



**TIRUPATI  
INDUSTRIES (I) LIMITED**

**ANNUAL REPORT**

**2004 - 2005**

**REGD. OFFICE**

**17/1 M.I.D.C. TALOJA,  
DIST. RAIGAD, MAHARASHTRA**

**TIRUPATI INDUSTRIES (I) LIMITED**

**BOARD OF DIRECTORS**

R. G. JOSHI	CHAIRMAN
R. J. SANGHVI	DIRECTOR
M. A. JHAVERI	DIRECTOR
K. F. KARANI	MANAGING DIRECTOR

**AUDITORS**

M/S. R.P. TRIVEDI & ASSOCIATES  
56, BALASINOR CO. OP. HSG. SOCIETY LTD.  
S.V. ROAD, KANDIVILI (WEST),  
MUMBAI – 400 067.

**BANKERS**

DENA BANK  
THE KAPOL CO –OPERATIVE BANK LTD.  
STATE BANK OF INDIA  
ICICI BANK

**REGISTERED OFFICE & FACTORY**

PLOT NO. 17/1, M.I.D.C. TALOJA,  
DIST. RAIGAD MAHARASHTRA

## TIRUPATI INDUSTRIES (I) LIMITED

### NOTICE

NOTICE is hereby given that the adjourned THIRTY – SECOND GENERAL MEETING of the Members of TIRUPATI INDUSTRIES (I) LIMITED will be held at the Registered Office of the Company at 17/1, MIDC Industrial Area Talaja, Dist. Raigad. MAHARASHTRA on Saturday 30th September 2006 at 02.00 p.m. to transact the following business :

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2005 and the Profit and Loss account for the year ended on that date together with Reports of the Directors and Auditors thereon.

By order of the Board of Directors  
TIRUPATI INDUSTRIES (I) LIMITED

Dated : 12.08.2006  
Regd. Office 17/1 MIDC  
Talaja, Dist. Raigad  
MAHARASHTRA

sd/-  
R.J. SANGHVI  
DIRECTOR

### NOTES

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2 Proxies, in order to be effective, should be lodged with the Company at the Registered Office at least 48 hours before the commencement of the Meeting.
- 3 Members are requested to notify any change in their address to the Company quoting their Folio number.
- 4 Members / Proxy holders are requested to produce at the entrance, the attached admission slip duly completed and signed, for admission to the Meeting hall.
- 5 Members are requested to bring their copy of the Annual Report to the Meeting.

### TIRUPATI INDUSTRIES (I) LIMITED DIRECTOR'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the THIRTY – SECOND REPORT and the Audited Accounts of the Company for the year ended 31st March 2005.

Financial results are as follows :

	Current Year Ended 31st March 2005 (Rs. in Lakhs)	Previous Year Ended on 31st March 2004 (Rs. in Lakhs)
Sales including processing charges	372.67	206.65
Other Income	52.11	40.67
<b>TOTAL</b>	<b>424.78</b>	<b>247.32</b>
Gross Profit/(Loss) before Depreciation & Interest	(1.78 )	11.01
Less : (1) Depreciation	4.11	4.76
(2) Interest	<u>0.38</u>	<u>0.16</u>
<b>Net Profit/ (Loss) after Depreciation &amp; Interest</b>	<b>(6.27)</b>	<b>6.09</b>
Balance loss B/F	(344.22)	(349.62)
Prior period adjustments	-----	(0.68)
<b>Balance Loss carried to Balance Sheet</b>	<b>(350.49)</b>	<b>(344.22)</b>

**REVIEW OF ACTIVITIES :**

During the year under review, the turnover of the Company went up substantially due to increased thrust on marketing of Edible Oils.

As you are aware, the THIRTY -SECOND ANNUAL GENERAL MEETING was held on 30th September 2005, but was adjourned since Audited Accounts were not available for consideration and adoption by the members of the Company which is now being submitted for your approval and adoption.

