

**30<sup>th</sup>  
Annual General Meeting  
On  
Wednesday,  
29<sup>th</sup> September, 2017  
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 30TH ANNUAL GENERAL MEETING:

### DIRECTORS PRESENTS:

- 1) Mr.Roshan P Sanghvi
- 2) Mr.Satish A Mehta
- 3) Mr.Deepak T Mehta
- 4) Mrs. Meena R Sanghavi
- 5) Mr. Mukesh B Shah

In Attendance

### AUDITORS

MR.MAYANK SHAH

### COMPANY SECRETARY

MS. MEMON AKSHA

### CHIEF FINANCE OFFICER

GOPALSINH ZALA

# **Tirupati Foam Limited**

## **PROCEEDING OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING :**

### **CHAIRMAN:**

**“Ladies & Gentleman,**

**It gives me great pleasure in welcoming you all to the 30<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, 2017 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 and proceed with the Agenda.”**

**(SECRETARY TO READ THE AUDITORS’ REPORT)**

# **Tirupati Foam Limited**

## **PROCEEDING OF THE 30TH ANNUAL GENERAL MEETING :**

### **ITEM NO.1 OF THE AGENDA**

#### **SECRETARY:**

**The First Item is:**

**“To consider and adopt the audited the Profit and Loss Account for the year ended March 31, 2017, 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.**

#### **SECRETARY:**

**“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, 2017, the Balance Sheet as at that date and the reports of the Directors and Auditors thereon be and hereby adopted.”**

**Proposed by                      ATULBHAI PASSAWALA  
Seconded by                     ROSHAN SANGHAVI**

**Those in favour                All  
Those against                  Nil**

#### **SECRETARY:**

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

# **Tirupati Foam Limited**

## **PROCEEDING OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING :**

### **ITEM NO.2 OF THE AGENDA**

#### **SECRETARY:**

**The Second Item is :**

**“To declare dividend on Equity Shares for the Year end 31<sup>st</sup> March 2017.”**

#### **SECRETARY:**

**“I place the following Ordinary Resolution for considerations:**

“RESOLVED THAT pursuant to the recommendation of the Directors dividend at 20% on the equity shares capital of the Company for the year ended 31<sup>st</sup> March 2017 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 21<sup>st</sup> September 2017.

<b>Proposed by</b>	<b>J PASSAWALA</b>
<b>Seconded by</b>	<b>DILIP UDHANI</b>

<b>Those in favour</b>	<b>All</b>
<b>Those against</b>	<b>Nil</b>

#### **SECRETARY:**

**“I declare the resolution as passed unanimously.”**

# Tirupati Foam Limited

## PROCEEDING OF THE 30TH ANNUAL GENERAL MEETING :

### ITEM NO.3 OF THE AGENDA

#### SECRETARY:

The Third Item is:

**“To appoint Auditors and fix their remuneration.”**

#### SECRETARY:

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

“RESOLVED THAT pursuant to the provisions of Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/S F.P & Associates Chartered Accountants, Ahmedabad, Firm Registration No. 0143262W, be and are hereby appointed as the Statutory Auditors of the Company, in place of M/s Mayank Shah & Associates, Chartered Accountants (Firm Registration No.106109W), the retiring Auditors, for a term of (5) five years to hold office from the conclusion of the 30th Annual General Meeting of the Members of the Company till the conclusion of the 35th Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting held after this Annual General Meeting) on such remuneration plus applicable taxes, out-of-pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

**Proposed by            ATULBHAI PASSAWALA**  
**Seconded by         PRAFULBHAI PASSAWALA**

**Those in favour        All**  
**Those against         Nil**

#### SECRETARY:

**“I declare the resolution as passed unanimously.”**

# **Tirupati Foam Limited**

## **PROCEEDING OF THE 30TH ANNUAL GENERAL MEETING :**

### **ITEM NO.4 OF THE AGENDA**

#### **SECRETARY:**

**The Fourth Item is:**

**“To regularize the appointment of Mr. VIRAL S MEHTA as Independent Director of the Company.”**

#### **SECRETARY:**

**“I place the following Ordinary Resolution for considerations:**

“RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. VIRAL MEHTA (DIN: 00834903), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on May 30, 2017 and whose term of office expires at this Annual General Meeting (‘AGM’) and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from May 30, 2017.”

Further resolved that for the purpose of giving effect to this resolution, Roshan Sanghavi (DIN: 01006989) & or Deepak T Mehta (DIN:00156096) Director(s) of the company be and is hereby authorized, to digitally sign and submit all necessary e forms with the registrar of company (ROC) and do all acts, deeds, matters and things as deem necessary, for the purpose of giving effect to the aforesaid resolution.”

**Proposed by DILIP UDHANI**

**Seconded by MUKESH B SHAH**

**Those in favour All**

**Those against Nil**

#### **SECRETARY:**

**“I declare the resolution as passed unanimously.”**

# Tirupati Foam Limited

## PROCEEDING OF THE 30TH ANNUAL GENERAL MEETING :

### ITEM NO.5 OF THE AGENDA

#### SECRETARY:

The Fifth Item is:

“To regularize the appointment of Mr. ARVIND KOTHARI as Independent Director of the Company.”

#### SECRETARY :

“I place the following Ordinary Resolution for considerations:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. ARVIND KOTHARI (DIN: 07841925), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on May 30, 2017 and whose term of office expires at this Annual General Meeting (‘AGM’) and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from May 30, 2017.”

Further resolved that for the purpose of giving effect to this resolution, Roshan Sanghavi (DIN: 01006989) & or Deepak T Mehta (DIN:00156096) Director(s) of the company be and is hereby authorized, to digitally sign and submit all necessary e forms with the registrar of company (ROC) and do all acts, deeds, matters and things as deem necessary, for the purpose of giving effect to the aforesaid resolution.”

Proposed by      DEEPAK MEHTA  
Seconded by     SATISH MEHTA

Those in favour      All  
Those against        Nil

#### SECRETARY :

“I declare the resolution as passed unanimously.”



# Tirupati Foam Limited

## PROCEEDING OF THE 30TH ANNUAL GENERAL MEETING :

### ITEM NO.6 OF THE AGENDA

#### SECRETARY:

The Sixth Item is:

“To provide Authority to keep Register of Members and copies of Annual Return at a place other than Registered Office of the Company.”

#### SECRETARY:

“I place the following Special Resolution for considerations:

“ “RESOLVED THAT pursuant to the provisions of Section 94, other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep the Register and Index of Members, Register and Index of Debenture Holders and copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates to be annexed thereto or any other documents as may be required, at the office of the Registrar and Share Transfer Agent of the Company viz. M/s Link In time India Pvt Ltd. having their Registered Office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai-400083, or its any other office or branch or place, instead of the Registered Office of the Company”.

Proposed by     **DILIP UDHANI**  
Seconded by    **SATISH MEHTA**

Those in favour     **All**  
Those against       **Nil**

#### SECRETARY:

“I declare the resolution as passed unanimously.”

# Tirupati Foam Limited

## PROCEEDING OF THE 30TH ANNUAL GENERAL MEETING :

### CONCLUSION

#### CHAIRMAN :

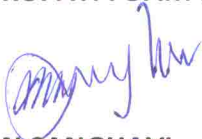
“Ladies & Gentleman,

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 LTD



**ROSHAN SANGHAVI  
MANAGING DIRECTOR  
CHAIRMAN**