



T & I GLOBAL LTD.

REGD OFFICE: 11, Jassal House 4A, Auckland Square, Kolkata 700 017

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CIN: L29130WB1991PLC050797

Notice

To the shareholders,

Notice is hereby given that the 29th Annual General Meeting of the members of “**T & I Global LTD.**” will be held on Saturday, the 21st day of September, 2019 at 11:00 A.M at Blind School, 643 D.H. Road, Kolkata - 700034 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019 and the reports of the Board of Directors’ and Auditors’ thereon, and in this regard, pass the following resolution as **Ordinary Resolutions:**

“**RESOLVED THAT** the audited Financial Statement of the company for the Financial Year ended 31st March 2019 and the Report of Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted”

2. To declare a dividend on Equity Shares for the Financial Year ended 31st March 2019 and in this regard, pass the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** a dividend at Rupees Fifty paise per Equity share of Rs. 10/- (Rupees ten) each fully paid up of the company be and is hereby declared for the Financial Year ended 31st March, 2019 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the Financial Year ended 31st March 2019”.

3. To appoint a director in place of Mrs. Shikha Bagaria (DIN: 01020139), who retires by rotation and, being eligible, offers herself for re-appointment, this regard, pass the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Shikha Bagaria (DIN: 01020139), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. To appoint Auditors and fix their remuneration, and to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**Resolved that** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made there under, M/s D. Mitra & Company,

Chartered Accountants (Firm Registration No. 328904E), be and are hereby appointed as Statutory Auditors of the Company for a term of 2 [Two] years to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting (AGM) to be held in the calendar year 2021, subject to ratification by the Members at every AGM, at such remuneration plus GST, reasonable out-of-pocket expenses etc., as may be recommended by the Audit Committee, in consultation with the aforesaid auditors.”

SPECIAL BUSINESS:

ITEM No. 5.

To appoint Mr. Srinivasan Baskar (DIN: 07485885), who was appointed as Additional director by the Board of Directors, retires at this Annual general Meeting and, being eligible, offers himself for re-appointment, in this regard, pass the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Srinivasan Baskar (DIN: 07485885), who retires at this Annual general Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

ITEM No. 6.

To re- appoint Sri Manish Kumar Newar (DIN 0469539) as an Independent director for a term of Five Years , and in this regard to consider and, if thought fit to pass with or without modification(s), the following Resolution as **Ordinary Resolution:**

“**RESOLVED THAT** Pursuant to the provisions of section 149, 152 read with schedule IV and all other provisions of the companies act,2013 and companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27 Securities and Exchange Board OF India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri Manish Kumar Newar (DIN: 0469539) who was appointed as a Independent Director and whose term expires at this Annual General Meeting and he is eligible and offers himself for re-appointment be and is hereby appointed as independent director of the company and to hold office for five consecutive years for a term upto conclusion of 34th Annual General meeting of the company in the calendar year 2024”.

ITEM No. 7.

To appoint Sri Harish Mittal (DIN 0367650) as an Independent director, for Five Years Term, and in this regard to consider and, if thought fit to pass with or without modification(s), the following Resolution as Ordinary Resolution:

“**RESOLVED THAT** Pursuant to the provisions of section 149, 152 read with schedule IV and all other provisions of the companies act,2013 and companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27 Securities and Exchange Board OF India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri Harish Mittal (DIN: 0367650) who was appointed as a Independent Director and whose term expires at this Annual General Meeting and he is eligible and offers himself for re-appointment be and is hereby appointed as independent director of the company and to hold office

for five consecutive years for a term upto conclusion of 34th Annual General meeting of the company in the calendar year 2024”.

ITEM No. 8.

To appoint Sri Navendu Mathur (DIN 00669934) as an Independent director for Five Year term, and in this regard to consider and, if thought fit to pass with or without modification(s), the following Resolution as Ordinary Resolution:

“RESOLVED THAT Pursuant to the provisions of section 149, 152 read with schedule IV and all other provisions of the companies act,2013 and companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27 Securities and Exchange Board OF India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri Navendu Mathur (DIN 00669934) who was appointed as a Independent Director and whose term expires at this Annual General Meeting and he is eligible and offers himself for re-appointment be and is hereby appointed as independent director of the company and to hold office for five consecutive years for a term upto conclusion of 34th Annual General meeting of the company in the calendar year 2024”.

ITEM No. 9. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS:

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

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), and subject to the recommendation of the Audit Committee and the approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded to arrangements/transactions (including transfer of resource, service or obligation) hitherto entered or to be entered into by the Company for Financial Year 2019-20 of a value not exceeding a limit of Rs. 100 Crores with related party as per details as set out under item no. 8 of the Statement annexed to this Notice.”

“RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or a Committee thereof, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties and severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

By order of the board of Directors
For **T & I Global Ltd.**
Sd/-

Executive Chairman
Sajjan Bagaria
(DIN: 00074501)

Place: Kolkata

Dated: 14th August, 2019

NOTES

1. A statement pursuant to section 102 (1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. A statement pursuant to section 102 of the companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Regulations”) of the persons seeking re-appointment/appointment as Directors are provided in Annexure to this Notice.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting and duly completed and signed.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rules 19 of the Companies (Management & Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint single persons as proxy and such persons cannot act as a proxy for any other member.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will be closed from 16th September 2019 to 21st September, 2019 (both days inclusive).
6. Members desiring any information as regards accounts are requested to intimate the Company at least seven days before the meeting to enable the Management to keep the information required readily available at the meeting.
7. Members are requested to produce the enclosed Attendance Slip at the entrance of the Hall and bring their copies of Annual Reports to the Meeting. Please note that Annual Report copies shall not be available/ distributed at the AGM Hall.

8. Members are requested to intimate any change of address and/ or bank mandate to the Company's Registrar & Share Transfer Agent M/s R & D Infotech Pvt. Ltd. 1st Floor, 7A, Beltala Road, Kolkata – 700 026.
9. Pursuant to Section 124(5) of the Act and other applicable provisions, if any, of the Companies Act, 2013 the unpaid dividends that are due to transfer to the Investor Education Protection Fund are as follows:

| Dividend No. | Date of Declaration | For the year ended | Due for transfer on |
|--------------|---------------------|--------------------|---------------------|
| 1 | 29/09/2012 | 31/03/2012 | 04/11/2019 |
| 2 | 27/09/2013 | 31/03/2013 | 03/11/2020 |
| 3 | 26/09/2014 | 31/03/2014 | 02/11/2021 |
| 4 | 26/09/2015 | 31/03/2015 | 02/11/2022 |
| 5 | 24/09/2016 | 31/03/2016 | 31/10/2023 |
| 6 | 23/09/2017 | 31/03/2017 | 28/10/2024 |
| 7 | 22/09/2018 | 31/03/2018 | 27/10/2025 |
| | | | |

10. As part of our green initiative, the electronic copies of this Annual Report including the Notice of the 29th AGM are sent to all members whose email address are registered with the Company/ Depository Participant(s). For members who have not registered their email address, physical copies of this Annual Report including the Notice of the 29th AGM are being sent by permitted mode. The Annual Report of the company is also available on the website of the company www.tiglobal.com
11. Members are requested to update their e-mail address to rd.infotech@vsnl.net or secretarial_tiglobal@yahoo.com to do so to support the 'Green Initiative' in the Corporate Governance.
12. Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its members the facility to exercise their right to vote at the 29th Annual General Meeting by electronic means. The business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The Company had signed an agreement with NSDL for e-voting facility.

The instruction for e-voting is as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i. Open email and open PDF file viz.; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>; Click on Shareholder - Login.
 - iii. Put user ID and password as 'Initial Password'/ PIN noted in step (i) above. Click 'Login'.

- iv. Password change menu will appear. Change the Password / PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note your new password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential
- v. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- vi. Select EVEN of T & I GLOBAL LTD.
- vii. Now you are ready for e-voting as 'Cast Vote' page opens.
- viii. Cast your vote by selecting appropriate option and click on Submit and also Confirm when prompted.
- ix. Upon confirmation, the message Vote cast successfully will be displayed.
- x. Once you have voted on a Resolution, you will not be allowed to modify your vote.
- xi. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sharmasmitacs@gmail.com with a copy marked to evoting@nsdl.co.in;

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Admission Slip for the EGM: EVEN (E Voting Event Number) USER ID PASSWORD / PIN

(ii) Please follow all steps from Sl. No. (ii) To (xi) above, to cast your vote electronically.

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
2. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password / PIN for casting your vote.
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. The e-voting period commences on Wednesday, September 18, 2019 (10:00 a.m.) and ends on Friday, September 20, 2019 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 14, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast, the member(s) shall not be allowed to change it subsequently.
5. The voting rights of the member shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e., 13 September 2019.
6. Mrs. Smita Sharma, of M/s. Smita sharma & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. VIII. The Scrutinizer shall within a period of not exceeding 3 (three) working days from the conclusion of

the e-voting period unblock the votes cast in the presence of at least 2 (two) witnesses not in the employment of the Company and prepare a Scrutinizer's Report forthwith to the Chairman of the Company.

7. The Results shall be declared on or after the date of the AGM. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tiglobal.com within 2 (two) working days of passing of the Resolutions at the AGM of the Company and communicated to BSE Limited.

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting

(Pursuant to regulation 36(3) of the SEBI Listing Regulations)

| | | |
|--|---|---|
| Name of the Director | Shikha Bagaria | Baskar Srinivasan |
| Date of Birth | 01/04/1974 | 10/03/1969 |
| Nationality | Indian | Indian |
| Date of Appointment on the Board | 26/09/2014 | 26/03/2019 |
| Qualifications | Graduates | M. Tech. |
| Expertise | Having more than 15 years experience in running own business of manufacturing and marketing of tea processing machinery | Professional with 20 years Entrepreneurial and Project Management experience and 10 years Urban Governance expertise. Has the ability to ensure functional, financial and compliance objectives are met while executing projects. He brings his rich experience in industry and project management for promoting systems approach in city infrastructure development and enhanced service delivery. |
| Number of Shares Held in the Company | 11507 | Nil |
| List of Directorship held in other Companies | Nil | Nil |
| Member/Chairman of the Committees of the Board of Companies in which he/she is a director | Nil | Nil |
| Relationship between Directors inter-se | Sister in law of Mr. Vineet Bagaria and Daughter in law of Mr. Sajjan Bagaria | |

