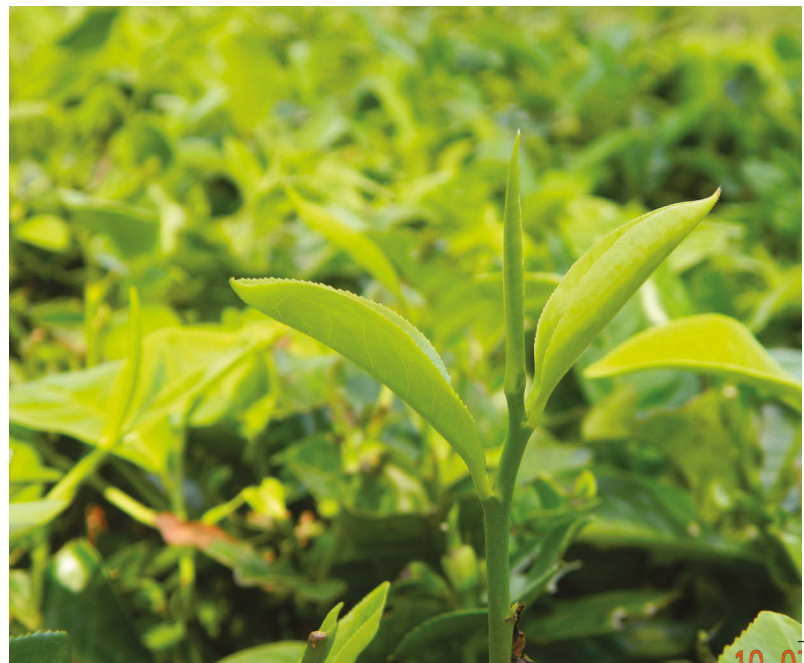




T & I GLOBAL LTD.



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vineet Bagaria	<i>Managing Director</i>
Mr. Sajjan Bagaria	<i>Wholetime Director</i>
Mr. Viraj Bagaria	<i>Wholetime Director</i>
Mr. Harish Kumar Mittal	<i>Director</i>
Mr. Manish Kumar Newar	<i>Director</i>
Mr. Debi Prasad Bagrodia	<i>Director</i>
Ms. Shikha Bagaria	<i>Director</i>
Mr. Sangeet Bagaria	<i>Director</i>
Mr. Navendu Mathur	<i>Director</i>
Mr. Ashish Tibrawalla	<i>Additional Director</i>

KEY MANAGERIAL PERSONNEL

Mr. Sajjan Bagaria	<i>Whole Time Director</i>
Mr. Vineet Bagaria	<i>Managing Director</i>
Mr. Viraj Bagaria	<i>Wholetime Director</i>
Mr. Vishnu Baheti	<i>Chief Financial Officer (CFO)</i>
Mr. Sourav Banerjee	<i>Company Secretary</i>

BOARD COMMITTEE :

AUDIT COMMITTEE

Mr. Manish Kumar Newar	<i>Chairman</i>
Mr. Navendu Mathur	
Mr. Harish Kumar Mittal	
Mr. Debi Prasad Bagrodia	

NOMINATION AND REMUNERATION COMMITTEE

Mr. Manish Kumar Newar	<i>Chairman</i>
Mr. Harish Kumar Mittal	
Mr. Debi Prasad Bagrodia	

STAKEHOLDERS

RELATIONSHIP COMMITTEE

Mr. Navendu Mathur	<i>Chairman</i>
Mr. Harish Kumar Mittal	
Mr. Manish Kumar Newar	

AUDITORS

D. Mitra & Company
107/1, Park Street,
Kolkata-700 016

BANKERS

Standard Chartered Bank
HSBC Bank Ltd.

INTERNAL AUDITOR

Mr. Srijit Choudhary
50, C.G. Road, Kolkata – 700040

SHARE TRANSFER AGENT

R & D Infotech Pvt. Ltd
1st Floor, 7A, Beltala Road, Kolkata-700026
Ph: (033) 24192641.
Fax (033) 24192642
Email: rd.infotech@vsnl.net
investors@rdinfotech.in
Website: www.rdinfotech.org

REGISTERED OFFICE

11, Jassal House
4A, Auckland Square,, Kolkata 700 017
Ph: (033) 22833613/14
Fax: (033) 22833612
Email: secretarial_tiglobal@yahoo.com
Website: www.tiglobal.com



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T & I GLOBAL LTD.

