



TIRUPATI INKS LIMITED

32nd ANNUAL REPORT
2015-16

BOARD OF DIRECTORS

Mr. Sanjiv Agrawal (CMD)
Mr. S. N. Agrawal (Upto 11-05-2015)
Mr. R. S. Agrawal (Upto 30-04-2016)
Ms. Deepa Verma
Mr. Satish Singhal (w.e.f. 21-04-2016)

STATUTORY AUDITORS

M/s Shahshi Dinesh & Co.
Chartered Accountants
Kanpur

SECRETARIAL AUDITORS

M/s. Geeta Roy Chowdhury,
Delhi.

REGISTERED OFFICE

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

WORKS

Greater Noida
Jammu

BANKERS OF THE COMPANY

Punjab National Bank
Oriental Bank of Commerce
IDBI Bank Limited
Syndicate Bank
ICICI Bank Limited
Bank of Baroda

REGISTRAR AND SHARE TRANSFER AGENTS

Beetal Financial and Computer Services Private Limited
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
New Delhi – 110 062.

LISTING AT

BSE Limited

Notice to the Annual General meeting

Notice is hereby given that the 32nd Annual General Meeting of the Members of M/s Tirupati Inks Ltd will be held on Friday, 30th September, 2016 at 10.00 A.M. at 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, 2016, the Reports of the Board of Directors and 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, 2017.

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 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Mr Satish Singhal (DIN: 01631674), who was appointed as an Additional Director of the Company with effect from 21st April, 2016 under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company."

Regd.Office:

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

By order of the board
For Tirupati Inks Ltd

Date: 24th August, 2016

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. 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.
6. 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.

7. 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.
8. 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, 2016 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 2015-2016 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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.

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

Item No. 4

Mr Satish Singhal was co-opted on the Board of Directors of the Company as an Additional Director to hold office until the date of ensuing annual general meeting.

The Board is proposing to appoint him as an ordinary director in the ensuing AGM. Accordingly, the resolution is placed before the members for their consideration and approval.

The Board recommends the proposed resolution for adoption in the larger interest of the Company.

Except Mr Satish Singhal no Directors, Key Managerial Personal and their relatives are interested and concerned in the proposed resolution.

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

Date: 24th August, 2016
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 Inks Ltd

The Directors hereby present the 32nd Annual Report on the business and operations of the Company and the Financial Statement for the year ended 31st March, 2016.

Financial Highlights

(Amount in Lacs)

| Particulars | Current Year 31 st March, 2016 | Previous Year 31 st March, 2015 |
|--|---|--|
| Revenue from operations | 9590.38 | 26765.26 |
| Other Income | 45.85 | 61.77 |
| Profit/(Loss) before Tax | (7098.28) | (2949.32) |
| Provision for Tax | | |
| • Current Tax | - | - |
| • Deferred Tax | - | - |
| Profit/(Loss) after Tax | (7098.28) | (2949.32) |
| Balance of profit/ (loss) brought forward from previous year | (1264.11) | 1685.21 |
| Transfer to General Reserve | - | - |
| Balance of profit/ (loss) carried forward to Balance Sheet | (8362.39) | (1264.11) |

Review of Company's Performance, State of Affairs of the Company and material events occurring after the Balance Sheet date

During the year under review total income of the Company was Rs. 9636.23 Lac as against Rs. 26827.03 Lac in the previous year. The Company has suffered a loss for Rs 7098.28 Lac against a loss of Rs. 2949.32 Lac in the previous year.

During the financial year 2014-15, the Company and the Consortium of Working Capital Lenders, except Bank of Baroda which had refused to participate in the Debt Restructuring Scheme, 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) were 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 cut-off date, i.e., from 1st November, 2014 to 31st March, 2016, were converted into FITL (Funded Interest Term Loan) to be repaid over a period of 8.5 years.

Subsequently, Bank of Baroda has filed a civil suit in DRT on 29.10.2015 for recovery of Rs. 32,47,29,221 against their dues upto 28.10.2015.

Consequent to erosion of net worth of the Company, as required by section 15(1) of the Sick Industrial Companies (Special Provisions) Act, 1985, the Company has filed a reference to the Board for Industrial and Financial Reconstruction (BIFR), New Delhi. BIFR vide its letter dated 02.05.2016 has registered the reference as case no. 69/2016.

The Greater Noida Manufacturing facility of the Company has been put in a Lock Out since 03.05.2016, consequent to some labour unrest and financial stress. The matter is under the jurisdiction of Assistant Labour Commissioner, Noida and the Company is in process of getting the labour issues resolved with the appropriate legal advice.

ICICI Bank Ltd. has issued a notice u/s 13(2) of SARFAESI Act, 2002 dtd. 14.07.2016 for recovery of Rs. 26,95,31,014/- against their dues upto 30.06.2016.

Syndicate Bank has issued a notice u/s 13(2) of SARFAESI Act, 2002 dtd. 30.07.2016 for recovery of Rs. 10,39,15,750/- against their dues upto 30.06.2016.

