

"We are what we repeatedly do.

Excellence,

then, is not an act,
but a habit."

- Aristotle



Tirupati
INDUSTRIES (INDIA) LIMITED

ANNUAL REPORT

2013 – 2014



Our Journey towards Achieving Excellence

Tirupati Industries (India) Limited has constantly strived to achieve **excellence in its operations**. This has made an impact on our processes, people, and products while additionally helping us to develop a culture of **continuous improvement and innovations** to assist us in our growth that we have seen over the years.

We have initiated various strategies that have helped us to **grow sustainably**. We continuously practice to **integrate our processes** to help increase efficiency and productivity of our people to bring out the best talent in our human resources.

We always endeavour to focus on building long-term businesses by emphasizing on **value creation**. We believe in adopting ethical value systems. We are fair and transparent in our business practices, which are driven by ideals of **good governance**. We consider the interest of all our stakeholders as our own and focus on the welfare of our employees at all levels.

Lastly, even though we constantly increase our operations and businesses, we retain our focus on various aspects of Corporate Social Responsibility that touches the lives of people, the society and environment. We believe that the society is the main reason of the Company's subsistence, thus we put in every effort to **give back to society**.

CONTENTS

Corporate Information.....	[03]
Notice.....	[04]
Director's Report.....	[18]
Management Discussion & Analysis.....	[22]
Corporate Governance Report.....	[24]
Independent Auditor's Report.....	[31]
Annexure to Independent Auditor's Report.....	[32]
Balance Sheet.....	[34]
Statement of Profit & Loss.....	[35]
Cash Flow Statement.....	[36]
Accompanying Notes to Financial Statements.....	[38]
Notes Forming Part of Statement of Accounts.....	[46]
Independent Auditor's Report on Consolidated Financial Statements.....	[51]
Consolidated Balance Sheet.....	[52]
Consolidated Statement of Profit & Loss.....	[53]
Consolidated Cash Flow Statement.....	[54]
Accompanying Notes to Consolidated Financial Statements.....	[56]
Notes Forming Part of Statement of Accounts (Consolidated).....	[64]
Statement Pursuant To Exemption Granted Under Section 212 (8).....	[68]
Proxy Form and Attendance Slip.....	[69]



CORPORATE INFORMATION

CORPORATE IDENTIFICATION NUMBER	L99999MH1973PLC016686
REGISTERED OFFICE ADDRESS & CONTACT DETAILS	42 – 45, Emerald Industrial Estate, Dheku, Taluka Khalapur, District Raigad, Maharashtra 410203, India T: +91 (219) 2266163 F: +91 (219) 2266163
CORPORATE OFFICE ADDRESS & CONTACT DETAILS	403, Trade World B, Kamala City, Kamala Mills Compound, S. B. Marg, Lower Parel, Mumbai – 400013, Maharashtra, INDIA T: +91 (22) 67495050 F: +91 (22) 67499292 info@tirupatiind.com www.tirupatiind.com
BOARD OF DIRECTORS	Mr. Ramesh Sanghvi (Chairman & Independent Director) Mr. Neil Karani (Managing Director) Mr. Jyotiram Nale (Director) Mr. Manchand Jhaveri (Independent Director) Mr. Hitesh Jhaveri (Independent Director)
CHIEF FINANCIAL OFFICER	Mr. Jyotiram Nale
COMPANY SECRETARY	Ms. Milee Shah
STATUTORY AUDITOR	R. P. Trivedi & Associates (Firm's Reg. No.: 111066W) 56, Balasinor Co-op. Hsg. Society Ltd. S.V. Rd, Kandivili (West), Mumbai – 400067, Maharashtra, INDIA
INTERNAL AUDITOR (2014 – 2015)	Mayra & Khatri, Chartered Accountants
COST AUDITOR	Mr. Rajesh Soni
REGISTRAR & TRANSFER AGENTS	Link Intime India Private Limited C-13, Panalal Silk Mills Compound, Bhandup (West), Mumbai – 400080, Maharashtra, INDIA
BANKERS	Citibank N.A., ICICI Bank
AUDIT COMMITTEE	Mr. Jyotiram Nale, Mr. Manchand Jhaveri, Mr. Hitesh Jhaveri
NOMINATION & REMUNERATION COMMITTEE	Mr. Ramesh Sanghvi, Mr. Hitesh Jhaveri, Mr. Manchand Jhaveri,
STAKEHOLDERS RELATIONSHIP COMMITTEE	Mr. Jyotiram Nale, Mr. Manchand Jhaveri, Mr. Hitesh Jhaveri
SUBSIDIARY COMPANY (w.e.f 7th March 2014)	Monopoly Innovations Limited

