



**Tirupati**  
INDUSTRIES (INDIA) LIMITED  
ACHIEVE



# **43<sup>rd</sup> ANNUAL REPORT**

## **2015 - 2016**



**T**irupati Industries (India) Limited incorporated in 1973, is a manufacturer of Methyl Esters, Biodiesel, Vegetable Oils and allied products, Specialty Chemicals and Laboratory Reagents. At TIRUPATI, we aim to ACHIEVE our goals by providing superior quality products and services at competitive prices to meet the essential requirements of our esteemed customers.

Climate change is a reality. It threatens to disrupt the weakest economies and disadvantage the poorest people in developing countries. Those with the least capacity to cope the poor of the developing world will be hardest hit. India's economy is projected to grow at a fast pace over the next two decades and there will be a substantial increase in demand for oil to manage transportation and to meet other energy needs. It will be appreciated that fossil oil is fast running out and it is therefore necessary to find and support viable replacements that can reduce pollution levels and be truly sustainable. Major Green fuels for the transport sectors are becoming popular in many countries around the world and the fastest growing is that of Biodiesel. Besides contributing to the environment, it secures a region's energy needs and provides the freedom to rural areas to access decentralized power. Production and consumption of Biodiesel derived from oil-bearing trees improves green cover, raises the water table, prevents soil erosion, prevents Global warming and most of all is renewable and hence stands out as the most preferred alternate fuel for sustainable growth.

Tirupati manufactures Eco-friendly fuel Biodiesel and Methyl Esters under the brand BIOWIN™ that caters to various institutions and organizations which helps them in reducing air pollution and hence contributes to decreasing their carbon footprint.

Under our Vegetable Oil Division, we cater to individuals, households and consumers of all classes. We strive to provide high quality products at competitive prices, which has been the key to our growth and success over the years. Our Specialty Chemical and Laboratory Reagents brand GEMChem™ caters to various industries, laboratories, institutions and similar users with a wide range of high purity products.

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## **CORPORATE INFORMATION**

<b>CORPORATE IDENTIFICATION NUMBER</b>	L99999MH1973PLC016686
<b>REGISTERED OFFICE ADDRESS</b>	42 – 45, Emerald Industrial Estate, Dheku, Taluka Khalapur, District Raigad, Maharashtra 410203, INDIA
<b>EMAIL</b>	info@tirupatiind.com
<b>WEBSITE</b>	www.tirupatiind.com
<b>PRESENT BOARD OF DIRECTORS</b>	<b>MR. R. J. SANGHVI</b> (Chairman)  <b>MR. H. M. JHAVERI</b> (Managing Director w.e.f 11.07.15)  <b>DR. (MS.) A. S. PARASNIS</b> (Independent Woman Director)
<b>COMPANY SECRETARY</b>	<b>MS. M. J. SHAH</b>
<b>STATUTORY AUDITOR</b> (upto F. Y. 31 <sup>st</sup> March 2016)	<b>M/S R. P. TRIVEDI &amp; ASSOCIATES</b> (Firm's Reg. No.: 111066W) 56, Balasinor CHS Ltd., S. V. Road, Kandivali (West) Mumbai – 400004, Maharashtra, INDIA
<b>STATUTORY AUDITOR</b>	<b>MAYRA &amp; KHATRI, CHARTERED ACCOUNTANTS</b> (Firm's Reg. No.: 106111W) 1014-1015, 10 <sup>th</sup> Floor, Prasad Chambers, Opera House Tata Road-1, Charni Road (East), Mumbai – 400004, Maharashtra, INDIA
<b>REGISTRAR &amp; TRANSFER AGENTS</b>	<b>LINK INTIME INDIA PRIVATE LIMITED</b> C-13, Panalal Silk Mills Compound, Bhandup (West), Mumbai – 400080, Maharashtra, INDIA
<b>BANKERS</b>	<b>CITIBANK N.A., ICICI BANK</b>

## TIRUPATI INDUSTRIES (INDIA) LIMITED

Registered Office: 42-45, Emerald Industrial Estate, Dheku, Tal. Khalapur Dist. Raigad Maharashtra 410203, INDIA

CIN No: L99999MH1973PLC016686

### NOTICE

Notice is hereby given that the Forty Third 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 Friday, the 30<sup>th</sup> September, 2016 at 12.30 PM 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, 2016 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. R. Sanghvi (DIN NO 00178206) who retires from office by rotation, but being eligible, offers himself for reappointment.

#### SPECIAL BUSINESS

##### **3) Appointment of Statutory Auditor to fill casual vacancy**

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(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, M/s MAYRA & KHATRI, Chartered Accountants (Firm Registration No: 106111W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s R. P. Trivedi & Associates, Chartered Accountants, (Firm Registration No: 111066W)."

**"RESOLVED FURTHER THAT** M/s MAYRA & KHATRI, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 3<sup>rd</sup> August, 2016, until the conclusion of the 43<sup>rd</sup> Annual General Meeting of the Company, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

##### **4) Appointment of Statutory Auditor**

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

**"RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, M/s MAYRA & KHATRI, Chartered Accountants (Firm Registration No: 106111W), be and are hereby appointed as Statutory Auditors of the Company to hold office for five years, from the conclusion of the 43<sup>rd</sup> Annual General Meeting till the conclusion of the 48<sup>th</sup> Annual General Meeting of the Company to be held in the year 2021 (subject to ratification by the Members at every Annual General Meeting held after the 43<sup>rd</sup> Annual General Meeting of the Company), at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

##### **5) Increase the Authorised Capital**

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 Authorised 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. 12,00,00,000 (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of Rs. 10/- each (Rupees Ten) by creation of 45,00,000 (Forty Five Lakhs) equity shares of Rs. 10/- each (Rupees Ten).

##### **6) Alteration of Memorandum of Association**

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. 12,00,00,000/- (Rupees Twelve crores) divided into 1,20,00,000 (One Crore Twenty Lakh) equity shares of Rs. 10/- each (Rupees Ten)

##### **7) Alteration of Articles of Association**

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. 12,00,00,000 (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lakh) 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."

##### **8) Further Issue of shares on preferential basis**

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 62 and all other applicable provisions of the Companies Act, 2013, as amended (the "Companies Act, 2013") and the rules made thereunder, to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013), and subject to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (SEBI (ICDR) Regulations), as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), Foreign Exchange Management Act, 1999 and the stock exchanges where the shares of the Company are listed (Stock Exchanges) or any other authority and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and the Stock Exchange and subject to such conditions and modifications as may be considered appropriate by the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute

to exercise one or more of its power including the powers conferred hereunder), and subject to requisite approvals, consents, permissions and/or sanctions if any, of SEBI, Stock Exchanges, Government of India and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board, the Board be and is hereby authorized to create, offer, issue and allot 43,00,000 (Forty Three Lakhs) Convertible Warrants (hereinafter may be called as Warrants) each on preferential basis and convertible into 43,00,000 (Forty Three Lakhs) Equity Shares of face value of Rs. 10 (Rupees Ten only) each, price of each such warrant to be determined in conformity with the SEBI (ICDR) Regulations, to the persons mentioned below (hereinafter may be called as allottee or warrant holder):

Sr. No.	Name of Proposed Warrant Holder	Category	No. of Convertible Warrants proposed to be allotted
1	K. S. CHOUDHARY	Public	1,00,000
2	S. S. JAIN	Public	1,00,000
3	S. RATHOD	Public	5,70,000
4	R. J. DOSHI	Public	35,000
5	P. R. DOSHI	Public	15,000
6	D. JHAVERI	Public	4,05,000
7	F. S. DILKHUSH	Public	1,50,000
8	J. K. JHAVERI	Public	3,50,000
9	S. K. JAISWAL	Public	1,50,000
10	V. JHAVERI	Public	50,000
11	L. DUDHERIA	Public	5,00,000
12	P. JAIN	Public	1,00,000
13	J. U. JHAVERI	Public	5,00,000
14	M. G. KADAM	Public	50,000
15	S. L. SHAH	Public	1,50,000
16	N. M. SHAH	Public	75,000
17	D. JHAVERI	Public	4,05,000
18	P. G. PANDEY	Public	25,000
19	A. S. BAPNA HUF	Public	1,00,000
20	D. C. THAKKER	Public	1,50,000
21	S. N. PARIKH	Public	25,000
22	HENDERSON LTD.	Public	1,50,000
23	L. M. MEHTA	Public	1,00,000
24	B. S. SHAH	Public	45,000
		<b>TOTAL</b>	<b>43,00,000</b>

**RESOLVED FURTHER THAT** the Relevant Date, as per the SEBI (ICDR) Regulations for the determination of issue price of the Warrants and the equity shares to be allotted pursuant to the preferential allotment and upon the conversion of Warrants is fixed as 31<sup>st</sup> August, 2016.