The Company entered into a settlement with Dena Bank in an amount of Rs. 205 Lakhs. A Consent decree was filed by both parties in the case filed by Dena Bank against Company in Debt Recovery Tribunal Mumbai. The Company has discharged the entire liability to Dena Bank as on 31<sup>st</sup> March 2006. Please refer note no 2 of Notes to Accounts

At the Meeting held on 30<sup>th</sup> September 2005 following decisions were also taken by the members of the Company:

- 1) Mr. M A Jhaveri was re appointed as Director of the Company.
- 2) M/s R. P. Trivedi & Associates, Chartered Accountants, Mumbai, the Statutory Auditors of the Company were re appointed.

**FIXED DEPOSIT :**

The Company has not invited, accepted or renewed any deposit from the public.

The observations of Auditors and notes on accounts are self-explanatory.

**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.**

Additional information on conservation of energy, technology absorption and foreign exchange earnings and outgo as required to be disclosed in terms of section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in report of the Board of Directors) Rules 1988 is annexed hereto and forms part of this Report.

**Directors' Responsibility Statement :**

Pursuant to section 217 (2AA) of the Companies Act 1956, the Directors confirm the following in respect of the audited accounts for the year ended 31st March 2005.

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b) That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state affairs of the company for the year ended 31st March 2005 and the profit and loss of the Company for the year under review.
- c) That the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provision of the Act and of safeguarding the assets of the Company for the year under review.
- d) That the Directors had prepared the annual accounts on a going concern basis.

Your Company's equity shares are listed with Stock Exchange at Mumbai and annual listing fee has been paid to them.

Your Directors express their sincere appreciation for the co-operation which they have received from the Members and Employees of the Company.

By order of the Board of Directors  
TIRUPATI INDUSTRIES (I) LIMITED

Dated : 12.08.2006  
Regd. Office 17/1 MIDC  
Taloja, Dist. Raigad  
MAHARASHTRA

sd/-  
KETAN KARANI  
MANAGING DIRECTOR

sd/-  
R. J. SANGHVI  
DIRECTOR

(4)

**TIRUPATI INDUSTRIES (I) LIMITED****ANNEXURE 'A'**

Information as required under Section 217 (I) (e) read with the Companies (disclosure of particulars in the Report of Board of Directors) Rules 1988

**A. CONSUMPTION OF ENERGY**

The required information in Form 'A' of the Companies Act, 1956 is attached herewith.

**FORM 'A'**

(See Rule 2)

**Form for Disclosure of particulars of  
Conservation of Energy**

	Current Year	Previous Year
<b>I. Power and Fuel consumption</b>		
<b>1. Electricity :</b>		
(a) Purchased Units.	42733	40307
(b) Total amount (Rs.)	215350	211428
(c) Rate/Unit (Rs.)	5.04	5.25
(d) Own Generation		
(1) Through diesel Operator Unit	NIL	NIL
per Liter of diesel oil	NIL	NIL
Cost/Unit		
<b>2. Coal</b>	NIL	NIL
Quantity (Tonnes)	NIL	NIL
Total cost (Rs.)	NIL	NIL
Average Rate (Rs.)	NIL	NIL
(Steam coal used for steam Generation for dyeing plant)		
<b>1. Furnace Oil</b>		
Quantity (K. Litres)	NIL	NIL
Total Amount (Rs.)	NIL	NIL
Average Rate (Rs.)	NIL	NIL
<b>2. Others/Internal generation</b>		
Quantity	NIL	NIL
Total cost	NIL	NIL
Rate/unit	NIL	NIL

**II Consumption per unit of production.**

The Company does not maintain separate records for consumption of electricity and furnace oil individually for each of its products.

**Technology Absorption**

Efforts made in technology absorption as per Form 'B' of the Annex to the Rules.

<b>3. Research and development (R&amp;D) :</b>	NIL	NIL
<b>4. Technology absorption.</b>		

<b>Adaptation and innovation :</b>	NIL	NIL
<b>C) Foreign Exchange Earnings and outgo</b>		

During the year the Company earned foreign exchange of Rs.

