



**TIRUPATI**

**INDUSTRIES (INDIA) LIMITED**

**ANNUAL REPORT**

**2010-2011**

**REGD. OFFICE**

**42, EMERALD INDUSTRIAL ESTATE, DHEKU,**  
**TALUKA-KHALAPUR**  
**DIST. RAIGAD, MAHARASHTRA**

**BOARD OF DIRECTORS**

R. J. SANGHVI	CHAIRMAN
M. A. JHAVERI	DIRECTOR
K. F. KARANI	MANAGING DIRECTOR
J. S. NALE	DIRECTOR
HITESH M. JHAVERI	ADDL. DIRECTOR(w.e.f.25th May,2011)

**AUDITORS**

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

**BANKERS**

THE KAPOL CO-OPERATIVE BANK LTD.

ICICI BANK LTD.

**REGISTERED OFFICE & FACTORY**

42, EMERALD INDUSTRIAL ESTATE,  
DHEKU, TALUKA KHALAPUR,  
DIST. RAIGAD, MAHARASHTRA

## **TIRUPATI INDUSTRIES (INDIA) LIMITED**

### **NOTICE**

Notice is hereby given that the THIRTY-EIGHTH ANNUAL GENERAL MEETING of the Members of the TIRUPATI INDUSTRIES (INDIA) LIMITED will be held at the Registered Office of the Company at 42, Emerald Industrial Estate, Dheku, Tal Khalapur, Dist. Raigad, Maharashtra on Friday, 30th September, 2011 at 12.45 P.M. to transact with or without modification as may be permissible, the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt Balance Sheet as at 31st March, 2011 and Profit and Loss Account of the Company for the year ended on that date together with the Reports of the Directors and Auditors of the Company.
2. To appoint Director in place of Mr. Ramesh J.Sanghvi who retires from office by rotation, but being eligible offers himself for reappointment.
3. To appoint auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

#### **SPECIAL BUSINESS**

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

“RESOLVED THAT Mr.Hitesh M.Jhaveri who was appointed, by the Board of Directors, as an Additional Director of the Company with effect from 25th May,2011 and who holds office upto the date of this Annual General Meeting in terms of Section 260 of the Companies Act,1956 and in respect of whom the Company has received a notice in writing from a Member, under Section 257 of the Act ,proposing his candidature for the Office of the Director of the Company, be and he is hereby appointed a Director of ther Company, liable to retire by rotation”.

5. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 293(1)(a) and other applicable provisions, if any, of the Companies Act 1956 and the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board” which expression shall also include a Committee of Directors constituted for this purpose) to transfer, lease, sell or otherwise dispose off in any manner whatsoever the Company’s factory premises situated at 42, Emerald Industrial Estate, Dheku, Tal. Khalapur, Dist. Raigad along with all other assets of this undertaking together with the rights, title and interest in the immovable and movable assets, on such terms and conditions as may be decided by the Board, and as incidental to the transfer, sale or disposal thereof subject to requisite approvals, with full power and authority to the Board to authorize the finalisation and execution of all the necessary documents, agreements, deeds of assignment/conveyance and other documents and to do all such acts, deeds, matters and things as may be deemed necessary or expedient in their discretion to give effect to the said Resolution.”

- 6.To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Stock Exchange(s) and other appropriate authorities as may be necessary and subject to the guidelines issued from time to time by Securities and Exchange Board of India (SEBI) and also subject to such conditions and modifications as may be considered necessary by the Board of Directors or as may be prescribed by the concerned authorities while granting such approvals, permissions and sanctions:-the consent of the Company be and is hereby accorded to the Board of Directors of the Company (the Board) to offer, issue and allot by way of private placement/preferential offer/firm allotment, whether or not such investors are members of the Company or to banks, financial institutional investors, Foreign Institutional Investors or any other entities, through one or more placements of Equity Shares/Fully convertible debentures/partly convertible debentures or any securities not exceeding the Authorized Share Capital of the company for the time being, on such terms and conditions as agreed or to be agreed as the Board may in its sole discretion think fit.The Equity shares that may be issued as aforesaid or allotted shall rank pari-passu with the existing Equity shares of the Company in all respects except that the holders of the aforesaid Equity shares of the Company shall not be entitled to any dividend declared before the allotment thereof, but shall be entitled to the dividend, if any, which may be declared after the date of allotment and in proportion to the amount of capital paid up thereon and pro rata for the period during which the aforesaid shares are paid up;  
The Equity shares of the Company as may be issued in terms of the foregoing shall be listed together with the existing shares with the Bombay Stock Exchange.

