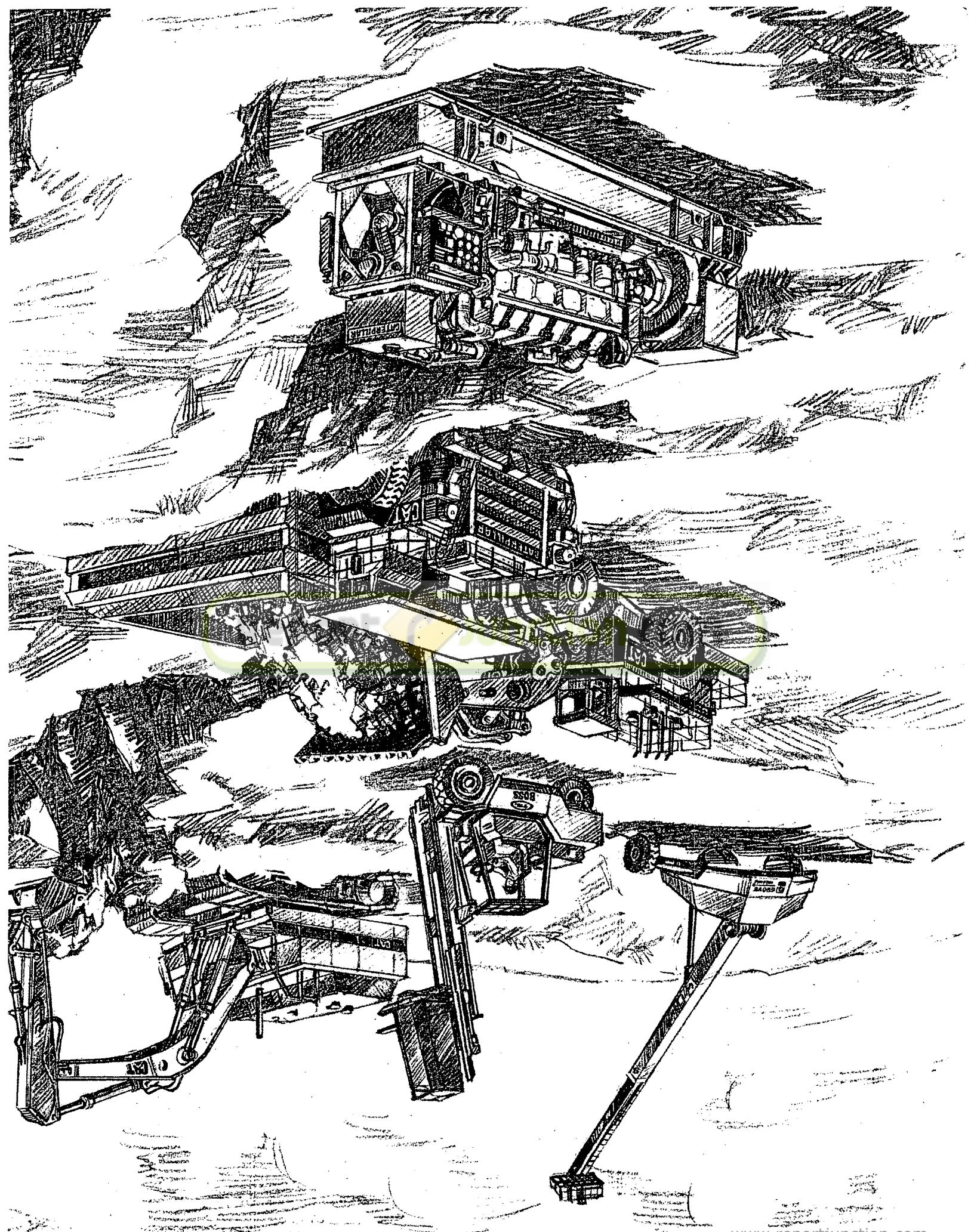
