

TIRUPATI INKS LTD.
ANNUAL REPORT
FY 2014-15

Tirupati Inks LTD

CIN:L 67120 DL 1984 PLC 017904

Regd: 101, DDA Market, Hargobind Enclave, Vikas Marg Extn., New Delhi- 110092

Tel.011-22379709, email:info@tirupatiinks.com; website:www.tirupatiinks.com

Notice to the Annual General meeting

Notice is hereby given that the 31st Annual General Meeting of the Members of M/s Tirupati Inks Ltd will be held on Wednesday, 30th September, 2015 at 09.30 A.M. at Muktheadhara (Banga Sanskriti Bhavan Trust), 18-19, Bhai Veer Singh Marg, Gole Market, New Delhi- 110001, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended on 31st March, 2015, the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31st March, 2015 and the reports of Auditors thereon.
2. To appoint a Director in place of Mr Sanjiv Agarwal (DIN 00140174), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s Shashi Dinesh & Co., Chartered Accountants (Firm Registration No.004975C) as approved by Members at the AGM held on 30th September, 2014 as Statutory Auditors of the Company, to hold office until the conclusion of AGM to be held in the year 2017, and to fix their remuneration for the financial year ending 31st March, 2016.

SPECIAL BUSINESS

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

"Resolved that pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Ms Deepa Verma (DIN :02595916), who was appointed as an Additional Director of the Company with effect from 31st March, 2015 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 31st March, 2015."

Regd.Office:

101 DDA Market,
Hargobind Enclave, Vikas Marg Extn.,
New Delhi- 110092

By order of the board
For Tirupati Inks Ltd

Date: 13th August, 2015

Place: New Delhi

Sanjiv Agarwal
DIN:00140174
Managing Director

NOTES

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 4 of the notice set out above is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% 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 SHAREHOLDER.
4. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.
5. The Share Transfer Books and Register of Members of the Company will remain closed from Friday, 25th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).
6. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company M/s Beetal Financial & Computer Services Pvt Ltd, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062; Phone No. 011-29961281, 282, 283:-
 - i) their bank account details in order to receive payment of dividend through electronic mode,
 - ii) **their email id**, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
 - iii) any change in their address/e-mail id/ECS mandate/ bank details, share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.

B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:

 - i) **their email id**.
 - ii) all changes with respect to their address, email id, ECS mandate and bank details.

C. Kindly note that as per SEBI Circular CIR/MRD/DP/10/2013 dated March 21, 2013 it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your

correct bank account details with the Company/RTA/Depository Participant, as the case may be.

7. The Securities and Exchange Board of India has notified that the shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferee of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
8. The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.
9. In accordance with section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report for the year ended March 31, 2015 has been sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 05.10.2011 the hard copies of Annual Report have been sent to all other members who have not registered their email address(es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest by submitting duly filled in "e-Communication Registration Form" (available on our website www.tirupatiinks.com in Investor Relation) to the Company/RTA. Members can also submit their form along with Attendance Slip at the Registration Counter at AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost. The Notice of the Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.tirupatiinks.com for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.
10. The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall. However, in case of non-receipt of Notice of Annual General Meeting, members are requested to write to the Company at its registered office for issuing the duplicate of the same or download the same from Company's website www.tirupatiinks.com.
11. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Managing Director at the Registered Office of the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.
12. The information required to be provided under the Listing Agreement entered into by the Company with the Stock Exchanges regarding the Directors proposed to be reappointed are provided in the Report on Corporate Governance forming part of the Annual Report.

13. Details under Clause 49 of the Listing agreement with the Stock exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is separately annexed with Corporate Governance Report. The Directors seeking appointment/reappointment have furnished the declaration under Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as required under section 164(2) of the Companies Act, 2013.
14. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 am to 1.00 pm up to the date of Annual General Meeting. The Register of Directors' and Key Managerial Personnel & their Shareholding and the Register of Contracts & Arrangements in which directors are interested shall be open for inspection at the meeting to any person having right to attend the meeting.

