

# TIRUPATI

## INDUSTRIES (INDIA) LIMITED

### ACHIEVE



Ref. No : TIRUPATI/BSE/18/ 234 /2014-15  
Date : 29<sup>TH</sup> September, 2014

To,  
The Department of Corporate Services  
BSE Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.  
SCRIP CODE: 524348

Dear Sir/Madam,

**Re: Clause No. 35A of the listing agreement with BSE - Voting Results for matters approved at AGM held on 29/09/2014.**

With reference to the above, we submit the results of the voting conducted by e-voting through NSDL and voting through poll in the format prescribed under Clause 35A of the Equity Listing Agreement.

Mr. Ravindra V. Joshi, Practicing Company Secretary, was appointed by the Company as Scrutinizer in respect of e-voting and for the purpose of poll taken on the resolutions contained in the notice to the 41<sup>st</sup> Annual General Meeting of the members of Tirupati Industries (India) Limited. Scrutinizer has submitted his report on the voting through the above voting process.

Sr. No.	Description	Particulars
A.	Date of AGM	29 <sup>th</sup> September, 2014
B.	Book - Closure Date	23 <sup>rd</sup> September, 2014 to 29 <sup>th</sup> September, 2014 (Both days inclusive)
C.	Total No. of Shareholder on record date	22984
D.	No. of Shareholders present in the meeting either in person or through proxy.	
	Shareholders	Total
	Promoter & Promoter Group	8
	Public	27
	Total	35

No Shareholders attended the meeting through Video Conferencing as the same is not yet permitted. With the permission of shareholder present in the Annual General Meeting of the Company held on 29/09/2014 (AGM) the Poll was conducted.

Results of the voting at the AGM conducted by way of E-voting and Poll at the meeting ordered by the Chairman are given in the **Annexure** annexed hereto.

Please take the above on your record.

Thanking You,

Yours Sincerely,  
For TIRUPATI INDUSTRIES (INDIA) LIMITED

MILEE SHAH  
COMPANY SECRETARY  
Encl: Annexure

**ANNEXURE**

**Results of Voting at Annual General Meeting held on 29/09/2014**

**AGENDA WISE**

**Details of the Agenda:**

**Resolution 1:** Adoption of Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014 including audited Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors' and Auditors' thereon.

**Resolution required: Ordinary/Special**

**Mode of voting: E-voting and Poll**

Promoter/ Public	No. of shares held	No. of votes casted	% of Votes casted on outstandin g shares  (3)=[(2)/(1)] *100	No of Votes in favour  (4)	No of Votes against  (5)	% of Votes in favour on votes casted (6)=[(4)/ (2)]*100	% of Votes against on votes casted  (7)= [(5)/(2)]*10 0
Promoter and Promoter Group	3493460	3493460	100	3493460	0	100	0
Public- Institution al holders	0	0	0	0	0	0	0
Public- Others	130513	130513	100	130513	0	100	0
<b>Total</b>	<b>3623973</b>	<b>3623973</b>	<b>100</b>	<b>3623973</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution 2:** Appointment of Shri Jyotiram S. Nale, Director retiring by rotation. (Ordinary Resolution)

**Resolution required: Ordinary/Special**

**Mode of voting: E-voting and Poll**

Promoter/ Public	No. of shares held	No. of votes casted	% of Votes casted on outstanding shares  (3)=[(2)/(1)]*1 00	No of Votes in favour  (4)	No of Votes against  (5)	% of Votes in favour on votes casted (6)=[(4)/ (2)]*100	% of Votes against on votes casted  (7)= [(5)/(2)]*1 00
Promoter and Promoter Group	3493460	3493460	100	3493460	0	100	0
Public-Insti tutional holders	0	0	0	0	0	0	0
Public- Others	121003	121003	100	121003	0	100	0
<b>Total</b>	<b>3614463</b>	<b>3614463</b>	<b>100</b>	<b>3614463</b>	<b>0</b>	<b>100</b>	<b>0</b>

