

T & I Projects Ltd

11, Jassal House, 4-A, Auckland Square, Kolkata 700 017. INDIA

■ Ph : (91-33) 3028 3626/9, 2283 3613/4 ■ Fax : 2283 3612 ■ Email : sales@tiglobal.com

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Date: 14/01/2012.

To,
The Secretary,
The Calcutta Stock Exchange Association Ltd.,
7, Lyons Range,
Kolkata – 700 001

Sub.: Submission of Shareholding Pattern under clause 35. Compliance report on corporate governance under clause 49, certificate of compliance with Transfer-Cum-Demat Procedure, Secretarial Audit Report along with Certificate for the quarter ended 31st December 2011.

Respected Sir,

We are submitting the above stated documents herewith attached for your kind perusal.

Hope you will find the above in order.

Thanking you,
Yours truly,
For **T & I PROJECTS LTD.**

V. Zait
DIRECTOR



List of Enclosure:

- 1) Shareholding Pattern under clause 35 for quarter ended 31st December 2011.
- 2) Compliance Report on Corporate Governance under clause 49 quarter ended 31st December 2011
- 3) Certificate of compliance with Transfer-Cum-Demat Procedure quarter ended 31st December 2011.
- 4) Certificate of Secretarial Audit Report and Secretarial Audit Report for the quarter ended 31st December 2011.



T & I Projects Ltd.

V. Zait
Director

CLAUSE 35 OF EQUITY LISTING AGREEMENT**(1)(a) STATEMENT SHOWING SHAREHOLDING PATTERN**

Name of the Company: T & I PROJECTS LTD.			
Scrip Code: (CSE 030139) (UPSE N00025), Name of the scrip (T & I PROJECTS LTD.), class of security: (EQUITY)			
Quarter ended: December 31, 2011.			
Partly paid-up shares:-			
	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter/promoter group	-		
Held by public	-		
Total - D	0	0	0
Outstanding convertible securities:-			
	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	-		
Held by public	-		
Total - E	0	0	0
Warrants:-			
	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/promoter group	-		
Held by public	-		
Total - F	0	0	0
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities (Grand Total (A+B+C)+ D+E+F)			
	IN SHARES		INDIAN Rs.
	13,06,150		1,30,61,500

T & I Projects Ltd.V. B. S. S. S.
Director

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DISTRIBUTION OF SHAREHOLDING AS ON 31st DECEMBER, 2011

CATEGORY HOLDING	NO. OF SHARES HELD	%AGE
A. PROMOTERS HOLDING		
1. PROMOTERS	203300	15.56
- INDIAN PROMOTERS	-	0.00
- FOREIGN PROMOTERS	470200	36.00
2. PERSONS ACTING IN CONCERT	673500	51.56
SUB TOTAL	632650	48.44
B. NON PROMOTERS HOLDING		
C. INSTUTIONAL INVESTORS		
1. MUTUAL FUNDS AND UTI	-	0.00
2. BANKS, FINANCIAL INSTITUTIONS, INSURANCE COMPANIES (CENTRAL/STATE GOV. INSTITUTIONS, NON GOV.INSTITUTUINS)	-	0.00
3. FIIs	-	0.00
SUB TOTAL	0	0.00
D. OTHERS		
1. PRIVATE CORPORATE BODIES	454200	34.77
2. INDIAN PUBLIC	178450	13.66
3. NRIs/OCBs	-	0.00
4. ANY OTHER (PLEASE SPECIFY)	-	0.00
SUB TOTAL	632650	48.44
GRAND TOTAL	1306150	100.00

NOTE : TOTAL FOREIGN SHAREHOLDING IS 'NIL'.

T & I Projects Ltd.

V. B. S. S. S.
 Director



may be indicated.

T & I Projects Ltd.

V. B. S. S. S.
 Director

may be indicated.

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT for Quarter Ending on 31ST December, 2011 of T & I PROJECTS LTD.

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	YES	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	YES	
(C) Other Provisions as to Board and Committees	49 (IC)	YES	
(D) Code of Conduct	(49 (ID)	YES	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee		YES	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
III. Subsidiary Companies	49 (III)	N.A.	
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	YES	
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IV G)	YES	
V.CEO/CFO Certification	49 (V)	YES	
VI. Report on Corporate Governance	49 (VI)	YES	
VII. Compliance	49 (VII)	YES	

Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
- 3) In the remarks column, reasons for non-compliance may be indicated. For example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

T & I Projects Ltd.

V. Sankar
Director

SMITA SHARMA & ASSOCIATES

Company Secretaries

Fortuna Tower,

23A, N S Road, Room No. 12A

5th Floor, Kolkata – 700 001

Mobile : 98301 2676

E-mail : sharmasmitacs@gmail.com

**CERTIFICATE OF COMPLIANCE
WITH TRANSFER-CUM-DEMAT PROCEDURE**

In respect of

T & I PROJECTS LIMITED

11, Jassal House, 4A, Auckland Square, Kolkata – 700 017

RTA : Niche Technologies (P) Ltd.

