



# **TCI INDUSTRIES LIMITED**

(Formerly Transport Corporation of India Ltd.)

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## **36th Annual Report 2000 - 2001**



## BOARD OF DIRECTORS

### CHAIRMAN :

S.N. Agarwal

### DIRECTORS :

D.P. Agarwal

Mahendra Agarwal

R.K. Aggarwal

Dr. Ashok Agarwal

P.L. Poddar

Vikas Agarwal



### AUDITORS

R.S. Agarwala & Co.

Chartered Accountants

Calcutta

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### REGISTERED OFFICE

1-7-293, Mahatma Gandhi Road,  
Secunderabad - 500 003.

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**NOTICE :**

Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of the shareholders of the Company will be held on Thursday, 2<sup>nd</sup> August, 2001 at 10.30 a.m. at Lions Bhavan, 1<sup>st</sup> Floor, Lakhpat Buildings, behind Usha Kiran Complex, S.D. Road, Secunderabad - 500 003 to transact the following business.

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2001 and the Balance Sheet as on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. D.P. Agarwal who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Mahendra Agarwal who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Vikas Agarwal who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

**SPECIAL BUSINESS:**

6. To consider and if thought fit to pass with or without modification(s), the following resolution as a special resolution :

"RESOLVED that in accordance with the provisions of section 81 (1A) of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force), and the provisions of listing agreements entered into by the company with the stock exchanges where the securities of the company are listed and the prevailing guidelines of SEBI, Reserve Bank of India and such other relevant authorities in that behalf and subject to such approvals, consents, permissions and/or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors (herein after referred to as 'the Board' which term shall include any committee which the Board may constitute to exercise its powers including the powers conferred by this resolution), the consent of the company be and is hereby accorded to the Board to issue / offer, 4,06,109 warrants on preferential basis to the Promoters and their relatives and associates at a price of Rs. 170/- per warrant to be converted within 6 months from the date of allotment of warrants into one equity share of Rs. 10/- each as fully paid up at a premium of Rs. 160/- each, which when issued or allotted and subsequently converted in one or more tranches would ultimately result in an increase in the nominal value of the subscribed Equity Share Capital of the Company by an amount not exceeding Rs. 40,61,090.

RESOLVED FURTHER that the "Relevant Date" for the purpose of calculating the price of the issue shall be 04-07-2001.

RESOLVED FURTHER that the Auditors' Certificate as laid before this meeting, verifying that the proposed preferential allotment of warrants to certain identified Allottees are in accordance with SEBI Guidelines and all other compliances under the Companies Act are complete in all respect, be and is hereby noted and adopted by the members of the Company.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable or as may be incidental or ancillary and to settle all questions, doubts or issues that may arise in regard to such issue or allotment, without being required to obtain any further consent or approval of the members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution".

7. To consider, and if though fit, to pass with or without modification the following resolution as a Special Resolution.

“RESOLVED that subject to the approvals as may be necessary pursuant to the provisions of Section 372A of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorized to give corporate guarantees of an amount not exceeding Rs. 3450 lakhs in favour of State Bank of India with consortium members on behalf of Transport Corporation of India Limited and Rs. 2425 lakhs in favour of State Bank of India on behalf of Bhoruka Aluminium Limited.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to finalise the matter, method of, documents and deeds and to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary proper or desirable in connection with the said Corporate Guarantees”.

8. To consider and if though fit, to pass, with or without modifications(s), the following resolution as a Special Resolution:

“RESOLVED that subject to the provision of the Companies Act, 1956, (including any statutory modification(s) or re-enactments 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 and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by the resolution), the consent of the Company be and is hereby accorded to the Board to delist the equity shares of the Company from the Stock Exchanges at Cochin, Calcutta, Bangalore, Chennai and New Delhi”.

**By Order of the Board  
For TCI Industries Limited**

Place : Bangalore  
Date : 04<sup>th</sup> July, 2001

S.N. Agarwal  
Chairman

**Notes :**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself. A Proxy need not be a member.
2. Proxy form is enclosed which should be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the commencement of the meeting.
3. The members are requested to intimate any change in their address with pin code, if any, immediately and quote Folio number in all correspondence. They are also requested to bring their copy of Annual Report while coming to the meeting.
4. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID Numbers for easy identification of attendance at the Meeting.
5. The shares of the Company have been dematerialised with effect from 07/09/2000 (I.S.I.N No. INE 920B01019)
6. The Name of the Company has been changed from Transport Corporation of India Ltd. to T.C.I. industries Ltd. w.e.f. 29/01/99.
7. The Register of Members and Share Transfer Books will remain closed from 29<sup>th</sup> July 2001 to 31<sup>st</sup> July, 2001 (both days inclusive)
8. The members are requested to surrender their old certificates issued by the Company to M/s. Shweta Computers Limited, Devaki Chambers, 1-7-74/79, S.D. Road, Secunderabad – 500 003 (Tel. No. 40-7842109) as earlier requested by the Company to obtain their new share certificates of 4 companies including this Company.