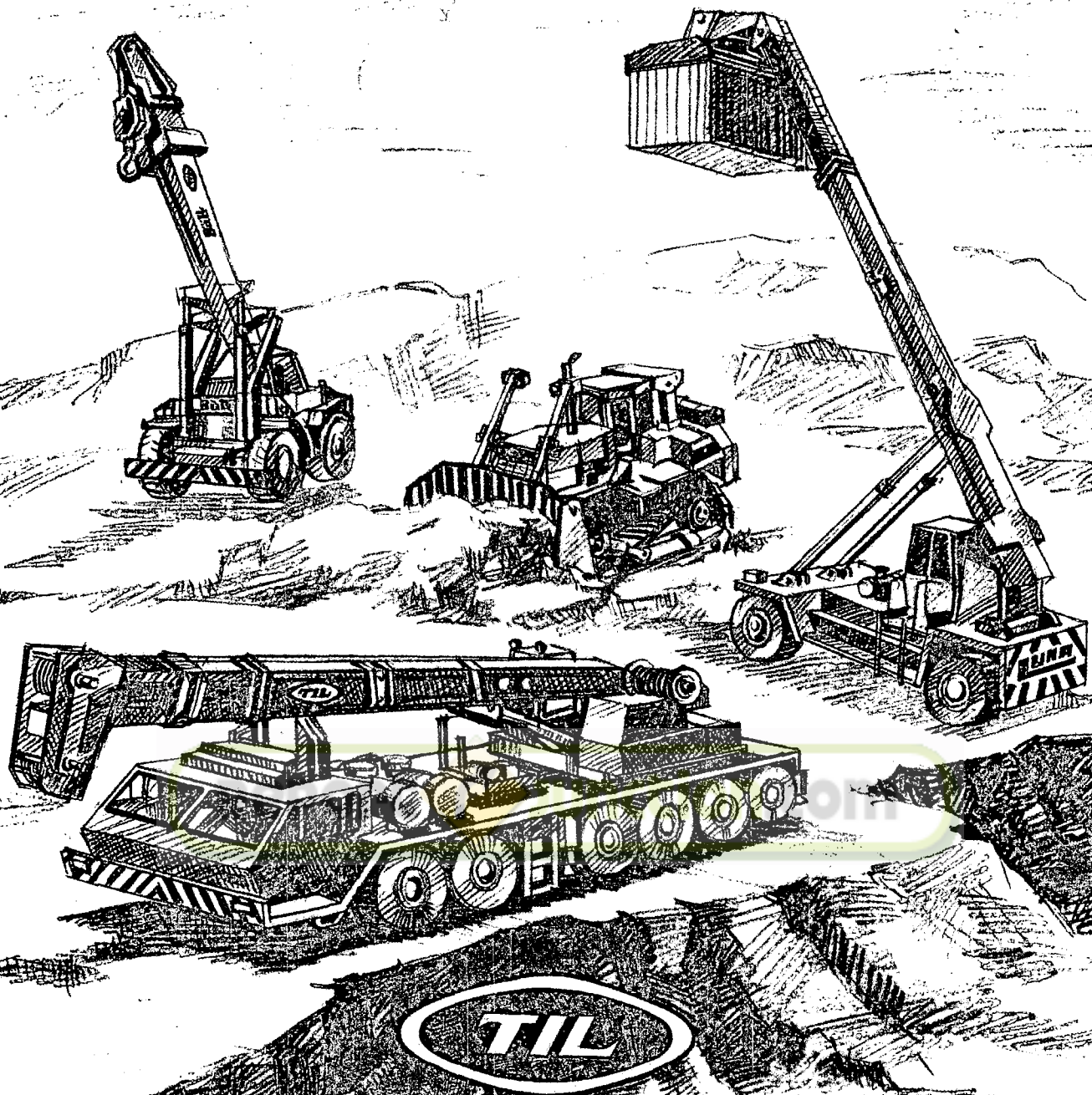