**RESOLVED FURTHER THAT, A.** Warrants shall be convertible into equity shares of the Company not later than 18 months from the date of their allotment in accordance with the SEBI (ICDR) Regulations without any further approval of the shareholders prior to or at the time of conversion. **B.** The warrants by itself do not give to the warrants' holder any rights of the shareholders of the company. **C.** The warrant holder shall pay an amount equivalent to at least 25% (Twenty five percent) of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised as per above clause 'A', the amount paid under this clause 'C' shall be forfeited by the Company. **D.** The aforesaid allotment of the warrants and the equity shares to be allotted upon the conversion of Warrants shall be subject to the requirement of Lock-in/Non-transferability as per the requirements of SEBI (ICDR) Regulations. **E.** The allotment of the warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority including Stock Exchanges where the shares of the Company are listed or the Government of India, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals. **F.** The equity shares to be allotted upon conversion of Warrants shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- (Rupees Ten) each of the Company and shall be subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company. **G.** The allotment of warrants, allotment of equity shares pursuant to conversion of warrants, conditions of payment of consideration and other terms and condition thereof shall be subject to any statutory amendment and modification, notification, rules, regulations under any applicable law as may be for the time being in force.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of Warrants and equity shares pursuant to conversion of the Warrants and listing of such equity shares with the stock exchange(s) and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares and Warrants, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s), Company Secretary or other officer(s) of the Company to give effect to the aforesaid resolution."

## 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.

Route Map to the Venue of the AGM can be found on Page 10 herewith.

2. Explanatory Statement pursuant to section 102 of Companies Act, 2013 in respect of the Special Business at item no. 3 to 8 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, Saturday, 24<sup>th</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016 (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 the Members.

6. The Company is concerned about the environment. 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 facility to its Members holding shares in physical or dematerialized form as on the cut-off date, being Friday, 23<sup>rd</sup> September, 2016, 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 e-voting Services provided by National Securities Depository Limited (NSDL). Details of the process and manner of e-voting 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 three (3) days of passing of the resolutions and communication of the same to the 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 Third Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL).

The instructions for 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 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 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 e-voting opens. Click on e-voting : Active voting cycles.
  - (vii) Select "EVEN" of Tirupati Industries (India) Limited.
  - (viii) Now you are ready for 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 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 e-voting@nsdl.co.in

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

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

**EVEN (E Voting Event Number) USER ID PASSWORD/PIN**

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

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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

IV. 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).

V. The remote e-voting period will commence on Monday, 26<sup>th</sup> September, 2016 and ends on Thursday, 29<sup>th</sup> September, 2016. 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, 23<sup>rd</sup> September, 2016, may cast their vote electronically. This e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VI. 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, 23<sup>rd</sup> September, 2016.

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

VIII. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.

IX. The Results alongwith the Scrutinizer's Report shall be placed on the Company's website [www.tirupatiind.com](http://www.tirupatiind.com) and on the website of NSDL, within three (3) days of passing of the Resolutions at the AGM of the Company and communicated to the BSE.

