

# **TCI**

## **INDUSTRIES LIMITED**



**49th**  
**Annual Report**  
**2013-2014**

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**TCI INDUSTRIES LIMITED**

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**49th  
Annual General Meeting**

Date : 23rd July, 2014  
at 11.00 a.m.

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**

S. N. AGARWAL

D. P. AGARWAL

M. K. AGARWAL

ASHOK KUMAR AGARWAL

VIKAS AGARWAL

ASHISH AGARWAL

UTSAV AGARWAL

SUNIL K. WARERKAR (Executive Director)

SIDDHARTHA AGARWAL (Alternate Director)

DHRUV AGARWAL (Alternate Director)

**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 FORTY NINTH Annual General Meeting of the members of the **TCI INDUSTRIES LIMITED** will be held on the 23<sup>rd</sup> day of July, 2014 at 11.00 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 audited Balance Sheet as at March 31, 2014 and the Statement of Profit & Loss 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 Mr. Vikas Agarwal (DIN: 00052738), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ashok Agarwal (DIN: 01237294), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. D.P. Agarwal (DIN: 00084105), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s. R S Agarwala & Co., Chartered Accountants, (ICAI Registration No. 304045E), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

### SPECIAL BUSINESS

#### 6. **Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013**

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded to the Board of Directors of the company for borrowing from time to time such sums as may be necessary for the purposes of the company on such terms and conditions as to repayment, interest or otherwise as it thinks fit from

any Banks, Financial or other Institutions, Mutual Funds, Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs), Directors or their relatives, shareholders, bodies corporate or any other person/entity, whether shareholder of the Company or not and whether secured or unsecured, in India or Abroad, by way of loans, or issue of Bonds, Debentures or other Securities whether Convertible into Equity/Preference Shares and/or Securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to Equity/Preference Shares (hereinafter referred to as “securities”), notwithstanding that the monies to be borrowed (apart from temporary loans obtained from the company’s bankers in the ordinary course of the business) will or may exceed the aggregate of the paid up capital of the company and its free reserves provided however that the aggregate of the amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not exceed Rs.20,00,00,000/- (Rupees Twenty Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized or to delegate all or any of the powers conferred by this resolution on it to any Committee of Directors or any Director(s) of the Company or any authorized person(s) to do all acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

### 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 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.
3. 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.
4. The shares of the Company have been dematerialised (ISIN No. INE 920B01019) and presently traded in electronic form.

## **TCI INDUSTRIES LIMITED**

5. The Name of the Company has been changed from Transport Corporation of India Ltd. to TCI Industries Limited w.e.f. 29/01/1999.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 16, 2014 to Wednesday, July 23, 2014 (both days inclusive).
7. The members are requested to note that the Company's Registrar and Share Transfer Agent is **Bigshare Services Private Limited, 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. The members are also requested to register their e-mail Id with their depositories and or with the RTA.
8. **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.**
9. The shares of the Company are at present listed on the Bombay Stock Exchange Limited (BSE). The Company has made payment of the listing fees to Stock Exchange in time.
10. A Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to the Special Business mentioned in the accompanying Notice is annexed hereto.
11. Electronic copy of the Notice convening the 49th Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance slip and Proxy form is being sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 49th Annual General Meeting of the Company, along with the Annual Report, the process of e-voting and the Attendance slip and Proxy form is being sent to the members in the permitted mode.

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

**S.N. Agarwal**  
Director

Place : Gurgaon  
Date : May 24, 2014

### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

#### **Item No.6**

The Board of Directors of the Company envisage further requirements of funds in future for business of the Company, hence it is proposed to empower and authorize the Board of Directors of the Company to borrow money from any Bank(s), Financial Institutions (FIs), Bodies Corporate, Directors and their relatives, shareholders or any other entity etc., in excess of paid-up share capital and free reserves of the Company by a sum not exceeding Rs.20 Crores for the purposes of activities of the Company.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 which has become effective from September 12, 2013, the Board of Directors of the Company is required to obtain the consent of the members by way of special resolution in the General meeting to enable them to borrow moneys where the amount to be borrowed together with the amount already borrowed by

the Company will exceed the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purposes.

Your Directors recommend the resolution for approval by the shareholders. Since the borrowings may also be from Directors and their relatives pursuant to the resolution, the present Directors of the Company namely Mr. S.N. Agarwal, Mr. D. P. Agarwal, Mr. M. K. Agarwal. and their relatives may be deemed to be concerned or interested in this resolution to the extent of amount to be borrowed from them.

None of the Managers, Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

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

**S.N. Agarwal**  
Director

Place : Gurgaon  
Date : May 24, 2014

## TCI INDUSTRIES LIMITED

### DIRECTORS' REPORT

Dear Shareholders,

Your directors take pleasure in presenting this Forty Ninth Annual Report and Audited Statement of Accounts for the year ended on March 31, 2014.

### FINANCIAL RESULTS

(Rs. In '000)

Financial Results	2013 - 14	2012 - 13
Income	<b>83283</b>	39248
Profit (Loss) before Interest, Depreciation & Taxation	<b>(1790)</b>	(7653)
Less : Interest	-	20
Depreciation (Net)	<b>234</b>	543
Profit /(Loss) before taxes	<b>(2024)</b>	(8216)
Taxes	-	-
Profit /(Loss) after tax	<b>(2024)</b>	(8216)
Balance brought forward	<b>(240471)</b>	(232255)
Balance carried forward	<b>(242495)</b>	(240471)

During the year the Company could achieve higher cloth trading volume resulting in higher income compared to the previous year, thereby resulting in lower loss compared to previous year..

### DIVIDEND

In view of losses suffered by the Company, your Directors do not recommend any dividend for the year under review.

### COMPANY'S PROPERTY AT COLABA - MUMBAI

As informed in the last report, the SLP filed by the Company in the Supreme Court, challenging the order of the Hon. Bombay High Court in writ petition, was admitted and is pending for hearing.

The company in the previous year, had filed writ petition before Bombay High Court, challenging the jurisdiction of Monitoring Committee appointed by the State Government under Development Control Regulations of Greater Mumbai 1991 to oversee development of mill lands, on the main ground that since the company's property at Colaba is falling in CRZ II area, Development Rules of Greater Mumbai 1967 are applicable as per established legal position & not the DCR 1991. However, the Monitoring Committee & the Bombay High Court, did not accept the company's contention

and held that the said Monitoring Committee has jurisdiction over company. The company has challenged the order of Bombay High Court by a SLP in the Supreme Court which has been admitted & further proceedings of the said committee have been stayed.

### FIXED DEPOSITS

During the year under review, your Company has not accepted any deposits under the provisions of Section 58A of the Companies Act, 1956 and the rules made there under.

### DIRECTORS

#### Appointment

As per the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Vikas Agarwal, Mr. Ashok Agarwal and Mr. D.P. Agarwal retire by rotation and being eligible, offer themselves for re-appointment, which your Directors consider to be in the interests of the Company and therefore recommend it for your approval.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors based on the representations received from the operating Management confirm that, to the best of their knowledge -

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) 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) the Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting 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) the Directors have prepared the accounts on a going concern basis.

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## **TCI INDUSTRIES LIMITED**

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### **AUDITORS**

M/s. R S Agarwala & Co., Chartered Accountants, the Statutory Auditors retire at the conclusion of ensuing Annual General Meeting and are eligible for reappointment. The members are requested to appoint Auditors for the current year and fix their remuneration.

The Company has received a letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

### **AUDITOR'S REPORT**

The observations made by the Auditor's in their report are appropriately dealt with in the notes forming part of the accounts for the year which are self-explanatory and hence do not require any further explanations.

### **SECRETARIAL COMPLIANCE REPORT**

A Compliance Certificate from M/s. Chandanbala Jain & Associates, Company Secretaries u/s 383 A of the Companies Act, 1956 in respect of the financial year ended March 31, 2014 is annexed to the Directors' Report.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The production operations have been closed since 1982. Hence, particulars required under Section 217(1)(e) in respect of conservation of energy and technology absorption are not applicable. The Company had no foreign exchange earnings and outgo during the financial year

### **PARTICULARS OF EMPLOYEES**

Information as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is not given, as there were no employees drawing remuneration prescribed under the said section.

### **ACKNOWLEDGEMENTS**

Your Directors take this opportunity to place on record their appreciation of the trust and confidence reposed by you in the Company and all others, who are connected with the company in any manner.

For and on behalf of the Board  
**TCI Industries Limited**

S.N. Agarwal      D. P. Agarwal  
Director              Director

Place : Gurgaon  
Date : May 24, 2014

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## TCI INDUSTRIES LIMITED

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### SECRETARIAL COMPLIANCE CERTIFICATE For the Financial Year ended March 31, 2014

To,  
The Members,  
TCI Industries Limited  
1-7-293, Mahatma Gandhi Road,  
Secunderabad - 500 003.

Date : May 24, 2014  
CIN : L74999AP1965PLC001551  
Authorised Capital : Rs. 16,00,00,000/-  
Paid up Capital : Rs. 89,67,910/-

We have examined the registers, records, books and papers of TCI Industries Limited, (the company) as required to be maintained under the Companies Act, 1956 and the Companies Act, 2013, (collectively referred to as the Act) and the rules notified thereunder and also the provisions contained in the Memorandum and Articles of Association of the company for the purpose of issuing a Secretarial Compliance Certificate under Section 383A of the Companies act, 1956 (The Act), read with the Companies (Compliance Certificate) Rules, 2001 (The Rules), for the financial year ended on March 31, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in **Annexure 'A'** to this Certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The company has filed the E-forms and returns as stated in **Annexure 'B'** to this Certificate with the Registrar of Companies. There is no form or return required to be filed with The Regional Director, Central Government, Company Law Board or any other authorities as applicable under the Act and the rules made thereunder.
3. The company being a public limited company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met 4 (Four) times on May 15, 2013, July 25, 2013, October 31, 2013 and January 28, 2014 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. No circular resolutions were passed.
5. The company closed its Register of Members from July 18, 2013 to July 25, 2013 (both days inclusive) during the financial year under review in compliance with the provisions of the Act.
6. The Annual General Meeting for the financial year ended on March 31, 2013, was held on July 25, 2013, for approval of accounts, after giving due notice to the members of the company and the Resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extraordinary General Meeting was held during the said financial year.
8. As per information & explanation given to us, the company has not given any loan or provided any security / guarantee to its directors or any of its related entities during the financial year as referred to in Section 295 of the Companies Act, 1956 and under Section 185 of the Companies Act, 2013 being effective vide notification dated September 12, 2013.
9. As per information and explanation given to us, the company has not entered into any contracts, which attract provisions of Section 297 of the Companies Act, 1956 in respect of contracts specified in that Section.
10. As per information and explanation given to us, the company has made necessary entries in the register maintained under Section 301 of the Companies Act, 1956.
11. As there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The company has not issued any duplicate certificates during the said financial year.
13. i) The company had delivered all the certificates on lodgement thereof for transfer / transmission of securities in accordance with the provisions of the Act. There was no allotment of securities during the financial year.  
ii) The company has not declared any dividend for the year hence there is no deposit of any amount in separate Bank.  
iii) The company was not required to post any dividend warrant to any member of the company as no dividend was declared during the financial year.  
iv) The company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured debentures and the interest accrued thereon, which have remained unclaimed or unpaid for a