15. Voting through electronic means:

- i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
- ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services Limited as the Authorised Agency to provide e-voting facilities.
- iii) The Board of Directors have appointed Mr Debabrata Deb Nath, Company Secretary in Whole Time Practice, 785, Pocket-E, Mayur Vihar-II, Delhi-110 091 as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
- iv) Members are requested to carefully read the instructions for e-voting before casting their vote.
- v) The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting :

Commencement of e-voting	From 9.00 a.m. (IST) on Sunday, 27th September, 2015
End of e-voting	Upto 5.00 p.m. (IST) on Tuesday, 29th September, 2015

- vi) The cut-off date (i.e. the record date) for the purpose of e-voting is 24th September, 2015.

vii) Declaration of Result of e-voting:

- a) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date).
- b) The Scrutinizer shall after the conclusion of e-voting period and before the closing of working hours on 30th September, 2015 unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- c) The Scrutinizer's decision on the validity of the vote shall be final and binding.

- d) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- e) The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.tirupatiinks.com) within 2 (two) days of passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company shares are listed.

viii) The procedure and instructions for e-voting are given separately.

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

Item No. 4

The Board of Directors of the Company had appointed Ms Deepa Verma (DIN:02595916) as an Additional Director of the Company with effect from 31st March, 2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms Deepa Verma shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms Deepa Verma signifying her candidature as an Independent Director of the Company.

A brief profile of Ms Deepa Verma, including nature of her expertise, is provided at Corporate Governance Report of this Annual Report.

The Company has received a declaration of independence from Ms Deepa Verma. In the opinion of the Board, Ms Deepa Verma fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.tirupatiinks.com

None of the Directors or Key Managerial Personnel and their relatives, except Ms Deepa Verma, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 4 for approval of the Members.

Regd.Office:

101 DDA Market,
Hargobind Enclave, Vikas Marg Extn.,
New Delhi- 110092

Date: 13th August, 2015
Place: New Delhi

By order of the board
For Tirupati Inks Ltd

Sanjiv Agarwal
DIN:00140174
Managing Director

DIRECTORS' REPORT

TO THE MEMBERS OF TIRUPATI INKSLTD

The Directors hereby present their 31st Annual Report on the business and operations of the Company and the financial accounts for the year ended 31st March, 2015.

Financial Highlights

(Amount in Lacs)		
Particulars	Current Year	Previous Year
Revenue from operations	26765.26	34016.65
Other Income	61.77	60.78
Profit/(Loss) before Tax	(2949.32)	540.72
Provision for Tax		
• Current Tax	-	147.97
• Deferred Tax	-	69.25
Profit/(Loss) after Tax	(2949.32)	323.50
Balance of profit/ (loss) brought forward from previous year	1685.21	1361.71
Transfer to General Reserve	-	-
Balance of profit/ (loss) carried forward to Balance Sheet	(1264.11)	1685.21

Company Performance

During the year under review total income of the Company was Rs.26,827.03 Lac as against Rs. 34,077.43 Lac in the previous year. The Company has suffered a loss for Rs 2,949.32 Lacas against a profit of Rs. 323.50 Lac in the previous year. Your Directors are putting in their best efforts to improve the performance of the Company.

Change in nature of Business of the Company

There has been no change in the nature of business of the Company.

Material Changes etc.

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company-31st March, 2015 and the date of this Report.

Dividend

In view of loss suffered by the company, your Directors regret their inability to recommend any dividend.

Share Capital

The paid up Equity Share Capital as on 31st March, 2015 was 2509.98 Lac. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

Pursuant to Section 134(3)(g) of the Companies Act, 2013 details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are provided in Notes 2.11 to the Financial Statements.

Disclosure on Deposit under Chapter V

The Company has neither accepted nor renewed any deposits during the Financial Year 2014-15 in terms of Chapter V of the Companies Act, 2013.