**For Tirupati Industries (India) Limited**

*M. J. Mah*  
**Company Secretary**

**Resolution 3:** Appointment of Auditors and fixing their remuneration. (Ordinary Resolution)

**Resolution required: Ordinary/Special**

**Mode of voting: E-voting and Poll**

Promoter/ Public	No. of shares held	No. of votes casted	% of Votes casted on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes casted	% of Votes against on votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3493460	3493460	100	3493460	0	100	0
Public-Instit utional holders	0	0	0	0	0	0	0
Public- Others	130513	130513	100	130513	0	100	0
<b>Total</b>	<b>3623973</b>	<b>3623973</b>	<b>100</b>	<b>3623973</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution 4:** Appointment of Shri Ramesh J. Sanghvi as an Independent Director. (Ordinary Resolution)

**Resolution required: Ordinary/Special**

**Mode of voting: E-voting and Poll**

Promoter/ Public	No. of shares held	No. of votes casted	% of Votes casted on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes casted	% of Votes against on votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3493460	3493460	100	3493460	0	100	0
Public-Instit utional holders	0	0	0	0	0	0	0
Public- Others	130513	130513	100	130513	0	100	0
<b>Total</b>	<b>3623973</b>	<b>3623973</b>	<b>100</b>	<b>3623973</b>	<b>0</b>	<b>100</b>	<b>0</b>

**For Tirupati Industries (India) Limited**

*M. J. Singh*  
**Company Secretary**

**Resolution 5:** Appointment of Shri Manchand A. Jhaveri as an Independent Director. (Ordinary Resolution)

**Resolution required: Ordinary/Special**

**Mode of voting: E-voting and Poll**

Promoter/ Public	No. of shares held	No. of votes casted	% of Votes casted on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes casted	% of Votes against on votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3493460	3493460	100	3493460	0	100	0
Public-Instit utional holders	0	0	0	0	0	0	0
Public- Others	130513	130513	100	130513	0	100	0
<b>Total</b>	<b>3623973</b>	<b>3623973</b>	<b>100</b>	<b>3623973</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution 6:** Appointment of Shri Hitesh M. Jhaveri as an Independent Director. (Ordinary Resolution)

**Resolution required: Ordinary/Special**

**Mode of voting: E-voting and Poll**

Promoter/ Public	No. of shares held	No. of votes casted	% of Votes casted on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes casted	% of Votes against on votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3493460	3493460	100	3493460	0	100	0
Public-Instit utional holders	0	0	0	0	0	0	0
Public- Others	130503	130503	100	130503	0	100	0
<b>Total</b>	<b>3623963</b>	<b>3623963</b>	<b>100</b>	<b>3623963</b>	<b>0</b>	<b>100</b>	<b>0</b>

**For Tirupati Industries (India) Limited**

*M. Jhaveri*  
**Company Secretary**

**Resolution 7: Increase in Authorised Share Capital (Special Resolution)**

**Resolution required: Ordinary/Special**

**Mode of voting: E-voting and Poll**

Promoter/ Public	No. of shares held	No. of votes casted	% of Votes casted on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes casted	% of Votes against on votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3493460	3493460	100	3493460	0	100	0
Public-Instit utional holders	0	0	0	0	0	0	0
Public- Others	130513	130513	100	130328	185	99.86	0.14
<b>Total</b>	<b>3623973</b>	<b>3623973</b>	<b>100</b>	<b>3623788</b>	<b>185</b>	<b>99.99</b>	<b>0.005</b>

**Resolution 8: Alteration of Memorandum of Association pursuant to increase in Authorised Share Capital (Special Resolution)**

**Resolution required: Ordinary/Special**

**Mode of voting: E-voting and Poll**

Promoter/ Public	No. of shares held	No. of votes casted	% of Votes casted on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes casted	% of Votes against on votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3493460	3493460	100	3493460	0	100	0
Public-Instit utional holders	0	0	0	0	0	0	0
Public- Others	130513	130513	100	130503	10	99.99	0.008
<b>Total</b>	<b>3623973</b>	<b>3623973</b>	<b>100</b>	<b>3623963</b>	<b>10</b>	<b>99.999</b>	<b>0.002</b>

**For Tirupati Industries (India) Limited**

  
**Company Secretary**

**Resolution 9:** Alteration of Articles of Association pursuant to increase in Authorized Share Capital (Special Resolution)