ANNUAL REPORT 1996-97

TIL Limited





GROUP HIGHLIGHTS

(1996-97)

	Rs. Crores	
	SALES	PAT
TIL LIMITED	237.69	6.19
INTERNATIONAL OPERATIONS	169.34	4.14
GROUP PERFORMANCE	407.03	10.33

PREVIOUS YEAR	234.24	7.22
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Board of Directors

DIRECTORS

Mr. A. Mazumdar
Chairman

Mr. S. Mazumder
Managing Director

Mr. A. Banerjee
Director - Finance

Mr. W. Williamson
Former Managing Director

Mr. R. L. Gagar
Solicitor & Advocate

Mr. J. Sengupta
Chairman
SBI Home Finance Ltd.,
Vesuvius India Ltd.,
Gestetner (India) Ltd.,
Inchcape India Pvt. Ltd.,
Cookson Group of Companies in India,
M. K. Electric (India) Ltd.

Mr. S. S. Prasad
Vice Chairman & Managing Director,
BOC India Ltd.

Mr. B. Singh
Nominee
Life Insurance Corporation of India

Mr. U. V. Rao
Former Chief Executive &
Managing Director - L&T Ltd.

Mr. S. M. Datta
Chairman
Indian Aluminium Co. Ltd.

COMPANY SECRETARY

Mr. D. Nag

STRATEGIC BUSINESS UNITS :

Material Handling Group :

Mr. S. K. Bhatnagar
— Vice President

Construction Equipment Group :

Mr. K. Singh
— Vice President

Power Systems Group :

Mr. A. K. Halder
— Group General Manager

BANKERS

Bank of India

ANZ Grindlays Bank

State Bank of India

Punjab & Sind Bank

State Bank of Bikaner & Jaipur

Union Bank of India

AUDITORS

Price Waterhouse

REGISTERED OFFICE

1, Taratolla Road
Garden Reach
Calcutta 700 024

Notice of Annual General Meeting



NOTICE is hereby given that the TWENTY-SECOND ANNUAL GENERAL MEETING of the members of TIL LIMITED will be held at its Registered Office at 1, Taratolla Road, Garden Reach, Calcutta 700 024, on Monday, the 4th day of August, 1997 at 10 a.m. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 1997 and Profit & Loss Account for the year ended on that date together with the Report of the Directors and Auditors thereon.
2. To declare Dividend on Shares.
3. To appoint a Director in place of Mr. R. L. Gaggar, who retires by rotation, and, being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. U. V. Rao, who retires by rotation, and, being eligible offers himself for reappointment.
5. To consider and if thought fit, to pass with or without modification the following Resolution as a SPECIAL RESOLUTION :

"RESOLVED THAT, pursuant to section 224A of the Companies Act 1956, Price Waterhouse, Chartered Accountants, be and are hereby appointed 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 at a remuneration including terms of payment and reimbursement of related out of pocket expenses to be agreed with the Auditors by the Board of Directors."

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT Mr. Aditya Banerjee, who has been appointed as Additional Director of the Company at the Board Meeting held on 29.03.97 and who ceases to hold office under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director pursuant to Section 257 of the Companies Act '56 and all other applicable provisions, if any, be and is hereby appointed a Director of the Company."

7. To consider and, if thought fit, to pass with or without modification, the following Resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions of the Companies Act '56, as amended read with Schedule XIII appended to the Companies Act '56 as amended and subject to the provisions of the other statutory acts, laws, approval be and is hereby accorded to the appointment and remuneration of Mr. Aditya Banerjee who was appointed as Wholtime Director designated as Director— Finance by the Board of Directors at its meeting held on 29.03.97 for a period of 5 years on such terms and conditions as may be agreed to by Mr. Banerjee and the Board, a copy of which placed before the meeting duly initialled by the Chairman for the purpose of identification with the authority to the Board to alter or vary the terms and conditions provided that the total remuneration payable shall not exceed to the overall ceiling of 5% of the net profits of the Company for one Wholtime Director and 10% where there are more than one Wholtime Director or as may be amended thereto.

FURTHER RESOLVED :

"That Mr. A. Mazumdar, Chairman or Mr. Sumit Mazumder,

Managing Director be and is hereby severally authorised to take all necessary actions required in this matter."

8. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT the Company hereby accords its consent under Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company to mortgage and/or charge all immovable and movable properties favouring the Financial Institutions, covering the properties of the Company both present and future (but specifically excluding certain items of equipment charged to the Banks or Institutions, current assets such as book debts, finished or semi-finished goods and spares not related to the plant and machinery and such other assets as may be excluded), as may be agreed to, between the Board of Directors of the Company and the Financial Institutions, ranking pari-passu, subject and subservient to mortgage/charge already created and/or that may be created by the Company in favour of the existing Trustees, the Financial Institutions, Banks and other persons including those in respect of any future borrowings that may be made by the Company with the prior approval of the Financial Institutions covering the nominal value as mentioned below together with all interests and all other monies payable in respect thereof :"

- i) Industrial Credit & Investment Corporation of India Limited (ICICI) for term loan of : Rs. 2500 Lakhs
- ii) External Commercial Borrowing : US\$ 3 Million
- iii) Industrial Investment Bank of India (IIBI) for term loan of : Rs. 400 Lakhs
- iv) Industrial Development Bank of India (IDBI) for term loan of : Rs. 300 Lakhs

9. To consider and, if thought fit, to pass, with or without modification, the following Resolution as a SPECIAL RESOLUTION :

"RESOLVED that in supersession of the Resolution passed by the members at the Annual General Meeting held on 27th September 1993 and pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 and of the Articles of Association of the Company, the Directors of the Company (other than the Managing and Wholtime Directors but including Nominee Directors) together be and is paid a commission of such an aggregate amount as may from time to time be determined by the Board of Directors but not exceeding 1% of the net profits of the relevant accounting year of the Company as computed in the manner prescribed under Section 198 of the Companies Act, and the said sum shall be divided amongst such Directors in such proportion and in such manner as may be decided by the Board of Directors in that behalf, failing which in equal shares".

"FURTHER RESOLVED that, pursuant to section 309(7) of the Companies Act, '56, the Commission be and is paid to the Directors aforesaid on the net profits of the Company commencing with the Financial year on 1st April, 1997."

"Also Resolved that the Board of Directors be and is hereby authorised to take such steps as may be necessary and desirable to give effect to this Resolution."

Regd. Office :
1, Taratolla Road
Garden Reach
Calcutta 700 024
Date : 20th June, 1997

By Order of the Board

D. Nag
Company Secretary

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 and a proxy need not be a member of the Company. Proxies in order to be effective must be received at the Company's Registered Office not less than fortyeight hours before the meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from the 25th July, 1997 to the 4th August, 1997 (both days inclusive).
3. The Dividend on Shares if declared, will be payable on and from 10th September, 1997 to those members whose names appear in the Register of Members as on the 4th August, 1997 or to their mandatees subject to the provisions of Section 206(A) of the Companies Act '56.
4. In accordance with the provisions of Section 205A of the Companies Act '56, the Company is arranging to transfer the unclaimed Dividends for Equity and CCP Shares relating to the year ended 31st March, 1994 to the General Revenue Account of the Central Government. Members who have a valid claim to the unclaimed Dividend referred to above, may claim the same from the Registrar of Companies, West Bengal, Nizam Palace Annexe, 234/4, Acharya J.C. Bose Road, Calcutta 700 020, in the prescribed manner.
5. Members are requested to quote their Folio Numbers in all correspondence and to advise change of address, if any, to the Company. All intimation of change of Address must state the PIN code for proper delivery.
6. Members are requested to bring their copies of the Annual Report and Accounts at the Meeting.

EXPLANATORY STATEMENT TO ITEM NO.6

[Under Section 173(2) of the Companies Act, 1956]

The Board of Directors has appointed Mr. Aditya Banerjee as Additional Director at its Meeting held on 29.03.97. Pursuant to Section 260 of the Companies Act, 1956, Mr. Aditya Banerjee will hold office only up to the date of the forthcoming Annual General Meeting of the Company. The Company has received a Notice in writing from a member together with requisite fees under Section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Aditya Banerjee to act as Director of the Company. Mr. Banerjee is a Chartered Accountant and has 24 years experience in industry having worked with many reputed companies. With this addition to the Board the Company would benefit from the wide experience and professional acumen of Mr. Banerjee. Mr. Banerjee is willing to act as Director of the Company, if so appointed, and has filed with the Company his consent pursuant to Section 264(1) of the Act. The Board of Directors recommended the resolution set out at item No. 6 of the Notice for approval of shareholders.

None of the Directors is concerned or interested in the above Resolution except Mr. Aditya Banerjee.

EXPLANATORY STATEMENT TO ITEM NO. 7

The Board of Directors at their Meeting held on 29.03.97 has appointed Mr. Aditya Banerjee as Wholetime Director and designated as Director - Finance in terms of Article No. 144 of the Articles of Association of the Company and pursuant to Sections 198, 269, 309 & other applicable provisions of the Companies Act, 1956, as amended and read with Schedule XIII of the Companies Act, 1956. The salient features of the terms and conditions of the appointment inter-alia include the following:

- a) Basic Salary : Rs.40,000/- (Rupees Forty Thousand) per month. Increments to be decided by the Board of Directors from time to time subject to such statutory ceilings.
- b) Commission : In addition to salary, perquisites and other allowances, Annual Commission @ 1% of the Net Profit of the Company computed in the manner laid down in section 309 & 349 of the Companies Act '56.
- c) Perquisites as per Rules of the Company, which as applicable now, are as follows :
 1. House Rent Allowance at 50% of basic salary or Company's furnished accommodation.
 2. Medical Benefits for self and family : Reimbursement of expenses actually incurred, the total cost of which to the Company shall not exceed one month's salary in a year or three month's salary in a block of three years. He will also receive free cover for medical insurance for himself and his family.
 3. Leave Travel Concession : For self and family once in a year as per

the Rules of the Company i.e. two months' basic salary.

4. Club Membership: Fees of Clubs, subject to a maximum of two clubs.
5. Personal Accident Insurance with premium not exceeding Rs. 4,000/- per annum.
6. Leave earned/privilege leave on full pay and allowance as per rules of the Company but not more than one month's leave for eleven months of service.
7. Free use of Company's car with driver.
8. Reimbursement of Gas and Electricity charges at actual.
9. Reimbursement of telephone charges at residence.
10. Reimbursement of expenses for a sweeper and a watchman at Rs.1000/- each per month.
- d) Retirement Benefits : All retirement benefits such as Provident Fund, Gratuity and Superannuation Fund as per the Rules of the respective Trust Funds of the Company.
- e) Modification/variation in the Rules of the Company shall also be applicable to this appointment.

The above may be treated as an abstract of the agreement proposed to be entered into between the Company and Mr. Aditya Banerjee pursuant to Section 302 of the Companies Act, 1956. A copy of the agreement proposed to be entered into between the Company and Mr. Aditya Banerjee is available for inspection by the members of the Company at the Registered office of the Company on any working day upto the date of ensuing Annual General Meeting between 11.00 A.M. and 1.00 P.M. The Directors recommend the resolution set out in item No. 7 of the notice for approval of shareholders.

None of the Directors is concerned or interested in the above Resolution, except Mr. Aditya Banerjee.

EXPLANATORY STATEMENT TO ITEM NO. 8

In view of substantial modernisation and expansion plans adopted by the Company and in order to augment the long term resources the Company has been sanctioned term loans from Financial Institutions which would be secured by mortgaging Company's assets both movables and immovables. As a standard practice adopted by Banks and Financial Institutions, requisite charge on movables and immovables properties of the Company is to be created. Section 293(1)(a) of the Companies Act '56 requires an approval from the shareholders to enable the Company to create mortgage/charges on the assets of the Company. Hence, the Board of Directors recommend for adoption of this Resolution.

None of the Directors is concerned or interested in the above Resolution.

