



Tirupati Inks Limited

AN ISO 9001:2008 & ISO 14001 : 2004 COMPANY

Regd. Office : 101, DDA Market, Hargovind Enclave, Vikas Marg Extension, Delhi-110092
Ph. : +91-11-22379709 Fax : +91-11-22376767



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of the Members of Tirupati Inks Limited will be held on Saturday, the 29th March, 2014, at 9:30 a.m. at Hindi Bhawan Sabhagar, First Floor, 11, Vishnu Digamber Marg, New Delhi - 110002, to transact the following business:

Proposed Resolution

1. 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 article no. 3 & 52 of the Articles of Association of the Company and Section 94 of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), such of the provisions of the Companies Act, 2013 as are in force and applicable and other applicable provisions, if any, the existing Authorized Share Capital of the Company be and is hereby increased from Rs. 16.00 crores to Rs. 26.00 crores by creation of another 1,00,00,000 (one crore) equity shares of Rs. 10 each.

Resolved Further That the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted with the following new clause:

- V. The Authorized Share Capital of the Company is Rs 26,00,00,000 (Rupees Twenty Six Crores only) divided into 2,60,00,000 (Two Crores Sixty Lacs only) Equity Shares of Rs 10/- (Rupees Ten only) each.

Resolved Further That the Board of Directors of the Company be and is hereby authorised to take all necessary steps that may be required to give effect to the aforesaid resolution."

2. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"Resolved That pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), such of the provisions of the Companies Act, 2013 as are in force and applicable, and subject to the provisions of the Memorandum & Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, where the shares of the Company are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), Government of India ("GOI"), or any other relevant authority and clarifications thereon issued from time to time, if any, and subject to all such statutory, regulatory and government approvals, permissions or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions or sanctions, and which may be agreed to by the Board of Director of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include any

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Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution); the consent of the members of the Company be and is hereby given to the Board to create, issue and allot up to 1,00,00,000 (One Crore) Equity Shares of a face value of Rs. 10/- each of the Company, at an issue price of Rs. 20/- (Rupees Twenty Only) per share or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2009 and other applicable provisions, by way of preferential allotment to the proposed allottees as listed below, as per the terms and conditions given in the explanatory statement annexed to this notice, which, inter-alia, include:

a. Issue of upto 1,00,00,000 Equity Shares to the following person:

SN	Name of the proposed allottee	Category	Number of Equity Shares
1	Risang Limited	Non-promoter	40,00,000
2	Samurai Global Limited	Non-promoter	35,00,000
3	Shyamraj Colour Chem Private Limited	Promoter	25,00,000

b. The Equity Shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including as to dividend with the existing equity shares of the Company except that new equity shares will be subject to lock-in requirement in terms of the provisions of the SEBI (ICDR) Regulations, 2009.

c. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 is 26th February, 2014.

Resolved Further That for giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Equity Shares and the utilization of the issue proceeds of the Shares for the Company's plans, to prescribe the forms of application, enter into any agreements or other instruments, and to take such actions or give such directions as they may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit."

For and on Behalf of the Board
For Tirupati Inks Ltd.

Sanjiv Agrawal
Managing Director

Date: 1st March, 2014
Place: Delhi

NOTES:

A. APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.

B. Corporate Members: Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra-ordinary General Meeting.

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- C. Members/Proxies attending the meeting are requested to bring their copy of EGM Notice to the Meeting.
- D. Queries at the EGM: Queries proposed to be raised at the Extra ordinary General Meeting may be sent to the Company at its registered office at least seven days prior to the date of EGM to enable the management to compile the relevant information to reply the same in the meeting.
- E. Explanatory Statement for the proposed resolutions mentioned above pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013 setting out material facts is appended herein below.
- F. **Inspection of Documents:** Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the extra-ordinary general meeting.
- G. Members/ proxies are requested to produce the enclosed attendance slips duly filled and signed as per the specimen signature recorded with the Company for admission to the Meeting Hall.
- H. Address Change intimation: Members are requested to notify immediately any change in their address to the Company or its Share Transfer agent.
- I. In all correspondence with the Company, members are requested to quote their account/folio numbers.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013

Item No. 1 & 2

To augment the fund requirements of the Company, your Company intends to raise funds through preferential issue of equity shares. Your Board proposes to issue upto 1,00,00,000 equity shares at a price of Rs. 20/- (Rupees Twenty Only) per share or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2009 and other applicable provisions.

