

**28<sup>th</sup>**  
**Annual General Meeting**  
**On**  
**Wednesday,**  
**30<sup>th</sup> September, 2015**  
**At**  
**3.00 P.M.**

**PLACE:**  
**Tirupati House, 4<sup>th</sup> Floor,**  
**Nr. Topaz Restaurant, University Road,**  
**Polytechnic Char Rasta, Ambawadi,**  
**Ahmedabad – 380 015**

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**Tirupati Foam Limited**

**Registered Office: Tirupati House, 4<sup>th</sup> Floor, Nr. Topaz**  
**Restaurant,**  
**University Road, Polytechnic Char Rasta,**  
**Ambawadi, Ahmedabad – 380 015**

# Tirupati Foam Limited

## PROCEEDING OF THE 28TH ANNUAL GENERAL MEETING:

### DIRECTORS PRESENTS:

- 1) Mr.Venibhai Purohit
- 2) Mr.Manharlal A Mehta
- 3) Mr.Roshan P Sanghvi
- 4) Mr.Satis A Mehta
- 5) Mr.Mukesh B Shah
- 6) Mr.Mukesh B Kothari
- 7) Smt Meena R Sanghavi

In Attendance

### AUDITORS

Mr.Mayank Shah

### COMPANY SECRETARY (CONSULTING)

Mr.D.A.Rupawala

# **Tirupati Foam Limited**

## **PROCEEDING OF THE 28TH ANNUAL GENERAL MEETING :**

### **CHAIRMAN'S SPEECH**

**"Ladies & Gentleman,**

**On behalf of the Board of Directors of the Company, I have great pleasure in welcoming you to the 28<sup>th</sup> Annual General Meeting of your Company.**

**Since the Quorum is present, I call the meeting in Order.**

**The Statement of Accounts and the Directors Report for the year ended March 31, 2015 have been with you for some time, and with your permission, I take them as read.**

**The Company was able to achieve Sales including other income of Rs.8667.50 Lacs. The Net Profit after making the provision for Depreciation and Taxation stood at Rs.131.76 Lacs. Company has also declared dividend on equity shares. E-voting has already been completed and report thereof has been placed before the meeting.**

**I wish to conclude my speech by expressing my sincere thanks to all my Colleagues on the Board for their Co-operation and guidance and also to the Company's employees for their productive and dedicated services.**

**And in last but most importantly, I thank you our Shareholders personally and on behalf of the Board of your continued support and confidence in the management of your Company.**

**I now request Mr. D.A. Rupawala the Consulting Secretary of our Company to continue with the operational part of the meeting.**

**Once again thank you very much for hearing me patiently.**

**Chairman**

**FOR, TIRUPATI FOAM LIMITED**

  
**DIRECTOR**

# Tirupati Foam Limited

## PROCEEDING OF THE 28TH ANNUAL GENERAL MEETING :

### CHAIRMAN:

“Ladies & Gentleman,

It gives me great pleasure in welcoming you all to the 28<sup>th</sup> Annual General Meeting of the Company. First of all I would like to introduce my colleagues sitting on the dais.”

### CHAIRMAN:

“Since the quorum is present, I call the meeting to order. The Statements of Accounts together with the Directors’ Report for the Year ended March 31, 2015 have been with you for sometime and with your permission, I take them as read.”

(CHAIRMAN TO COMPLETE HIS SPEECH)

### CHAIRMAN:

“Now I call on the Secretary to read the Auditors’ Report in terms of Section 146 of the Companies Act, 2013.”

(SECRETARY TO READ THE AUDITORS’ REPORT)

### CHAIRMAN:

“Now I proceed with the Agenda.”

# Tirupati Foam Limited

## PROCEEDING OF THE 28TH ANNUAL GENERAL MEETING :

### ITEM NO.1 OF THE AGENDA

#### CHAIRMAN:

The First Item is:

“To consider and adopt the audited the Profit and Loss Account for the year ended March 31, 2015, the Balance Sheet as at that date and the reports of the Directors and Auditors.

Before the Resolutions are put to vote, I invite queries, if any on the Accounts and working of the Company.”

#### CHAIRMAN:

To Direct the Managing Director and/or the Auditor to reply the queries, depending upon the nature of queries.

#### MANAGING DIRECTOR/AUDITORS :

To reply to the queries.

#### CHAIRMAN:

“Since there are no more queries, I place the following Ordinary Resolutions for consideration:

“RESOLVED THAT the Profit and Loss Account for the year ended March 31, 2015, the Balance Sheet as at that date and the reports of the Directors and Auditors thereon be and hereby adopted.”