Bajaj Finance Ltd has issued an arbitration notice u/s 12 dtd. 25.06.2016 for recovery of Rs. 23,55,285/- against their dues upto 07.06.2016.

K Tech India Ltd, Mumbai has filed a civil suit under Order 7 Rule 11 read with Section 151 of CPC in the Court of Civil Judge (S. D.), Thane on 02.03.2015 for recovery of their dues of Rs. 41,35,107/-.

Radiant Polychem Pvt. Ltd., Delhi has filed a civil suit no. 2608/16 for recovery of their dues of Rs. 4,91,887/-. Summon Order dtd. 26.07.2016 issued by Court No. 4, Karkardooma Courts, Delhi for settlement of issues.

The Company has filed a case against Shon Flexo Chem, Anand Nagar, Maharashtra u/s 138 of N I Act for recovery of Rs. 25,25,705/-.

The Company has filed a case against G Flex, Mehsana, Gujarat u/s 138 of N I Act for recovery of Rs. 3,60,592/-.

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, 2016 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, the Company had not made any Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 during the financial year.

Contracts or arrangements with Related Parties under Section 188(1) of the Companies Act, 2013

With reference to Section 134(3)(h) of the Companies Act, 2013, no contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year.

Disclosure on Deposit under Chapter V

The Company has neither accepted nor renewed any deposits during the Financial Year 2015-16 in terms of Chapter V of the Companies Act, 2013.

Report on Subsidiaries, Associates and Joint Venture companies

The Company has no subsidiary, Joint Venture and associate company. Therefore Form AOC-1 is not applicable.

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 BSE Ltd. The Company had not paid the listing fees for the financial year 2016-17 to the BSE Ltd.

Corporate Governance

In the light of Regulation-15 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 which is effective from 1st December, 2015, certain clauses of the said regulation in connection with Corporate Governance were not applicable on the Company.

Directors

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 Satish Singhal, 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.

During the year under review, Mr S N Agarwal has resigned from the Board of the Company with effect from 11th May, 2015. Further, subsequent to the end of financial year, Mr Ram Shanker Agarwal had resigned as Director w.e.f. 30th April, 2016.

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors of the Company had appointed Mr Satish Singhal (DIN: 01631674), as an Additional Director of the Company with effect from 21st April, 2016.

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.

Declaration by Independent Director

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 | CFO (resigned on 11.05.2015) |
| Ms Garima Vishnoi | CS (resigned on 11.05.2015) |

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 Managerial Remuneration

Statistical Disclosures pursuant to Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached at "**Annexure-3**", as a part of this Report for the period under review.

Particulars of Employees

The information required pursuant to section 197 (12) read with Rule 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company will be provided upon request. In terms of section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employee's particulars which are available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company upto the date of the ensuing Annual General Meeting. Member interested in obtaining a copy thereof, may write to the Company in this regard.

Number of Meetings of the Board

During the Financial Year 2015-16, 14 (fourteen) number of Board meetings were held. For details there of kindly refer to the section Board of Directors in the Corporate Governance Report.

Performance Evaluation of the Board, its Committees and Individual Directors

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Agreement with Stock Exchanges, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

A structured questionnaire has been prepared, covering various aspects of the functioning of the Board and its Committee, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meeting, Board's focus, regulatory compliances and Corporate Governance, etc. Similarly, for evaluation of Individual Director's performance, the questionnaire covers various aspects like his/her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc.

Board members had submitted their response on a scale of 5(excellent) – 1 (poor) for evaluating the entire Board, respective Committees of which they are members and of their peer Board members, including Chairman of the Board.

The Independent Directors had met separately without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and Non-Executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of every Director's performance. The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires. The Directors expressed their satisfaction with the evaluation process.

Composition of Audit Committee

As on 31st March, 2016, the Audit Committee of the Company comprises the following directors:

1. Mr Ram Shanker Agarwal - Chairman (Independent Director)
2. Ms Deepa Verma - Member (Non-executive Independent Director)
3. Mr Sanjiv Agarwal - Member (Executive and Promoter Director)

Further, all recommendations of Audit Committee were accepted by the Board of Directors.

Statutory Auditors and their Report

The Auditors, M/s Shashi Dinesh & Co., Chartered Accountants, were appointed with your approval at the 31st AGM to hold such office till the conclusion of the 33rd AGM. The Board, in terms of Section 139 of the Act, on the recommendation of the Audit Committee, has recommended for the ratification of the Members the appointment of M/s Shashi Dinesh & Co. from the conclusion of the ensuing AGM till the conclusion of the 33rd AGM.

The Board, in terms of Section 142 of the Act, on the recommendation of the Audit Committee, has also recommended for the approval of the Members the remuneration of M/s Shashi Dinesh & Co. for the financial year 2016-17.

Auditors' Qualification and Explanation by the Company

Observations (including any qualification, reservation, adverse remark or disclaimer) made by the Statutory Auditors in their Audit Report and management's explanation is given below: