

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.

TIRUPATI TYRES LIMITED

Annual Report 2014 – 15

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DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the Annual Report together with the Audited statement of Accounts of the Company for the year ended 31st March, 2015.

OPERATION DURING THE YEAR

The company's operational activity was satisfactory.

FINANCIAL RESULTS

Your Company financial performance during the year 2014-15 is summarized below:

Particulars	(Rs. In Lacs)	
	2014-2015	2013-2014
Turnover	67,55,231	42,19,300
Expenses	62,15,098	40,63,047
Profit Before Tax	5,40,133	1,56,253
Provision for Taxation	1,66,901	51,563
Profit After Tax	3,73,232	1,04,690

OPERATIONS

The Company's net profit for the Financial Year ended March 31, 2015 stood at Rs. 3.73 lacs as against a net profit of Rs.1.04 lacs in the previous year.

DIVIDEND

Considering the insufficiency of profit, the Board of directors expresses their inability to recommend any dividend on equity shares for the year ended March 31, 2015.

RESERVES

The company's profit of Rs. 3.73 lacs for the current year has been carried to the reserves.

PUBLIC DEPOSITS

During the year, the Company has not accepted any deposit.

AUDITORS

M/s Vishvesh A. Shah & Co., Chartered Accountants, the Statutory Auditors of the Company resigned on May 20, 2015 due to their pre-occupations. The Board appointed M/s S K Kumar & Company, Chartered Accountants as Statutory Auditors to audit the books of accounts for the FY 2014-2015. The Company has received confirmation that their appointment, if made, would be within the prescribed limit specified under relevant sections of the Companies Act and that they are not disqualified for such appointment. Further, the members have confirmed the appointment of M/s S K Kumar & Co. vide Postal Ballot. Your Directors recommend appointment of M/s. S K Kumar & Company as the Statutory Auditors of the Company for the current financial year and fixation of their remuneration.

AUDITORS

Statutory Auditors

The Auditors' Report on the financial statement for the current year is self-explanatory, therefore does not require any further explanation.

Secretarial Auditor

M/s Ramesh Chandra Bagdi & Associates were appointed as Secretarial Auditor to conduct the Secretarial Audit of the Company for the Financial Year 2014-2015 pursuant to section 204 of the Companies Act, 2013 and rules made thereunder.

The Secretarial Audit Report for the FY 2014-2015, forms part of the Annual Report.

DIRECTORS

In accordance with the Companies Act, Naveen Pujari is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for appointment.

Mr. Arslan Khan who has been appointed as Director and CFO, his term expires at the ensuing Annual General Meeting. Members are requested to confirm his appointment.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed.

VIGIL MEGHANISM

The Company has established a Vigil Mechanism that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases.

PARTICULARS OF EMPLOYEES

The Company does not have any employee/Director who is in receipt of remuneration aggregating to the sum prescribed in Section 197 of the Companies Act, 2013 ("the Act") read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

CORPORATE SOCIAL RESPONSIBILITY

CSR Provisions does not apply to the company.

RELATED PARTY TRANSACTIONS

No transactions were carried out between any of the related parties in the year under review.

RISK MANAGEMENT

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for creating a Risk Register, identifying internal and external risks and implementing risk mitigation steps.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013 the Directors state that:

(a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit and loss of the Company for the year ended March 31, 2015;

(c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) The annual accounts have been prepared on a going concern basis;

(e) Proper internal financial controls were followed by the Company and such internal financial controls are adequate and were operating effectively;

(f) Proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE GOVERNANCE

SEBI has vide its circular has amended the provisions of Listing Agreement pertaining to applicability of Clause 49. Vide the said circular, compliance with the provisions of Clause 49 of the Listing Agreement is not mandatory.

The Company and has adopted most of the provisions of Clause 49 of the Listing agreement. The said report on Corporate Governance of the Company regarding the compliance of conditions of Corporate Governance and also the Management Discussion and Analysis Report are annexed to this report.

DECLARATION BY INDEPENDENT DIRECTOR

Pursuant to Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Independent Directors of the Company have given the declaration to the Company that they qualify the criteria of independence as required under the Act.

BOARD EVALUATION

Pursuant to the provisions of Companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee, including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith.

ACKNOWLEDGEMENTS

Your Directors takes opportunity to show gratitude towards the assistance and co-operation received from Shareholders, Bankers and Regulatory Bodies.

For and on Behalf of the Board of Directors of
Tirupati Tyres Limited

Date: September 01, 2015

Director

Director

ANNEXURE TO DIRECTORS' REPORT**A. CONSERVATION OF ENERGY****(a) Major energy conservation measures taken during the year:**

The Company has taken adequate measures to conserve energy by continuous monitoring and effective use of energy, which is continuous process.

(b) Additional investment and proposals, if any, being implemented for reduction of consumption of energy: No additional investment proposed.

(c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:

Since it is continuous process of monitoring and usage, the impact is not quantifiable.

(d) During the year company has only consumed electricity as follows:

	2014-15	2013-14
Total Amount of electricity consumed	Rs. 16,547/-	Rs. 12,142/-

B. TECHNOLOGY ABSORPTION

Particulars with respect to technology absorption are given below:

A. Research and Development (R & D)

- i. Specific areas in which R & D carried out by the Company:
The Company has not carried out any research and development activities during the year under review.
- ii. Benefits derived as a result of the above R & D : Not Applicable
- iii. Future plan of Action : Nil
- iv. Expenditure on R & D.: Nil

B. Technology absorption, adaption and innovations: Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO: Nil

SECRETARIAL AUDIT REPORT**Form No. MR-3**

For the financial year ended on 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
TIRUPATI TYRES LTD.,
65, 2ND FLOOR, VADHAWA COMPLEX,
MANDI KESARGANJ CHOWK,
NEAR UNION BANK OF INDIA,
LUDHIANA(PUNJAB)-141008

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TIRUPATI TYRES LTD.** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31 March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under and Companies Act, 1956 and Rules made there under to the extent applicable except non appointment of woman director u/s 149(1) read with Clause 49(II)(A)(1) of Listing Agreement and CHIEF FINANCIAL OFFICER (CFO) u/s 203 of the Co.Act,2013 ;

As per provisions of section 149(2) of Co. Act, 2013 read with SEBI Circular CIR/CFD/POLICY CELL/7/2014 dt. 15/09/2014, the appointment of woman director will mandatorily be required w.e.f. 01/04/2015 hence non compliance u/s 149(1) is out of purview of our audit however, in compliance of section 149 of the Co.Act,2013, the company has appointed woman director on 08/04/2015 but as regards non appointment of CFO u/s 203 of the Co.Act,2013, we have received written representation from management of company and we have relied on the said representation.