NOTICE

Notice is hereby given that the FORTY FIRST ANNUAL GENERAL MEETING of the Members of TIRUPATI INDUSTRIES (INDIA) LIMITED will be held at the Registered Office of the Company at 42 – 45, Emerald Industrial Estate, Dheku, Taluka Khalapur, District Raigad, Maharashtra 410203, INDIA on Monday, the 29th September, 2014 at 11.00 a.m. to transact, with or without modification(s) as may be permissible, the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Balance Sheet as at 31st March, 2014 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. Jyotiram Nale (DIN No. 03321041), who retires from office by rotation, but being eligible, offers himself for reappointment.
3. To appoint auditors and to fix their remuneration and in this regard 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, M/s R. P. Trivedi & Associates, Chartered Accountants (Firm Registration No. 111066W) be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a period of 3 (three) years, subject to ratification of the members at every Annual General Meeting (AGM) and eligibility of the firm, to hold office from the conclusion of this AGM until the conclusion of 44th (Forty Fourth) AGM of the Company on such remuneration and reimbursement of out of pocket expenses, as shall be decided/approved by the Board of Directors.”

SPECIAL BUSINESS

- 4) 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 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereof, and any rules made there under Mr. Ramesh Sanghvi (DIN No. 00178206) Independent Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2019.”

- 5) 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 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereof, and any rules made thereunder Mr. Manchand Jhaveri (DIN No. 01702045) Independent Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2019.”

- 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 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereof, and any rules made there under Mr. Hitesh Jhaveri (DIN No. 03567224) Independent Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2019.”



7) To consider and if thought fit to pass with or without modification(s), the following resolution as an Special 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) the present Authorized share capital of the Company be and is hereby increased from Rs. 7,50,00,000 (Rupees Seven Crore Fifty Lakhs) divided into 75,00,000 (Seventy Five Lakhs) equity shares of Rs. 10/- each (Rupees Ten) to Rs. 10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- each (Rupees Ten) by creation of 25,00,000 (Twenty five lakhs) equity shares of Rs. 10/- each (Rupees Ten).”

8) To consider and if thought fit to pass with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules made thereunder, the clause V of the Memorandum of Association of the Company be and is hereby altered and substituted as follows:

V. The authorized share capital of the Company is Rs. 10,00,00,000/- (Rupees Ten crores only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- each (Rupees Ten)”

9) To consider and if thought fit to pass with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules made thereunder, the existing clause 5(a) of the Articles of Association of the Company be altered in the following manner:

5 (a) The authorized share capital of the Company is Rs. 10,00,00,000 (Rupees Ten crores) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- each (Rupees Ten) with the power to increase or reduce the Share capital of the Company and to divide the shares in the capital of the Company for the time being into several classes and to attach thereto respectively such preferential, guaranteed, qualified or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or aggregate such rights, privileges or conditions in such manner as may for the time being provided by the Articles of Association.”

10) To consider and if thought fit to pass with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 50,000/- (Rupees Fifty Thousand) recommended by the Audit Committee and approved by the Board of Directors of the Company to be paid to Mr. Rajesh Soni as the Cost Auditor of the Company for the financial year 2014 – 2015, be and is hereby ratified.”