## **TIRUPATI INDUSTRIES (INDIA) LIMITED**

RESOLVED LASTLY THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose, including without limitation the termination of the terms thereof, for entering into arrangement for managing underwriting, marketing, listing and trading to issue placement document and to sign all deeds documents and writings and to pay any fees, commissions, remunerations expenses relating thereto and with power and behalf of the Company to settle all questions doubts and difficulties that may arise in respect of the issue or allotment of the Equity shares and to do all such acts, deeds and things in connection with the issue and incidental hereto as the Board in its discretion may deem fit.

7. To consider and if, thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of section 372A and other applicable provisions of the Companies Act, 1956 and subject to requisite permission(s) consent(s)/approval(s) of appropriate authorities where required, consent of the Members of the Company be and is hereby accorded to make investments/give guarantees/provide securities in connection with the implementing the existing /new projects by the Company directly or through its one or more associate Companies on such terms and conditions as the Board may deem fit”

“RESOLVED FURTHER THAT the overall limit for the investments/guarantees/and securities to be given shall be up to an amount of Rs. 50 crores regardless that the aggregate of the investments/ guarantees/securities in any body corporate may exceed the percentages limits prescribed under section 372A of the Companies Act, 1956.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the manner and the amount which it shall make as investments, provide securities and give guarantees within the said limits with the power to transfer /dispose of the investments as it may deem fit”

“RESOLVED FURTHER THAT the Board is also hereby authorized to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effects to these resolutions”

8. To consider and if, thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 163 (1) of the Companies Act, 1956, the Company hereby approves that the Registers of Members, the index of Members and copies of all annual returns prepared under section 159 of the Act, together with the copies of the certificates and documents required to be annexed thereto under section 161 of the Act or any one or more of them be kept at the Office of M/s LINK INTIME INDIA PVT.LTD at C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (west) Mumbai 400 080 instead of being kept at the Registered Office of the Company.

Dated: 26h Aug, 2011

By Order of the Board of Directors

TIRUPATI INDUSTRIES (INDIA) LIMITED

42, Emerald Industrial Estate,

Village Dheku Tal. Khalapur, Dist. Raigad

Maharashtra

Sd/  
R. J. SANGHVI  
CHAIRMAN

## **TIRUPATI INDUSTRIES (INDIA) LIMITED**

### **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. Explanatory Statement pursuant to section 173(2) / Companies Act, 1956 is annexed
3. 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.
4. Register of Members and Share Transfer Books Register of the Company shall remain closed during Monday, 26th September 2011 to 30th September, 2011 (Both days inclusive)
5. Members are requested to notify any change in their address to the Company quoting their Folio number.
6. Members / Proxy holders are requested to produce at the entrance, the attached admission slip duly completed and signed, for admission to the Meeting hall.
7. Members are requested to bring their copy of the Annual Report to the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 in respect of item No; 4 to 8 of the Notice:-

Item No. 4:

Mr.Hitesh M.Jhaveri was appointed as Additional Director by the Board at its meeting held on 25th.May,2011.Mr Jhaveri vacates his office as Director pursuant to section 260 of the Companies Act, 1956. The Company has received a notice from a shareholder proposing the candidature of Mr.Hitesh M.Jhaveri as Director of the Company. Mr.Jhaveri possesses rich experience of more than 25 years in manufacturing and trading activities your directors commend the resolution for approval by the members. None of the Directors, except r.M.A.Jhaveri who is relative of Mr.Hitesh Jhaveri, is interested in aforesaid resolution

Item No:-5

Under Section 293(1) (a) of the Companies Act 1956, the Company is required to obtain the approval of the Members for the sale/lease of the Company's factory premises, as and when required in the interest of the Company to raise long term financial arrangement. Accordingly, the Company is desirous to seek your consent to the proposal of the Board of Directors as an Ordinary Resolution:

None of the Directors of the Company is interested or concerned in the aforesaid resolution.