In addition to above, the confirmation of appointment of additional director Mr. Naveen Pujari (DIN 02832790) appointed on 11/03/2014 was made in AGM held on 26/09/2014 but during audit period necessary Form-DIR-12 has not been filed by the company. However, it was assured to me to file the same shortly as it is unintentional omission.

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

- (iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under. **(not applicable to the company during the audit period)**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(not applicable to the company during the audit period)** ;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(not applicable to the company during the audit period)** ;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the company during the audit period)**;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(not applicable to the company during the audit period)**;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(not applicable to the company during the audit period)**;

(vi) We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. Since the company is engaged in trading business of Auto Tyres and Rubber Products hence no special Enactments/Rules/ Regulations as are applicable to Automobile industries are applicable to the company.

I have also examined compliance with the applicable Clauses of the following:

(i) The compliance of Secretarial Standards does not arise as the same has not been notified under Section 118 of the Companies Act, 2013 for being applicable during the period covered under the Audit.

(ii) The Listing Agreements entered into by the Company with Stock Exchanges .

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that :

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines.

I further report that :

- a. The company is under process to shift the registered office from Punjab State to Maharashtra State and the company also started its correspondence office from Mumbai and intimated to BSE. The present correspondence address of the company is – ROYAL SAND, 'B' WING, 402, SHASTRY NAGAR, B/H CITY MALL, LOKHANDWALA, ANDHERI(W), MUMBAI-400053.

I further report that :

During the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

**For Ramesh Chandra Bagdi & Associates,
Company secretaries,**

**CS Ramesh Chandra Bagdi
Proprietor
ACS: 11800, C P No 2871**

**Place : Indore
Dated : 25th August, 2015**

Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms and integral part of this report.

ANNEXURE

To,
The Members,
TIRUPATI TYRES LTD.,
65, 2ND Floor, Vadhawa Complex,
Mandi Kesarganj Chowk,
Near Union Bank Of India,
Ludhiana (Punjab) - 141008

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representations about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Ramesh Chandra Bagdi & Associates,
Company secretaries,**

**CS Ramesh Chandra Bagdi
Proprietor**

ACS: 11800, C P No 2871

Place : Indore

Dated : 25th August, 2015

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L25111PB1988PLC008339
2	Registration Date	03/05/1988
3	Name of the Company	TIRUPATI TYRES LTD
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON GOVERNMENT COMPANY
5	Address of the office & contact details	Royal Sand, B Wing, '402 Shastry Nagar', B/H City Mall, Lokhandwala, Andheri (West), Mumbai, Maharashtra, 400053.
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Share Registry (India) Pvt. Ltd. 9 Shiv Shakti Industrial Estate, J R Boricha Marg, Opp Kasturba Hosp., Lower Parel (E), Mumbai – 400011

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading in Tyres and allied products		100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	110,67,500 0	10,67,500	31.00%	-	1067500	1067	31.00%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%

f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	-	10,67,500	10,67,500	31.00%	-	10,67,500	10,67,500	31.00%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	-	10,67,500	10,67,500	0.00%	-	1067500	1067500	31%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	0.00%	300	1,42,700	1,43,000	4.15%	-4.15%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	2,16,000	2,16,000	6.27%	6,12,100	2,93,500	9,05,600	26.30%	-20.03%
ii) Individual shareholders holding	-	19,83,400	19,83,400	57.60%	8,78,500	2,39,300	11,17,800	32.46%	25.14%

nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
HUF	-	1,76,600	1,76,600	5.13%	35,300	1,74,300	2,09,600	6.09%	0.96%
Sub-total (B)(2):-	-	23,76,000	23,76,000	69.00%	15,26,200	8,49,800	23,76,000	69.00%	0.00%
Total Public (B)	-	23,76,000	23,76,000	69.00%	15,26,200	8,49,800	23,76,000	69.00%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	-	34,43,500	34,43,500	100.00%	15,26,200	19,17,300	34,43,500	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year 01.04.14			Shareholding at the end of the year 31.03.15			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Radhey Shyam Poddar	1,60,000	4.65%	0	1,60,000	4.65%	0	0.00%
2.	Sangita Poddar	9,07,500	26.35%	0	9,07,500	26.35%	0	0.00%

(ii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name						
	RADHEY SHYAM PODDAR						
	At the beginning of the year	-	-	1,60,000	4.65%	-	0.00%
	Changes during the year	-	-	-	0.00%	-	0.00%
	At the end of the year	-	-	1,60,000	4.65%	-	0.00%

2	Name						
	SANGITA PODDAR						
	At the beginning of the year	-	-	9,07,500	26.35%	-	0.00%
	Changes during the year	-	-	-	0.00%	-	0.00%
	At the end of the year	-	-	9,07,500	26.35%	-	0.00%

(iv) Shareholding Pattern of top ten Shareholders*(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Date	Shareholding at the beginning of the year	
			No. of shares	% of total shares
1	Name			
	MEHUL S GANDHI			
	At the beginning of the year	01-04-14	58,100	1.69%
	Changes during the year		-	-
	At the end of the year	31-03-15	58,100	1.69%

2	Name			
	JOLLY SHARAD SHAH			
	At the beginning of the year	01-04-14	40,000	1.16%
	Changes during the year		-	-
	At the end of the year	31-03-15	40,000	1.16%

3	Name			
	NITIN SURESHKUMAR GANDHI			
	At the beginning of the year	01-04-14	33,600	0.98%
	Changes during the year		-	-
	At the end of the year	31-03-15	33,600	0.98%