**Resolution required: Ordinary/Special**

**Mode of voting: E-voting and Poll**

Promoter/ Public	No. of shares held	No. of votes casted	% of Votes casted on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes casted	% of Votes against on votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3493460	3493460	100	3493460	0	100	0
Public-Instit utional holders	0	0	0	0	0	0	0
Public- Others	130503	130503	100	130503	0	100	0
<b>Total</b>	<b>3623963</b>	<b>3623963</b>	<b>100</b>	<b>3623963</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution 10:** Approval of the Remuneration of the Cost Auditors for the Financial Year ending March 31, 2015. (Ordinary Resolution)

**Resolution required: Ordinary/Special**

**Mode of voting: E-voting and Poll**

Promoter/ Public	No. of shares held	No. of votes casted	% of Votes casted on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes casted	% of Votes against on votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3493460	3493460	100	3493460	0	100	0
Public-Instit utional holders	0	0	0	0	0	0	0
Public- Others	130503	130503	100	130503	0	100	0
<b>Total</b>	<b>3623963</b>	<b>3623963</b>	<b>100</b>	<b>3623963</b>	<b>0</b>	<b>100</b>	<b>0</b>

**For Tirupati Industries (India) Limited**

*M. J. Ak.*  
**Company Secretary**

**Resolution 11:** Special Resolution under section 180(1)(c) of the Companies Act, 2013 for borrowing upto Rs. 50 Crores (Special Resolution)

Resolution required: **Ordinary/Special**

Mode of voting: **E-voting and Poll**

Promoter/ Public	No. of shares held	No. of votes casted	% of Votes casted on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes casted	% of Votes against on votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3493460	3493460	100	3493460	0	100	0
Public-Instit utional holders	0	0	0	0	0	0	0
Public- Others	130503	130503	100	130503	0	100	0
<b>Total</b>	<b>3623963</b>	<b>3623963</b>	<b>100</b>	<b>3623963</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution 12:** Alteration of Articles of Association as per provisions of Companies Act, 2013.  
(Special Resolution)

Resolution required: **Ordinary/Special**

Mode of voting: **E-voting and Poll**

Promoter/ Public	No. of shares held	No. of votes casted	% of Votes casted on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes casted	% of Votes against on votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3493460	3493460	100	3493460	0	100	0
Public-Instit utional holders	0	0	0	0	0	0	0
Public- Others	130503	130503	100	130503	0	100	0
<b>Total</b>	<b>3623963</b>	<b>3623963</b>	<b>100</b>	<b>3623963</b>	<b>0</b>	<b>100</b>	<b>0</b>

**For Tirupati Industries (India) Limited**

*M. J. Mahalingam*  
Company Secretary

**Resolution 13: Granting of ESOPs to Permanent Employees & Directors of the Company.**  
(Special Resolution)

Resolution required: **Ordinary/Special**

Mode of voting: **E-voting and Poll**

Promoter/ Public	No. of shares held	No. of votes casted	% of Votes casted on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes casted	% of Votes against on votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3493460	3493460	100	3493460	0	100	0
Public-Instit utional holders	0	0	0	0	0	0	0
Public- Others	130503	130503	100	130503	0	100	0
<b>Total</b>	<b>3623963</b>	<b>3623963</b>	<b>100</b>	<b>3623963</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution 14: Appointment of Mr. Jyotiram S. Nale as Whole-time Director of the Company for a period of five years w.e.f. 1<sup>st</sup> August, 2014. (Special Resolution)**

Resolution required: **Ordinary/Special**

Mode of voting: **E-voting and Poll**

Promoter/ Public	No. of shares held	No. of votes casted	% of Votes casted on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes casted	% of Votes against on votes casted
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3493460	3493460	100	3493460	0	100	0
Public-Instit utional holders	0	0	0	0	0	0	0
Public- Others	121003	121003	100	121003	0	100	0
<b>Total</b>	<b>3614463</b>	<b>3614463</b>	<b>100</b>	<b>3614463</b>	<b>0</b>	<b>100</b>	<b>0</b>

For TIRUPATI INDUSTRIES (INDIA) LIMITED



**MILEE SHAH**  
**COMPANY SECRETARY**



## SCRUTINIZER'S REPORT

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the  
Companies (Management and Administration) Rules, 2014]

Date: 29.09.2014

To,  
The Chairman  
Tirupati Industries (India) Limited  
42-45, Emerald Industrial Estate,  
Dheku, Taluka Khalapur,  
Dist. Raigad  
Maharashtra-410203

Dear Sir,

I, Ravindra V. Joshi, an Practising Company Secretary (Membership No. FCS 1419) have been appointed as a Scrutinizer of Tirupati Industries (India) Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and also for the purpose of poll taken on the resolutions contained in the Notice to the 41<sup>st</sup> Annual General Meeting of the Members of Tirupati Industries (India) Limited, held on Monday, 29<sup>th</sup> September, 2014 at 11.00 a.m. at 42-45 Emerald Industrial Estate, Dheku, Tal. Khalapur, Dist. Raigad, Maharashtra -410203. I submit herewith combined report on the results of e-voting together with that of Poll as under:

1. The e-voting period remained open from 22<sup>nd</sup> September, 2014 (9.00 AM IST) to 24<sup>th</sup> September, 2014 (6.00 PM IST).
2. The shareholders holding shares as on the "cut off" date i.e. 22<sup>nd</sup> August, 2014 were entitled to vote on the proposed resolutions (Item Nos. 1 to 14 as set out in the Notice of the 41<sup>st</sup> AGM of Tirupati Industries (India) Limited).
3. The e-voting votes were unblocked on 25<sup>th</sup> September, 2014 around 06.00 PM, in the presence of Ram Chalke and Tarak Phepde, Mumbai, who is not in the employment of the Company.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who

**RAVINDRA JOSHI**  
Practising Company Secretary  
FCS 1419 C P 886

voted "For" and "Against", were downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com/>).

5. After the time fixed for closing of the poll by the Chairman on 29<sup>th</sup> September, 2014, polling box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained with Link Intime India Pvt. Ltd, the Registrar and Share Transfer Agent of the Company and the authorizations/proxies lodged with the Company.

6. No incomplete and/or defective poll papers have been received.

7. I submit herewith combined report on the results of e-voting together with that of Poll as under:-

Item No. of the Notice	Voted in favour of the resolution			Voted against the resolution			Invalid votes
	Number of members	Number of votes	% of total number of valid votes cast (Favour and against)	Number of members	Number of votes	% of total number of valid votes cast (Favour and against)	
No. 1 of Item the Notice (Ordinary Resolution)	38	3623973	100	NIL	NIL	N.A.	NIL
No. 2 of Item the Notice (Ordinary Resolution)	36	3614463	100	NIL	NIL	N.A.	NIL
No. 3 of Item the Notice (Ordinary Resolution)	38	3623973	100	NIL	NIL	N.A.	NIL
No. 4 of							

**RAVINDRA JOSHI**  
Practising Company Secretary  
FCS 1419 / Cp 886

# Ravindra V. Joshi

B.Com., F.C.S.  
Practising Company Secretary  
FCS 1419 / Cp 886

Item the Notice (Special Resolution)	38	3623973	100	NIL	NIL	N.A.	NIL
No. 5 of Item the Notice (Special Resolution)	38	3623973	100	NIL	NIL	N.A.	NIL
No. 6 of Item the Notice (Special Resolution)	37	3623963	100	NIL	NIL	N.A.	NIL
No. 7 of Item the Notice (Special Resolution)	36	3623788	100	2	185	100	NIL
No. 8 of Item the Notice (Special Resolution)	37	3623963	100	1	10	100	NIL
No. 9 of Item the Notice (Special Resolution)	37	3623973	100	NIL	NIL	N.A.	NIL
No. 10 of Item the Notice (Special Resolution)	37	3623973	100	NIL	NIL	N.A.	NIL
No. 11 of Item the Notice (Special Resolution)	37	3623973	100	NIL	NIL	N.A.	NIL
No. 12 of Item the Notice (Special Resolution)	37	3623973	100	NIL	NIL	N.A.	NIL
No. 13 of Item the Notice (Special Resolution)	37	3623973	100	NIL	NIL	N.A.	NIL
No. 14 of Item the Notice (Special Resolution)	36	3614473	100	NIL	NIL	N.A.	NIL

RAVINDRA JOSHI  
Practising Company Secretary  
FCS 1419 / Cp 886

# Ravindra V. Joshi

B.Com., F.C.S.  
Practising Company Secretary  
FCS 1419 / Cp 886

8. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

  
Ravindra Joshi

**RAVINDRA JOSHI**  
Practising Company Secretary  
FCS 1419 C P 886