NIL

The outgo of foreign exchange was Rs.

NIL

By order of the Board of Directors  
**TIRUPATI INDUSTRIES (I) LIMITED**

sd/-

sd/-

Place : TALOJA

Date : 12.08.2006

**KETAN KARANI**  
MANAGING DIRECTOR

**R. J. SANGHVI**  
DIRECTOR

**R.P.TRIVEDI & ASSOCIATES****CHARTERED ACCOUNTANTS**

56, BALASINOR CO.OP.HSG.SOC.LTD., S.V.ROAD, KANDIVLI ( WEST ), MUMBAI - 400067.

**Auditor's Report****TO THE MEMBERS OF M/S. TIRUPATI INDUSTRIES ( INDIA ) LTD.**

- 1 We have audited the annexed Balance Sheet of M/s TIRUPATI INDUSTRIES ( INDIA ) LTD.as at 31st March .2005 and also the Profit and Loss Account for the year ended on that date attached thereto and Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit
- 2 We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3 As required by the Companies (Auditor's Report) Order 2003 issued by the Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1 956, we enclose in the Annexure below a statement on the matters specified in paragraphs 4 and 5 of the said Order
- 4 Further to our comments in the Annexure referred to above , We report that :-
  - a We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit :
  - b In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
  - c The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account .
  - d. In Our opinion ,the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub -section ( 3 C ) of section 211 of the Companies Act. 1956.
  - e. On the basis of written representations received from the directors , as on 31st March , 2005 and taken on record by the Board of directors We report that none of the directors disqualified as on 31st March, 2005 from being appointed as a director in item of clause ( a ) of sub- section ( 1 ) of section 274 of the Companies Act 1956
  - f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, Subject to :
    - 1) Note No.2 Relating to one time settlement with Dena Bank for amount of Secured loan of Rs. 205 Laks and non inclusion of the same in the books of accounts for F.Y. 2004 -2005.
    - 2) Note No.4 ( a ) Relating to non -provision of the Interest & liquidated charges to Bharat Petroleum Corporation resulting into under statement of loss for the year by rs. 2,66,503/- and under statement of the accumulated losses and current liability by Rs.19,04,406/-
    - 3) Note No. 4 ( b ) relating to non -provision of the Interest on Deposits from Soap customers resulting into under statement of loss for the year by Rs. 26706/- and under statement of the accumulated losses and current liability by Rs. 3,23,442/-.

**Auditor's Report**

- 4 Note No.5 relating to receipt of gold by the Company.
- 5 Note No.6 Regarding receipt of Show Cause Notice For Violation Of Provision of Sec.13 of the Companies Act 1956. From Register of Companies , Maharashtra for carrying on the business of Diamonds as objects ultravires to the memorandum of association of the Company.
- 6 Note No.7 for non provision of Rs.10 Lakhs regarding penalty imposed by the special director , In the Office of the special Director of Enforcement under Foreign Exchange Regulation Act,1973.
- 7 Note No .9 regarding sale of Boiler Hypothecated to Bharat Petroleum Corporation Limited.
- 8 Note No.13 regarding non confirmation of balance and transactions with Dena Bank.
- 9 Note No.20 regarding BIFR recommendations
- 10 Non Provision of gratuity liability and leave encashment on cash basis which should have been provided as per the recommendation of Accounting standard 15. The amount of liability' s uncertained.

Read with other notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the Accounting principles accepted in India :

- I) in case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2005; and
- ii) in the case of the Profit and Loss Account, of the loss for the year ended on that date.
- iii) In case of Cash Flow statement of the Cash flow for the year ended on that date.

For R.P. TRIVEDI & ASSOCIATES

Chartered Accountants

R.P. TRIVEDI

( Proprietor )

M.NO. : 33885

PLACE : MUMBAI

DATE : 12th AUGUST, 2006.