4	Name			
	PRAJAPATI ANANDIBEN N	32100		
	At the beginning of the year	01-04-14	32,100	0.93%
	Changes during the year		-	-
	At the end of the year	31-03-15	32,100	0.93%

5	Name			
	SURESH RAMNIKLAL GANDHI			
	At the beginning of the year	01-04-14	31,300	0.91%
	Changes during the year		-	-
	At the end of the year	31-03-15	31,300	0.91%

6	Name			
	GANDHI NIPA YAGNESHKUMAR			
	At the beginning of the year	01-04-14	31,200	0.91%
	Changes during the year		-	-
	At the end of the year	31-03-15	31,200	0.91%

7	Name			
	YAGNESH S. GANDHI			
	At the beginning of the year	01-04-14	30,600	0.89%
	Changes during the year		-	-
	At the end of the year	31-03-15	30,600	0.89%

8	Name			
	SURESHKUMAR RAMNIKLAL GANDHI			
	At the beginning of the year	01-04-14	30,000	0.87%
	Changes during the year		-	-
	At the end of the year	31-03-15	30,000	0.87%

9	Name			
	DIVYABEN NITINKUMAR GANDHI			
	At the beginning of the year	01-04-14	28,800	0.84%
	Changes during the year		-	-
	At the end of the year	31-03-15	28,800	0.84%

10	Name			
	DEVILABEN SURESHKUMAR GANDHI			
	At the beginning of the year	01-04-14	27,700	0.80%
	Changes during the year		-	-
	At the end of the year	31-03-15	27,700	0.80%

(v) Shareholding of Directors and Key Managerial Personnel:**NO DIRECTORS OR KMP HOLD ANY SHARES IN THE COMPANY**

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
2	Name						
	At the beginning of the year				0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year				0.00%		0.00%

V. INDEBTEDNESS**NOT APPLICABLE**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				-
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition				-
* Reduction				-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount				-
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**NO DIRECTORS OR KMP DRAW ANY REMUNERATION FROM THE COMPANY**

- A. Remuneration to Managing Director,
Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
	Name			(Rs/Lac)
	Designation			
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
4	Commission			-
	- as % of profit			-
	- others, specify			-
5	Others, please specify			-
	Total (A)			-
	Ceiling as per the Act			-

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs/Lac)
1	Independent Directors				
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name			(Rs/Lac)
		Designation	CEO	CFO	CS
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
4	Commission				
	- as % of profit - others, specify				- -
5	Others, please specify				-
	Total		-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

NOT APPLICABLE

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					

Compounding						
B. DIRECTORS						
Penalty						
Punishment						
Compounding						
C. OTHER OFFICERS IN DEFAULT						
Penalty						
Punishment						
Compounding						

MANAGEMENT DISCUSSION AND ANALYSIS

The Company is into the business of trading and consultancy. The key issues of the Management Discussion and Analysis are given hereunder:

(a) Industry Structure and Developments

The domestic automotive industry is witnessing a gradual recovery in 2014-15 following two years of demand slowdown because of weak economic activity, rising inflation, poor consumption and tight liquidity constraints. A revival in investments in infrastructure and manufacturing space and overall economic upturn is likely to lead to a stronger demand and moderate recovery in this segment over the next 1-2 years.

(b) Strength

The strength of a company is known from sound advices. It also depends on the Government policies of taxation. Introduction of GST may give a big boost to the market.

(c) Internal control system and adequacy

The system of internal control has been established to provide reasonable assurance of safeguarding assets, maintenance of proper accounting records in compliance with applicable Laws and Regulations to ensure reliability of financial statements and reports. The Statutory Auditors and the Audit Committee reviews all financial statements and ensure adequacy of internal control systems.

(d) Risks Management

Risk evaluation and management of risk is an ongoing process in the company.

(e) Human Resources

The Company continued to have cordial relations with all the employees.

(f) Cautionary Statement

Statements in the Management discussion and analysis describing the company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting demand/supply and prices conditions in the domestic and overseas markets in which the company operates/ going to operate, changes in government regulations, tax laws and other statutes and other incidental factors.

CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

SEBI has vide its circular has amended the provisions of Listing Agreement pertaining to applicability of Clause 49. Vide the said circular, compliance with the provisions of Clause 49 of the Listing Agreement is not mandatory. However, for the benefit of the shareholders, the company is providing a report pursuant to Clause 49 of the Listing Agreement.

The Company firmly believes that Corporate Governance and compliance practices are of paramount importance in order to maintain the trust and confidence of the stakeholders, clients, the good reputation of the Company and the unquestioned integrity of all personnel involved with the Company.

The Company's philosophy on Corporate Governance envisages the attainment of highest levels of transparency, accountability and equity, in all facets of its operations and in all interactions with its stakeholders, including shareholders, employees, the government and lenders.

BOARD OF DIRECTORS

The Board of Directors along with its Committees provides leadership and vision to the management and supervises the functioning of the Company. In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before Board to enable it to discharge its responsibilities of strategic supervision of the Company as trustees of stakeholders.

The board met 6 (six) times during the year under review.

The below given detailed table describes about attendance of Directors at Board Meetings and Annual General Meeting held during the last financial year. Further, it also provides with shareholding in and details of Memberships and Chairmanships of Committees and also about the Directorships in other companies.

Name of Directors	Nasir Ahmed Khan	Parshottambhai Premjibhai Rupareliya	Naveen Pujari
Category	Independent Director	Independent Director	Independent Director
Date of appointment	11.03.2014	14.02.2014	14.02.2014
Directorship in other companies	0	0	0
Chairmanship / Membership in committees of board of other companies	0	0	0
No. of board meetings attended	6	6	6
Attendance at last AGM	YES	YES	YES
No. of shares held as on 31 st March 2014	NIL	NIL	NIL

Director Identification Number	06757628	02944037	02832790
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Note: None of the Director is a member of more than 10 committees or acting as Chairman of more than 5 committees across all companies in which he is a director.

