

INDUSTRIES LIMITED

BOARD OF DIRECTORS

# TCI

# INDUSTRIES LIMITED

CHAIRMAN

MANAGING DIRECTOR



100 000 - 100 000



## 38th

## Annual Report

## 2002-2003

## 38th Annual General Meeting

**Date** : 29th August, 2003  
**Venue** : Surana Udyog Auditorium,  
 The Federation of  
 Andhra Pradesh Chambers of  
 Commerce and Industry,  
 11-6-841, Red Hills,  
 Hyderabad - 500 004.

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### BOARD OF DIRECTORS

#### CHAIRMAN

S. N. AGARWAL

#### DIRECTORS

D. P. AGARWAL

M. K. AGARWAL

R. K. AGARWAL

DR. ASHOK AGARWAL

P. L. PODDAR

VIKAS AGARWAL

#### AUDITORS

R. S. AGARWALA & CO.  
 Chartered Accountants  
 Kolkata

#### REGISTERED OFFICE

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

**TCI INDUSTRIES LIMITED****NOTICE**

Notice is hereby given that the Thirty Eighth Annual General Meeting of the members of the **TCI INDUSTRIES LIMITED** will be held on Friday the 29th August 2003 at 12:00 Noon at Surana Udyog Auditorium, The Federation of Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad - 500 004 to transact the following business.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Balance Sheet as at 31st March 2003, the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri D. P. Agarwal, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Dr. Ashok Kumar Agarwal, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Shri M. K. Agarwal, who retires by rotation and being eligible offers himself for reappointment.
5. To appoint Auditors to hold office from conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

**SPECIAL BUSINESS:**

6. To consider and, if thought fit, to pass with or without modification, the following resolution as a **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 and as may be enacted hereinafter], the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 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 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 this Resolution), consent is hereby accorded to the Board to delist the Company's Equity Shares from all or any of the following Stock Exchanges viz. The Calcutta Stock Exchange Association Ltd., at Kolkata; Cochin Stock Exchange Ltd., at Cochin; Madras Stock Exchange Ltd., at Chennai and The Delhi Stock Exchange Association Ltd., at New Delhi.

**NOTES:**

1. (A) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.  
(B) 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.
2. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956 is annexed hereto.
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 dematerialised 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 are traded in Electronic form. ISIN No. is INE 920B01019.
6. The Register of Members and Share Transfer Books will remain closed from Thursday the 29th August, 2003 to Friday the 29th August, 2003 (both days inclusive).
7. The company has appointed common R & T agent for Physical Transfers and Electronic connectivity since 1st April, 2003 as per the guidelines of SEBI. The name and address of R & T Agent is M/s. Bigshare Services Private Limited, E/2 Ansa Industrial Estate, Sakinaka Road, Sakinaka, Andheri (E), Mumbai 400 072. The members are requested to lodge their shares

**TCI INDUSTRIES LIMITED**

- for transfer, transmission, splitting, consolidation etc. directly to them.
8. These members who have not surrendered their old certificates for exchange to obtain their new share certificates of four companies including this company are requested to surrender the same at the Corporate Office Address of the Company at Mumbai.
  9. The shares of the Company are at present listed on the following stock exchanges viz. Hyderabad, Mumbai, Kolkata, Delhi, Chennai and Cochin. The Company has made payments of the listing fees to all these Stock Exchanges. The Shares of the

Company had already been delisted from the Bangalore Stock Exchange with effect from 31/08/2002. The Company is moving a special resolution in this Annual General Meeting to obtain approval of shareholders to delist from Kolkata, Delhi, Chennai and Cochin Stock Exchanges.

By order of the Board  
TCI INDUSTRIES LIMITED

Place : Mumbai  
Date : 23rd June, 2003

**VIKAS AGARWAL**  
Director

**ANNEXURE TO THE NOTICE**

Explanatory Statement annexed to the Notice of the Annual General Meeting of the Company as required under Section 173(2) of the Companies Act 1956.

The following Explanatory Statement sets out all material facts relating to Item 6 mentioned in the accompanying Notice dated 23 June 2003.

**Item No. 6**

The Company was initially listed at seven stock exchanges including BSE & Hyderabad (Hyderabad being regional stock exchange). The company has initially passed a resolution in the Thirty Sixth Annual General Meeting held on 02 August 2001 to delist the Company from all other exchanges except BSE & Hyderabad Stock Exchanges. Accordingly the Company already got delisted from Bangalore Stock Exchange with effect from 31st August, 2002. The application with other four stock exchanges is pending.

However, recently the Securities & Exchange Board of India had issued new delisting guidelines 2003 and some of the stock exchanges have intimated that the resolution should be subsequent to date of issuance of SEBI (Delisting of Shares) guidelines 2003. Accordingly the Company is required to once again approach to the members to seek their approval for delisting from Delhi, Cochin, Chennai & Kolkata Stock Exchanges. The members would not suffer any liquidity or trading problem as the shares continued to be listed with Bombay Stock Exchange, which is having nation wide terminals for trading in shares.