Report on Subsidiaries, Associates and Joint Venture companies

The Company has one Associate Company namely Swarmup FZ LLC, in which Company holds 50% Equity. During the year, Pursuant to the investments made by the Tirupati Inks World wide FZE (now named as Swarmup FZ LLC) has ceased to be the subsidiary of the Company. The Swarmup FZ LLC has now become an associate of the Tirupati Inks Limited in which the Company has 50% stake in its equity.

In terms of provisions of Section 136 of the Companies Act, 2013, the Company shall place separate audited accounts of the Associate Company on its website at www.tirupatiinks.com.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are attached as 'Annexure 1' which forms part of this report.

Listing

At present, the equity shares of the Company are listed at Bombay Stock Exchange Ltd. (BSE). The annual listing fees for the financial year 2015-16 to BSE has been paid.

Corporate Governance

The Company has complied with the provisions of Clause 49 of the Listing Agreement relating to the Corporate Governance. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. A Certificate from Company Secretary in Practice on compliance of Clause 49 of the Listing Agreement.

Certificate of the CEO/CFO, inter-alia, confirming the correctness of the financial statements, compliance with Company's Code of Conduct, adequacy of the internal control measures and reporting of matters to the Audit Committee in terms of Clause 49 of the Listing Agreement with the Stock Exchanges, is attached in the Corporate Governance Report and forms part of this Report.

Directors

During the year, Mr Keshav Behari Lal had resigned as Director w.e.f. February 11, 2015, owing to sudden and untimely sad demise.

In Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently, Mr. Sanjiv Agarwal, Director will retire by rotation at the ensuing AGM, and being eligible, offer himself for re-appointment in accordance with the provisions of the Companies Act, 2013.

Pursuant to Section 149(1) of the Companies Act, 2013 the Board of Directors of the Company had on 31st March, 2015 appointed a Women Director Ms. Deepa Verma as an Additional Director in the category of Non-Executive Independent Director. Ms. Deepa Verma shall hold office upto the date of the ensuing AGM of the Company and, being eligible, offer herself for re-appointment. The Company has also received a notice in writing from a member proposing her candidature for the office of Director along with a deposit of Rupees one lakh. She will not be subject to retirement by rotation, for a term of 5 (five) consecutive years commencing from the date of her appointment as an Additional Director in the Company i.e. 31st March, 2015.

The brief resume of the Directors being appointed/ re-appointed, the nature of their expertise in specific functional areas, names of companies in which they have held Directorships, Committee Memberships/ Chairmanships, their shareholding etc., are provided in the report on Corporate Governance forming part of the Annual Report.

Pursuant to the provisions under Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6).

Key Managerial Personnel

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Name	Designation
Mr Sanjiv Agarwal	Managing Director
Mr. Rajiv Kapoor*	Chief Financial Officer
Ms Garima Vishnoi**	Company Secretary

* Ceased to be Chief Financial Officer due to personal reason w.e.f May 11, 2015

** Ceased to be Company Secretary due to personal reason w.e.f May 11, 2015

Policy on Directors appointment and Policy on remuneration

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors, KMP and other employees is attached as 'Annexure 2' respectively, which forms part of this report.

Particulars of remuneration of Directors/ KMP/ Employees

There are no employees who are in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as 'Annexure 3' which forms part of this report.

Statement of Company Affairs

a) During the financial year the Company and the Consortium of working capital lenders agreed on a debt restructuring scheme supported by a TEV study by Dun & Bradstreet (D&B) in pursuance to which working capital limits not supported by eligible DP (Drawing Power) is to be carved out as WCTL (Working Capital Term Loan) to be repaid over a period of 8.5 years after moratorium period of 17 months. The interest on working capital limits as also on the WCTL for a period of 17 months from the cutoff date, is also proposed to be converted into FITL (Funded Interest Term Loan) to be repaid over a period of 8.5 years. The implementation of the approved scheme is under process with lenders already having executed the agreements/loan documents on individual basis to give effect to the scheme after obtaining sanctions from their respective competent authority except Bank of Baroda which had refused to participate in the debt restructuring scheme and