AUDIT COMMITTEE

The terms of reference of the Audit committee include the matters specified under Clause 49 of the Listing Agreement as well as in Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee, inter alia, include the following:

- Examination of Financial Statement and Statutory Auditors' report thereon and discussion of any related issues with the Internal & Statutory Auditors and the management of the Company.
- Review of Financial Statement before their submission to the Board, including Directors' Responsibility Statement, changes in accounting policies and practices, statutory compliances and qualification in draft audit report.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls.
- Evaluation of risk management system.
- Monitoring end use of funds raised through public offers and related matters.
- Establishing a vigil mechanism for Directors and employees to report genuine concerns and to make provision for direct access to the Chairperson of the Committee in appropriate or exceptional cases and review its findings.
- Review of Company's financial reporting processes and the disclosure of financial information to ensure that the Financial Statement is correct, sufficient and credible.
- Look into reasons for substantial defaults in payments to stakeholders.
- Approval of appointment of CFO or any other person heading Finance function after assessing the qualifications, experience, background etc. of the candidate.
- Recommendation for appointment, remuneration and terms of appointment of the Statutory Auditors of the Company.
- Review and monitor the Auditor's independence and performance, effectiveness of audit process and adequacy of internal control systems.
- Call for comments of the Statutory Auditors about internal control systems, the scope of audit, including the observations of the Statutory Auditors.
- Reviewing the adequacy of the Internal Audit function including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit.
- Discussion with statutory auditors before the audit commences, about nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- Reviewing findings of any internal investigation into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- The Chairman of the Committee to attend the General Meeting to respond to the queries of shareholders.

The Audit Committee presently comprises of Mr. Nasir Khan, Mr. Naveen Pujari and Mr. Parshottambhai Premjibhai Rupareliya as Member and is chaired by Mr. Nasir Khan, Independent Director. The Audit committee met 4 times during the year under review.

Sr. No	Name	Status	No. of Meetings attended during the year
1.	Mr. Nasir Ahmed Khan	Chairman	4
2.	Mr. Naveen Pujari	Member	4
3.	Mr. Parshottambhai Rupareliya	Member	4

NOMINATION AND REMUNERATION COMMITTEE

a) Brief description of terms of reference

This committee was constituted primarily to evaluate compensation and benefits for Executive Director. The committee guides the Board in respect of remuneration policy for executive directors and top management.

b) Policy on Directors' Appointment and Remuneration:

This Committee has formulated the criteria for determining qualifications, positive attributes and independence of director and recommended to the Board a policy, relating to the remuneration for the directors, KMPs and other employees.

c) Composition

The Remuneration Committee of the Company has the following composition. This Committee is chaired by Mr. Nasir Khan, Independent Director.

Sr. No	Name	Status	No. of meetings attended during the year
1.	Mr. Nasir Ahmed Khan	Chairman	1
2.	Mr. Naveen Pujari	Member	1
3.	Mr. Parshottambhai Premjibhai Rupareliya	Member	1

There was no remuneration paid to any directors.

The Committee met once during the year.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Committee looks into issues relating to shareholders / investors, including complaints relating to transfer / transmission of shares, issue of duplicate share certificates, non-receipt of annual report etc. and their redressal.

The Stakeholders' Grievance Committee presently comprises of three Members and is chaired by Mr. Nasir Khan, Independent director.

Sr. No	Name	Status	No. of meetings attended during the year
1.	Mr. Nasir Ahmed Khan	Chairman	4
2.	Mr. Naveen Pujari	Member	4
3.	Mr. Parshottambhai Rupareliya	Member	4

- The Board has delegated power of approving transfer of shares to RTA.
- Nagma Dilawar Mistry is compliance Officer of the company.
- During the year under review, 2 Investor complaints were outstanding and were resolved.

GENERAL BODY MEETINGS

The details of Annual General Meetings (AGM) of the Company held in last 3 years are as under:

AGM	Date	Time	Venue
2011-12	28/09/2012	11 a.m.	C-85 Phase-V, Focal Point, Ludhiana, Punjab
2012-13	30/09/2013	11 a.m.	C-85 Phase-V, Focal Point, Ludhiana, Punjab
2013-14	26/09/2014	11 a.m.	65, 2nd Floor, Vadhawa Complex, Mandi Kesar Ganj Chowk, Near Union Bank of India, Ludhiana

No Special Resolution was passed through Postal Ballot during the year under review.

DISCLOSURES

- No transaction of material nature has been entered into by the Company with its Directors or Management and their relatives, etc. that may have a potential conflict with the interest of the Company.
- The Register of Contracts/ Statement of related party transactions is placed before the Board/ Audit Committee regularly.
- The Company has adopted the Whistle Blower Policy with direct access to Chairman of Audit Committee.
- The Company has implemented all the applicable mandatory requirement of Clause 49 of the Listing Agreement.

MEANS OF COMMUNICATION

- The financial results of the Company are emailed / uploaded with BSE Limited on which the Company's shares are listed.
- The results and official news are generally available on www.bseindia.com and the website of the Company www.tirupatityresltd.com.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report forms part of the Annual Report.

GENERAL SHAREHOLDER INFORMATION

a. Annual General Meeting

Date and Time : September 30, 2015 at 11.00 A.M.

Venue: Registered Office

b. Financial Calendar (tentative dates of declaration of Quarterly results)

- 1st Quarter : Within 45 Days from end of respective quarter
 2nd Quarter : Within 45 Days from end of respective quarter
 3rd Quarter : Within 45 Days from end of respective quarter
 4th Quarter : Within 60 Days from end of respective quarter

- c. **Date of Book Closure:** 27th September, 2015 to 29th September, 2015 (both days inclusive)
- d. **Dividend :** No dividend is recommended for the financial year ended on 31st March, 2015.
- e. **Listing on Stock Exchange:** The equity Shares of the Company is listed at the BSE Limited
- f. **ISIN No.** for Dematerialization of Equity Shares: INE812Q01016
 The Scrip Code of the Company is 539040
- g. **Market Price Data:** Trading in company's shares is started since march 2015, hence no market price data is available.

