

## NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Company will be held at 65, 2<sup>nd</sup> Floor, Vadhawa Complex, Mandi Kesar Ganj Chowk, Near Union Bank of India, Ludhiana on 26<sup>th</sup> September, 2014 at 11.00 a.m. to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive and adopt the audited balance sheet as 31<sup>st</sup> March, 2014 and profit & loss account of the company for the year ended on 31<sup>st</sup> March, 2014 and the Report of the Directors' and Auditors.
2. To appoint Director in place of Mr. Radheshyam Poddar, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration.

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** Mr. Naveen Pujari, who was appointed as an additional director of the company w.e.f. 11.03.2014 and who according to Section 161 of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice from the member in writing proposing his candidature for the office of the Director be and is hereby appointed as Director of the company”.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Nasir Ahmed Khan**, Director of the Company whose period of office is liable to determination by retirement of directors by rotation and who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an independent director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for three consecutive years.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Naveen Pujari**, Director of the Company whose period of office is liable to determination by retirement of directors by rotation and who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an independent director and in respect of whom the Company has received a notice in writing from a

member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for three consecutive years .”

**DATE : 22.04.2014**  
**PLACE : AHMEDABAD**

**BY ORDER OF THE BOARD OF  
DIRECTOR S**

**Sd/-  
(CHAIRMAN)**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.
2. Pursuant to section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from 21<sup>st</sup> September, 2014 to 26<sup>th</sup> September, 2014 (both days inclusive).
3. The Company proposed to appoint its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, De-mat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and Address to Registrars and Share Transfer Agents, Unit: Tirupati Tyres Limited.
4. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
5. Members are requested to bring their copies of the Annual Report to the Meeting.
6. The Company is concerned about the environment and utilizes natural resources in sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, has by its circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, permitted companies to send official documents to their shareholders electronically as part of “GREEN INITIATIVES” in corporate governance.
7. Members are requested to update their Email ID with their respective depository participant and with the Company’s Registrar and Transfer Agents (RTA) to enable dispatch the communications in electronic form from time to time as your Company have taken a "Green Initiative" as per the directions of Ministry of Corporate Affairs, New Delhi allowing paperless compliances for Companies.
8. Members holding shares in physical form are requested to notify to the Company and the company’s proposed Registrar and share Transfer Agent, quoting their folio, any change in their registered address with pin code and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant.
9. Corporate Members intending to send their authorized representatives under Section 187 of the Companies Act, 1956, are requested to send a duly certified copy of the board Resolution authorizing their representatives to attend and vote at the Meeting.
10. In case of joint holding, the joint holder whose name stands first, as per the Company’s records, shall alone be entitled to vote.

11. **Voting through electronic means :** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting. The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-voting. However, in case members cast their vote both via physical ballot and e-voting, then voting through postal ballot shall prevail and voting done by e-voting shall be treated as invalid.

**The instructions for e-voting are as under:**

- (A) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any
  - (ii) Company, then your existing login id and password are to be used.
  - (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (iv) Click on “shareholders” tab to cast your votes.
  - (v) Now select the Electronic Voting Sequence Number – “EVSN” along with “COMPANY NAME” (Dune Mercantile Limited) from the drop down menu and click on “SUBMIT”.
  - (vi) Now, fill up the following details in the appropriate boxes :

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL – 8 characters of DP ID followed by 8 Digits Client ID  For CDSL – 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

Members who have not updated their PAN with the Company/Depository Participant are requested to use-the First 2 alphabets from First Holder Name field + 8 Characters from right BOID/Folio Number (If the BOID/Folio Number is shorter than 8 characters then the system will insert “0”(Zero) to fulfill the 10 character requirements.) in the PAN field. No special characters will be taken from the name.

