

TIRUPATI TYRES LIMITED

Reg. Off: 65, 2nd Floor, Vadhawa Complex, Mandi Kesar Ganj Chowk, Near Union Bank of India, Ludhiana, Punjab - 141008
Corp. Off. Royal Sand, B Wing, '402 Shastry Nagar', B/H City Mall, Lokhandwala, Andheri (West), Mumbai - 400053
E-mail: tirupatityres1988@gmail.com | CIN - L25111PB1988PLC008339|
www.tirupatityresltd.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of Tirupati Tyres Limited will be held on September 30, 2015 at 11.00 a.m. at the Registered Office of the Company at 65, 2nd Floor, Vadhawa Complex, Mandi Kesar Ganj Chowk, Near Union Bank of India, Ludhiana, Punjab - 141008

TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015 together with the Report of the Board of Directors and the Auditors thereon.

2. APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR

To appoint a Director in place of Shri. Naveen Pujari (DIN: 02832790), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

3. APPOINTMENT OF AUDITORS

“RESOLVED THAT pursuant to the provision of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s **S K Kumar & Company**, Chartered Accountants (FRN: 000204C), be and are hereby appointed as the Statutory Auditors of the Company to hold office up to the conclusion of next Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, directors be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution.”

SPECIAL BUSINESS:

4. APPOINTMENT OF WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER

To appoint Arslan Khan (DIN: 07270735) as an Independent Director and to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Arslan Khan (DIN 07270735), who was appointed as Whole Time Director and Chief Financial Officer of the Company w.e.f. August 25, 2015 subject to approval of Members, be and is hereby appointed as the Whole Time Director and Chief Financial Officer of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, any director be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution.”

Place: Mumbai
Date: September 01, 2015

**By order of the Board
Tirupati Tyres Limited**

**Nagma Mistry
Director
DIN: 07152029**

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that the proxy need not be a member of the company.
2. **THE ENCLOSED PROXY FORM, IF INTENDED TO BE USED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, STAMPED AND SIGNED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorised signatory, authorising their representatives to attend and vote on their behalf at the Meeting. Signature on the resolution should match with the Specimen Signature.
4. The Company has appointed Ramesh Chandra Bagdi & Associates as Scrutinizer to scrutinize the evoting process.
5. The result of the evoting shall be declared by the Chairman of the meeting.
6. Members desiring any information on the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
7. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio No. in the Attendance Slip for attending the Meeting.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from September 27, 2015 to September 29, 2015, (both days inclusive) for the purpose of the Annual General Meeting of the Company

Place: Mumbai
Date: September 01, 2015

**By order of the Board
Tirupati Tyres Limited**

**Nagma Mistry
Director
DIN: 07152029**

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

Appointment of Whole Time Director and Chief Financial Officer

Mr. Arslan Khan was appointed as Whole Time Director and Chief Financial Officer of the Company w.e.f. August 25, 2015.

The Board is of the view that Mr. Arslan Khan possesses relevant expertise and experience for being appointed as the Whole Time Director and Chief Financial Officer of the Company.

The Company has received a notice from a member signifying an intention to propose the candidature of Mr. Arslan Khan as Whole Time Director and Chief Financial Officer.

The Board recommends to pass the Resolution set out at item No. 4 of the notice by way of Special resolution to appoint Mr. Arslan Khan as Whole Time Director and Chief Financial Officer of the Company without any remuneration and not liable to retire by rotation.

Memorandum of Interest:

Except Mr. Arslan Khan, none of the other Directors' and Key Managerial Personnel's of the Company and their relatives is in any way concerned or interested in the above resolution.

Profile of Mr. Arslan Khan

Mr. Arslan Khan is young and dynamic businessman. He is well experienced in the industry. He is a bold and dynamic decision maker. He believes in taking calculated risks and has great business acumen.

Mr. Khan believes in partnering with organization's sales and operation management teams to meet appropriate performance levels. As a leader, Mr. Khan believes in leading the management team to provide business responsibilities for meeting customer and employee satisfaction objectives and ensuring compliance with business delivery, quality, safety human resources and health standards.

Mr. Khan does not hold any shares in the Company as on the date of this notice.

Mr. Khan is neither a Chairman nor a Member of any committees of any other listed company.

**MGT - 11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member:
Registered address:

Email ID
No of Shares held
Folio No./Client ID:
DP. ID:

I/We, being the member(s) ofshares of the above named company, hereby appoint

1. Name:.....
Address:.....
E-mail Id:
Signature:....., or failing him
2. Name:.....
Address:.....
E-mail Id:
Signature:....., or failing him
3. Name:.....
Address:.....
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015 at 11.00 a.m. at the Registered Office of the Company at 65, 2nd Floor, Vadhawa Complex, Mandi Kesar Ganj Chowk, Near Union Bank of India, Ludhiana, Punjab - 141008 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No:

1. Adoption of Accounts for the Financial Year ended March 31, 2015
2. Appointment Director in place of Mr. Naveen Pujari (DIN: 02832790), who retires by rotation at this Annual General Meeting.
3. Appointment of **M/S. S K Kumar & Company**, Chartered Accountants (FRN 000204C) as Statutory Auditors of the Company
4. Appointment of Mr. Arslan Khan as a Director

Signed this.....day of2015.

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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Form No MGT – 12 POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)I of the Companies (Management and Administration) Rules, 2014]

Sr. No.:

1. Name and Registered address of the Sole/First Named Shareholder:
2. Name of Joint Holders If any (in block letters):
3. Folio No./DP ID no*/Client ID No. :
4. Number of shares held:

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

Description	No. shares of	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
Item No. 1 of the Notice Adoption of Accounts for the Financial Year ended March 31, 2015			
Item No.2 of the Notice Appointment Director in place of Shri. Naveen Pujari (DIN: 02832790), who retires by rotation at this Annual General Meeting.			
Item No. 3 of the Notice Appointment of S K Kumar & Company , Chartered Accountants (FRN 000204C)			
Item No. 4 of the Notice Appointment of Mr. Arslan Khan as a Director			

Place:

Date:

Signature of the Shareholder

The instructions for e-voting are as under:-

- (i) The e-voting period begins on September 27, 2015 at 10.00 am and ends on September 29, 2015 at 5.00 pm. During this period shareholders' of the Company, holding shares as on the cut-off date i.e. September 25, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **TIRUPATI TYRES LIMITED** to vote.
- (xii) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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Attendance Slip

Name:

No of Shares:

Folio No./DP/Client ID:

I hereby record my presence at the Annual General Meeting of the Company on Wednesday, the September 30, 2015 at 65, 2nd Floor, Vadhawa Complex, Mandi Kesar Ganj Chowk, Near Union Bank of India, Ludhiana, Punjab – 141008 at 11.00 a.m.

(Proxy's full name in block capitals)

Member's/Proxy's Signature

Notes :

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that the proxy need not be a member of the company.
2. **THE ENCLOSED PROXY FORM, IF INTENDED TO BE USED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, STAMPED AND SIGNED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorised signatory, authorising their representatives to attend and vote on their behalf at the Meeting. Signature on the resolution should match with the Specimen Signature.
4. Members desiring any information on the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
5. For the convenience of the Members, for proper conduct of the Meeting and as a measure of economy, Members are requested to bring their copy of Annual Report along with the Ballot Paper and Attendance Slip to the Meeting and hand over the Slip at the entrance duly signed by them. Duplicate Admission slips will not be provided at the meeting hall.
6. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio No. in the Attendance Slip for attending the Meeting.