h. Shareholding Pattern as on March 31, 2015

Category of Shareholder	No. of Shareholders	Total No. of Shares	As a % of (A+B+C)
(A) Shareholding of Promoter and Promoter Group			
(1) Indian			
Individuals / Hindu Undivided Family	2	10,67,500	31.00
Sub Total	2	10,67,500	31.00
(2) Foreign	0	0	0
Total shareholding of Promoter and Promoter Group (A)	2	10,67,500	31.00
(B) Public Shareholding			
(1) Institutions			
Venture Capital Funds	0	0	0
Financial Institution / Banks	0	0	0
Foreign Institutional Investor	0	0	0
Sub Total	0	0	0
(2) Non-Institutions			
Bodies Corporate	3	1,43,000	4.15
Individuals			
Individual shareholders holding nominal share capital up to Rs. 1 lakh	458	9,05,600	26.30
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	50	11,17,800	32.46
Any Others (Specify)			
Non Resident Indians			
Hindu Undivided Family	28	2,09,600	6.09
Sub Total	539	23,76,000	69.00

Total Public shareholding (B)	539	23,76,000	69.00
Total (A)+(B)	541	34,43,500	100.00
(C) Shares held by Custodians and against which Depository Receipts have been issued	0	0	0
(1) Promoter and Promoter Group	0	0	0
(2) Public	0	0	0
Sub Total	0	0	0
Total (A)+(B)+(C)	541	34,43,500	100.00

i. Registrar and Transfer Agent

Purva Share Registry India Pvt. Ltd. , 9 Shiv Shakti Industrial Estate J. R. Boricha Marg, Opp Kasturb Hosp Lower Parel (E), Mumbai - 400011

j. **Share Transfer System:** Share Transfer in physical form are generally registered and returned within 15 days from the date of receipt in case if documents are complete in all respects.

k. **Dematerialization of shares:** 44.32% of the shares are held in DEMAT form. Company has DEMAT connectivity with CDSL & NSDL.

l. Address for communication:

The Investors can send all correspondence to the Registered Office of the Company

CODE OF CONDUCT

The Company's Board of Directors has adopted the code of conduct which governs the conduct of all Directors / Employees. All Directors and senior management personnel have affirmed compliance with respective codes for the year ended on March 31, 2015. The Declaration by Board of Directors to this effect is reproduced below.

CEO/CFO CERTIFICATION

A certificate signed by Director is attached with this report.

DECLARATION

It is hereby declared that all the Board Members and Senior Managerial Personnel have affirmed compliance of code of conduct, pursuant to Corporate Governance, for the year ended 31st March 2015.

For and on Behalf of the Board of Directors of
Tirupati Tyres Limited

Date: September 01, 2015

Director

Director

CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION

To
The Board of Directors,
Tirupati Tyres Limited

I, Director of the Company, do hereby certify that:

1. I have reviewed the financial statements and the cash flow statement for the year 2014-15 and to the best of my knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b. These statements present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal/ controls, if any, of which we are aware and the steps I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the auditors and the Audit committee:
 - a. Significant changes in internal control over financial reporting during the year;
 - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on Behalf of the Board of Directors of
Tirupati Tyres Limited

Date: September 01, 2015

Director

INDEPENDENT AUDITOR'S REPORT

To The Members,
Tirupati Tyres Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Tirupati Tyres Limited** ("the Company") which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control system over financial reporting and operating effectiveness of such control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2015;
- ii. In the case of the Statement of Profit and loss, of the profit for the year ended on that date;
and
- iii. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('the order') issued by the Central Government of India in terms of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. on the basis of written representations received from the directors as on 31 March 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the other matters included in the Auditor's Report and to our best of our information and accounting to the explanations given to us:
 - i. The company does not have any pending litigations which would impact its financial position.
 - ii. The company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

- iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

For S K Kumar & Co
Chartered Accountants
FRN: 000204C

CA Mani Kant Vashistha
Partner
M. No. 075198

Date: September 01, 2015
Place: Thane (Mumbai)

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph (1) under the heading 'Report on the Legal and Regulatory Requirements' of our Report of even date)

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) As explained to us, all the fixed assets have been physically verified by the management at regular intervals, as informed to us no material discrepancies were noticed on such verification.
2. (a) The Inventories have been physically verified during the year by the management. In our opinion the frequency of such verification is reasonable.
(b) In our opinion and according to information and explanation given to us, the procedure of physical verification of inventory followed by the management are reasonable and adequate in relation to size of the company and nature of it's business.
(c) The company has maintained proper records of inventories. As per the information & explanation given to us, no material discrepancies were noticed on physical verification.
3. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of Inventories & fixed assets and for the sale of goods & services. Further, on the basis our examination of the books and records of the company and according to the information and explanations given to us, no major weakness has not been noticed or reported.
5. The company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013.
6. According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of the any activities of the Company.
7. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues with the appropriate authorities. According to the information and explanations given to us and the records of the Company examined by us, investor Education & protection Fund, Employees State Insurance, Custom Duty, Excise Duty, Cess are not applicable to the Company.
(b) According to the information & explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.
(c) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.
(d) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and protection Fund. The question of reporting delay in transferring such sums does not arise as at 31st March, 2015.

8. The accumulated losses of the Company have not exceeded fifty percent of its net worth. The Company has not incurred cash loss during the financial year covered by our audit and also in the immediately preceding financial year.
9. According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed of any loans from financial institutions or banks and has not issued debentures.
10. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year.
11. In our opinion, and according to the information and explanation given to us, the company has not raised any term loans during the year.
12. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

For S K Kumar & Co
Chartered Accountants
FRN: 000204C

CA Mani Kant Vashistha
Partner
M. No. 075198

Date: September 01, 2015
Place: Thane (Mumbai)