The present authorized share capital of the Company is Rs 16.00 crores and would be insufficient to make preferential issue of the shares of the Company. So, your Board proposes to increase the authorized share capital of the Company from the existing Rs. 16.00 crores to Rs. 26.00 crores to accommodate the present preferential issue. The proposal is subject to the approval of the Members of the Company.

Since your Company is a listed company, the proposed issue is in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, and other applicable provisions, if any. In terms of the provisions of the Companies Act and the aforesaid SEBI Regulations; the relevant disclosures/ details are given below:

Instrument and Numbers: The Company is proposing to issue upto 1,00,00,000 (One Crore) Equity Shares of a face value of Rs. 10/- each of the Company on preferential basis as per the special resolution proposed in the notice.

Relevant Date & Issue Price: Relevant Date for the purpose of the present preferential issue is 26th February, 2014.

As per Regulation 76(1) of the SEBI (ICDR) Regulations, 2009, a minimum issue price of the equity shares in preferential issues has to be calculated as follows:

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The average of weekly high and low of the closing prices of the related shares quoted on the stock exchange during the twenty six weeks preceding the relevant date;

or

The average of weekly high and low of the closing prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date;

whichever is higher.

The shares of the Company are listed and traded on the BSE Ltd (BSE) and Delhi Stock Exchange Ltd (DSE). The issue price will be higher than the minimum issue price determined under Regulation 76 of the SEBI (ICDR) Regulations, 2009.

Payment: In terms of the provisions of Regulation 77 of the SEBI (ICDR) Regulations, 2009, 100% of the issue price of the equity shares shall be payable by the proposed allottees before the allotment of shares to them.

Identity & Particulars of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee and pre & post issue holding of the proposed allottees:

Present preferential issue of Equity Shares is proposed to be made to the following Promoter & Non Promoter Investors. The proposed allottees have already obtained PAN.

The present issued, subscribed and paid-up share capital of the Company is Rs. 15,15,23,700/- divided into 15152370 equity shares of Rs. 10/- each. Post Preferential issue, the issued, subscribed and paid-up share capital of the Company shall be Rs. 25,15,23,700/- divided into 25152370 equity shares of Rs. 10/- each. The pre issue and post issue shareholding of the proposed allottee is shown in the table below:

SN	Name, Regd. Address & PAN	Name of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee	Category	Number of Equity Shares to be issued	Pre issue shareholding	%	Post issue shareholding	%
1	Risang Limited Regd Add: 6B, Dorfu Court, 5-8 Hau Fook Street, Camarvon Road, TST, Kowloon Hong Kong Pan: AAGCR7601H	Mr. Ronak Bhandari	Non-promoter	40,00,000	Nil	Nil	40,00,000	15.90
2	Samurai Global Limited Regd Add: Suite 909, 9/F, Two Grand Tower, 625,Nathan Road, Kowloon, Hong Kong Pan: AATCS9641M	Mr. Aruna Jha	Non-promoter	35,00,000	Nil	Nil	35,00,000	13.91
3	Shyamraj Colour Chem Private Limited 143, Swarnim Vihar, Sector - 82, Noida-201301 Pan: AASCST244P	Mr. Sanjiv Agarwal Mrs. Sangeeta Agrawal	Promoter	25,00,000	Nil	Nil	25,00,000	9.94

Since there is no prior shareholding of the proposed allottees, holding of pre-preferential shareholding in demat form is not applicable.

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The proposed allottees have not sold any shares of the Company during the six months period prior to the relevant date. Further none of the promoter group shareholder has sold any shares of the Company during the six months period prior to the relevant date.

There shall not be any change in control of the Company consequent to the proposed preferential issue of the equity shares.

Lock-in Period: The Equity Shares issued to non-promoter allottees shall be subject to a lock-in period of one year from the date of trading approval or such other period as may be prescribed in accordance with the SEBI regulations. The Equity Shares issued to promoter allottee shall be subject to a lock-in period of three years from the date of trading approval or such other period as may be prescribed in accordance with the SEBI regulations.

Further, shares allotted on preferential basis shall not be transferred by the allottees till trading approval is granted by all the stock exchanges, where the equity shares of the Company are listed.

Since there is no pre-preferential shareholding of the proposed allottees, lock-in of pre-preferential shareholding is not applicable.

Intention of promoters/directors/key management persons to subscribe: None of the promoters/directors/key management persons intends to subscribe to the present preferential issue of Equity Shares, except the proposed allottee namely M/s Shyamraj Colour Chem Pvt. Ltd., belonging to the promoter group.