Item No:-6

The Company is planning to invest in expanding its present activities of manufacturing Bio-diesel, Soaps and specialty chemicals and keeping economical size of the plant it may require to raise large equity capital. The resolution is aimed at facilitating directors to take appropriate decision at opportune time to raise long term capital by issue of further securities pursuant to section 81(1A) of the Act.. None of the Directors of the Company is concerned or interested in this resolution.

Item No:- 7

The Company is now no more a sick company and therefore has ample opportunities to expand its manufacturing activities in existing as well as new projects to be implemented by itself or through its associate companies .This may require the company to give guarantees or provide securities to other companies.

In terms of provisions of the section 372A of the Companies Act.1956, making investments, provide securities and give guarantees by the Company requires prior approval of the members of the Company by way of Special Resolution. The resolution is placed for approval of the Members and your directors commend the resolution for your approval.

None of the Directors of the Company is concerned or interested in this resolution.

Item no:- 8

Under the provisions of section 163 of the Companies Act, 1956, certain documents which are normally required to be kept at the registered Office of the Company may be kept at any other place within the city in which the registered office is situate if such other place has been approved by a special resolution passed by the Company in general meeting.

Approval of the Members is sought, in terms of section 163 of the Companies Act, 1956 for shifting of the Registers of Members, the index of Members and copies of all annual returns prepared under section 159 of the Act, together with the copies of the certificates and documents pertaining thereto from the registered office to the Office of M/s LINK INTIME INDIA PVT.LTD at C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (west) Mumbai 400 080.

None of the Directors of the Company is concerned or interested in this resolution.

By order of the Board of Directors

Dated: 26th Aug., 2011  
42, Emerald Industrial Estate,  
Dheku, Tal Khalapur  
Dist .Raigad, Maharashtra

TIRUPATI INDUSTRIES (INDIA) LIMITED

Sd/  
R. J. SANGHVI  
CHAIRMAN



## **TIRUPATI INDUSTRIES (INDIA) LIMITED**

### **DIRECTOR'S REPORT**

Dear Shareholders,

Your Directors present herewith the THIRTY - EIGHT ANNUAL REPORT and the Audited Accounts of the Company for the year ended 31st March 2011

Financial results are as follows:

	Current Year Ended 31st March 2011 (Rs. in Lakhs)	Previous Year Ended 31st March 2010 (Rs. in Lakhs)
Sales including processing charges	766.85	430.35
Other Income	10.92	11.16
TOTAL	777.77	441.51
Gross Profit/(Loss) before Depreciation & Interest	63.59	16.01
Less : (1) Depreciation	13.89	11.09
(2) Interest	<u>0.36</u>	<u>0.07</u>
Net Profit/ (Loss) after Depreciation & Interest	49.34	11.16
Less prior period expenses	(0.22)	(0.34)
Balance Profit B/F	10.55	6.43
Less:		
(1) Prov. For MAT Tax	(9.11)	(0.39)
(2) Add; Excess Prov F B T	0.13	0.00
(Profit carried to Balance Sheet	50.69	33.65
		10.55

#### **REVIEW OF ACTIVITIES:**

The Company has increased its production activities which resulted in higher sales at Rs.7.67 crores and has also increased the profit at Rs.50.69 lakhs as against Rs.10.55 lakhs in the previous year which is a significant increase. Directors of the Company are confident that the same tempo of higher sales and increased profitability shall be maintained. Your Directors are pleased to inform you that the Company is now out of the purview of SICK INDUSTRIES COMPANIES ACT as per an order passed by Board for Industrial and Financial Reconstruction (BIFR) with effect from May, 2011 and Directors are exploring various opportunities for higher utilization of present capacity as also for expanding the capacity and are in process of finalizing its strategy.