The trading volumes of the Company's shares on the other stock exchanges are very thin and negligible. The Cost of listing on these stock exchanges as well as the administrative costs and efforts to comply with the requirements with each of stock exchanges is very high compared to the benefit the company and its investors deriving from the listing of shares on these exchanges. Therefore, the Board of directors of the Company once again passed resolution in their meeting held on 28th May 2003 approving delisting from the four stock exchanges viz. Kolkata, Cochin, Chennai and Delhi.

The proposed delisting from the four stock exchanges viz. Kolkata, Cochin, Chennai and Delhi will not adversely affect the shareholders and investors in the region as the Company is continuing listing on BSE which is having nationwide trading terminals. Pursuant to the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003, it is now proposed to seek the Members' approval by way of Special Resolution at Item No. 6. In terms of the said guidelines, as the Company's Equity Shares shall continue to remain listed on BSE no Exit Option is required to be offered to the shareholders located in those regions.

The directors recommend passing of this resolution as it is in the interest of the Company.

None of the Directors is in any way concerned or interested in the resolution.

By order of the Board  
TCI INDUSTRIES LIMITED

Place : Mumbai  
Date : 23rd June, 2003

**VIKAS AGARWAL**  
Director

**DIRECTORS REPORT**

Dear Shareholders,

Your directors take pleasure in presenting this Thirty Eighth Annual Report and Audited Statement of Accounts for the year ended on 31st March, 2003.

**FINANCIAL RESULTS**

Financial Results	(Rs. in '000)	
	2002-2003	2001-2002
Income	10992	9658
Profit before interest and depreciation and taxation	(30097)	(1588)
Less: Interest	—	—
Depreciation (Net)	81	78
Loss before taxes	(30178)	(1667)
Add: Transfer from General Reserve	2667	—
Balance brought forward	(152013)	(150346)
Balance carried forward	(182524)	(152913)

**DIVIDEND**

In view of the reported losses, no dividend could be recommended.

**VOLUNTARY DELISTING OF SHARES**

The members have approved voluntary delisting by way of Special Resolution on 2nd August, 2001 from Stock Exchanges other than Hyderabad and Mumbai. The company has submitted necessary applications and the company's shares are since delisted from Bangalore Stock exchange and request for delisting is under process by Kolkata, Delhi, Chennai and Cochin exchanges.

Recently SEBI has come out with Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003. Some of the Stock Exchanges have replied that the required resolution should be passed subsequent to the date of issue of SEBI guidelines 2003. Therefore the company is again moving the necessary resolution in ensuing AGM for delisting from Delhi, Calcutta, Chennai and Cochin exchanges. The Company will continue listing on Mumbai and Hyderabad exchanges, Mumbai being exchange having nation wide net work and Hyderabad being the Regional Exchange. As provided in the delisting

guidelines the Company is not required to offer exit options to the shareholders since the shares would continue to be listed on BSE and Hyderabad Stock Exchanges.

**SCHEME OF ARRANGEMENT WITH SMALL SHAREHOLDERS**

The scheme as approved by the members during the Court Convened Meeting held on 14th June, 2002, has been submitted by way of petition to the Hon'ble High Court Hyderabad after completing the necessary formalities with ROC. The petition is under hearing and the matter stands part heard. The final judgment on the petition is expected any time now. The Board stands committed to implement the scheme once the petition is sanctioned by the Hon'ble High Court.

**APPOINTMENT OF SINGLE AGENCY TO HANDLE SHARE TRANSFER & REGISTRATION WORK**

Pursuant to the guidelines of Securities & Exchange Board of India (SEBI) vide their circular bearing reference No. SECO/FITTC/OM-16/2002 dt. 27.12.2002 for appointment of single agency to handle registration & share transfer work, and electronic connectivity, the Company has appointed BIGSHARE SERVICES PVT. LTD. as its Registrar & Transfer Agents with effect from 31.03.2003. The full address & contact numbers of new R & T Agent is given hereunder.

**BIGSHARE SERVICES PVT. LTD.**

E-2, Ansa Industrial Estate,  
Said-Vihar Road, Sakinaka,  
Andheri (E), Mumbai-400 072  
Tel Nos: 26560652/53 Fax No: 26525207  
E-mail: bigshare@vsnl.com  
Members are requested to note the same.

**FIXED DEPOSITS**

The Company has neither invited nor accepted/renewed deposits from the Public within the meaning of Section 58A of the Companies Act, 1956, during the year under review.

**DIRECTORS**

As per provisions of the Companies Act, 1956, Shri D. P. Agarwal, Dr. Ashok Kumar Agarwal and Shri M. K. Agarwal, shall retire by rotation at the