



NOTICE

Notice is hereby given that the Thirtieth (30th) Annual General Meeting of **Tirupati Inks Limited** will be held on Tuesday, 30th September, 2014 at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi – 110019 at 9:00 am to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - the Audited Balance Sheet of the Company as at 31st March, 2014 and Profit and Loss Account for the year ended on that date along with the reports of Auditors and Directors thereon; and
 - the Audited Consolidated Balance Sheet of the Company as at 31st March, 2014 and consolidated Profit and Loss Account for the year ended on that date.
2. To appoint a Director in place of Mr Satya Narain Agarwal (DIN:05140024) who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and 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 framed thereunder, as amended from time to time, M/s Shashi Dinesh & Co., Chartered Accountants (Firm Registration No.004975C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 33rd AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. To appoint Shri Ram Shanker Agarwal (DIN: 02238676) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ram Shanker Agarwal (DIN: 02238676), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for 5 (five) consecutive years from the Commencement of the Companies Act, 2013 till 31st March, 2019.”
5. To appoint Shri Keshav Behari Lall (DIN: 03201225) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Keshav Behari Lall (DIN:03201225), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for 5 (five) consecutive years from the Commencement of the Companies Act, 2013 till 31st March, 2019.”
6. 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 earlier resolution passed, pursuant to section 293(1) (a) of the Companies Act, 1956, the consent of the company be and is hereby accorded to the Board of Directors of the company under Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to mortgage and /or create charge on all the immovable and movable properties or such assets of the company wherever situate, present and future and/ or with power to enter upon and take possession of the assets of the company in certain events on such terms and conditions and at such time or times and in such form or manner



as it may think fit, to or in favour of Financial Institutions/ Banks/ Trustees for the Debenture holders issued/ proposed to be issued, for an aggregate nominal value not exceeding Rs 500.00 Cr (Rupees Five Hundred Crores only) to secure the Term Loans/ Debentures together with interest, costs, charges, expenses, and other monies including premium payable in this connection in terms of the agreement to be entered into between the company and Financial Institutions/ Banks/ Trustees for the Debenture holders, such security to rank pari- passu with, or second or subservient to, the mortgages and / or charges already created or to be created by the company or in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board.

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of creating mortgage/charge as aforesaid and further to do all acts, deeds matters and things and to execute all documents, writings as may be necessary, proper or desirable or expedient to give effect to this resolution.”

7. 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 earlier resolution passed (pursuant to section 293(1)(d) of the Companies Act, 1956), the consent of the company be and is hereby accorded to the Board of Directors of the company under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), to borrow any sum or sums of money from time to time at their discretion, for the purpose of business of the company, notwithstanding that the money or moneys to be borrowed together with moneys already borrowed by the company, apart from temporary loans obtained from the company’s bankers in the ordinary course of business, may exceed the aggregate of the paid up share capital and free reserves of the company, provided however, that the total amount so borrowed shall not exceed Rs 500.00 Cr (Rupees Five Hundred Crores Only).”

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all acts, deeds matters and things and to execute all documents, writings as may be necessary, proper or desirable or expedient to give effect to this resolution.”

8. To consider, and if thought fit, to pass the following resolutions, with or without modification(s) as a **Special Resolution:**

“**Resolved that** pursuant to the provisions of section 196, 197, 198 read with Schedule V of the Companies Act, 2013 & provisions of the Articles of Association of the Company and other applicable provisions, if any, and partial modification of earlier resolution passed by the members on 27th September, 2011 and 28th September, 2012 the consent of the members be and is hereby given for increase in the remuneration of Mr Sanjiv Agrawal, Chairman and Managing Director of the Company w.e.f. 1st October, 2014 on the terms and conditions as mentioned below and with the liberty to the Board of Directors to alter and vary the terms and conditions including the remuneration so as not to exceed the limits specified in the Schedule V of the Companies Act,2013.

Period of Remuneration	:	From 1st October 2014 till 31 st August, 2016
Remuneration	:	Monthly remuneration of Rs. 4,50,000 (Rupees Four Lac Fifty Thousand only) whether paid as Salary, allowance(s), perquisites or a combination thereof.

Resolved further that the following perquisites will not be included in the aforesaid remuneration:

- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service; and
- Encashment of leave at the end of tenure.