Dated: 13<sup>th</sup> August, 2016  
42-45, Emerald Industrial Estate,  
Dheku, Tal Khalapur,  
Dist .Raigad, Maharashtra-410203, INDIA

By order of the Board of Directors  
TIRUPATI INDUSTRIES (INDIA) LIMITED  
Sd/-  
Ramesh J. Sanghvi  
CHAIRMAN

**BRIEF PARTICULARS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT ARE AS UNDER:**

Particulars	Mr. Ramesh Sanghvi
Date of Birth	02/08/1938
Date of Appointment	31/12/1990
Experience & Expertise	Science Graduate from Mumbai University and is engaged in consultancy on advanced chemistry.
Directorship(s) held in other Companies (including Foreign Companies)	NIL
Memberships of other Committees	Tirupati Industries (India) Limited: - Audit Committee (Chairman) - Stakeholder Grievance Committee (Chairman) - Nomination & Remuneration Committee (Chairman)
No of shares held	NIL

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

### **Item No. 3**

The Members of the Company at the 41<sup>st</sup> Annual General Meeting held on 29<sup>th</sup> September, 2014 had appointed M/s R. P. Trivedi & Associates, Chartered Accountants, (Firm Registration No: 111066W) as the Statutory Auditor of the Company to hold office from the conclusion of 41<sup>st</sup> Annual General Meeting till the conclusion of 44<sup>th</sup> Annual General Meeting of the Company to be held in the year 2017 subject to ratification of the appointment by the Members at every Annual General Meeting held after the 41<sup>st</sup> Annual General Meeting of the Company. M/s R. P. Trivedi & Associates, Chartered Accountants, resigned from the position as Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. The Board of Directors at its meeting held on 3<sup>rd</sup> August, 2016, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) under Companies Act, 2013, appointed M/s MAYRA & KHATRI, Chartered Accountants (Firm Registration No: 106111W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s R. P. Trivedi & Associates, Chartered Accountants, subject to the approval by the members in the 43<sup>rd</sup> Annual General Meeting of the Company, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company. The Company has received consent and eligibility certificate from M/s MAYRA & KHATRI, Chartered Accountants to act as Statutory Auditors of the Company in place of M/s R. P. Trivedi & Associates, Chartered Accountants, along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditors. None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions at Item No. 3.

The Board recommends the Resolution at Item No. 3 for approval of the Members

### **Item No. 4**

The Board of Directors at its meeting held on 3<sup>rd</sup> August, 2016, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s MAYRA & KHATRI, Chartered Accountants (Firm Registration No: 106111W) as Statutory Auditors of the Company to hold office for five years, from the conclusion of 43<sup>rd</sup> Annual General Meeting till the conclusion of the 48<sup>th</sup> Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of the appointment by the Members at every Annual General Meeting held after the 43<sup>rd</sup> Annual General Meeting), at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company. The Company has received consent and eligibility certificate from M/s MAYRA & KHATRI, Chartered Accountants to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors. None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions at Item No. 4. The Board recommends the Resolution at Item No. 4 for approval of the Members.

### **Item Nos. 5, 6 and 7**

Board of Directors of the Company is actively considering various growth opportunities with objective of expanding its capacities; augment its working capital finances, its business needs, to reduce debts and becoming truly competitive in its business amongst others. In order to enable the Company to raise further Equity capital, it is proposed to increase the Authorised Capital from Rs. 7.50 crores to Rs. 12.00 crores. The resolution as set out in Item No. 5 is for obtaining the approval of the Shareholders. Consequent to the increase in the Authorised Capital of the Company, as above, it is necessary to amend clause V of the Memorandum of Association of the Company and Article 5(a) of the Articles of Association of the company. Resolution at item No. 6 & 7 of the Notice are for obtaining approval of the Shareholders. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

### **Item No. 8**

The resolution is aimed to augment finance for the business needs of the Company to enhance value for shareholders of the Company. The Company therefore proposes to issue Convertible Warrants on Preferential basis to be converted into Equity Shares at a date not later than 18 months from date of allotment of such Convertible Warrants. Such preferential issue is to be implemented keeping in view the rules and regulations as prescribed by authorities and in terms of guidelines issued by the Securities and Exchange Board of India (SEBI).

Board of Directors of your Company recommends this resolution for your approval. None of the Directors are interested in the resolution.

**Disclosures:** The following disclosures are made in accordance with the provisions of Chapter VII of the SEBI ICDR Regulation, 2009.

1. OBJECTS OF THE ISSUE: In order to augment finance for the business needs of the Company, to enhance value for the shareholders, the Board of Directors of the Company, have at its meeting held on 13th August, 2016 and subject to approval of members recommended for the issue of Convertible Warrants on preferential basis.

