

TIRUPATI FINLEASE LIMITED

ANNUAL REPORT

2015-2016

**REGD OFF: B/10, Madhupura Market, Shahibaug Road,
Ahmedabad – 380 004**

CONTENTS

- BOARD OF DIRECTORS
- NOTICE
- DIRECTOR'S REPORT
- CORPORATE GOVERNANCE
- MANAGEMENT DISCUSSION & ANALYSIS
- SECRETARIAL AUDIT REPORT
- AUDITORS' REPORT
- BALANCE SHEET
- PROFIT & LOSS ACCOUNT
- NOTES
- CASH FLOW STATEMENT

BOARD OF DIRECTORS

SHRI BAJRANGLAL B. AGARWAL

WHOLE TIME DIRECTOR

SMT. PUSHPADEVI B. AGARWAL

WHOLE TIME DIRECTOR

SHRI KALPESH B. AGARWAL

DIRECTOR

SHRI SIVANANDINGH INDRASINH CHAUHAN

INDEPENDENT DIRECTOR

SHRI MAHESH RAMAVTAR MITTAL

INDEPENDENT DIRECTOR

LATE MOTILAL JAIN PUKHRAJ

INDEPENDENT DIRECTOR

BANKERS

KOTAK MAHINDRA BANK LIMITED

Shahibaug, Ahmedabad

AUDITORS

Pritesh Shah & Co. ,

Chartered Accountants

10/G, Rang Sagar Flat,

P. T. College Road,

Paldi, Ahmedabad

REGISTERED OFFICE

B/10, First Floor, Madhavpura Market

Shahibaug Road, Ahmedabad – 380004 [Gujarat]

RBI CERTIFICATE OF REGISTRATION

01.00023

PERMANENT ACCOUNT NUMBER

AAACT5692G

REGISTRAR & TRANSFER AGENT

Purva Sharegistry (India) Private Limited

9, Shiv Shakti Ind. Estt., J. R. Boricha Marg, Off N. M. Joshi Marg,

Near Lodha Excelus, Lower Parel (E), Mumbai-400011

022-23018261/ 23016761

NOTICE

NOTICE is hereby given that 23rd Annual General Meeting of the members of **TIRUPATI FINLEASE LIMITED** will be held on 30th September, 2016 at 11.00 a.m. at the Registered office of the Company at B/10, Madhupura Market, Shahibaug Road, Ahmedabad – 380004 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Profit and Loss Account of the Company for the year ended on that date together with the reports of the Directors and auditors thereon.
2. To appoint a Director in place of Mrs. Pushpadevi Bajranglal Agarwal who retires by rotation and being eligible offers herself for reappointment.
3. To ratify appointment of Auditors for the financial year 2016-17 and to fix their remuneration.

Dated: 02-09-2016
Place: AHMEDABAD

BY ORDER OF THE BOARD
FOR TIRUPATI FINLEASE LIMITED

Sd/-
Bajranglal B. Agarwal
Director
DIN: 00605957

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.

A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts concerning relevant items of business to be transacted is annexed hereto.
3. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
4. The Register of Members and share transfer books of the Company will remain closed from 23.09.2016 to 30.09.2016 (both days inclusive)
5. Members holding shares in physical form are requested to promptly notify the change in their respective address and / or their NECS / bank details to the Registrar & Share Transfer Agent (RTA), Purva Sharegistry (India) Private Limited, Lower Parel (E), Mumbai-400011.
6. Members may also note that the Notice of Annual General Meeting and the Annual Report for period ended 31st March, 2016 will also be available on the Company's website www.tirupatifynlease.com.
7. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

8. 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 Clause 35B of the Listing Agreement, 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 27th September 2016 AT 11:00 A.M. and ends on 29th September AT 5.00 P.M. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th September 2016, 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. The process and manner for remote 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) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "TIRUPATI FINLEASE LIMITED".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to dudhatcs@gmail.com with a copy marked to tirupati_finlease@yahoo.com & evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>
<u>PASSWORD/PIN</u>	

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th September 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24th September 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or tirupati_finlease@yahoo.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Jigneshkumar Dudhat, Practising Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in

favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.tirupatifynlease.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Dated: 02.09.2016
Place: AHMEDABAD

BY ORDER OF THE BOARD

Sd/-
Bajranglal B. Agarwal
Director
DIN: 00605957

DIRECTOR'S REPORT

To,
The Members
Tirupati Finlease Ltd.

Your Directors have pleasure in presenting the 23rd Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2016.

FINANCIAL RESULTS:

The summarized financial results for the year ended 31st March, 2016 are as under:

(Rs. in Lacs)

Particulars	2015-2016	2014-2015
1. Profit before Depreciation and Tax	5.53	2.98
2. Depreciation	0.00	0.47
3. Profit (Loss) Before Tax	5.53	2.51
4. Provision for taxation	0.04	0.17
5. Profit (loss) after Tax	5.49	2.34

STATEMENT OF COMPANY'S AFFAIRS

The Growth rate has been on the upward trend as compared to the previous year with favorable market conditions which reflect the positive market. During the year the company has earned the profit of Rs 553,787. Bullish trend in Equity Markets, Commodities and Real estate will effect volume and profitability of Government Securities business. Changes in rate of Interest will affect Company's Profitability.

DIVIDEND:

Your director do not recommend dividend for the year.

TRANSFER TO RESERVES

The company has transferred the proportion of profit to the Reserve as required to be kept by the company and company has also followed the Accounting Standard and RBI Norms in respect thereto.

SHARE CAPITAL:

The paid up capital of the company as on 31st March 2016 was Rs 30,042,000. During the year under review, the company has not issued any shares. The company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the company.

INTERNAL CONTROL SYSTEM AND ADEQUACY

Details of internal Control system are given in the Management Discussion and Analysis Report, which forms the part of the Director's Report.

DEPOSITS:

The company has not accepted the Deposits from the Public during the year under report.

SUBSIDIARY COMPANIES

Your company doesn't have any subsidiary company during the year; hence consolidation of financial data of subsidiary company is also not applicable to the company for financial year 2015-16.

BOARD OF DIRECTORS

Mrs. Pushpadevi Bajranglal Agarwal Director of the Company retires by rotation at this annual general meeting and being eligible, offers herself for reappointment. The board of directors recommends the appointment of the directors.