Regd. Office: 11, Jassal House 4A, Auckland Square, Kolkata 700 017

Phone: (033) 22833613/14 • E-mail: secretarial_tiglobal@yahoo.com • Website: www.tiglobal.com

CIN: L29130WB1991PLC050797

Notice

To the shareholders,

Notice is hereby given that the 28th Annual General Meeting of the members of “**T & I Global LTD.**” will be held on Saturday, the 22nd day of September, 2018 at 11:00 A.M at Blind School, 643 D.H. Road, Kolkata - 700034 to transact the following business :

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018 and the reports of the Board of Directors’ and Auditors’ thereon, and in this regard, pass the following resolution as **Ordinary Resolutions :**

“RESOLVED THAT the audited Financial Statement of the company for the Financial Year ended 31st March 2018 and the Report of Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted”

2. To declare a dividend on Equity Shares for the Financial Year ended 31st March 2018 and in this regard, pass the following resolution as **Ordinary Resolution :**

“RESOLVED THAT a dividend at Rupees Fifty paise per Equity share of Rs. 10/- (Rupees ten) each fully paid up of the company be and is hereby declared for the Financial Year ended 31st March, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the Financial Year ended 31st March 2018”.

3. To appoint a director in place of Mr. Navendu Mathur (DIN: 00669934), who retires by rotation and, being eligible, offers himself for re-appointment, in this regard, pass the following resolution as **Ordinary Resolution :**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Navendu Mathur (DIN: 00669934), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. To appoint Auditors and fix their remuneration, and to pass, with or without modification, the following resolution as an Ordinary Resolution :

“Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made there under the appointment of M/s D. Mitra & Company, Chartered Accountants (Firm Registration No. 328904E), be and are hereby ratified as Statutory Auditors of the Company for a term of 3 [Three] years to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting (AGM) to be held in the calendar year 2021, subject to ratification by the Members at every AGM, at such remuneration plus GST, reasonable out-of-pocket expenses etc., as may be recommended by the Audit Committee, in consultation with the aforesaid auditors.”

SPECIAL BUSINESS :

ITEM No. 5.

To appoint Mr. Ashish Tibrawalla (DIN: 00059344), who was appointed as Additional director by the Board of Directors, retires at this Annual general Meeting and, being eligible, offers himself for re-appointment, in this regard, pass the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ashish Tibrawalla (DIN: 00059344), who retires at this Annual general Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

ITEM No. 6.

APPROVAL OF RE-APPOINTMENT OF MR. VINEET BAGARIA (DIN: 00100416) AS MANAGING DIRECTOR AND FIXATION OF HIS REMUNERATION THEREOF

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution.

“RESOLVED THAT, subject to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, the Company hereby accords the approval to the appointment and remuneration of Mr. Vineet Bagaria, (DIN: 00100416), as Managing Director(MD) of the Company for a period of 5 (Five) years with effect from 1st day of September 2018 on the terms and conditions including remuneration / emoluments as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the tenure of Mr. Vineet Bagaria, (DIN: 00100416), the Company incurs a loss or its profits are inadequate, and unless the remuneration herein above is approved by the Central Government, the remuneration payable to the said MD by way of salary, including performance incentive, commission, perquisites and any other allowances shall be governed and be subject to the ceilings provided under Section II of Part II (A) of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

ITEM No. 7.

APPROVAL OF RE-APPOINTMENT OF MR. SAJJAN BAGARIA (DIN: 00074501) AS WHOLE TIME DIRECTOR (WTD) AND FIXATION OF HIS REMUNERATION THEREOF

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution.

“RESOLVED THAT, subject to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, the Company hereby accords the approval to the appointment and remuneration of Mr. Sajjan Bagaria, (DIN: 00074501), as Whole Time Director (WTD) of the Company for a period of 5 (Five) years with effect from 1st day of September 2018 on the terms and conditions including remuneration / emoluments as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the tenure of Mr. Sajjan Bagaria, (DIN: 00074501), the Company incurs a loss or its profits are inadequate, and unless the remuneration herein above is approved by the Central Government, the remuneration payable to the said WTD by way of salary, including performance incentive, commission, perquisites and any other allowances shall be governed and be subject to the ceilings provided under Section II of Part II (A) of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

ITEM No. 8.**APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution.

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), and subject to the recommendation of the Audit Committee and the approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded to arrangements/transactions (including transfer of resource, service or obligation) hereinto entered or to be entered into by the Company for Financial Year 2018-19 of a value not exceeding a limit of Rs. 100 Crores with related party as per details as set out under item no. 8 of the Statement annexed to this Notice.”

“RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or a Committee thereof, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties and severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

By order of the board of Directors
For **T & I Global Ltd.**

Sd/-

Sajjan Bagaria
Executive Chairman
(DIN : 00074501)

Place: Kolkata

Dated: 13th August, 2018

NOTES :

1. A statement pursuant to section 102 (1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. A statement pursuant to section 102 of the companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Regulations”) of the persons seeking re-appointment/appointment as Directors are provided in Annexure to this Notice.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting and duly completed and signed.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rules 19 of the Companies (Management & Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint single persons as proxy and such persons cannot act as a proxy for any other member.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

5. The Register of Members and Share Transfer Books of the Company will be closed from 17th September 2018 to 22nd September, 2018 (both days inclusive).
6. Members desiring any information as regards accounts are requested to intimate the Company at least seven days before the meeting to enable the Management to keep the information required readily available at the meeting.
7. 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. Please note that Annual Report copies shall not be available/ distributed at the AGM Hall.
8. Members are requested to intimate any change of address and/ or bank mandate to the Company's Registrar & Share Transfer Agent M/s R & D Infotech Pvt. Ltd. 1st Floor, 7A, Beltala Road, Kolkata – 700 026.
9. 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 to transfer to the Investor Education Protection Fund are as follows :

Dividend No.	Date of Declaration	For the year ended	Due for transfer on
1	23/09/2011	31/03/2011	28/10/2018
2	29/09/2012	31/03/2012	04/11/2019
3	27/09/2013	31/03/2013	03/11/2020
4	26/09/2014	31/03/2014	02/11/2021
5	26/09/2015	31/03/2015	02/11/2022
6	24/09/2016	31/03/2016	31/10/2023
7	23/09/2017	31/03/2017	28/10/2024

10. As part of our green initiative, the electronic copies of this Annual Report including the Notice of the 28th AGM are sent to all members whose email address are registered with the Company/ Depository Participants(s). For members who have not registered their email address, physical copies of this Annual Report including the Notice of the 28th AGM are being sent by permitted mode. The Annual Report of the company is also available on the website of the company www.tiglobal.com
11. Members are requested to update their e-mail address to rd.infotech@vsnl.net or secretarial_tiglobal@yahoo.com to do so to support the 'Green Initiative' in the Corporate Governance.
12. Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its members the facility to exercise their right to vote at the 28th Annual General Meeting by electronic means. The business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The Company had signed an agreement with NSDL for e-voting facility.

The instruction for e-voting is as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(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 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>; Click on Shareholder - Login.
 - iii. Put user ID and password as 'Initial Password' / PIN noted in step (i) above. Click 'Login'.
 - iv. Password change menu will appear. Change the Password / PIN with new password of your choice with

minimum 8 digits/ characters or combination thereof. Note your new password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential

- v. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- vi. Select EVEN of T & I GLOBAL LTD.
- vii. Now you are ready for e-voting as 'Cast Vote' page opens.
- viii. Cast your vote by selecting appropriate option and click on Submit and also Confirm when prompted.
- ix. Upon confirmation, the message Vote cast successfully will be displayed.
- x. Once you have voted on a Resolution, you will not be allowed to modify your vote.
- xi. 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 Participant(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Admission Slip for the EGM: EVEN (E Voting Event Number) USER ID PASSWORD / PIN
- (ii) Please follow all steps from Sl. No. (ii) To (xi) above, to cast your vote electronically.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

If you are already registered with NSDL for e-voting then you can use your existing user ID and Password / PIN for casting your vote.

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).