11) To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Resolution adopted at the Annual General Meeting held earlier and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”) to borrow any sum or sums of money/ies, from time to time, notwithstanding that money so borrowed together with the money/ies borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company’s Bankers, including and not limited to working Capital Loans, in the ordinary course of business), and outstanding at any point of time, may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose, provided that the total amount so borrowed by the Board shall not exceed Rs. 50,00,00,000 (Rupees Fifty crores).

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to arrange and finalize the terms and conditions of all such monies to be borrowed from time to time and to do all such acts, deeds, matters and things as may be necessary or expedient for implanting and for giving effect to the above resolution in the best interest of the Company.”

12) To consider and if thought fit, to pass with or without modification(s), 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, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in

force), the existing Articles of Association of the Company be and are hereby substituted by a new set of Articles of Association, a draft of which has been initialed by the Chairman and made available for inspection by the shareholders at the Registered office of the Company, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of all the Articles contained in the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

13) To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

13 (a) **RESOLVED THAT** pursuant to the provisions of Section 62 of the Companies Act, 2013 and Rule 13 of Companies (Share Capital & Debentures) Rules 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the relevant provisions of the Memorandum & Articles of Association of the Company, the Securities & Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“the Guidelines”) (including any amendment thereto or re-enactment thereof to the Act or the Guidelines for the time being in force), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed, and subject to such other approvals, consents, permissions and sanctions as may be necessary from appropriate authorities or bodies and subject to such conditions & modifications as may be prescribed, specified or suggested by any of them while granting such approvals, consents, permissions and sanctions which may at its sole discretion be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee including the Nomination and Remuneration Committee which the Board may at its discretion authorize to exercise certain or all of its powers including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue, grant and allot over a period of time to and for the benefit of the permanent employees and Directors of the Company, existing and future, under a Scheme titled “Tirupati Industries (India) Limited ESOP 2014 (TIIL-ESOP 2014)”, such number of equity shares and/or equity linked instruments including Options/Warrants and/or any other instruments or securities, which upon exercise could give rise to the issue of equity shares (hereinafter collectively referred to as “Securities”) of the Company, not exceeding in aggregate 5,00,000 (Five Lakhs) equity shares of Rs. 10/- (Rupees Ten) each in one or more tranches at such price or prices and in such manner and on such terms & conditions as may be fixed or determined by the Board in accordance with the Guidelines or other applicable provisions of any law as may be prevailing at that time.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted upon exercise under TIIL-ESOP 2014 on the Stock Exchanges where the Company's equity shares are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of securities under TIIL-ESOP 2014, the Board / Nomination and Remuneration committee of the Board be and is hereby authorized on behalf of the Company to formulate, evolve, decide upon and bring into effect TIIL-ESOP 2014 and to make any modifications, changes, variations, alterations, or revisions in the TIIL- ESOP 2014 from time to time, as may be required, or to suspend, withdraw or revive TIIL- ESOP 2014 and to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable including allotment of equity shares upon exercise of vested options, forfeiture/cancellation of options granted; to re-issue options which have lapsed/cancelled due to whatsoever reasons etc. as also to settle any question, difficulty or doubt that may arise in this regard and without requiring to secure any further consent or approval of the shareholders of the Company.”

13 (b) **“RESOLVED THAT** pursuant to the provisions of Section 62 of the Companies Act, 2013 and Rule 13 of Companies (Share Capital & Debentures) Rules 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the relevant provisions of the Memorandum & Articles of Association of the Company, the Securities & Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“the Guidelines”) (including any amendment thereto or re-enactment thereof to the Act or the Guidelines for the time being in force), the Listing Agreement entered into with the Stock Exchanges, and subject to such other approvals, consents, permissions and sanctions as may be necessary from appropriate authorities or bodies and subject to such conditions & modifications as may be prescribed, specified or suggested by any of them while granting such approvals, consents, permissions and sanctions which may at its sole discretion be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which