Resolved further that payment/ re-imbusement of telephone and/ or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.



Resolved further that in the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.

Resolved further that the Board of Directors and the Remuneration Committee of the Company be and are hereby severally authorized to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.

Resolved further that the Board of Directors of the Company (including any committee/sub-committee of the Board) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

Regd. Office:

101, DDA Market, Hargovind Enclave
Vikas Marg Extn., Delhi-110 092

Date : 13th August, 2014

Place : Delhi

By order of the Board
For **Tirupati Inks Limited**

Sanjiv Agrawal
Chairman and Managing Director
DIN:00140174

NOTES

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 4 to 8 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 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 30TH 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 Saturday, 27th September, 2014 to Tuesday, 30th September, 2014 (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 Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110 062; 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, 2014 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 Abridged 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 Relations Section) 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 30th Annual General Meeting and the Annual Report for 2013-14 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 Company Secretary 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. As a measure of economy, copies of Annual Report will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.
13. 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.
14. 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 hereto. 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.
15. 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.
16. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Registrar & Transfer Agents of the Company the prescribed Form SH.13 for nomination and Form SH.14 for cancellation/ variation as the case may be. Members holding shares in demat mode may contact their respective Depository Participant (DP) for availing this facility.



17. 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 Ltd** 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 9.30 a.m. (IST) on 24 th September, 2014
End of e-voting	Upto 5.30 p.m. (IST) on 26 th September, 2014

- vi) The cut-off date (i.e. the record date) for the purpose of e-voting is 22nd August, 2014.
- 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 29th September, 2014 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 detailed here below:

1. In case of members receiving e-mail:-

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the name of the company "TIRUPATI INKS LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:



For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for TIRUPATI INKS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



2. In case of members receiving Physical copy

- A. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote
- B. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
- C. The shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or e-voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in AGM.

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

Item No. 4 & 5

As per section 149(5) of the Companies Act, 2013 the Company is required to appoint Independent Directors under section 149(4) within a period of one year from 01.04.2014 i.e. the date of commencement of the said section and Rules made there under. Since the Company had already appointed Shri Ram Shanker Agarwal and Shri Keshav Behari Lall as Non-Executive Independent Directors subject to retirement by rotation in the past, in terms of Companies Act, 1956 and the Listing Agreement with the stock exchanges, and who are liable to retire by rotation in the ensuing annual general meeting, the Board of Directors in their meeting held on 13th August, 2014 after consideration has recommended to reappoint the above said directors as Non-Executive Independent Directors within the meaning of section 149 and 152 [including section 149(10)] of the new Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years from the Commencement of the Companies Act, 2013 till 31st March, 2019

The Company has received declarations from Shri Ram Shanker Agarwal and Shri Keshav Behari Lall that they meet the criteria of independence as prescribed under section 149 (6) of the Companies Act, 2013 and also under clause 49 of the Listing Agreement with the stock exchanges. They have further confirmed that they are not disqualified from being appointed as Director under section 164 of the said Act. The Board of Directors are of the opinion that Shri Ram Shanker Agarwal and Shri Keshav Behari Lall are persons of integrity and possess relevant expertise and experience and are eligible and fulfills the conditions specified by the Companies Act, 2013 for the position of an independent director of the Company. The Board considers that their association as Directors will be beneficial to and in the interest of the Company. The brief resume of the said Directors, 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. a copy of respective draft letters of appointment of shri Ram Shanker Agarwal and Shri Keshav Behari Lall as Non-Executive Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company. The Board of directors recommend the Ordinary resolutions for your approval. The said independent directors are not related to any of the directors or key managerial personnel (including relatives of directors or key managerial personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors and key managerial personnel of the Company (including relatives of directors or key managerial personnel) other than the respective Non-Executive Independent Director himself, is concerned or interested, financially or otherwise, in these resolutions.

Item No. 6

In terms of the provisions of section 180(1) (a) of the Companies Act, 2013, the consent of the members by a Special Resolution is necessary to lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking the whole or substantially the whole of any such undertakings. Since mortgaging by the company of its movable or immovable properties in favour of various Financial Institutions/ Banks/ Trustees for availing terms loans/other secured borrowings is regarded as disposal of the company's properties / undertakings, it is necessary for the members to pass the resolution under section 180 (1) (a) of the Companies Act, 2013 by way of special resolution.

