

**33<sup>rd</sup> Annual Report**  
**TPI India Limited**  
**2014-15**

## **TPI India Limited**

### **BOARD OF DIRECTORS:**

- |                      |                          |
|----------------------|--------------------------|
| a) Managing Director | : Mr. Bharat C. Parekh   |
| b) Director          | : Mr. Ishan D. Sekarka   |
| c) Director          | : Mr. Akshay D. Bhatt    |
| d) Director          | : Mr. Sandeep Poddar     |
| e) Woman Director    | : Mrs. Darshna B. Parekh |

### **COMPANY SECRETARY**

: Mr. Jiten Tiwari

### **AUDITORS**

: Mr. B. R. Dalal & Co.  
Chartered Accountants  
Mumbai

### **SECRETARIAL AUDITOR**

: M/s Girish Murarka & Co.  
Company Secretaries  
Mumbai

### **BANKERS & FINANCIAL INSTITUTION**

: Union Bank of India  
Kokan Mercantile Co-op Bank Ltd  
SICOM Investment & Finance Ltd.

### **REGISTERED OFFICE**

: J-61, Additional MIDC Area  
Murbad, District Thane.  
CIN – L28129MH1982PLC026917  
Email : [info@tpiindia.in](mailto:info@tpiindia.in)  
[Investor-relation@tpiindia.in](mailto:Investor-relation@tpiindia.in)

### **REGISTRAR & TRANSFER AGENT**

: BIGSHARE Services Private Limited  
E-2/3, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Andheri (East), Mumbai 400 072  
Tele : 022-28470652/40430200  
Email : [info@bigshareonline.com](mailto:info@bigshareonline.com)

### **PLANTS**

: J-61, Addition MIDC Area, Murbad,  
District : Thane  
F-4, MIDC Industrial Area,  
Murbad, District Thane

## NOTICE

Notice is hereby given that the **THIRTY THIRD ANNUAL GENERAL MEETING OF M/S TPI INDIA LIMITED** will be held at its Registered Office at Plot No. J-61, Additional MIDC Area, Murbad, District Thane on Saturday, the 26<sup>th</sup> day of September, 2015 at 12.30 pm to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Profit & Loss account of the Company for the financial year ended 31<sup>st</sup> March, 2015 and Balance Sheet as at that date together with the Reports of Auditors and Directors thereon;
2. To consider declaration of Dividend;
3. To appoint a Director in place of Shri Bharat C. Parekh, who retires by rotation and is eligible for re-appointment;
4. To rectify the appointment of Auditors M/s B. R. Dalal & Co., Chartered Accounts to hold the office till the conclusion of Annual General Meeting to be held in the year 2017.

### SPECIAL BUSINESS:

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

"RESOLVED THAT" pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 together with the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modification(s) of re-enactment thereof for the time being in force) Mrs. Darshana B. Parekh, (DIN:07171160) who was appointed as Additional Director w.e.f. 18.05.2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Women Promoter Director of the Company to hold office for 5 (five) upto 31.03.2020, retire by rotation."

"RESOLVED FUTRTHER THAT Shri Bharat C. Parekh, Managing Director (DIN: 02650644), Shri Ishan D. Selarka, Director (DIN: 03614005) and Shri Akshay D. Bhatt, Director (DIN: 00537191) be and are hereby jointly and / or servally authorized to do all such acts, deeds and things as may deemed necessary, desirable and expedient to give effect to the above resolution."

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 section 13 sub section (1), read with section 55, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) Authorized Share Capital of the Company be and is hereby increased from the existing Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Re. 1/- (Rupee One only) each and 5,00,000 (Five Lac) Preference Shares of Rs. 100/- (Rupees One Hundred only) each to Rs. 17,50,00,000/- (Rupees Seventeen Crore Fifty Lac only) divided into 12,50,00,000 (Twelve Crore Fifty Lac) Equity Shares of Re. 1/- (Rupee One each) only and 5,00,000 (Five Lac) Preference Shares of Rs. 100/- each by creation of 2,50,00,000 (Two Crore Fifty Lac) Equity Shares of Re 1/- (Rupee One only) each and that Clause (V) of Memorandum of Association of the Company be and is hereby altered accordingly.

7. To consider and if thought it, to pass with or without modification the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or any re-enactment thereof) the Article 3, of the Articles of the Articles of Association of the Company be altered and substituted by the following clauses:

"The Share Capital of the Company is Rs. 17,50,00,000/- (Rupees Seventeen Crore Fifty Lac only) divided into 12,50,00,000 (Twelve Crore Fifty Lac) Equity Share of Rupee 1/- (Rupee One only) each and 5,00,000 (Five Lac) Preference Shares of Rs. 100/- (Rupees One Hundred only) each.