| | | | |
|-----------------------------|-----------------------|---------------------------|----------------------|
| Name of the Director | Navendu Mathur | Manish Kumar Newar | Harish Mittal |
| Date of Birth | 15/01/1958 | 30/03/1969 | April 1, 1964 |

| | | | |
|--|---|---|---|
| Date of Appointment on the Board | Indian | 31/01/2007 | January 31, 2007 |
| Qualifications | 03/10/2016 | Graduate in Commerce | |
| Expertise | Graduates | He has more than 20 years of experience in Tea industry. | Vast & extensive experience in diversified industry & specialization in cloth manufacturing. |
| Directorships held in other public companies (excluding foreign companies) | Having more than 20 years experience in marketing of tea processing machinery | <ol style="list-style-type: none"> 1. NILKANTH ENGINEERING LTD. 2. SUNAYNA TRADE & INVESTMENT COMPANY LTD. 3. ESSEL MINING & INDUSTRIES LTD. 4. ARVIND PRESS CAPS LTD 5. KOOL KIDZ PRODUCTS LTD. 6. SAMBHAV FINANCE & TRADING CO.LTD. | CAMELLIA CLOTHING LIMITED |
| Memberships/ Chairmanships of committees across public companies | NIL | <ol style="list-style-type: none"> 1. T & I Global Ltd. Member, Audit Committee. 2. T & I Global Ltd. Member, Remuneration & Nomination committee. 3. T & I Global Ltd. Member Investors Grievance Committee. | <ol style="list-style-type: none"> 1. T & I Global Ltd. Member, Audit Committee. 2. T & I Global Ltd. Member, Remuneration Committee. 3. T & I Global Ltd. Member, Investors Grievance Committee |
| Shareholding of Non-Executive Directors | NIL | Nil | Not Applicable |
| Relationship between Directors inter-se | NIL | Nil | Nil |

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

Note: Directorships/ Committee memberships exclude Alternate directorships and directorship in private/ foreign companies and companies incorporated under section 8 of the Companies Act, 2013.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 5

Mr. Srinivasan Baskar (DIN: 07485885) was appointed as an Additional (Independent) Director of the Company with effect from 26th March 2019 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Srinivasan Baskar holds office up to the date of this Annual General Meeting and is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of a Director. Mr. Srinivasan Baskar Professional with 20 years Entrepreneurial and Project Management experience and 10 years Urban Governance expertise. Has the ability to ensure functional, financial and compliance objectives are met while executing projects. He brings his rich experience in industry and project management for promoting systems approach in city infrastructure development and enhanced service delivery.. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for appointment of Mr. Srinivasan Baskar as an Independent Director, liable to retire by rotation.

Except Mr. Srinivasan Baskar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

ITEM NO. 6, 7 AND 8

As per the Provisions of section 149 of the Act which has come into force with effect from April 1, 2014 an Independent director shall hold office for a term up to five consecutive years on the board of a company and is not liable to retire by rotation.

The Board currently consists of three Independent directors, as listed below, appointed in accordance with the requirements of Regulation 27 Securities and Exchange Board OF India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

| | |
|--------------------|------------------|
| Manish Kumar Newar | (DIN: 0469539) |
| Harish Mittal | (DIN: 0367650) |
| Navendu Mathur | (DIN: 00669934) |

The aforesaid directors have given declaration to the Board that they meet with the criteria of independence as provided under Section 149(6) of the act, and the matter regarding their appointment as Independent Directors was placed before nomination & Remuneration Committee, which commends their appointment as independent director for a term of Five years:

In the opinion of the Board, These directors fulfill the conditions specified in the act, and Rules made thereunder for appointment as independent Director(s) and are independent of the management. These Independent Directors' appointment are being now regularized and placed before the members in general meeting for their approval in compliance with the provisions of Section 149 read with Schedule IV of the Act, The profile of the Directors proposed to be appointed as independent directors is annexed to this notice.

ITEM NO. 9

M/s T & I Projects Ltd. is a company in which Sri Vineet Bagaria is director and relative of Vineet Bagaria, and Sajjan Bagaria is Managing Director (Sri Sangeet Bagaria) of the T & I Projects Ltd, the said company is supplier of the Machinery in which our company does trading activity. The company regularly supplies goods at reasonable market price. Your Board of directors recommends to purchase or sale the goods with the company for maximum amount of Rs. 100 crore in Financial Year 2018-19.

Except Sri Vineet Bagaria ,Sri Sajjan Bagaria, Sangeet Bagaria, Viraj Bagaria and Shikha Bagaria none of the directors and Key managerial personnel of the company and their relatives are concerned or interested with the resolution set out in the Item no. 9

By order of the board of Directors

For T & I Global Ltd.

Sd/-

Executive Chairman

Sajjan Bagaria

Place: Kolkata

Dated: 14th August, 2019