C-444, Bagri Market, 71, B.R.B. Bose Road, Kolkata – 700 001

I have examined all relevant documents and the computer system maintained by the Company and the RTA for the purpose of issuing Certificate of Compliance required under SEBI Guidelines for simultaneous transfer-cum dematerialisation of shares. After considering the information and explanation given to me in the course of such examination, I hereby certify that for the quarter ending on 31st December, 2011 –

1. The Company /the RTA have followed the necessary procedure for affecting the original transfer.
2. The Register of Members (ROM) of the Company was accordingly amended and the shares were transferred in favour of the transferee.
3. The RTA on completion of the process of registration of shares submitted for transfer intimated the investor providing an option to dematerialize such shares.
4. The RTA has adequate procedure and has satisfied itself that the transferee and the entity requesting for dematerialisation are one and the same by verification interalia that the signature on DRF tallies with that on the transfer form and before confirming the dematerialisation request, the ROM was further amended to indicate the transfer from the transferee to NSDL or CDSL as the case may be.
5. The RTA has defaced and mutilated all the certificates by punching two holes at the top of the Certificates.
6. The Company and the RTA have adequate system to ensure that the investor does not lose his corporate benefits on account of the transfer entries made in favour of NSDL or CDSL as the case may be.
7. The RTA has processed Nil request involving Nil shares (NSDL Nil shares and CDSL Nil shares), out of which Nil request involving Nil shares were accepted for demat (Nil request for Nil shares of NSDL and Nil request for Nil shares of CDSL were rejected), apart from the original transfers as stipulated at para 1 above.

Place : Kolkata

Date : 14th January, 2012*Smita Sharma*
SMITA SHARMA

C.P. No. : 6077

SMITA SHARMA & ASSOCIATES
Company Secretaries

Fortuna Tower
23A, N S Road, Room No. 12A
5th Floor. Kolkata – 700 001
Mobile : 98301 26765
E-mail : sharmasmitacs@gmail.com

To,
The Board of Directors
T & I Projects Limited.
11, Jassal House,
4A, Auckland Square,
Kolkata – 700 017

CERTIFICATE

Company Registration Number : 21-38232

Authorised Capital : 15,00,000 EQUITY SHARES OF Rs.10/-
EACH.

ISIN : INE135F01015

I have examined the Register of Members, beneficiary details furnished by the Depositories and other records / documents maintained by M/s. T & I Projects Ltd. (hereinafter referred to as 'the Company') and its Registrars and Share Transfer Agents for issuing this certificate, in accordance with circular D&CC/FITTC/CIR-16/2002 dated December 31, 2002 issued by the Securities and Exchange Board of India.

In my opinion and to the best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby certify the annexed Secretarial Audit Report of T & I Projects Ltd. in respect of the quarter ended 31st December, 2011.

Place : Kolkata

Date : 14th January, 2012



Smita Sharma
SMITA SHARMA
C.P. No. : 6077

SMITA SHARMA & ASSOCIATES

Company Secretaries

Fortuna Tower

23A, N S Road, Room No. 12A

5th Floor. Kolkata – 700 001

Mobile : 98301 26765

E-mail : sharmasmitacs@gmail.com

SECRETARIAL AUDIT REPORT

1.	For Quarter Ended	:	31 st December, 2011
2.	ISIN	:	INE135F01015
3.	Face Value	:	Rs. 10/- each
4.	Name of the Company	:	T & I Projects Ltd.
5.	Registered Office Address	:	11, Jassal House, 4A, Auckland Square, Kolkata – 700 017
6.	Correspondence Address	:	Same as above.
7.	Telephone & Fax Nos.	:	Tel No. 30283634/26 Fax No. 22833612
8.	E-Mail Address	:	secretarial_tiglobal@yahoo.com
9.	Name of the Stock Exchange where the Company's securities are listed	:	Calcutta Stock Exchange, Uttar Pradesh Stock Exchange
			<u>Number of Shares</u> <u>%of Total Issued Cap.</u>
10.	Issued Capital	:	13,06,150 100%
11.	Listed Capital (Exchange-wise)	:	13,06,150 100%
12.	Held in dematerialized form in CDSL	:	NIL
13.	Held in dematerialized form in NSDL	:	NIL
14.	Physical	:	13,06,150
15.	Total No. of Shares (12+13+14)	:	13,06,150
16.	Reason for difference, if any, Between (10&11),(10&15),(11&15)	:	None



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17. Certifying the details of changes in share Capital during the quarter as under :

Particulars *	No. of Shares	Applied/ not Applied for Listing	Listed on Stock Exchanges (Specify names)	Whether intimated to CDSL	Whether intimated to NSDL	In- principal Approval pending for stock exchange (specify name)
	NIL	NIL	NIL	N.A.	N.A.	N.A.

- Right, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, BuyBack, Capital Reduction, Forfeiture, Any Other (to specify)

18. Register of Members is updated (Yes/No) : Yes
If not updated to which date

19. Reference to previous quarter with regards to : None
excess dematerialisation, if any

20. Has the Company resolved the matter mentioned in : N.A.
point no. 19 above in the current quarter? If not, reason why?

21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of request pending beyond 21 days with reason for delay :

Total No. of Demat requests	No. of request	No. of Shares	Reason for delay
Confirmed after 21 days	NIL	NIL	N.A.
Pending for more than 21 days	NIL	NIL	N.A.

22. Name, Telephone & Fax No. of : Mr. Vishnu Baheti,
compliance officer of the Company Tel No. 30283633
Director

23. Name of Auditor Address : Smita Sharma & Associates
Fortuna Tower
23A, N S Road, 5th Floor
Room No. 12A
Kolkata – 700 001
Mobile : 98301 26765

24. Appointment of common agency for : M/s. Niche Technologies Pvt. Ltd.
Share Registry work, if yes C-444, Bagri Market,
(name & address) 71, B.R.B. Bose Road,
Kolkata – 700 001

25. Any other detail that the auditor may : NIL
like to provide (e.g. BIFR Company,
delisting from stock exchange,
company changed its name
etc.)