Balance Sheet as at March 31, 2015					
(Amount in INR)					
	Particulars	Note No.	As at March 31, 2015		As at March 31, 2014
I	Equity & Liabilities				
	1. Shareholders' funds				
	(a) Share Capital	2	34,435,000		34,435,000
	(b) Reserves and Surplus	3	(13,218,408)		(13,591,640)
	(c) Money received against share warrants		-		-
				21,216,592	20,843,360
	2. Share application money pending allotment			-	-
	3. Non - Current Liabilities				
	(a) Long -Term Borrowings		-		-
	(b) Deferred Tax Liabilities (Net)		-		-
	(c) Other Long - Term Liabilities		-		-
	(d) Long - Term Provisions		-		-
				-	-
	4. Current Liabilities				
	(a) Short - Term Borrowings		-		-
	(b) Trade Payables		-		-
	(c) Other Current Liabilities	4	89,140		61,050
	(d) Short - Term Provisions	5	231,119		64,218
				320,259	125,268
	TOTAL			21,536,851	20,968,628
II	Assets				
	1. Non - Current Assets				
	(a) Fixed Assets				
	(i) Tangible Assets	6	-		26,194
	(ii) Intangible Assets		-		-
	(iii) Capital Work-in-Progress		-		-
	(iv) Intangible Assets under Development		-		-
	(b) Non - Current Investments	7	5,800,000		5,800,000
	(c) Deferred tax assets (net)		-		-
	(d) Long - Term Loans and Advances	8	4,968,781		6,968,781
	(e) Other Non - Current Assets		-		-
				10,768,781	12,794,975
	2. Current Assets				
	(a) Current Investments		-		-
	(b) Inventories		3,532,036		3,128,780
	(c) Trade Receivables	9	6,132,755		4,113,145
	(d) Cash and Cash equivalents	10	381,804		210,253
	(e) Short - Term Loans and Advances	11	721,475		721,475
	(f) Other Current Assets		-		-
				10,768,070	8,173,653
	TOTAL			21,536,851	20,968,628
	Significant Accounting Policies	1			
Note : The previous years figures are taken as it is from the report of the previous auditor.					
As per our separate report of even date					
See accompanying notes to the financial statements					
For S.K.Kumar & Co. Chartered Accountants			For & on behalf of the Board TIRUPATI TYRES LIMITED		
(Mani Kant vashistha) partner (Firm no. 000204C, M.No. 075198)			Director		Director
Place Thane (Mumbai)					
Date 01/09/2015					

Statement of Profit and Loss for the year ended March 31, 2015

(Amount in INR)

	Particulars	Note No.	For the year ended March 31, 2015		For the year ended March 31, 2014	
I	Revenue from Operations	12	6,755,231		4,219,300	
II	Other Income	13	-		-	
III	Total Revenue (I + II)			6,755,231		4,219,300
IV	Expenses					
	Cost of Material Consumed		-		-	
	Purchases	14	6,176,953		4,848,300	
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	15	(403,256)		(1,657,000)	
	Employee Benefits Expenses	16	55,000		49,000	
	Finance Costs	17	-		-	
	Depreciation and Amortization Expense	18	26,194		94,525	
	Other Expenses	19	360,207		728,222	
	Total Expense			6,215,098		4,063,047
V	Profit before Exceptional and Extraordinary Items and Tax (III-IV)			540,133		156,253
VI	Exceptional Items			-		-
VII	Profit before Extraordinary Items and Tax (V-VI)			540,133		156,253
VIII	Extraordinary Items			-		-
IX	Profit Before Tax (VII-VIII)			540,133		156,253
X	Tax Expense:					
	(a) Current Tax		166,901		51,563	
				166,901		51,563
XI	Profit for the Period from Continuing Operations (IX - X)			373,232		104,690
XII	Profit/(Loss) for the Period from Discontinuing Operations			-		-
XIII	Tax Expense of Discontinuing Operations			-		-
XIV	Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)			-		-
XV	Profit for the Period (XI + XIV)			373,232		104,690
XVI	Earnings Per Equity Share	20				
	(Face Value Rs. 10/- Per Share):					
	Basic (Rs.)			0.11		0.03
	Significant Accounting Policies	1				

As per our separate report of even date

See accompanying notes to the financial statements

For S.K.Kumar & Co.
Chartered AccountantsMani Kant Vashistha
Partner
(Firm no. 00204C, M.No. 075198)

Place : Thane (Mumbai)

Date : 01/09/2015

For & on behalf of the Board
TIRUPATI TYRES LIMITED

Director Director

<u>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015</u>				
	Year ended 31st March, 2015 Rs.		Year ended 31st March, 2014 Rs.	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax for the year		540,133		156,253
Adjustments for :				
Misc. Expenses w/off	-			
Depreciation	26,194		94,525	
Non Cash Item Loss	-		-	
Interest Received	-			
Interest Paid		26,194	-	94,525
Operating Profit before Working Capital change		566,327		250,778
Adjustments for :				
Decrease/(Increase) in Receivables	(2,019,610)		(1,814,866)	
Decrease/(Increase) in Loans & Advances	-		-	
Decrease/(Increase) in Inventories	(403,256)		1,657,000	
Decrease/(Increase) in Other Current Assets	-		-	
Increase/(Decrease) in Payables	-		-	
Increase/(Decrease) in Current Liabilities	28,090		-	
Increase/(Decrease) in Provisions	-	(2,394,776)	-	(157,866)
Cash Generated From Operations		(1,828,449)		92,912
Income Tax paid		-		51,563
NET CASH FROM OPERATING ACTIVITIES Total (A)		(1,828,449)		41,349
CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	-		-	
Non Current Investment	-		-	
Current Investment	-		-	
Non Current Assets	-		-	
Interest Received	-		-	
NET CASH USED IN INVESTING ACTIVITIES Total (B)		-		-
CASH FLOW FROM FINANCING ACTIVITIES				
Issue of Equity Capital - Calls in Arrears			-	
Proceeds from call money received	-		-	
Share Premium	-		-	
Long Term Borrowing	-		-	
Long Term Loans & Advances	2,000,000		-	
NET CASH FROM FINANCING ACTIVITIES Total (C)		2,000,000		-
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)		171,551		41,349
Cash and Cash Equivalents -- Opening Balance		210,253		168,904
Cash and Cash Equivalents -- Closing Balance		381,804		210,253
		-		-
Note: Previous year's figures have been regrouped/rearranged wherever considered necessary.				
As per our separate report of even date				
See accompanying notes to the financial statements				
			For & on behalf of the Board	
For S.K.Kumar & Co.				
Chartered Accountants				
(Mani Kant vashistha)				
partner				
(Firm no. 00204C, M.No. 075198)				
			Director Director	
Place : Thane (Mumbai)				
Date : 01/09/2015				

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**1. SIGNIFICANT ACCOUNTING POLICIES****(a) BASIS OF PRESENTATION OF FINANCIAL STATEMENTS:**

The financial statements are prepared in accordance with generally accepted accounting principles in India under the historical cost convention and on accrual basis of accounting. These financial statement have been prepared to comply in all material aspects with the mandatory and applicable Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006, as amended and relevant provisions of the Companies Act, 2013(to the extent notified).