As required by provisions of section 180 (1) (a) of the Companies Act, 2013 and keeping in view the company's business requirements and its growth plans, it is considered desirable to increase the said limit to Rs 500.00 crs.(Rupees Five Hundred Crore only) in line with borrowings powers envisaged for the Board.



Accordingly, the Board of Directors recommend the resolution for your approval by way of a Special Resolution. None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

Item No.7

In terms of the provisions of section 180(1) (c) of the Companies Act, 2013, the consent of the members by a Special Resolution is necessary to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

As required by provisions of section 180(1)(c) of the Companies Act, 2013 and keeping in view the company's business requirements and its growth plans, it is considered desirable to increase the said limit to Rs 500.00 crs. (Rupees Five Hundred Crore only).

Accordingly, the Board of Directors recommend the resolution for your approval by way of a Special Resolution. None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

Item No.8

Mr Sanjiv Agarwal is the Chairman and Managing Director of the Company. His Monthly remuneration was Rs. 3,50,0000/- (inclusive of Perquisites & Allowances) and his tenure ends on 1st October, 2014

Keeping in view his contributions and the interests of the Company, it was decided by the board that his Monthly remuneration shall be increased to Rs. 4,50,000/- (Inclusive of Perquisites & Allowances) till the end of his tenure w.e.f. 1st October, 2014.

In terms of Schedule V of Companies Act, 2013 his remuneration was already approved by Remuneration Committee. The necessary disclosures required under Schedule V is as follows:

I. GENERAL INFORMATION

(1)	Nature of Industry	Tirupati Inks Limited is engaged in the business of manufacturing of Printing Inks & Allied Products.
(2)	Date or expected date of commencement of commercial production	The Company obtained Certificate of Commencement on 10 th April, 1984 and it has two manufacturing facilities each at Jammu and Greater Noida.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

(4) Financial Performance of the Company for last 2 years is given below:

Particulars	Financial Year ended	
	31 st March, 2014	31 st March, 2013
	(Amount in Rs lacs)	
Net Revenue from Operation	34017	22943.25
Other Income	60.78	59.19
Total Income	34077.00	23002.44
Total Expenditure	32980.00	22294.77
Profit before tax	1097.14	707.67
Provision for tax	356.51	354.43
Profit after tax	740.63	489.78



Paid-up Share Capital	2509.98	1515.24
Reserves and Surplus (excluding revaluation reserve)	6938.76	5202.39
(5) Export performance and net foreign exchange collaborations	At present there are Exports in the Company. Further there is no Export foreign collaboration.	
(6) Foreign investments or collaborators, if any	The company has incorporated a wholly owned subsidiary at Dubai.	

II. INFORMATION ABOUT THE APPOINTEE

(1) Background details	Mr Sanjiv Agrawal is the Executive Chairman & Managing Director of the company. He is one of the founders of the company and instrumental in the growth of our Company since incorporation.
(2) Past remuneration	Rs. 3,50,000/- p.m.
(3) Recognition or awards	Mr Sanjiv Agarwal is a man of rich experience in the Printing Ink industry.
(4) Job profile and his suitability	Mr Sanjiv Agarwal, aged 50 years He has an experience of over 14 years in the Ink Industry. He is primarily involved in strategic decision-making. He has been instrumental in designing and structuring technological up gradation & modernization and expansion program being undertaken by the Company. He has hands-on experience in the areas of finance, taxation and accounting department.
(5) Remuneration proposed	<p>Rs. 4,50,000 (Rupee Four Lacs and Fifty Thousand only) per month with effect from 1st October, 2014, whether paid as salary, allowance(s), perquisites or a combination thereof, as approved by the Remuneration Committee.</p> <p>Perquisites:</p> <ul style="list-style-type: none"> a) Gas, Electricity, Water and Furnishings: The expenditure incurred by the company on Gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. b) Medical Reimbursement: Expenses incurred for self and his family. c) Leave Travel Concession: Leave as per rules of the company. Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the company. d) Club Fees: Fees of clubs subject to a maximum of two clubs. e) Medical Insurance: Medical Insurance for self and his family. <p>Provided that the following perquisites will not be included in the aforesaid remuneration:</p> <ul style="list-style-type: none"> a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;



