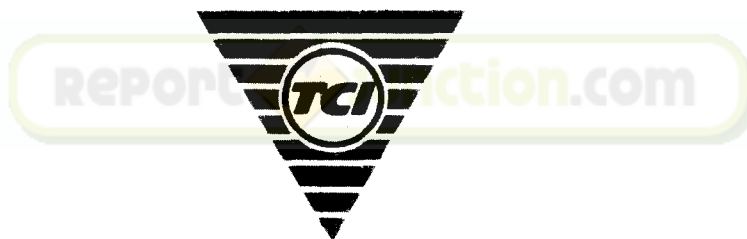


TCI

INDUSTRIES LIMITED



40th
Annual Report
2004-2005

40th Annual General Meeting

Date : 30th August, 2005

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

ASHISH AGARWAL

AUDITORS

R. S. AGARWALA & CO.
Chartered Accountants
Kolkata

REGISTERED OFFICE

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

CORPORATE OFFICE

N. A. Sawant Marg, Colaba,
Mumbai - 400 005.

TCI INDUSTRIES LIMITED**NOTICE**

Notice is hereby given that the FORTIETH Annual General Meeting of the members of the **TCI INDUSTRIES LIMITED** will be held on Tuesday the 30th August 2005 at 10.30 A.M. 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 2005, 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 Shri M. K. Agarwal, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Shri P. L. Poddar, who retires by rotation and being eligible offers himself for reappointment.
5. To appoint M/s. R. S. Agarwala & Co., Chartered Accountants, as Auditors of the Company 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 the following resolution with or without modification as Ordinary Resolution.

"RESOLVED THAT Shri Ashish Agarwal be and is hereby appointed as Director of the Company, who will be liable to retire by rotation."

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, 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 have been dematerialised (ISIN No. INE 920B01019) and presently traded in electronic form.
6. The Name of the Company has been changed from Transport Corporation of India Ltd. to TCI Industries Ltd. w.e.f. 29/01/99.
7. The Register of Members and Share Transfer Books will remain closed from Friday the 26th August 2005 to Tuesday the 30th August 2005 (both days inclusive).
8. The members are requested to note that the Company's Registrar and Share Transfer Agent is **Bigshare Services Pvt. Ltd., E/2 Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai 400 072**. The members are requested to lodge their shares for transfer, transmission, splitting, consolidation etc. directly to them.
9. **Those 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.**
10. The shares of the Company are at present listed on the Mumbai Stock Exchange (The BSE). The Company has made payments of the listing fees to Stock Exchange in time. The Shares of the Company had already been delisted from the Hyderabad, Bangalore, Cochin, Madras, Kolkata and Delhi Stock Exchanges under Voluntary Delisting Regulations of SEBI.

By order of the Board
TCI INDUSTRIES LIMITED

Place : Gurgaon
Date : 29th July, 2005

S. N. AGARWAL
Chairman

TCI INDUSTRIES LIMITED

ANNEXURE TO THE NOTICE

Explanatory Statement: and Notice Pursuant to Section 192A(2) of the Companies Act, 1956 (Pursuant to 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 29th July 2005.

Shri Ashish Agarwal has been appointed as Additional Director of the Company by the Board in its meeting held on 31 January 2005. As per provisions of the Companies Act, 1956, Additional Director holds office of directorship till the date of ensuing Annual General Meeting. Accordingly Shri Ashish Agarwal would vacate his office of director of the Company on the date of Annual General Meeting.

The Company has received a notice under Section 257 of the Companies Act, 1956, together with

a cheque of Rs. 500/- for appointment of Shri Ashish Agarwal as Director liable to retire by rotation. Accordingly the resolution has been put for the consideration and approval of the members.

The directors recommend passing of this resolution.

Except for Shri P. L. Poddar, Shri Vikas Agarwal and Shri R. K. Agarwal, all other directors being related to Shri Ashish Agarwal and Shri Ashish Agarwal for himself are in any way concerned or interested in the resolution.

By order of the Board
TCI INDUSTRIES LIMITED

Place : Gurgaon
Date : 29th July, 2005

S. N. AGARWAL
Chairman



DIRECTORS REPORT

Dear Shareholders,

Your Directors take pleasure in presenting this Fortieth Annual Report and Audited Statement of Accounts for the year ended on 31st March, 2005.

FINANCIAL RESULTS

Financial Results	(Rs. in '000)	
	2004-2005	2003-2004
Income	4827	6770
Profit before interest, Depreciation & Taxation	(6925)	(10647)
Less: Interest	23	62
Depreciation (Net)	172	93
Loss before taxes	(7120)	(10802)
Add: Excess tax provision for earlier years written back	—	2459
Balance brought forward	(196867)	(188524)
Balance carried forward	(203987)	(196867)

DIVIDEND

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

VOLUNTARY DELISTING OF SHARES

The members had approved voluntary delisting from six Stock Exchanges other than Mumbai, by way of two different Special Resolutions. On application to these six stock exchanges, delisting approval has now already been received from all these Stock Exchanges. Now the Company's shares are listed with only Bombay Stock Exchange, The BSE, Mumbai, which is having nationwide trading terminals.

DIRECTORS

As per provisions of the Companies Act, 1956, Shri D. P. Agarwal, Shri M. K. Agarwal and Shri P. L. Poddar, shall retire by rotation at the ensuing Annual General Meeting, and being eligible offer themselves for reappointment.

Shri Ashish Agarwal has been appointed as Additional Director by the Board during the year to hold office till ensuing Annual General Meeting. The Company has

already received Notice under Section 257 of the Companies Act, 1956 from one of the members of the Company, proposing his candidature for the position as director liable to retire by rotation. The details about Shri Ashish Agarwal are given hereunder as per requirement of listing agreement with stock exchange.

General Information —

Name of the Director Shri Ashish Agarwal

Date of Birth 09 March 1979

Date of Appointment 31 January 2005

Expertise in specific functional area — 4 Years in finance and management

Qualification B.A. with specialisation in Economics

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' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the presentation of the accounts for the financial year ended on 31st March, 2005, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended on 31st March, 2005 on a 'going concern' basis.