term shall be deemed to include any committee including the Nomination and Remuneration Committee which the Board may at its discretion authorize to exercise certain or all of its powers including the powers conferred by this resolution, the consent of the Company be and is hereby accorded to the Board to extend the benefit of the Tirupati Industries (India) Limited ESOP 2014 (TIIL-ESOP 2014) referred to in the resolution under item no 13 (a) of the notice to the benefit of such persons who are in permanent employment of the Subsidiary Company, by way of grant of such number of equity shares and/or equity linked instruments including Options/Warrants and/or any other instruments or securities, which upon exercise could give rise to the issue of equity shares under TIIL ESOP 2014 not exceeding in aggregate 5,00,000 (Five Lakhs) equity shares of Rs 10/- (Rupees Ten) each in one or more tranches at such price and in such manner and on such terms & conditions as may be fixed or determined by the Board in accordance with the guidelines or other applicable provisions of any law as may be prevailing at that time.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of securities under TIIL-ESOP 2014, the Board / Nomination and Remuneration committee of the Board be and is hereby authorized on behalf of the Company to formulate, evolve, decide upon and bring into effect TIIL-ESOP 2014 and to make any modifications, changes, variations, alterations, or revisions in the TIIL-ESOP 2014 from time to time, as may be required, or to suspend, withdraw or revive TIIL-ESOP 2014 and to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable including allotment of equity shares upon exercise of vested options, forfeiture/cancellation of options granted; to re-issue options which have lapsed/cancelled due to whatsoever reasons etc. as also to settle any question, difficulty or doubt that may arise in this regard and without requiring to secure any further consent or approval of the shareholders of the Company.”

14) To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in pursuance to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made (including any statutory modification(s) or re-enactments thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Jyotiram Nale as a Whole-time Director of the Company for a period of 5 (five) years with effect from 1st August, 2014, on the terms & conditions of remuneration as set out in the Explanatory Statement annexed to the notice convening the meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto”.

“RESOLVED FURTHER THAT in pursuance of the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder Mr. Jyotiram Nale, Whole time Director, may be paid mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Whole Time Director, in accordance with the provisions of Schedule V to the Companies Act, 2013”.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions”.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING, IS ALSO ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company. Further, a Member holding more than 10% (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 proxy for any other person or Member.

The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of meeting.

2. Explanatory Statement pursuant to section 102 of Companies Act, 2013 in respect of the Special Business at item no. 4 to 14 is annexed hereto and forms part of the notice.

3. Corporate members intending to send their authorized representative 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.

4. Register of Members and Share Transfer Books of the Company shall remain closed during, Tuesday 23rd September, 2014 to Monday, 29th September, 2014 (Both days inclusive).

5. Members are requested to notify any change in their address to the Company quoting their Folio number. This will help the Company to provide efficient and better service to its Members.

6. The Company is concerned about the environment. Thus, we request you to update your email address with your Depository Participants to enable us to send you communication via e-mail. Members who have not registered their email addresses, so far, are requested to register their email addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to Link Intime India Pvt. Ltd. (RTA) sending an email at Mumbai@linkintime.co.in or to the Company at info@tirupatiind.com

7. Members / Proxy holders are requested to produce at the entrance, the attached admission slip duly completed and signed, for admission to the Meeting hall.

8. Members are requested to bring their copy of the Annual Report to the Meeting.

9. In terms of Section 107 and 108 of the Companies Act, 2013 read with the Rules made thereunder, the Company is pleased to provide the evoting facility to its Members holding shares in physical or dematerialized form as on the cut-off date (record date), being Friday 22nd August, 2014, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice and the business may be transacted through evoting Services provided by National Securities Depository Limited (NSDL). Details of the process and manner of evoting along with the USER ID and PASSWORD is being sent to all the Members alongwith the AGM Notice.

10. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, upon poll being demanded, in the larger interest of the Members, the Chairman may order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all business specified in the AGM Notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company, subject to the provisions of the Companies Act, 2013. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Rules made thereunder.

11. The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company – www.tirupatiind.com within 2 (two) days of passing of the resolutions and communication of the same to the Bombay Stock Exchange (BSE) Limited.

12. VOTING THROUGH ELECTRONIC MEANS:

I. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Forty First Annual General (AGM) by electronic means and the business may be transacted through evoting Services provided by National Securities Depository Limited (NSDL).