	<p>b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and</p> <p>c) Encashment of leave at the end of tenure.</p> <p>Additional Benefits</p> <p>a) Car: Provision for use of Car for Company's business purposes and partly for personal or private purposes.</p> <p>b) Telephone: Provision of Mobile phone and telephone at residence will not be considered as a perquisite but the company shall bill personal long distance calls.</p> <p>c) Entertainment Expenses: Re-imbursment of entertainment expenses actually and properly incurred for the business of the company subject to a reasonable ceiling as may be fixed from time to time.</p> <p>In the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.</p>
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	The appointee is the main promoter of the Company. Save as the managerial remuneration he does not have any other material pecuniary relationship with the Company.
III. OTHER INFORMATION	
(1) Reasons for loss or inadequate profits	The Company is in profit. However fixed remuneration is proposed to be paid as minimum remuneration in the event of loss/absence/inadequacy of profits due to unavoidable circumstances.
(2) Steps taken or proposed to be taken for improvement	The Company is taking cost cutting measures and exploring new avenues of business to improve profitability
(3) Expected increase in productivity and profits in measurable terms	The company is expected to have improved sales and profitability figures in the next financial years.

Aforesaid increase in remuneration requires approval of members by way of Special Resolution. Your approval is solicited to the resolution at item nos. 8 of the notice.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company except Mr Sanjiv Agrawal and Mr Satya Narain Agrawal are concerned or interested, financially or otherwise, in this resolution.

Regd. Office:
101, DDA Market, Hargovind Enclave
Vikas Marg Extn., Delhi-110 092

By order of the Board
For Tirupati Inks Limited

Date : 13th August, 2014
Place : Delhi

Sanjiv Agrawal
Chairman and Managing Director
DIN:00140174



**Form No. MGT-11
Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L67120DL1984PLC017904
 Name of the company : **Tirupati Inks Limited**
 Registered office : **101, DDA Market, Hargovind Enclave, Vikas Marg Extn., Delhi - 110092**
 Name of the member (s) :
 Registered address :
 E-mail Id :
 Folio No/ Client Id :
 DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
 Address:
 E-mail Id:
 Signature:....., or failing him
2. Name:
 Address:
 E-mail Id:
 Signature:....., or failing him
3. Name:
 Address:
 E-mail Id:
 Signature:.....
 Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on the Tuesday, 30th September, 2014 at 9.00 A.M. at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi - 110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Annual Audited Accounts for the financial year ended 31st March, 2014.
2. To appoint a Director in place of Shri Satya Narain Agarwal who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company.
4. To appoint Shri Ram Shanker Agarwal as Independent Director of the Company.
5. To appoint Shri Keshav Behari Lall as Independent Director of the Company.
6. To give power to board u/s 180(1)(a) of the Companies Act, 2013.
7. To give power to board u/s 180(1)(c) of the Companies Act, 2013.
8. To approve the increase in remuneration of Shri Sanjiv Agrawal, Chairman & Managing Director.

Signed this..... day of..... 20....

Signature of Shareholder.....

Signature of Proxy holder(s).....



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



TIRUPATI INKS LIMITED

ATTENDANCE SLIP

30TH ANNUAL GENERAL MEETING

Time : 9.00 A.M., 30th day of September, 2014

Place : Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi – 110019

FULL NAME OF THE FIRST SHAREHOLDER.....

Joint Shareholders, if any.....

Father's/Husband's Name

Address in full.....

FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY/SHAREHOLDER(S)
.....

I/We hereby record my/our presence at the 30th Annual General Meeting held on Tuesday, 30th September, 2014 at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi – 110019.

Folio No. / DP-Id:

Client-Id :

No. of Shares :

Signature(s).....

Members may please note that the Auditorium Authorities do not permit carrying of bags/articles/snack packets etc. inside the meeting hall. The Company will not make any arrangements for safe keeping of articles etc. outside the Hall. Members may make their own arrangements which shall be solely at their risk and cost and the Company will in no way be responsible for any loss/theft of articles etc.