# Please enter any one of the details in order to login if the Date of Birth & Bank Account Details both are left blank then the system will record BOID/FOLIO NO. in the Bank Account Details.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach ‘Password Change’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % &\*). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL / CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through NSDL / CDSL platform.
- (ix) Click on the relevant EVSN on which you choose to vote.
- (x) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm you vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” you vote on the resolution, you will not be allowed to modify your vote.
- (B) In case of members receiving the physical copy of Notice of AGM (for members whose e-mail IDs are not registered with the Company/depository participant(s) or requesting physical copy)
  - (i) Please follow all steps from Sr.No. (ii) to Sr. No. (xii) above to cast vote.
- (C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to go on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (D) The voting period begins on 21<sup>st</sup> September, 2014 (9.00 a.m.) and ends on 22<sup>nd</sup> September, 2014 (6.00 p.m.) During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8<sup>th</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at

www.evotingindia.com under help section or write an email to helpdesk.evoting@cdsl.india.com.

- (F) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8<sup>th</sup> August, 2014.
- (G) Shri Neha Agarwal Company Secretary, (Address : Kolkata) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.
- (H) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (I) The Results shall be declared at the AGM of the Company. The result will be announced to the Stock Exchanges where the shares of the Company are listed and will also be displayed on the Company's website [www.tirupatityresltd.com](http://www.tirupatityresltd.com)
- (J) Members are requested to notify the change in the address, if any. In case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.

<b>INFORMATION AS REQUIRED UNDER CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING</b>			
<b>Name of Director</b>	<b>Mr. Radheshyam Poddar</b>	<b>Mr. Nasir Ahmed Khan</b>	<b>Mr. Naveen Pujari</b>
Date of Birth	11.04.1937	23.12.1973	19/12/1978
Date of appointment	03.05.1988	14.02.2014	11.03.2014
Qualification	Matriculate	B com	MBA,IT
Expertise in specific functional area	He is having a more than 20 years of experience in tyres, tubes and other related types of chemical products..	He is having experience of about 5 years in various type of trading activity	having 12 years of experience in the field of technology and software as a senior executive in Corporate Structure
Directorship held in other companies (excluding private & foreign companies)	NIL	NIL	NIL
Membership/ Chairmanship of committees	NIL	NIL	NIL

in other public company			
Shareholding in the company	NIL	NIL	NIL

None of the Directors are related to each other.

#### ANNEXURE TO THE NOTICE

#### **Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013.**

##### **Item No. 4**

Mr. Naveen Pujari was appointed as additional directors of the company pursuant to Section 161 of the Companies Act, 2013 at the Board meeting held on 11.03.2014, and accordingly he holds office only upto the ensuing Annual General Meeting. The company has received notice from the members proposing appointment of additional director as a Director of the company.

Board recommends his appointment as Director and to pass the resolutions at Item No. 4 as an Ordinary Resolution.

##### **Item No. 5 & 6**

Mr. Nasir Ahmed Khan and Mr. Naveen Pujari are Independent Directors of the Company. Both of them joined the Board of Directors of the company w.e.f. 14<sup>th</sup> February, 2014 and 11<sup>th</sup> March, 2014.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Nasir Ahmed Khan and Mr. Naveen Pujari as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 3 (three) consecutive years .

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Nasir Ahmed Khan and Mr. Naveen Pujari for the office of Directors of the Company.

Mr. Nasir Ahmed Khan and Mr. Naveen Pujari are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from Mr. Nasir Ahmed Khan and Mr. Naveen Pujari that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Nasir Ahmed Khan and Mr. Naveen Pujari fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Nasir Ahmed Khan and Mr. Naveen Pujari are independent of the management.

Brief resume of Mr. Nasir Ahmed Khan and Mr. Naveen Pujari, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the

Stock Exchanges, are provided elsewhere in this notice of the ensuing Annual General meeting.

Copy of the draft letters for respective appointments of Mr. Nasir Ahmed Khan and Mr. Naveen Pujari as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Nasir Ahmed Khan and Mr. Naveen Pujari are interested in the resolutions set out respectively at Item Nos. 4 and 5 of the Notice with regard to their respective appointments. The relatives of Mr. Nasir Ahmed Khan and Mr. Naveen Pujari may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 and 5 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 anyway, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the shareholders.

**DATE : 22.04.2014**  
**PLACE : AHMEDABAD**

**BY ORDER OF THE BOARD OF  
DIRECTOR S**

**Sd/-**

**(CHAIRMAN)**

## **DIRECTORS' REPORT**

To,  
The Members

The Directors' present the Annual report on the business and operations of your Company for the year 2013-14.