EXPLANATORY STATEMENT TO ITEM NO. 9

Companies Act, 1956 provides that remuneration to Directors other than Managing and Wholetime Directors can be paid either by way of monthly or yearly payment or by way of a commission and Sections 198 & 309 of the Companies Act laid down the details of computation.

Over the years Company's business operations have increased substantially and your Directors have been continuously involved in formulating various future development plans and as a result more times are being devoted by them in the affairs of the Company.

Accordingly, members at their Annual General Meeting held on 27th September, 1993 had approved for payment of commission not exceeding 1% p.a. of the net profit to the non-executive directors which was also approved by the Central Government and remained valid upto 31st March, 1997. In order to continue with the remuneration to your Directors in future it was thought prudent that in accordance with the Articles of Association of the Company the Directors other than Wholetime Directors should be paid commissions not exceeding 1% p.a. of the net profit of the Company commencing from 1st April, 1997.

Therefore, your Directors place for the consideration and approval of the shareholders the resolution contained in Item No. 9.

All the Directors other than Chairman, Managing Director and Director-Finance, may be deemed concerned and interested in the above Resolution.

Regd. Office :
1, Taratolla Road
Garden Reach
Calcutta 700 024
Dated : 20th June, 1997

By Order of the Board

D. Nag
Company Secretary



SCHEDULE ANNEXED TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 1997

Statement pursuant to Section 217(2A) of the Companies Act, 1956
and the Companies (Particulars of Employees) Rules, 1975

Sl. No.	Name	Designation and Nature of Duties	Remuneration Received/Receivable	Net Take Home Pay	Qualifications	Date of Commencement of Employment	Age in Years	Particulars of Previous Employment
Employed throughout the period and in receipt of remuneration aggregating Rs. 3,00,000/- or more								
01.	Banerjee A.	General Manager—Corporate Finance	381,778	318,001	B.Com. (Hons), A.C.A.	01.03.95	42	Dunlop India Limited
02.	Banerjee M. K.	General Manager—Marketing & Sales Co-ordination, Material Handling Group	364,546	268,681	B.E. Mech. PGDM	06.07.92	55	Braithwaite & Co. Ltd.
03.	Barua T. K.	General Manager—Parts, Construction Equipment Group	439,078	314,153	Dip. (Mech. Engg.)	05.04.77	55	Jessop & Co. Ltd.
04.	Bhatnagar S. K.	Vice President—Material Handling Group	753,011	512,515	B.Tech.	01.04.90	49	Pleco Electronics & Electricals Ltd.
05.	Bhattacharyya S.	General Manager—Quality Assurance, Material Handling Group	421,568	312,200	B.M.E.	15.03.84	60	Mining & Allied Machinery Corp. Ltd.
06.	Bhattacharya S. K.	General Manager—Machines, Construction Equipment Group	368,701	272,182	B.M.E.	19.12.91	52	Escorts India Ltd.
07.	Chaudhury R.	General Manager—Engines, Power Systems Group	394,596	277,838	B.E. (Mech.)	10.05.78	57	Greaves Cotton & Co. Ltd.
08.	Datta K.	General Manager—Product Support, Material Handling Group	418,409	332,517	B.E. (Mech.) M.Tech. (Ind.Mgt.)	01.08.90	43	Pleco Electronics & Electricals Ltd.
09.	Dasgupta C.	General Manager—M.I.S.	407,215	317,625	M.Sc., PGDM-Comp.Sc.	10.07.85	50	B.E.S. India Pvt. Ltd.
10.	Ghosal P. K.	General Manager—Industrial Relations	425,074	314,986	M.Com., LLB, DSW.	15.09.72	58	Texmaco Limited
11.	Halder A. K.	Group General Manager—Power Systems Group	511,318	351,361	B.M.E.	07.04.86	54	Voltas Ltd.
12.	Mitra A. K.	General Manufacturing Manager—Material Handling Group	367,050	256,782	Dip. in Mech & Elec. Engg. Rly. App.	05.05.65	56	Kanchrapara Locomotive Works
13.	Mazumdar A.	Chairman	3,517,703	2,388,876	B.Sc.Engg. (USA)	01.10.60	62	Standard Vacuum Oil Co. Ltd.
14.	Mazumder S.	Managing Director	3,249,720	2,233,202	MBA (USA) AMP (Harvard)	01.07.87	49	JBA Printing Inks Ltd.
15.	Robertson M. J.	Vice President, Human Resources & Corporate Communications	684,626	444,920	B.Sc. (Hons.) MIMA, MBIM	01.06.94	47	Dunlop India Ltd.
16.	Singh K.	Vice President—Construction Equipment Group	436,238	311,728	D.M.E.	01.09.65	55	First Employment
17.	Sinha D. R. (Mrs)	General Manager—Strategic Planning	334,571	261,570	B.A. (Hons.) PGDM (IIMC)	01.01.96	42	Intercrafts Ltd.
18.	Nayak P.	General Manager—Service, Construction Equipment Group	362,027	262,021	B.E. (Mech.)	15.09.93	50	Hindustan Motors Ltd.
19.	Narain A.	General Manager—Northern Region	306,513	243,947	B.A.	03.07.95	49	Apollo Tyres Ltd.
Employed for part of the year								
01.	Banerjee A.	Director—Finance	47,632	31,158	B.Sc., B.Com. (Hons.), A.C.A.	11.03.97	50	Nicco Corporation Ltd.
02.	Banerjee S.	Company Secretary & Business Auditor	260,601	187,578	M.Com., A.C.A. AICWA, ACS	10.10.94	40	Tata Timken Limited
03.	Bose B. K.	Vice President, International	347,904	237,009	S.F.	01.03.63	61	Standard Vacuum Oil Co. Ltd.
04.	Dey G. C.	Advisor Material Handling Group	374,294	279,666	B.Sc. (Mech.) Glasgow, C. Engg., ARCST, Glasgow	10.12.63	60	First Employment
05.	Sanyal D. K.	Vice President, Projects	184,333	137,191	B.E. (Civil)	01.01.81	61	Braithwaite & Co. Ltd.