9. The shares of the Company at present listed on following Stock Exchanges viz. Hyderabad, Mumbai, Calcutta, Delhi, Bangalore, Madras and Cochin. The Company has made payments of listing fees to all these Stock Exchanges in time.

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

**ITEM NO. 6**

The Board of Directors of your Company is of the opinion that in order to strengthen the financial position of the company by making preferential issue of warrants at Rs. 170/- each to be converted into one equity share of Rs. 10/- fully paid up at a premium of Rs. 160/- each within 6 months from the date of allotment of warrants. Preferential warrants are proposed to be issued to the Promoters and their relatives and associates as specified hereunder.

The Board recommends this resolution for your approval. The Directors may be deemed to be interested in the resolution to the extent of warrants proposed to be issued to them.

As per the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, the following information is provided :

**I) Identification of class of proposed allottees :**

406109 number of warrants to the Principal Promoters and their relatives, and associates as under :

**i) Principal Promoters**

Mr. S.N. Agarwal  
 Mr. D.P. Agarwal  
 Mr. Mahendra Agarwal

**ii) Relatives of Principal Promoters**

Mrs. Uma Agarwal  
 Dr. Ashok Agarwal  
 Ms. Avani Agarwal  
 Mrs. Manisha Agarwal  
 Mr. Ayan Agarwal  
 M/s. Ashok Kumar & Son (HUF)  
 Mrs. Pushpa Agarwal  
 Mrs. Poonam Agarwal  
 Mr. Vikas Agarwal  
 Mrs. Nirmal Agarwal  
 Ms. Sweta Agarwal  
 Mr. Ashish Agarwal  
 M/s. Anand Kumar Agarwal & Sons (HUF)  
 Mr. Ashok Kumar Agarwal-Partner, Assam Bengal Carriers  
 Mr. Vineet Agarwal  
 Mrs. Urmila Agarwal  
 Mr. Chander Agarwal  
 M/s. Dharampal & Sons (HUF)  
 Mr. Vikas Agarwal - Partner, Boruka Finance Corporation

**iii) Associates of Principal Promoters :**

Bhoruka Financial Services Ltd.,  
 Bhoruka Aluminium Ltd.,  
 TCI Bhoruka Projects Ltd.,  
 Wheels International Ltd.  
 Bhoruka Investment Ltd.,  
 Vikram Credit and Capital Services Pvt. Ltd.,  
 Bhoruka Classic Finance Pvt. Ltd.,  
 Shweta Financial Services Pvt. Ltd.,  
 Ashish Securities Pvt. Ltd.,  
 TCI Seaways Ltd.,

TCI Airways Pvt. Ltd.,  
 Boruka Finance Corporation of India Ltd.,

II) Terms of the Preferential Issue : Each warrant to be converted into one equity share of Rs. 10/- each at a premium of Rs. 160/- each per share within 6 months from the date of allotment.

III) The shareholding and consequent voting rights assuming full conversion of warrants is given below :

Category	Pre-Preferential Issue		Post Preferential Issue	
	<u>No. of Shares</u>	<u>%</u>	<u>No. of Shares</u>	<u>%</u>
Promoters	298926	54.96	705035	74.21
Public	<u>244965</u>	<u>45.04</u>	<u>244965</u>	<u>25.79</u>
Total	<u>543891</u>	<u>100.00</u>	<u>950000</u>	<u>100.00</u>

IV) Purpose of and reason for preferential issue is to augment the long-term resources of the Company.

V) No change in the Board of Directors would result as a consequence of this allotment.

VI) No Change in control of the company would result as a consequence of this allotment.

VII) An amount equivalent to at least 10% of the issue price of the warrants would become payable for the warrants before the date of their allotment.

VIII) The Shares arising out of the conversion of warrants to the promoters and their relatives and associates will be subject to the non transferability conditions as stipulated by SEBI/ Stock Exchange.

#### ITEM NO. 7

Transport Corporation of India and Boruka Aluminium Ltd., have availed loans and financial assistance from various banks and financial institutions. These being group companies, our company has to provide the corporate guarantees to such banks and financial institutions

Pursuant to the provisions of Section 372 A of the Companies Act, 1956, as amended, any such loan/guarantee beyond the limits laid therein requires approval of the members by Special resolution. Hence the resolution in item No. 7 is placed before the members for approval as a Special resolution.

None of the Directors, except Mr. D.P. Agarwal being Managing Director of Transport Corporation of India Limited, and Mr. R.K. Agarwal, Managing Director of Boruka Aluminium Limited is in any way concerned or interested in the Resolution.

#### ITEM NO. 8

Presently the Company's securities are listed at the following seven Stock Exchanges.

1. The Stock Exchange, Mumbai.
2. Cochin Stock Exchange Limited
3. Calcutta Stock Exchange Association Limited
4. Bangalore Stock Exchange Limited
5. Hyderabad Stock Exchange Limited
6. Madras Stock Exchange Limited
7. Delhi Stock Exchange Association Limited