The instructions for evoting are as under:

A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s)):

- (i) Open email and open PDF File viz: TIIL evoting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for evoting. 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) If you are already registered with NSDL for evoting then you can use your existing User ID and Password.
- (v) If you are logging in for the first time, please enter the User ID and Password provided in the PDF file as initial password.
- (vi) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (vii) 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.
- (viii) Home page of evoting opens. Click on evoting: Active voting cycles.
- (ix) Select "EVEN" of Tirupati Industries (India) Limited.
- (x) Now you are ready for evoting as Cast vote page opens.
- (xi) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (xii) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xiii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiv) 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 specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to tiil.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM (for Members whose e-mail addresses are not registered with the Company/Depository Participant(s) or requesting physical copy):

- (i) Initial password is provided as under:
EVEN (E Voting Event Number) USER ID & PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiv) above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

III. 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).

IV. The evoting period commences on Monday 22nd September 2014 (9.00 am IST) and ends on Wednesday 24th September 2014 (6.00 pm IST). During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 22nd August, 2014, may cast their vote electronically. This evoting module shall be disabled by NSDL for voting thereafter. Once the shareholder casts the vote on a resolution, the shareholder shall not be allowed to change it subsequently.

V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday 22nd August, 2014.

VI. Mr. Ravindra Joshi, Practising Company Secretary (Membership No. FCS 1419) has been appointed as the Scrutinizer to scrutinize the evoting process in a fair and transparent manner.

VII. Members who do not have access to evoting facility will be entitled to vote at the AGM as per the extant law. A Member can opt for only one mode of voting i.e. either through evoting or by attendance at AGM. However, the vote cast through evoting shall prevail.

VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the evoting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

IX. The results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall also be placed on the Company's website www.tirupatiind.com and on the website of NSDL www.evoting.nsdl.com, within two (2) days of passing of the Resolutions at the 41st AGM of the Company on Monday 29th

September 2014 and communicated to the BSE Limited, where the shares of the Company are listed.

Dated: 14th August 2014
42 – 45, Emerald Industrial Estate,
Dheku, Taluka Khalapur,
District Raigad, Maharashtra
410203, India

By Order of the Board of Directors
Tirupati Industries (India) Limited
sd/-
Ramesh Sanghvi
(Chairman)

Brief Particulars of Directors seeking appointment/re-appointment are as under:

Particulars	Mr. Jyotiram Nale	Mr. Ramesh Sanghvi	Mr. Manchand Jhaveri	Mr. Hitesh Jhaveri
Date of Birth	02/06/1952	02/08/1938	20/01/1938	24/11/1964
Date of Appointment	30/07/2010	31/12/1990	19/03/1991	25/05/2011
Experience & Expertise	Graduate with a rich experience of more than 27 years in factory administration & accounts.	Science Graduate from Mumbai University and is engaged in consultancy on advanced chemistry.	Businessman having a Trading Business since last 42 years.	Commerce Graduate from Bombay University and has 29 years experience both in manufacturing & trading and has a proficiency in Accounts, Finance & Taxation.
Directorship(s) held in other Companies (incl. Foreign Companies)	Monopoly Innovations Limited*	NIL	NIL	Monopoly Innovations Limited*
Memberships of other Committees	Tirupati Industries (India) Limited - Audit Committee (Member) - Stakeholders Relationship Committee (Member)	Tirupati Industries (India) Limited - Nomination & Remuneration Committee (Member)	Tirupati Industries (India) Limited - Audit Committee (Chairman) - Stakeholders Relationship Committee (Chairman) - Nomination & Remuneration Committee (Chairman)	Tirupati Industries (India) Limited - Audit Committee (Member) - Stakeholders Relationship Committee (Member) - Nomination & Remuneration Committee (Member)
No. of shares held	9500	NIL	NIL	NIL

*Monopoly Innovations Limited is a Subsidiary Company of Tirupati Industries (India) Limited.
Monopoly Innovations Limited has been formed on 7th March 2014.