

TIRUPATI TYRES LIMITED

Registered Office: 65, 2nd Floor, Vadhawa Complex, Mandi Kesar Ganj Chowk, Near Union Bank of India, Ludhiana, Punjab - 141008
E-mail: tirupatityres1988@gmail.com | CIN - L25111PB1988PLC008339 | Website: www.tirupatityresltd.com

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 that the following Special Business are proposed to be passed as Ordinary/Special Resolutions by means of Postal Ballot/electronic voting.

1. To Appoint M/s S K Kumar & Co, Chartered Accountants (FRN – 000204C) as Statutory Auditors of the Company.
2. To Appoint Ms. Nagma Mistry as Whole-Time Director.
3. To approve shifting of Registered Office from the state of Punjab to the state of Maharashtra and consequential alteration in the Memorandum of Association.

The Company is seeking your consent for the proposal as contained in the Resolution appended herein below. The Resolution and the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for which such resolution is proposed is being sent to you along with a Postal Ballot Form for your consideration.

The Company has appointed M/s. P M Vala & Associates, Practising Company Secretary, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed in the Postal Ballot Form and return the form completed and signed in the enclosed prepaid self-addressed envelope so as to reach the scrutinizer on or before the close of working hours on August 15, 2015.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes of this Notice.

The scrutinizer after completion of scrutiny will submit his report to the Board of Directors of the Company. The results of Postal Ballot will be declared by the Board of Directors on August 18, 2015. In the event the resolutions are assented to by requisite majority of shareholders by means of postal ballot the date of declaration of result shall be deemed to be the date of passing of the said resolution.

Special Business:

1. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

Appointment of Statutory Auditors of the Company

“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 & Associates, Chartered Accountants (FRN – 000204C), be and are hereby appointed as the Statutory Auditors of the Company to hold office up to the conclusion of ensuing 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, 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.”

2. To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

To appoint Ms. Nagma Mistry as Whole-Time Director:

“RESOLVED THAT pursuant to applicable provisions of Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and the Articles of Association of the Company, Ms. Nagma Mistry (DIN: 07152029) who was appointed w.e.f. April 8, 2015 till April 7, 2016 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Ms. Nagma Mistry as a candidate for the office of Whole-Time Director of the Company, be and is hereby appointed as a Whole-Time Director of the Company without any remuneration and as per the terms as may be mutually decided by the Company and Ms. Nagma Mistry.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to alter and vary the terms and conditions of appointment and 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.”

3. To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

To approve shifting of Registered Office from the state of Punjab to the state of Maharashtra and consequential alteration in the Memorandum of Association

“RESOLVED THAT pursuant to provisions of Section 12 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the “Act”) read with Companies (Incorporation)

Rules, 2014 and subject to the approval of the Central Government, the consent of the members be and is hereby accorded for shifting of registered office from the city of Ludhiana in the state of Punjab to the city of Mumbai in the state of Maharashtra.

RESOLVED FURTHER THAT the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following:

“2. The Registered Office of the Company shall be situated in the State of Maharashtra.”

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorised severally to sign the petition, application, affidavits and such other documents as may be necessary and to file a petition before the Company Law Board/Central Government for and on behalf of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company. “

For and on behalf of Tirupati Tyres Limited

Sd/-
Nagma Mistry
Director

Place: Mumbai
Date: July 14, 2015

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts are appended herein below.
2. The Company has appointed M/s. P M Vala & Associates, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed on the attached self-addressed Envelope and unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours (i.e.

upto 5:00 pm) on August 15, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

4. The Company has also extended e-voting facility to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
5. Members are requested to register their email id's with Registrar and Transfer Agent. Members who have already registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot can download Postal Ballot Form from www.cdslindia.com or seek duplicate Postal Ballot Form from Purva Sharegistry (India) Private Limited, fill in the details and send the same to the Scrutinizer. Copy of Postal Ballot Notice and Postal Ballot Form is also available on the website of the Company i.e. www.tirupatityresltd.com.
6. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through evoting shall prevail and voting done by physical ballot will be treated as invalid.
7. The result of the Postal Ballot shall be declared by the Director or by any person authorized by the Board, on August 18, 2015. The resolutions will be taken as passed effectively, on the date of announcement of the result by the Director or by the authorized person, if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolutions.
8. All relevant documents referred in the Explanatory Statement shall be kept open for inspection at the Registered Office of the Company on all working days between 10 a.m. hrs. to 01.00 p.m. hrs. up to the date of declaration of the result of Postal Ballot.

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

Item No. 1

Appointment of Auditors of the Company

M/s Vishves A Shah & Co, Chartered Accountants, have resigned as Statutory Auditor of the Company creating a casual vacancy.

M/s S K Kumar & Company, (FRN 000204C), Chartered Accountants, have been appointed as Statutory Auditors of the Company for the Financial Year 2014-2015.

The Board recommends to pass the Resolution set out at item No. 1 of the notice by way of ordinary resolution to appoint M/s S K Kumar & Company, (FRN 000204C), Chartered Accountants, as the Statutory Auditors of the Company to hold office till the conclusion ensuing Annual General Meeting of the Company on the remuneration as may be fixed by the Board.

The Directors commend the Resolutions at Item Nos. 1 of the accompanying Notice for the approval of the Members of the Company.

Memorandum of Interest:

None of the Directors' and Key Managerial Personnel's of the Company and their relatives is in any way concerned or interested in the above resolution.

Item No. 2

Ms. Nagma Mistry was appointed as a Whole-Time Director w.e.f April 8, 2015 till April 7, 2016.

The Company has received a notice in writing from a member signifying intention to propose Ms. Nagma Mistry as a candidate for the office of Whole-Time Director of the Company along with the prescribed amount of deposit.

The Company has also received consent letter from Ms. Nagma Mistry in the prescribed format along with a declaration that she is not disqualified to act as a Whole-Time Director of the Company.

The terms and conditions of appointment of Ms. Nagma Mistry are as follows:

Remuneration: Appointment is without any remuneration

Period of Appointment – April 8, 2015 to April 7, 2016

Ms. Nagma Mistry shall perform all such duties as shall be entrusted upon him from time to time.

The Board commends the resolution set out in item no 2 of the Notice for approval of the shareholders.

Memorandum of Interest:

Except Ms. Nagma Mistry, 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.

Item No. 3

The existing registered office of the Company is situated in Ludhiana in the state of Punjab, while the directors of the company mostly operate from Mumbai, Maharashtra.

This is creating a great hurdle in the overall administration of the company apart from being economically unviable.

Therefore, taking into account the administrative, economic and financial convenience, the Board recommends to pass the Resolution set out at item No. 3 of the notice by way of special resolution

to shift the Registered office of the company from 65, 2nd Floor, Vadhawa Complex, Mandi Kesar Gunj Chowk, Near Union Bank of India, Ludhiana, Punjab – 141 008 to Royal Sand, B Wing, '402 Shastry Nagar', Behind City Mall, Lokhandwala, Andheri (West), Mumbai, Maharashtra – 400053.

Memorandum of Interest:

Except Ms. Nagma Mistry, 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.

For and on behalf Tirupati Tyres Limited

Sd/-

**Nagma Mistry
Director**

Place: Mumbai

Date: July 14, 2015