NOTES :

- All the employees have adequate experience to discharge the responsibility assigned to them.
- Remuneration includes Salary, House Rent Allowance, Other Allowances and Contributions to Provident, Gratuity and Superannuation Funds. Value of perquisites has been computed as per Income Tax Rules, 1962.
- None of the above employees is a relation of any Director of the Company except Mr. S. Mazumder who is related to Mr. A. Mazumdar, Chairman.





TIL Limited

Registered Office : 1, Taratolla Road
Garden Reach, Calcutta 700 024

ATTENDANCE SLIP

Please complete the Attendance Slip and hand it over at the entrance of the Meeting hall.

REG. FOLIO NO.		NO. OF SHARES	
NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)			

I hereby record my presence at the TWENTY-SECOND ANNUAL GENERAL MEETING of the Company on Monday, the 4th day of August, 1997 at 1, Taratolla Road, Garden Reach, Calcutta - 700 024.

SIGNATURE OF THE
SHAREHOLDER OR PROXY _____

NOTES :

- 1) Shareholders/Proxy-holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate with their signature on it.
- 2) Shareholders who come to attend the Meeting are requested to bring their copies of the Annual Report & Accounts with them.

Report Junction.com

TIL Limited

Registered Office : 1, Taratolla Road
Garden Reach, Calcutta 700 024

PROXY FORM

I/We
of in the district of
being a member/members of the above named Company hereby appoint
of in the district of
or failing him of in the district of
as my/our Proxy to vote for me/us on my/our behalf at the TWENTY-SECOND ANNUAL GENERAL MEETING of the Company to be held on Monday, the 4th day of August, 1997 and at any adjournment thereof.

Signed this of 1997.

NOTE : The Proxy Form should be deposited at the Registered Office of the Company at least forty-eight hours before the Meeting.

30P
Revenue
Stamp

Signature