Proposed by	Roshan P Sanghavi
Seconded by	Satish A Mehta

Those in favour	All
Those against	Nil

#### CHAIRMAN:

“I declare the resolution as passed unanimously / (by the majority)”

# Tirupati Foam Limited

## PROCEEDING OF THE 28TH ANNUAL GENERAL MEETING :

### ITEM NO.2 OF THE AGENDA

#### CHAIRMAN:

The Second Item is :

“To declare dividend on Equity Shares for the Year end 31<sup>st</sup> March 2015.”

#### CHAIRMAN:

“I place the following Ordinary Resolution for considerations:

“RESOLVED THAT pursuant to the recommendation of the Directors dividend at 15% on the equity shares capital of the Company for the year ended 31<sup>st</sup> March 2015 be and is hereby declared out of the current profits of the Company and that the same be paid, to those share holders whose names appear on the Company's register of members on 30<sup>th</sup> September 2015.

Proposed by	Venibhai Purohit
Seconded by	Meena R Sanghavi

Those in favour	All
Those against	Nil

#### CHAIRMAN:

“I declare the resolution as passed unanimously.”

# Tirupati Foam Limited

## PROCEEDING OF THE 28TH ANNUAL GENERAL MEETING :

### ITEM NO.3 OF THE AGENDA

#### CHAIRMAN:

The Third Item is:

“To appoint Auditors and fix their remuneration.”

M/s.Mayank Shah & Associates, Chartered Accountants, hold office as Auditors of the Company upto conclusion of this AGM.

#### CHAIRMAN:

“The members may consider and pass the following Ordinary Resolution for the reappointment of Auditors.”

“RESOLVED THAT M/s.Mayank Shah & Associates, Chartered Accountants, be and is hereby reappointed as Auditors of the Company up to the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors.”

Proposed by	Mukesh Shah
Seconded by	Mukesh Kothari

Those in favour	All
Those against	Nil

#### CHAIRMAN:

“I declare the resolution as passed unanimously.”

# Tirupati Foam Limited

## PROCEEDING OF THE 28TH ANNUAL GENERAL MEETING :

### ITEM NO.4 OF THE AGENDA

#### CHAIRMAN:

The Fourth Item is:

“To regularize the appointment of Mrs. Minaben R Sanghavi as Women Director of the company.”

#### CHAIRMAN:

“I place the following Ordinary Resolution for considerations:

“RESOLVED THAT Mrs. Minaben R Sanghavi ( DIN: 07165856), who was appointed as an Additional Women Director on the Board of the Company pursuant to the provisions of section 149, 150, 152,161 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) and Clause 49 of the Listing Agreement and as per Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 160 of companies act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as a director of the company.”

Proposed by	Anurag Mehta
Seconded by	Rita Mehta

Those in favour	All
Those against	Nil

#### CHAIRMAN:

“I declare the resolution as passed unanimously.”



# **Tirupati Foam Limited**

## **PROCEEDING OF THE 28TH ANNUAL GENERAL MEETING :**

### **ITEM NO.5 OF THE AGENDA**

#### **CHAIRMAN:**

The Fifth Item is:

“To regularize the appointment of Mr. Gopalsinh Ratansinh Zala as Chief Financial Officer of the company.”

#### **CHAIRMAN :**

“I place the following Ordinary Resolution for considerations:

“RESOLVED that pursuant to the provisions of section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provision if any, Mr. Gopalsinh Ratansinh Zala, be and is hereby appointed as Chief Financial officer of the Company with the effect from 25<sup>th</sup> March, 2015 for the period of 2 years who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, proposing his candidature for the office as Chief Financial Officer of the company upon such terms and conditions as agreed between Board of directors and Mr. Gopalsinh Ratansinh Zala.”

Proposed by	Komil Sanghavi
Seconded by	Manish Sanghavi

Those in favour	All
Those against	Nil

#### **CHAIRMAN :**

“I declare the resolution as passed unanimously.”

# Tirupati Foam Limited

## PROCEEDING OF THE 28TH ANNUAL GENERAL MEETING :

### CONCLUSION

#### CHAIRMAN :

“Ladies & Gentleman,

Since there is no more business to transact, I declare the meeting as closed.

I now invite you all for the tea.

Thank you.”

FOR TIRUPATI FOAM LIMITED

  
DIRECTOR