### **FINANCIAL RESULTS AND OPERATIONAL REVIEW:**

Particulars	Year Ended 31.03.2014 (Amt in Rs.)	Year Ended 31.03.2013 (Amt in Rs.)
Gross Sales/Income	4219300	2911000
Less Total Expenses	4063047	2757475
Profit/(Loss) before Tax	156253	153525
Taxes/Deferred Taxes	51563	50663
Profit/(Loss) After Taxes	104690	102862

### **PARTICULARS OF EMPLOYEES:**

There are no employees drawing the remuneration in excess of ceiling prescribed under provisions of Companies (Particulars of Employees) Rules, 1975 read with Section 217(2A) of the Companies Act, 1956 as amended from time to time. Hence no information is required to be appended to this report in this regard.

### **DIRECTORS:**

Mr. Radheshyam Poddar, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

### **RESPONSIBILITY STATEMENT:**

As required u/s 217(2AA) of the Companies Amendment Act, 2000 your Director confirms that in the preparation of the annual accounts.

1. The applicable accounting standards have been followed along with proper explanation relating to material departures.
2. Such accounting policies have been selected and applied consistently and reasonable and prudent judgments and estimates made, 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 the profit/loss of the company for that period.
3. Proper and sufficient care has been taken for the maintenance of the adequate accounting records in accordance with provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The annual accounts have been prepared on a going concern basis.

### **CORPORATE GOVERNANCE:**

A comprehensive report on corporate governance as stipulated under Clause 49 of the Listing Agreement is attached to this Report.

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and the same is annexed at the end of Corporate Governance Report.



**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:**

As required under rule 3 of the companies (Disclosure of Particulars in the report of Board of Directors) Rules 1998, the particulars relating to the conservation of energy, Technology absorption, and the foreign exchange earnings and outgo are also Nil.

**APPOINTMENT OF AUDITORS:**

M/s. Vishves A. Shah & Co., Chartered Accountants, Ahmedabad Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting. The Company has received letters from them to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013.

**PUBLIC DEPOSITS**

The Company has not accepted any deposits from the public during the year under review. Your Company is listed with the Ludhiana Stock Exchange.

**SEGMENT:**

Your Company is engaged in a single segment only.

**ACKNOWLEDGEMENT:**

The management is grateful to the government authorities, Bankers, Vendors for their continued assistance and co-operation. The directors also wish to place on record the confidence of members in the company.

**DATE : 22.04.2014**  
**PLACE : AHMEDABAD**

**BY ORDER OF THE BOARD OF  
DIRECTOR S**

**Sd/-  
(CHAIRMAN)**

## **COMPLIANCE CERTIFICATE**

### **The Members**

**Tirupati Tyres Limited**  
**C-85, Phase-V, Focal Point**  
**Ludhiana, Punjab-141013**

We have examined the registers, records, books and papers of **Tirupati Tyres Limited** (The Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the company for the financial year ended on 31st March, 2014 (financial year.). In our opinion and to the best of our information and according to the examination 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 of the Act and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the Forms>Returns as stated in Annexure 'B' to this certificate, with the Ministry of Corporate Affairs within the time prescribed under the Act or with the additional fee if filed beyond the prescribed time and the rules made there under.
3. The company, being a limited company, comments are not required
4. The Board of Directors duly met respectively on 29/05/2013, 12/07/2013, 30/07/2013, 30/09/2013, 25/10/2013, 25/01/2014, 14/02/2014, 24/02/2014, 01/03/2014, 05/03/2014, 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.
5. The company close its Register of Members from 24.09.2013 to 30.09.2013 during the financial year.
6. Annual General Meeting for the financial year ended on 31.03.2013 has been held on 27.09.2013 after giving due notice to the members of the company and the resolutions passed there at was duly recorded in the Minutes Book maintained for the purpose.
7. One extra ordinary general meeting was held on 24.03.2014 during the financial year.
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under section 185 of the Companies Act 2013 (its corresponding Section is 295 in the old Companies Act).
9. The company has not entered into any contracts falling within the purview of provisions of section 297 of the Act.
10. The company has made necessary entries in the register maintained under section 301 of the Act.
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 share certificate during the financial year.