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date : 13<sup>th</sup> August, 2015**

**Bharat C. Parekh**  
**Managing Director**  
**DIN 02650644**

**Registered Office:**  
**Plot No. J-61, Additional MIDC Area**  
**Murbad, District Thane**

#### **NOTICE**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING "THE MEETING" IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifth and holding in the aggregate not more than ten percent of the total share capital of Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company 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 shall remain closed from 21<sup>st</sup> September, 2015 to 26<sup>th</sup> September, 2015 (both days inclusive).
6. Members who have multiple folios with identical order of names are requested to intimate to the Company those folios to enable the Company to consolidate all shareholding into one folio.
7. Members having any query(ies) relating to this Annual Report are requested to send their questions to Registered Office of the Company at least 7 days before the date scheduled for Annual General Meeting.
8. Members who hold shares in physical form are requested to intimate to the Company Bank mandate under the signature of & Sole/first named joint shareholder specifying Bank's name, Name and Address (with PIN No. ) of the Branch, Account Type – Saving (SA) or Current (CA ) Account No.
9. In case of physical transfer or transmission of shares, copy of PAN Card of the transferee is mandatory.

10. Investors holding shares in physical form are advised to opt for Electronic Clearing System (ECS) to avail fast and safe remittance of dividend. A photocopy of a leaf of your Cheque book bearing your Account Number may also be sent along with mandate.
11. Members are requested to notify promptly changes in their address quoting their Registered Folio Nos. to the Company or its RTA.
12. Members are requested to notify promptly changes in their address quoting their physical holding in the Company are advised to avail the facility of dematerialization.
13. Member / Proxies are requested to bring attendance slip duly filled along with their copies of Annual Report in the meeting.
14. All material documents are open for inspection by the members on all working days at the Registered Office of the Company till the conclusion of the Annual General Meeting.

**By Order of the Board of Directors  
For TPI India Limited**

**Bharat C. Parekh  
Managing Director  
DIN 02650644**

**Place: Mumbai**

**Date : 13<sup>th</sup> August, 2015**

**Details of Director Seeking Re-appointment at this Annual General Meeting**

- |  |  |
|--|--|
| a) Name of Director  | : Mr. Bharat C. Parekh   |
| b) Director Identification No.   | : 02650644   |
| c) Date of Birth   | : 13 <sup>th</sup> August, 1964  |
| d) Date of Appointment   | : 02/051986  |
| e) Qualification   | : B.com  |
| f) Directorship Held in other Companies  | : Shreeji Exports Pvt. Ltd.<br>Trillion Investment and Trading Co. Pvt. Ltd. |
| g) Membership / Chairmanship of Audit and Stakeholders' Relationship Committee Across Public Companies | : Nil  |
| h) No. of Shares Held  | : 2,21,19,989  |

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 5:**

Pursuant to relevant provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement, Mrs. Darshana B. Parekh was appointed as Additional Women Director at the Board Meeting held on 18<sup>th</sup> May, 2015. Your Company has received notice in writing from member along with a deposit of requisite amount under section 160 of the Act proposing her candidature of her for the office of Director of the Company. Mrs. Darshana B. Parekh is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given her consent to act as Director.

Mrs. Darshana B. Parekh is B. com and keeping in view of her vast experience in administration and knowledge, it will be in the interest of the Company to appoint her as Director in the Company. She hold 60,000 Equity Shares in the Company.

Except Mr. Bharat C. Parekh , Managing Director and Mr. Avinash B. Parekh, Chief Operating Officer, None of the Director / Key Managerial Personnel / their relatives are, are in any way , concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice

**Item No. 6 & 7:**

Looking at the opportunities and market for Flexible Intermediate Bulk Containers (FIBC )Bags and Kraft Lined Bags which is being used by Blue chips Companies coupled with their expansion program, it is necessary to have our own equity capital for working capital requirement

Improvement in asset reliability is very essential to increase the production to the Plant's capacity and also to reduce the rejection and ensure economy in operation. Certain Capital Expenditure Plan in the form of balancing equipment have been chalked out to increase the production and improve the quality.

In view of the above, it is proposed to increase Authorized Share Capital from the existing Rs. 15,00,00,00,000/- divided into 10,00,00,000 ( Ten Crore ) Equity Shares of Rupee 1/- (Rupee One only) each and 5,00,000 (Five Lac) Preference Shares of Rs. 100/- (Rupees One Hundred) each to Rs. 17,50,00,00,000/- (Rupees Seventeen Crore Fifty Lac only) divided into 12,50,00,000 (Twelve Crore Fifty Lac) Equity Shares of Rupee 1/- (Rupee One only) each and 5,00,000 (Five Lac) Preference Shares of Rs. 100/- ( Rupees One Hundred only) each as indicated in the Resolution at Item No. 6 of this Notice

Consequently, it is proposed to make appropriate alteration in the Memorandum and Articles of Association of the Company to reflect the changes in the Authorized Share Capital.

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The Proposed resolution are in the interest of the Company and your Director recommend the Resolutions at item Nos. 6 & 7 of this Notice

None of the Director / the Key Managerial Personnel of the Company including their relatives are concerned or interested in the aforesaid resolutions

**By Order of the Board of Directors**

Place: Mumbai  
Date : 13<sup>th</sup> August, 2015

**Bharat C. Parekh**  
**Managing Director**  
**DIN 02650644**

**Registered Office:**  
**Plot No. J-61, Additional MIDC Area**  
**Murbad, District Thane**



**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA000000001 in the PAN field.</li></ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter</li></ul>



	the member id / folio number in the Dividend Bank details field.
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
  - (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - (xii) 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.
  - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvii) If Demataccount holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).