2. PROPOSAL OF THE PROMOTERS: None of the promoters have indicated their intention to subscribe to the offer.

3. RELEVANT DATE: The Relevant Date as per the SEBI (ICDR) Regulations for the determination of issue price of the Warrants and the equity shares to be allotted pursuant to conversion of the warrant is fixed as 31<sup>st</sup> August, 2016 i.e. 30 (thirty) days prior to the date of shareholders meeting proposed to be held on 30<sup>th</sup> September, 2016, to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013 and all applicable guidelines.

4. PRICING OF PREFERENTIAL ISSUE: The Warrants and equity shares to be allotted pursuant to conversion of the Warrants will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR) Regulations. Further, for the proposed allotment of the Warrants and equity shares to be allotted pursuant to conversion of the Warrant, the proposed issue price is required to be made at a price determined in accordance with Regulation 76(1) of the SEBI (ICDR) Regulations.



5. UNDERTAKING: As required under the SEBI (ICDR) Regulations, wherever it is required, the Company shall compute/re-compute the issue price mentioned above in accordance with the ICDR Regulations. Further, if the amount payable on account of the computation/re-computation of issue price is not paid by the allottee, within the time stipulated under the ICDR Regulations, the equity shares allotted shall continue to be locked in till the time such amounts are paid by the allottee.

6. SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PROPOSED ISSUE.

Shareholder Category	No. of Shares held before Proposed Preferential Allotment	% Shareholding (Before Issue)	No. of Shares held after Proposed Preferential Allotment*	% Shareholding (After Issue)
Promoter and Promoter Group	17,49,077	23.45	17,49,077	14.87
Public	57,10,963	76.55	1,00,10,963	85.13
<b>TOTAL</b>	<b>74,60,040</b>	<b>100.00</b>	<b>1,17,60,040</b>	<b>100.00</b>

Promoter and Promoter Group Data is as on 30.06.16 | \*Assuming conversion of entire 43,00,000 warrants issued on preferential basis into equity shares.

7. LOCK IN PERIOD: The equity shares allotted on preferential basis shall be locked-in from the date of trading approval granted for such periods as prescribed in Clause 78 of SEBI (ICDR Regulations) and all applicable laws.

8. PROPOSED TIME WITHIN WHICH ALLOTMENT WILL BE COMPLETED: The Company will complete the allotment within a period of 15 days from the date of passing of resolutions by the shareholders or when the allotment on preferential basis requires any approval by any regulatory authority including Bombay Stock Exchange, or Central Government, the allotment will be completed within 15 days from the date of such approvals.

9. CERTIFICATE FROM AUDITORS: The certificate from the auditors of the Company, certifying that the above issue is in accordance with the SEBI Guidelines on preferential basis as in force as on date shall be laid before shareholders of the Company.

10. IDENTITY OF ALLOTTEES AND THE PERCENTAGE OF POST-PREFERENTIAL ISSUE CAPITAL IS AS UNDER: The name of proposed allottees of 43,00,000 (Forty Three Lakhs) Convertible Warrants issued pursuant to Special resolution at item No. 8 of the Notice and percentage of expanded capital to be held by them after the proposed allotment of the said equity shares to them as per said resolution are as under:

Sr. No.	Name of Proposed Allottees/Beneficial Owners	Category	No. Of Convertible Warrants	Total % Holding Post Preferential Issue Capital*
1	K. S. CHOUDHARY	Public	1,00,000	0.85
2	S. S. JAIN	Public	1,00,000	0.85
3	S. RATHOD	Public	5,70,000	4.85
4	R. J. DOSHI	Public	35,000	0.30
5	P. R. DOSHI	Public	15,000	0.13
6	D. JHAVERI	Public	4,05,000	3.44
7	F. S. DILKHUSH	Public	1,50,000	1.28
8	J. K. JHAVERI	Public	3,50,000	2.98
9	S. K. JAISWAL	Public	1,50,000	1.28
10	V. JHAVERI	Public	50,000	0.43
11	L. DUDHERIA	Public	5,00,000	4.25
12	P. JAIN	Public	1,00,000	0.85
13	J. U. JHAVERI	Public	5,00,000	4.25
14	M .G. KADAM	Public	50,000	0.43
15	S. L. SHAH	Public	1,50,000	1.28
16	N. M. SHAH	Public	75,000	0.64
17	D. JHAVERI	Public	4,05,000	3.44
18	P. G. PANDEY	Public	25,000	0.21
19	A. S. BAPNA HUF^	Public	1,00,000	0.85
20	D. C. THAKKER	Public	1,50,000	1.28
21	S. N. PARIKH	Public	25,000	0.21
22	HENDERSON LTD.	Body Corporate	1,50,000	1.28
23	L. M. MEHTA	Public	1,00,000	0.85
24	B. S. SHAH	Public	45,000	0.38
	<b>TOTAL</b>		<b>43,00,000</b>	

