



T & I GLOBAL LTD.

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CIN: L29130WB1991PLC050797

Notice

To the shareholders,

Notice is hereby given that the 32nd Annual General Meeting of “**T & I Global LTD.**” will be held on Thursday, September 29, 2022 at 2:00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2022 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 2022 and the Report of Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted”

2. To appoint a Director in place of Mr. Baskar Srinivasan (DIN: 07485885), who retires by rotation and being eligible, offers himself 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, Mr. Baskar Srinivasan (DIN: 07485885), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. 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 thereunder, M/s Tiwari & Co., Chartered Accountants (Firm Registration No. (328904E), be and are hereby appointed as Statutory Auditors of the Company for a term of 5 [Five] year 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 2027 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. 4.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, (“Act”) including any amendment(s), statutory modification(s) or re-enactment(s) thereof, the remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and reimbursement of actual travel and out-of-pocket expenses payable to M/s. N. K. Ghosh & Associates Cost Accountants, Kolkata, (Firm Registration No. 102058), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2023, be and is hereby ratified.

“RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or Company Secretary and/or Chief Financial Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

ITEM No. 5.

Appointment of Mrs. Sharmila Tibrawalla (DIN: 00059567) as a Director To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, **Mrs. Sharmila Tibrawalla (DIN: 00059567)** who was appointed as an Additional Director by the Board and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation

ITEM No.6.

Appointment of Mr. Mohit Agarwal (DIN: 00418513) as a Director To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or reenactment thereof, for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and approved by the Board of Directors, Mr. Mohit Agarwal (DIN: 00418513), who has submitted a written consent to act as Director and is eligible for appointment as Director of the Company and in respect of whom a notice in writing pursuant to Section 160 of the Act having been

received in the prescribed manner, be and is hereby appointed as a Non-Executive Independent Director of the Company and is liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A), 17(1C) and Regulation 25(2A) of the Listing Regulations and other applicable provisions, if any, of the Act, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby accorded for appointment of Mr. Mohit Agarwal (DIN: 00418513), to hold office of Non-Executive Director of the Company,

“RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary or Chief Financial Officer of the Company, be and are hereby severally authorised to do all necessary acts, deeds, matters and things as may be considered necessary, expedient and desirable to give effect to this resolution.”

ITEM No.7.

APPROVAL OF Re-APPOINTMENT OF MR. VIRAJ BAGARIA (DIN: 06628761)AS WHOLE TIME DIRECTOR AND FIXATION OF HIS REMUNERATION THEREOF

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

“RESOLVED THAT, subject to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) readwith Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, the Company hereby accords the approval to the appointment and remuneration of Mr. Viraj Bagaria, **(DIN: 06628761)**, as a Whole Time Director (WTD) of the Company for a period of 3 (three) years with effect from 1st day of October 2022 on the terms and conditions including remuneration / emoluments as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where in any financial year during the tenure of Mr. Viraj Bagaria, **(DIN: 06628761)**,, the Company incurs a loss or its profits are inadequate, and unless the remuneration herein above is approved by the Central Government, the remuneration payable to the said WTD by way of salary, including performance incentive, commission, perquisites and any other allowances shall be governed and be subject to the ceilings provided under Section II of Part II (A) of Schedule V to the Companies Act, 2013,or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

ITEM No. 8.

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) here to entered or to be entered into by the Company for Financial Year 2022-23 of a value not exceeding a limit of Rs. 100 Crores with related party as per details as set out under item no. 6 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.**

Place: Kolkata
Dated: 12th August, 2022

Executive Chairman
Sajjan Bagaria
(DIN: 00074501)

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 7

The Board of Directors of the Company (“Board”), at its meeting held on August 14, 2022 has, subject to the approval of members, re-appointed Mr. Viraj Bagaria, (DIN: 06628761) as Whole Time Director, for a period of 3 (Three) years with effect from 1st October, 2022, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board. It is proposed to seek members’ approval for the re-appointment of and remuneration payable to Mr. Vineet Bagaria as Managing Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment of, and remuneration payable to, Mr. Viraj Bagaria are as under:

(a) Salary, Perquisites and Allowances per annum :

Particulars	Amount (in Lakhs)
Salary	36
Perquisites and Allowances	14

Mr. Viraj Bagaria satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Viraj Bagaria under Section 190 of the Act.

Details of Mr. Viraj Bagaria are provided in the "Annexure" to the Notice.

Mr. Viraj Bagaria is interested in the resolution set out at Item No. 7 of the Notice. Sri Sajjan Bagaria, Sri Vineet Bagaria and Sri Sangeet Bagaria, being related to Shri Viraj Bagaria may be deemed to be interested in the said resolution.

The other relatives of Shri Viraj Bagaria may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Special Resolution set out at Item No.7 of the Notice for approval by the members.

ITEM NO.8

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. 100crore in Financial Year 2022-23.

Except Sri Vineet Bagaria, Sri Sajjan Bagaria, Sangeet Bagaria, and Viraj 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. 8

By order of the board of Directors

For T & I Global Ltd.

Executive Chairman
Sajjan Bagaria

Place: Kolkata

Dated: 12th August, 2022