R.P. TRIVEDI & ASSOCIATES

CHARTERED ACCOUNTANTS

56, BALASINOR CO.OP.HSG.SOC.LTD., S.V.ROAD, KANDIVLI ( WEST ), MUMBAI - 400067.

Annexure to the Auditor's Report

REFERRED TO IN PARAGRAPH OF OUR REPORT OF EVEN DATE :

- 1 (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) According to the information and explanations given to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner which, in our opinion, is reasonable, having regard to the size of the Company and nature of the assets. No material discrepancies were noticed on such verification.
- ⊙ In our opinion, the Company has not disposed of substantial part of fixed assets during the year and the going concern status of the Company is not affected.
- 2 (a) As explained to us, inventories have been physically verified by the management at regular intervals during the year.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- ⊙ The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
- 3 We are informed that Company has not taken / granted any loans, secured or unsecured, from / to Companies, Firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- 4 In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in internal controls.
- 5 As explained to us there has not been any transaction during the year that need to be entered in the register maintained under section 301 of the Companies Act 1956 and exceeding during the year to Rs.5,00,000 or more in respect of each such party.
- 6 The Company has not accepted any deposits from the public.
- 7 The Company does not have an Internal Audit System commensurate with its size and nature of business.
- 8 According to information & explanation given to us the Central Government has prescribed maintenance of cost records under section 209 (1)(d) of the Companies Act, 1956, for the Soap Division Of the Company has been exempted from the same as it is a BIFR Company as per order no.52/234/CAB-9 Dated 04.08.1998 of the Department Of Company Affairs.
- 9 (a) According to the information and explanations given to us, there are no undiputed statutory dues payable in respect of Provident Fund, Investor education and Protection Fund, Employees State Insurance, Income - tax, Sales - tax, Wealth Tax, Custom Duty & Excise Duty.

- (b) According to the information and explanations given to us, there are no undisputed statutory dues payable in respect of Income - tax, wealth - Tax, Custom Duty & Excise Duty, except undisputed service tax payable Rs.1,24,893/- and Sales Tax Including Interest thereon Rs.18,61,975/- is disputed and matter is pending with Deputy Commissioner Of Sales Tax.

**R.P. TRIVEDI & ASSOCIATES**

**CHARTERED ACCOUNTANTS**

56, BALASINOR CO.OP.HSG.SOC.LTD., S.V.ROAD, KANDIVLI ( WEST ), MUMBAI - 400067.

- 10 The Accumulated losses of the company at the end of year as on 31st March, 2004 are more than 50 % of its net worth. The Company has incurred cash losses during the current financial year and in the immediately preceding financial year.
- 11 According to the information and explanations given to us the Loan taken by the Company From Dena Bank has been settled at Rs.2,05,00,000/- and matter is pending with AAIFR Board for further direction . ( Refer Note No. 2 Of Schedule 12 ).
- 12 In our opinion and according to the information & explanation given to us, no loans and advances have been granted by way of pledge of shares , debentures and other securities.
- 13 In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
- 14 The company is not dealing or trading in shares, securities, debentures and other securities.
- 15 According to information and explanations given to us, the company has not given any guarantee for loans taken by others during the year from banks or financial institutions except as mentioned in Note No.1 ( b ) & 1 ( i ) of Contingent Liability not provides for .
- 16 According to the information and explanations given to us, the Company has not availed of Term Loans during the Year.
- 17 According to the information and explanations given to us, the Company has not raised any funds on short term / long term basis during the year.
- 18 During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act 1956.
- 19 The Company has not issued any debentures , Hence the requirements of clause ( xix ) of paragraph 4 of the Order is not applicable to the Company.
- 20 The Company has not raised any money by way of public issue during the year.
- 21 In our opinion & according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

For R.P. TRIVEDI & ASSOCIATES  
Chartered Accountants

sd/-

R.P. TRIVEDI

( Proprietor )

M.NO. : 33885

PLACE : MUMBAI

DATE : 12th AUGUST, 2006.