^ Beneficial Owner will be A. S. Bapna | \*Assuming conversion of entire 43,00,000 warrants issued on preferential basis into equity shares.

11. The proposed preferential allotment will not result in any change in the Management Control of the Company

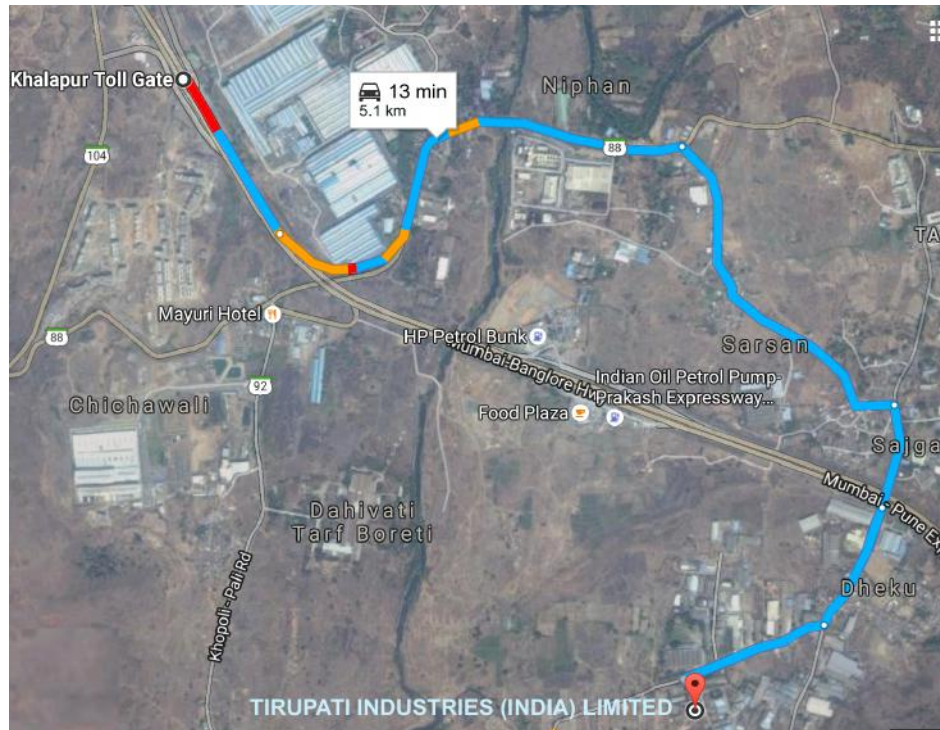
Dated: 13<sup>th</sup> August, 2016  
42-45, Emerald Industrial Estate,  
Dheku, Tal Khalapur,  
Dist .Raigad, Maharashtra-410203, INDIA

By order of the Board of Directors  
TIRUPATI INDUSTRIES (INDIA) LIMITED  
Sd/-  
Ramesh J. Sanghvi  
CHAIRMAN

### **ROUTE MAP FOR ANNUAL GENERAL MEETING**

Directions for 43<sup>rd</sup> Annual General Meeting of Tirupati Industries (India) Limited to be held at Registered Office of the Company at 42-45 Emerald Industrial Estate, Dheku, Taluka Khalapur, District Raigad 410203, Maharashtra, INDIA on Friday 30<sup>th</sup> September 2016 at 12.30 PM

#### **ROUTE FROM KHALAPUR TOLL GATE ON MUBAI - PUNE EXPRESSWAY TO VENUE OF AGM**



#### **ROUTE FROM KHOPOLI RAILWAY STATION TO VENUE OF AGM**