#### **PUBLIC DEPOSITS:**

The Company has not invited, accepted or renewed any deposits from the public during the year ended on 31st March 2011, and as such Companies (Acceptance of Deposits) Rules, 1975 are not applicable to the Company.

#### **APPOINTMENT /RE-APPOINTMENT OF DIRECTORS**

During the year under review, Board appointed Mr. Hitesh Jhaveri as Additional Director. He vacates his office as Director at the end of ensuing Annual General Meeting but being eligible offers himself for appointment. The Company has received a notice from its member for his candidature as Director of the Company. Mr. R.J. Sanghvi retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

#### **AUDITORS AND AUDITOR'S REPORT**

M/s R.P. Trivedi and Associates, Chartered Accountants, Mumbai, Statutory Auditors of the Company, hold office until the conclusion of ensuing Annual general meeting and are eligible for re-appointment. The Company has received a letter to the effect that their appointment, if made, would be within the prescribed limits under section 224(1B) of the Companies Act, 1956 and they are not disqualified for reappointment within the meaning of Section 226 of the said Act. The notes on accounts referred to in the Auditors' Report are self-explanatory except a) note no.-18 of schedule 13 on impairment of assets for which the Company has obtained a Valuation Report from government Registered Valuers and therefore there is no impairment of assets of the Company b) the Company is advised that retirement benefits to the temporary staff is not applicable to the Company.

#### **CORPORATE GOVERNANCE**

The Report on corporate governance as stipulated under clause 49 of the listing agreement forms part of the Annual Report. The requisite Certificate from the practicing Company secretary conforming compliance with the conditions of Corporate Governance is attached to this report.

## **TRIUPATI INDUSTRIES (INDIA) LIMITED**

### **PARTICULARS OF EMPLOYEES.**

Information in accordance with provision of section 217 (2A) of the Companies Act 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended regarding employees is nil.

### **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 (I)(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:**

The Directors of the Company confirm Pursuant to section 217 (2AA) of the Companies Act 1956, as under:

- 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 at the end of the financial year and of the profit and loss of the Company for that period.
- c) That the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the Directors have prepared the annual accounts on a going concern basis.

### **ACKNOWLEDGEMENTS**

Your Directors take this opportunity to thank all its business Associates and employees for their continued support and sincere co-operation.

Dated: 26h Aug, 2011  
42, Emerald Industrial Estate,  
Village Dheku Tal. Khalapur, Dist. Raigad  
MAHARASHTRA

By Order of the Board of Directors  
TIRUPATI INDUSTRIES (INDIA) LIMITED

Sd/  
R. J. SANGHVI  
CHAIRMAN

**TIRUPATI INDUSTRIES (INDIA) 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.	31525	24068
(b) Total amount (Rs.)	289200	181000
(c) Rate/Unit (Rs.)	9.17	7.52
(d) Own Generation)		
(1) Through diesel Operator Unit	NIL	NIL
per Liter of diesel oil	NIL	NIL
Cost/Unit		
2. Coal	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)		
1. Furnace Oil		
Quantity (K. Litres)	NIL	NIL
Total Amount (Rs.)	NIL	NIL
Average Rate (Rs.)	NIL	NIL
2. Other/Internal generation		
Quantity	NIL	NIL
Total cost	NIL	NIL
Rate/unit	NIL	NIL
<b>II Consumption per unit of production.</b>		
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 From 'B' of the Annex to the Rules.		
3. Research and development (R&D):	NIL	NIL
4. Technology absorption.		
Adaptation and innovation	NIL	NIL
<b>C) Foreign Exchange Earnings and outgo</b>		
During the year the Company earned foreign exchange of Rs.	NIL	NIL
The outgo of foreign exchange was Rs.	NIL	NIL

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

Place : Dheku  
Date : 26th August, 2011

sd/-  
**R. J. SANGHVI**  
CHAIRMAN



## **TIRUPATI INDUSTRIES (INDIA) LIMITED**

### **CORPORATE GOVERNANCE (ANNEXURE TO DIRECTORS' REPORT)**

#### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

For your Company, the Corporate Governance is the application of best management practices and is an ongoing process to ensure compliances with all applicable laws and adherence to ethical standards. The Company displays the highest standards of professionalism, integrity, accountability, fairness to all concerned,, transparency, social responsiveness and business ethics in its dealings.

