

***TIRUPATI***  ***TYRES***™

# ***TIRUPATI TYRES LIMITED***

## ***Annual Report: 2021-2022***



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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

#### **MANAGING DIRECTOR AND CFO**

Mr. Saugat Mahapatra Appointed w.e.f. 15.08.2022

#### **DIRECTOR**

Ms. Apeksha Manoj Jadhav	Appointed w.e.f. 30.08.2018
Ms. Namita Kudkar	Appointed w.e.f. 15.08.2022
Mrs. Nikita Hardik Parekh	Change in Designation w.e.f. 15.08.2022
Mr. Vinod Kacharu Mokul	Resigned w.e.f. 05.01.2022
Mr. Vishal Jagannath Sonawane	Resigned w.e.f. 15.08.2022
Mrs. Vijayshree Krishnat Desai	Resigned w.e.f. 15.08.2022

#### **COMPANY SECRETARY**

Mrs. Ankita Gupta Appointed w.e.f. 15.08.2022

#### **PRINCIPAL BANKER**

RBL Bank Ltd

#### **REGISTERED OFFICE ADDRESS**

B1/D, Utkarsh Co-op Housing Society,  
M.A. Road, Andheri West, Mumbai,  
Maharashtra-400058

Tel: 022-26204220

Email Id: [tirupatityres1988@gmail.com](mailto:tirupatityres1988@gmail.com)

Website: [www.tirupatityresltd.in](http://www.tirupatityresltd.in)

CIN: L25111MH1988PLC285197

ISIN: INE812Q01016

#### **STOCK EXCHANGES WHERE THE COMPANY IS LISTED**

Bombay Stock Exchange Limited  
The Metropolitan Stock Exchange of India Ltd

#### **STATUTORY AUDITORS**

M/s. ADV & Associates, Chartered Accountants  
801, Empress Nuclear, Gaothan Road, off. Little Flower School,  
Andheri East, Mumbai - 400 069.

Tel: +91 9167664141

E-mail: [advassociates@gmail.com](mailto:advassociates@gmail.com)

#### **REGISTRARS AND SHARE TRANSFER AGENTS**

Skyline Financial Services Private Limited  
D-153A, First Floor, Okhla Industrial, Phase-I, New Delhi - 110020  
Tel: 011-40450193 to 197

[www.skylinerta.com](http://www.skylinerta.com),

E-mail: [info@skylinerta.com](mailto:info@skylinerta.com)

## NOTICE

**NOTICE is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of Tirupati Tyres Limited will be held on Friday, 30<sup>th</sup> Day of September, 2022, at 1.30 P.M. at Unit No. 310, B2B Centre Co-operative Premises Society Ltd., Kanchpada, off. Link Road, Malad (West), Maharashtra-400058.**

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### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Nikita Hardik Parekh (DIN: 06800141) who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. **To regularize appointment of Mrs. Namita Kudkar as an Independent Director of the Company.**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Namita Kudkar (DIN: 09692219), who was appointed as an Additional Independent Director of the Company and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from 15<sup>th</sup> August, 2022, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

**4. To regularize appointment of Mr. Saugat Mahapatra as Managing Director and CFO of the Company.**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded for appointment of Mr Saugat Mahapatra (DIN: 09331789), as the Managing Director and Chief Financial Officer of the Company for a period of 5 (Five) years with effect from 15.08.2022 to 14.08.2027 on the remuneration and on such terms and conditions with liberty and authority to Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr Saugat Mahapatra, whereas the remuneration shall be for a period of 5 (Five) years with effect from 15.08.2022 and whose office shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to this resolution.”

**5. To regularize appointment of Mr. Atul Pawar as Whole Time Director of the Company.**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded for appointment of Mr. Atul Pawar (DIN: 09692216), as the Whole Time Director of the Company for a period of 5 (Five) years with effect from 15.08.2022 to 14.08.2027 on the remuneration and on such terms and conditions with liberty and authority to Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Atul Pawar, whereas the remuneration shall be for a period of 5 (Five) years with effect from 15.08.2022 and whose office shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to this resolution.”

**6. To regularize appointment of Mrs. Nikita Parekh as Non-Executive Director of the Company.**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Namita Kudkar (DIN: 09692219), whose designation was changed as an Additional Non-Executive Director of the Company and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as an Non-Executive Director of the Company, to hold office for a term of five years, with effect from 15<sup>th</sup> August, 2022, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

**7. Approval of Related Party Transaction**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) and Rules made there under and subject to such approvals, consents, sanctions and permissions as maybe necessary, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contracts and/or agreements with related parties with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature during the financial year 2022-2023.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to determine the actual sums to be involved in the transaction, to increase the value of the transactions (upto 10%) and to finalize the terms and conditions including the period of transactions and all other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**8. Approval of charges for service of documents on the shareholders**

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

**“RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the members be and is hereby accorded to charge from the shareholders the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any director or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**By order of the Board of Directors  
For Tirupati Tyres Limited**

**Sd/-**

**Nikita Parekh  
Chairman cum Managing Director & CFO  
DIN - 06800141**

**Date: 03.09.2022.  
Place: Mumbai**

Regd. Off:  
B1/D, Utkarsh Co-op Housing Society, M.A. Road,  
Andheri West, Mumbai, Maharashtra-400058.  
CIN No.: L25111MH1988PLC285197



## Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy and vote on a poll instead of himself/herself and a proxy need not to be a member of the Company. The instrument appointing a proxy in order to be valid must be duly filled in all respects and should be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. Shareholders are requested to forward their queries on the proposed resolutions and accounts for the financial year ended March 31, 2022 to the Company at least 10 days in advance, to enable the management to keep the required information available at Annual General Meeting.
3. Members are requested to:
  - i. Quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
4. Bodies Corporate, who are the members of the Company, are requested to send in advance duly certified copy of Board Resolution authorizing their representative to attend and vote at the annual general meeting.
5. The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (M/s. Skyline Financial Services Private Limited) of the Company.

Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: M/s. Skyline Financial Services Private Limited, D-153A, 1<sup>st</sup> Floor, Okhla Industrial, Phase-I, New Delhi - 110 020.

Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2021-2022 is being sent to those members whose email IDs are registered with their respective Depository Participant(s) (DPs), the Company or Skyline Financial Services Private Limited. Unless any member has requested for a hard copy of the same. For members who have not registered their email address so far, are requested to promptly intimate the same to their respective DPs or to the Company/ Skyline Financial Services Private Limited., as the case maybe.

6. Electronic copy of the Notice convening the 34<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants.
7. Members may also note that the Notice of the 34<sup>th</sup> Annual General Meeting and the Annual Report for 2021-2022 will also be available on the Company's website [www.tirupatityresltd.in](http://www.tirupatityresltd.in), which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on all the working days except Saturdays.
8. Section 72 of the Companies Act, 2013 extends nomination facility to individual shareholders of the Company. Therefore, shareholders willing to avail this facility may make nomination in Form SH-13 as provided in the Companies (Share Capital and Debentures) Rules, 2014.

**9. Voting through electronic means:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Tuesday, 27<sup>th</sup> September, 2022 (9:00 am) and ends on Thursday, 29<sup>th</sup> September, 2022 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below: