

# TIRUPATI INDUSTRIES (INDIA) LIMITED

Regd. Office: 42 to 45, Emerald Industrial Estate, Dheku, Tal. Khalapur, Dist. Raigad, Maharashtra 410203, INDIA  
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## POSTAL BALLOT – NOTICE

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the resolutions set out below are proposed to be passed by Postal Ballot.

### **1. To consider and, if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:**

“RESOLVED THAT in supersession of the earlier resolutions passed under Section 293(1)(a) of the Companies Act, 1956, consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), to the creation by the Board of Directors of the Company (“the Board” which expression shall also include a Committee of Directors constituted for this purpose) of such mortgages, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company as the Board may direct on such of the assets of the Company, both present and future, in such manner as the Board may direct together with power to take over the management of the Company in certain events, to or in favour of all or any of the financial institutions/banks/any other investing agencies to secure rupee/foreign currency loans for an amount not exceeding Rs.50 Crores ( Rupees Fifty crores only) with interest thereon at the respective agreed rates and all other monies payable by the Company to the aforesaid parties or any of them under the agreements/arrangements entered into or to be entered into by the Company in respect of the said loans or any other financial instruments.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise with aforesaid parties or any of them, the documents for creating the mortgages /charges/hypothecations and accepting or making any alterations, changes, variations to or in the terms and conditions, to do all such acts, deeds, matters and things and to execute all such documents and writings as may be deemed necessary or expedient in their discretion for the purpose of giving effect to this Resolution.”

### **2. To consider and, if thought fit, to give assent / dissent, to the following resolution as a Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in addition to the amounts already invested/loans made or guarantees/security provided by the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of Company's paid-up share capital, its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed Rs. 50 Crores (Rupees Fifty Crores only) at any point of time over and above the paid-up share capital of the Company, free reserves and securities premium account.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

## **EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED SPECIAL BUSINESSES PURSUANT TO SECTION 102(1) READ WITH SECTION 110 OF THE COMPANIES ACT, 2013**

### **1. Creation of mortgage and/or charge on all or any of the movable and/or immoveable properties of the Company (Item No. 1 of the accompanying Notice)**

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Company needs to take approval of Members for sale, lease /mortgage of the Company's assets & premises, as and when required in the interest of the Company to raise long term financial requirement for Company's arrangement. As per the provisions of Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014, the resolution for sale of the whole or substantially the whole of an undertaking of a Company as specified under Section 180(1)(a) of the Act can be passed only through Postal Ballot process.

The Board recommends the resolution as set out in item no. 1 of the Notice for your approval. None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 1 of the Notice.

### **2. Increase in the Limit to make Loans or Investments, give Guarantee or provide security or acquire security. (Item No. 2 of the accompanying Notice)**

As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary. The Company invest the surplus funds to attain greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted Committee thereof or any person(s) duly authorized by the Board, for making further investment, providing loans or give guarantee or provide security in connection with loans to any persons or any other body corporate for an amount not exceeding Rs. 50 crores. The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives. As per the provisions of Rule 22(16)(j) of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of the limit as specified under Section 186(2) of the Act can be passed only through Postal Ballot process.

The Board recommends the resolution as set out at item no. 2 of the Notice for your approval. None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 2 of the Notice.

Dated: 28<sup>th</sup> August 2014  
42 – 45, Emerald Industrial Estate,  
Dheku, Taluka Khalapur,  
District Raigad, Maharashtra, 410203, India

By Order of the Board of Directors  
Tirupati Industries (India) Limited  
sd/-  
Ramesh J. Sanghvi (Chairman)

**NOTES:** A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the

Company between 10.00 a.m. to 12.00 noon on any working day excluding Tuesday and Sunday till the last date for receiving Postal Ballot Forms by Scrutinizer.

### **INSTRUCTIONS FOR VOTING**

Members can opt for only one mode of voting i.e. either by way of physical ballot form or through e-voting. In case you opt to vote by physical ballot form, then please do not cast your vote by e-voting and vice-versa. In case member(s) cast their vote using the physical ballot form and also votes electronically, then vote(s) cast electronically will be treated as valid votes(s) and the vote(s) cast physically will be treated as invalid.

#### **A) PHYSICAL VOTING**

1. A member desiring to exercise his/ her vote by postal ballot should complete the Postal Ballot Form (no other Form or photo copy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the Registered Office of the Company by Post or Courier. Envelopes containing Postal Ballot Forms, if deposited with the Company in person shall also be accepted by the Company.
2. The envelope should bear the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the members. In case of joint shareholding, this Form should be completed and signed by the first named Member and / or his /her attorney provided that the Power of Attorney has been earlier registered with the Company. In the absence of the first named holder, ballot form can be signed by the next named joint holder. The person signing the Postal Ballot Form should sign as per their specimen signature registered with the Company.
4. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than by the close of business hours on Monday 17<sup>th</sup> October 2014 (6.00 pm IST). Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member(s) has not been received.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization, together with specimen signature(s) of the duly authorized signatory / signatories.
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members in the cut-off date determined for this purpose viz. 22<sup>nd</sup> August, 2014.
8. A Member need not use all his/ her votes nor does he/ she need to cast all his/ her votes in the same way.
9. The Postal Ballot Form shall not be exercised by a proxy.
10. Members are requested not to send any other paper or material along with the Postal Ballot Form as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. A Member may request a duplicate Form, if so required. However, the duly filled in duplicate Form should reach the Scrutinizer not later than the date specified at item No. 5 above.
14. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.

#### **B) VOTING THROUGH ELECTRONIC MEANS**

I. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s.

The instructions for e-voting are as under:

a. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open the email and open PDF file viz: "TIIL Postal e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder – Login.
- (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (v) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (viii) Select "EVEN" of Tirupati Industries (India) Limited.
- (ix) Now you are ready for e-voting as Cast Vote page opens.
- (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [tiil.scrutinizer@gmail.com](mailto:tiil.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

b. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided at the bottom of Postal Ballot Form: EVEN (E Voting Event Number) USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com)

III. The e-voting period commences on 18<sup>th</sup> September, 2014 (9:00 am IST) and ends on 17<sup>th</sup> October 10, 2014 (6:00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 22, 2014.

V. Mr. Ravindra Joshi, Practicing Company Secretary (Membership No. FCS 1419) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

VII. The Results shall be declared not later than 24<sup>th</sup> October, 2014. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.tirupatiind.com](http://www.tirupatiind.com) and the website of NSDL within 2 days of passing of the resolutions by way of postal ballot and communicated to the stock exchanges, where the shares of the Company are listed.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

Dated: 28<sup>th</sup> August 2014  
42 – 45, Emerald Industrial Estate,  
Dheku, Taluka Khalapur,  
District Raigad, Maharashtra, 410203, India

By Order of the Board of Directors  
Tirupati Industries (India) Limited  
sd/-  
Ramesh J. Sanghvi (Chairman)