Good Corporate Governance enables the Company to carry on the business effectively and efficiently and achieve its corporate objectives of optimum utilization of scarce resources to achieve wealth generating capacities. and also develop a structure and methodology to sustain its survival in a globally competitive environment.

Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in all interactions with its Shareholders, Depositors, Employees, Creditors, Debtors and Regulatory Authorities.

#### **BOARD OF DIRECTORS**

##### **Composition of the Board**

The Board of Directors of the Company exercises overall strategic supervisions and lay down goals for expansion, capital expenditure and business plans

Company's Board comprises of Five Directors, of which one is designated as Managing Director and the rest are Non-Executive Directors. As per the requirement of the Clause 49 of the listing agreement more than half of the members are Independent Directors.

#### **A BRIEF PROFILE OF THE DIRECTORS IS GIVEN BELOW:**

Mr. Ketan F. Karani (51 years) is the Managing Director of the Company, is a Science graduate from Mumbai University and has wide and varied experience of twenty six years. He is the Managing Director of the company since 1991.

Mr. Ramesh Sanghvi (73 years). Is a science Graduate from Bombay University and is engaged in consultancy on advanced Chemistry He was a municipal councilor of Bombay during 1979-1985

Mr. Manchand Jhaveri (70 years) is a businessman having a Trading Business since last 40 years

Mr.Hitesh Jhavei (47 years) is a Commerce Graduate from Bombay University 1985 and has 27 years experience both in manufacturing and trading and has a proficiency in Accounts, Finance and Taxation. 37 years.

Mr. Jyotiram S.Nale (60 years) is B.A. and has rich experience in factory administration & accounts for more then 25 years.

#### **BOARD MEETINGS**

Shri Ramesh Sanghvi, Chairman of the Board of Directors of the Company generally chairs the Board Meetings, During the financial year ended 31st March, 2011.Five (5) Board Meetings were held i.e. on 30/04/2010, 30/07/2010, 07/08/2010, 30/10/2010 and on 31/01/2011 Attendance of each Director at the Board Meetings and the last Annual General Meeting is as follows

<b>DIRECTORS</b>	<b>NO. OF BOARD MEETINGS ATTENDED</b>	<b>WHETHER ATTENDED LAST AGM</b>
Mr. Ramesh Sanghvi	5	Yes
Mr. Manchand A. Jhaveri	5	Yes
Mr. Ketan F. Karani	5	Yes
Mr. Jyotiram S. Nale	4	Yes

#### **COMMITTEES OF THE BOARD / AUDIT COMMITTEE**

The Company has constituted an Audit Committee in the Month of May,2011 which is comprised of the Non-Executive Directors majority of them being Independent Directors The members of the audit committee are Shri . J.S.Nale, Shri Manchand A.Jhaveri & Shri .Hitesh M.Jhaveri

Terms of reference to the Audit Committee is primarily to Supervise the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, complete and credible, to appoint and fix the remuneration of internal auditors, to review the internal and external audit reports, the adequacy of internal control systems and to review the Company's' financial and risk management policies.

One (1) such Meeting of the committee was held on 30th.July,2011

Meetings and Attendance of members of the Audit Committee

<b>MEMBER</b>	<b>NO. OF MEETINGS ATTENDED</b>
<b>Mr. J. S. Nale</b>	<b>1</b>
<b>Mr. Machand A. Jhaveri</b>	<b>1</b>
<b>Mr. Hitesh M. Jhavei</b>	<b>1</b>