Pre-issue & Post-issue Shareholding Pattern of the Issuer Company: Pre-issue and post issue shareholding pattern of the Company is as below:

SN	Category	Pre Issue		Post Issue	
		Number of Shares	%	Number of Shares	%
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	4078370	26.92	4078370	16.21
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Bodies Corporate	-	-	2500000	9.94
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Other	-	-	-	-
	Sub Total(A)(1)	4078370	26.92	6578370	26.15
2	Foreign				
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-
B	Bodies Corporate	-	-	-	-
C	Institutions	-	-	-	-
D	Qualified Foreign Investor	-	-	-	-
E	Any Others (specify)	-	-	-	-
	Sub Total(A)(2)	0	0.00	0	0.00
(A)	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	4078370	26.92	6578370	26.15
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	-	-	-	-
(b)	Financial Institutions / Banks	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-

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(i)	Any Other (specify)	-	-	-	-
	Sub-Total (B)(1)	0	0.00	0	0.00
B 2	Non-institutions				
(a)	Bodies Corporate	2137360	14.11	9637360	38.32
(b)	Individuals				
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	5440762	35.91	5440762	21.63
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	2603277	17.18	2603277	10.35
(c)	Qualified Foreign Investors	-	-	-	-
(d)	Any Other (specify)				
(d-i)	NRI	338706	2.24	338706	1.35
(d-ii)	Clearing Members	16947	0.11	16947	0.07
(d-iii)	HUF	536948	3.54	536948	2.13
(d-iv)	Trusts	-	-	-	-
	Sub-Total (B)(2)	11074000	73.08	18574000	73.85
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	11074000	73.08	18574000	73.85
	TOTAL (A)+(B)	15152370	100	25152370	100
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	15152370	100	25152370	100

Objects and purpose of the Preferential Issue: Funds raised through the proposed preferential issue will be utilized to meet the long term working capital requirements and other general corporate purpose.

Proposed time of Allotment: In terms of Regulation 74 of the SEBI (ICDR) Regulations, 2009, allotment of Equity Shares in the present preferential issue will be made within a period of 15 days from the date of passing of the aforesaid Special Resolution, excluding the time taken in obtaining the necessary approvals, if any, or within such further period as may be prescribed or allowed by the SEBI, Stock Exchange(s) or other concerned authorities.

Undertaking in terms of Regulation 73 of the SEBI (ICDR) Regulations, 2009

Not applicable; since the equity shares of the Company have been listed on the stock exchanges for a period of six months or more as on the relevant date.

The Statutory Auditors of the Company has certified that the present preferential issue of equity shares on the above terms and conditions, is in accordance with the requirements contained in the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, as amended up to date. The Auditors' Certificate shall be laid before the General Meeting.

In terms of the provisions of the Companies Act and SEBI (ICDR) Regulations, the consent of members by way of a special resolution is required. The Board recommends the resolution for adoption by the members.

None of the Directors (except Mr. Sanjiv Agarwal), Key managerial Persons or their relatives (except Mrs. Sangeeta Agrawal) may be deemed to be concerned or interested in the proposed resolution.

Date: 1st March, 2014
Place: Delhi

For and on Behalf of the Board
For Tirupati Inks Ltd.

Sanjiv Agrawal
Managing Director

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Folio No.
(To be filled in by the Shareholder)

**TIRUPATI INKS LIMITED
PROXY FORM**

I/We.....
of.....
being a member(s) of **TIRUPATI INKS LIMITED**, hereby appoint
.....
of.....
..... or failing him/her of
.....
as my/our proxy to attend and vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on, 29th March, 2014 and at any adjournment thereof. As witness my hand/our hands this day.....of 2014.

DP-Id :

Affix
Re 1/-
Revenue
Stamp

Client-Id :

Signed by the Said :

NOTE : The proxy must be deposited at the Registered Office of the Company at 101, DDA Market, Hargobind Enclave, Vikas Marg Extn, Delhi – 110092 not less than 48 hours before the time of holding the Meeting.

**TIRUPATI INKS LIMITED
ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING**

Time : 9:30 A.M., 29th March, 2014
Place : Hindi Bhawan Sabhagar, First Floor, 11, Vishnu Digamber Marg, New Delhi - 110002

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 Extra Ordinary General Meeting held on Saturday, 29th March, 2014 at 9:30 A.M. Hindi Bhawan Sabhagar, First Floor, 11, Vishnu Digamber Marg, New Delhi - 110002
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.