All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as twelve months for the purpose of current non-current classification of assets and liabilities.

(b) USE OF ESTIMATES :

The presentation of Financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known/materialized.

(c) REVENUE RECOGNITION :

The company recognizes sale of products when they are invoiced to customers. Revenue in respect of other income is recognized when no significant uncertainty as to its determination or realization exists.

(d) FIXED ASSETS :

Fixed assets are stated at cost less accumulated depreciation. Cost for this purpose includes purchase price, non refundable taxes or levies and other directly attributable costs of bringing the assets to its working condition for its intended use.

(e) DEPRECIATION :

Depreciation is provided on Straight Line method at the rates specified II to the Companies Act, 2013. Depreciation is provided for on a pro-rata basis on the assets acquired, sold or disposed off during the year.

(F) TAXES ON INCOME :

(i) Current tax is determined as the amount of tax payable in respect of taxable income for the year.

(ii) Deferred tax is provided on all timing differences which are recognized during the period. Deferred Tax Asset is recognized only if there is a reasonable certainty on the realisability of the assets.

Note 2 - Share Capital

(Amount in INR)

(a)	Particulars	As at March 31, 2015	As at March 31, 2014
	Authorised :		
	50,00,000 Equity Shares (Previous Year 50,00,000) of Rs. 10/- each	50,000,000	50,000,000
	TOTAL	50,000,000	50,000,000
	Issued, Subscribed and Paid-up :		
	34,43,500 Equity Shares (Previous Year 34,43,500) of Rs. 10/- each	34,435,000	34,435,000
	Less : Application money pending allotment	-	-
	Add : Call money received	-	-
	TOTAL	34,435,000	34,435,000

(b) Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares including restrictions on the distribution of dividends and repayment of capital.

- i) The Company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. During the year ended 31st March 2015, the Company has not declared any dividend.
- ii) In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2015	As at March 31, 2014
No. of shares at the beginning of the year	3,443,500	3,443,500
Add: Issue of Shares during the year		
Subscriber to the Memorandum	-	-
Private Placement	-	-
	<u>-</u>	<u>-</u>
Less: Forfeiture of Shares during the Year		
	<u>-</u>	<u>-</u>
No. of shares at the end of the year	3,443,500	3,443,500

(d) Aggregate details for five immediately previous reporting periods for each class of shares

Particulars	As at March 31, 2015	As at March 31, 2014
- No. of shares allotted as fully paid up pursuant to contracts without payment being received in cash	-	-
- No. of shares allotted as fully paid by way of Bonus Shares	-	-
- No. of shares bought back	-	-

(e) Details of shareholders holding more than 5% shares in the company

No. of Shares held by	As at March 31, 2015		As at March 31, 2014	
	Nos.	%	Nos.	%
Sangita Poddar	907,500	26.35%	907,500	26.35%

(f) Detailed note on shares reserved to be issued under options and contracts / commitment for the sale of shares / divestments including the terms and conditions.

The company does not have any such contract / commitment as on reporting date.

(g) Detailed terms of any securities convertible into shares, e.g. in the case of convertible warrants, debentures,

The company does not have any securities convertible into shares as on reporting date.

Note 3 - Reserves & Surplus

Particulars	(Amount in INR)	
	As at March 31, 2015	As at March 31, 2014
(i) Capital Reserve		
As per last Balance Sheet	-	-
Add: Additions during the year	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	-	-
(ii) Securities premium account		
Opening balance	-	-
Add : Premium on shares issued during the year	-	-
Less : Utilised during the year for:	-	-
Closing balance	-	-
(ii) General Reserve		
As per last Balance Sheet	1,769,544	1,769,544
Add: Transferred from Profit and Loss Account	-	-
Less: Transferred to Profit and Loss Account	-	-
Closing balance	1,769,544	1,769,544
(iv) Surplus in the Profit & Loss Account		
As per last Balance Sheet	(15,361,184)	(15,465,874)
Add: Profit / (Loss) for the year	373,232	104,690
Amount available for appropriations	(14,987,952)	(15,361,184)
Appropriations:		
Add: Transferred from reserves	-	-
Interest Payable Written Back	-	-
Less: Transferred to General reserve	-	-
Proposed dividend	-	-
	(14,987,952)	(15,361,184)
TOTAL	(13,218,408)	(13,591,640)

Note 4 - Other Current Liabilities

(Amount in INR)

Particulars	As at March 31, 2015	As at March 31, 2014
Other Current Liabilities	89,140	61,050
TOTAL	89,140	61,050

Note 5 - Short-Term Provisions

(Amount in INR)

Particulars	As at March 31, 2015	As at March 31, 2014
Employees ESI Payable	-	-
Employee's Share of PF Payable	-	-
Employer's ESI Payable	-	-
Employer's Share of PF Payable	-	-
Provision for Audit fees	-	-
Provision for Taxation	231,119	64,218
Duties & Taxes	-	-
Provision for Tax on Proposed Dividend	-	-
TOTAL	231,119	64,218

Note 6:

Schedule of Fixed Assets for the year ended 31st March, 2015

Block of Asset	Gross Block				Depreciation			Net Block	
	As on 31.03.2014	Addition for period	Deduction for period	As on 31.03.2015	As on 31.03.2014	Provided for period	As on 31.03.2015	As on 31.03.2014	As on 31.03.2015
Office Equipments	995,000	0	0	995,000	968,806	26,194	995,000	26,194	0
Total :	995,000	NIL	0	995,000	968,806	26,194	995,000	26,194	NIL