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
2. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password / PIN for casting your vote.
3. 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).
4. The e-voting period commences on Wednesday, September 19, 2018 (10:00 a.m.) and ends on Friday, September 21, 2018 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 14, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast, the member(s) shall not be allowed to change it subsequently.
5. The voting rights of the member shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e., 14 September 2018.
6. Mrs. Smita Sharma, of M/s. Smita sharma & Associates, Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes cast in the presence of at least 2 (two) witnesses not in the employment of the Company and prepare a Scrutinizer's Report forthwith to the Chairman of the Company.

7. The Results shall be declared on or after the date of the AGM. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tiglobal.com within 2 (two) working days of passing of the Resolutions at the AGM of the Company and communicated to BSE Limited.

**Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
(Pursuant to regulation 36(3) of the SEBI Listing Regulations)**

Name of the Director	Navendu Mathur	Vineet Bagaria	Sajjan Bagaria	Ashish Tibriwalla
Date of Birth	15/01/1958	June 28, 1969	August 07, 1947	19/09/1994
Nationality	Indian	Indian		Indian
Date of Appointment on the Board	03/10/2016	June 5, 1994	February 4, 1991	24/10/1968
Qualifications	Graduates	Graduates	Graduate in Business Management	Graduates
Expertise	Having more than 20 years experience in marketing of tea processing machinery	He is Associated with Tea industry for last 25 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 is associated with Tea Industry for last 40 years and led the group to become a market leader in manufacture of tea processing machinery	Having more than 25 years experience in marketing
Number of Shares Held in the Company	NIL	223111	303310	NIL
List of Directorship held in other Companies	NIL	2	Nil	1
Member/Chairman of the Committees of the Board of Companies in which he/she is a director	1	3	Nil	3
Relationship between Directors inter-se		Promoter and son of Sri Sajjan Bagaria	Promoter and Father of Sri Vineet Bagaria	N.A

Note : Directorships/ Committee memberships exclude Alternate directorships and directorship in private/ foreign companies and companies incorporated under section 8 of the Companies Act. 2013.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Mr. Ashish Tibrawalla (DIN: 00059344) was appointed as an Additional (Independent) Director of the Company with effect from 20th November 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Ashish Tibrawalla holds office up to the date of this Annual General Meeting and is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of a Director. Mr. Ashish Tibrawalla having more than 20 Years Marketing in Agricultural Industry. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for appointment of Mr. Ashish Tibrawalla as an Independent Director, liable to retire by rotation.

Except Mr. Ashish Tibrawalla, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

ITEM NO. 6

The Board of Directors of the Company ("Board"), at its meeting held on August 13,, 2018 has, subject to the approval of members, re-appointed Shri Vineet Bagaria (DIN: 00100416) as Managing Director, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from 1st September, 2018, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Shri Vineet Bagaria as Managing Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of, and remuneration payable to, Shri Vineet Bagaria are as under:

(a) Salary, Perquisites and Allowances per annum :

Particulars	(Lakhs)
Salary	30
Perquisites and Allowances	7

Shri Vineet Bagaria satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Vineet Bagaria under Section 190 of the Act.

Details of Shri Vineet Bagaria are provided in the "Annexure" to the Notice.

Shri Vineet Bagaria is interested in the resolution set out at Item No. 6 of the Notice. Sri Sajjan Bagaria, Sri viraj Bagaria and Sri Sangeet Bagaria, being related to Shri Vineet Bagaria may be deemed to be interested in the said resolution.

The other relatives of Shri Vineet Bagaria may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM NO. 7

The Board of Directors of the Company ("Board"), at its meeting held on August 13,, 2018 has, subject to the approval of members, re-appointed Shri Sajjan Bagaria (DIN: 00074501) as Whole Time Director (WTD), for a period of 5 (five) years from the expiry of his present term, i.e. with effect from 1st September, 2018, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Shri Sajjan Bagaria as WTD of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of, and remuneration payable to, Shri Sajjan Bagaria are as under:

(a) Salary, Perquisites and Allowances per annum :

Particulars	(Lakhs)
Salary	18
Perquisites and Allowances	7

Shri Sajjan Bagaria satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Sajjan Bagaria under Section 190 of the Act.