Note -7 - Non-Current Investments

(Amount in INR)

Particulars	As at March 31, 2015	As at March 31, 2014
Investments (At Cost)	-	-
Investment in Equity Instruments	-	-
i) of Subsidiaries:	-	-
ii) of other entities:	-	-
Investment in Equity Shares	5,800,000	5,800,000
Other Non Current Investment	-	-
	5,800,000	5,800,000

Note -8 - Long Term Loan & Advances

(Amount in INR)

Particulars	As at March 31, 2015	As at March 31, 2014
(a) Capital Advances	-	-
(b) Security Deposits		
Unsecured Considered good Deposits	-	-
(c) Loans & Advances to Related Parties		
Unsecured considered good	-	-
(d) Other Loans & Advances (Specify Nature)		
Secured, Considered good		
Unsecured Considered good	-	-
Advance to Staff	4,968,781	6,968,781
Due from Others	-	-
Doutful or Bad		
	4,968,781	6,968,781

Note 9 - Trade Receivables

(Amount in INR)

Particulars	As at March 31, 2015	As at March 31, 2014
(i) Due for a period exceeding six months		
- Unsecured, considered good	-	-
- Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
	-	-
(ii) Others		
- Unsecured, considered good	6,132,755	4,113,145
- Doubtful	-	-
Less: Doubtful Debts Writtewn off	-	-
	6,132,755	4,113,145
TOTAL	6,132,755	4,113,145

Note 10 - Cash & Cash equivalents

(Amount in INR)

Particulars	As at March 31, 2015	As at March 31, 2014
(a) Cash & Cash Equivalents		
Cash & Bank Balance	381,804	210,253
TOTAL	381,804	210,253

Note 11 - Short Term Loans & Advances

(Amount in INR)

(a) Particulars	As at March 31, 2015	As at March 31, 2014
(i) Others		
Secured, considered good	-	
Unsecured, considered good	721,475	721,475
Doubtful	-	-
	721,475	721,475
Less: Provision for Doubtful Debts		
TOTAL	721,475	721,475

Note 12 - Revenue from Operations

(Amount in INR)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2015
Domestic Sales	6,755,231	4,219,300
	-	-
TOTAL	6,755,231	4,219,300

Note 13 - Other Income

(Amount in INR)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2015
	-	-
TOTAL	-	-

Note 14 - Purchases

(Amount in INR)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2015
Purchase	6,176,953	4,848,300
TOTAL	6,176,953	4,848,300

Note 15 - Changes in inventories of finished goods, work in progress and stock in tradeInventories at the end of the year:

Finished goods	3,532,036.00	3,128,780
Work-in-progress	-	-
Stock-in-trade	-	-
	3,532,036	3,128,780

Inventories at the beginning of the year:

Finished goods	3,128,780.00	4,785,780.00
Work-in-progress	-	-
Stock-in-trade	-	-
	3,128,780.00	4,785,780
	<u>(403,256)</u>	<u>(1,657,000)</u>

Note 16 - Employee Benefit Expenses

(Amount in INR)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2015
Salary	55,000	49,000
Staff Welfare Expense	-	-
TOTAL	<u>55,000</u>	<u>49,000</u>

Note 17 - Financial Costs

(Amount in INR)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2015
Interest Expense	-	-
TOTAL	<u>-</u>	<u>-</u>

Note 18 - Depreciation & Amortised Cost

(Amount in INR)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2015
Depreciation (schedule attached)	26,194	94,525
TOTAL	<u>26,194</u>	<u>94,525</u>

Note 19 - Other Expenses

(Amount in INR)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2015
Listing Expense	-	688,722
Office Expense	46,826	19,500
Other Expenses	285,291	-
Auditor's Remuneration- Audit Fee	28,090	20,000
TOTAL	<u>360,207</u>	<u>728,222</u>

Note 20 - Earnings Per Equity Share

(Amount in INR)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2015
(a) Net profit after tax attributable to equity shareholders for Basic EPS	373,232	104,690
Add/Less: Adjustment relating to potential equity shares		-
Net profit after tax attributable to equity shareholders for Diluted EPS	373,232	104,690
(b) Weighted average no. of equity shares outstanding during the year		
For Basic EPS	3,443,500	3,443,500
(c) Face Value per Equity Share (Rs.)		
Basic EPS	0.11	0.03

21 OTHER NOTES**21.1 Segment Reporting-**

The Company operates in one business segment of trading in tyres and allied products. As such, there are no separate reportable business segments as per Accounting Standard, AS-17 Segment Reporting, as prescribed by the Rules.

21.2 Related party Disclosure

As per Accounting Standard (AS18) During the current year, there are no related party transactions has been carried out

21.3 Previous year figures have been regrouped, and reclassified wherever considered necessary to conform to current year's classification

For S K Kumar & Co
Chartered Accountants
FRN: 000204C

CA Mani Kant Vashistha
Partner
M. No. 075198

Date: September 01, 2015
Place: Thane (Mumbai)

To,

If Undelivered please return to:
Tirupati Trust Limited
Royal Sand, B Wing,
'402 Shastry Nagar',
B/H City Mall, Lokhandwala,
Andheri (West),
Mumbai - 400053

Form A

Covering Letter of the Annual Audit Report to be filed with the stock exchanges

1.	Name of the Company	Tirupati Tyres Limited
2.	Annual Financial Statements for the year ended	March 31, 2015
3.	Type of Audit Observation	Un-Qualified
4.	Frequency of Observation	NA

For Tirupati Tyres Limited

Nagma D. Mistry

Nagma Mistry
Whole Time Director

For Tirupati Tyres Limited

Arslan Khan

Arslan Khan
CFO

For Tirupati Tyres Limited

Nasir Khan

Nasir Khan
Chairman - Audit Committee

For S K Kumar & Co
Chartered Accountants
FRN: 000204C

Mani Kant Vashistha

CA Mani Kant Vashistha
Partner
M. No. 075198

