



**TIRUPATI
INDUSTRIES (INDIA) LIMITED**

ANNUAL REPORT

2005 - 2006

REGD. OFFICE

**17/1 M.I.D.C. TALOJA,
DIST. RAIGAD, MAHARASHTRA**

TIRUPATI INDUSTRIES (INDIA) LIMITED

BOARD OF DIRECTORS

R. J. SANGHVI	CHAIRMAN
M. A. JHAVERI	DIRECTOR
K. F. KARANI	MANAGING DIRECTOR

AUDITORS

**M/S. R.P. TRIVEDI & ASSOCIATES
56, BALASINOR CO. OP. HSG. SOCIETY LTD.
S.V. ROAD, KANDIVILI (WEST),
MUMBAI - 400 067.**

BANKERS

**THE KAPOL CO - OPERATIVE BANK LTD.
STATE BANK OF INDIA
ICICI BANK**

REGISTERED OFFICE & FACTORY

**PLOT NO. 17/1, M.I.D.C. TALOJA,
DIST. RAIGAD MAHARASHTRA**

TIRUPATI INDUSTRIES (INDIA) LIMITED

NOTICE

NOTICE is hereby given that the adjourned THIRTY – THIRD ANNUAL GENERAL MEETING of the Members of TIRUPATI INDUSTRIES (INDIA) LIMITED will be held at the Registered Office of the Company at 17/1, MIDC Industrial Area Taloja, Dist. Raigad. MAHARASHTRA on Saturday 29th September 2007 at 02.00 p.m.. to transact the following business :

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2006 and the Profit and Loss account for the year ended on that date together with Reports of the Directors and Auditors thereon.

By order of the Board of Directors

TIRUPATI INDUSTRIES (INDIA) LIMITED

Dated : 31ST July 2007
Regd. Office 17/1 MIDC
Taloja, Dist. Raigad
MAHARASHTRA

Sd /-
R.J. SANGHVI
CHAIRMAN

NOTES

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2 Proxies, in order to be effective, should be lodged with the Company at the Registered Office at least 48 hours before the commencement of the Meeting.
- 3 Members are requested to notify any change in their address to the Company quoting their Folio number.
- 4 Members / Proxy holders are requested to produce at the entrance, the attached admission slip duly completed and signed, for admission to the Meeting hall.
- 5 Members are requested to bring their copy of the Annual Report to the Meeting.

TIRUPATI INDUSTRIES (INDIA) LIMITED
DIRECTOR'S REPORT

Dear Shareholders,

Your Directors present herewith the THIRTY- THIRD REPORT and the Audited Accounts of the Company for the year ended 31st March 2006.

Financial results are as follows :

	Current Year Ended 31st March 2006 (Rs. in Lakhs)	Previous Year Ended on 31st March 2005 (Rs. in Lakhs)
Sales including processing charges	477.09	372.67
Other Income	102.93	52.11
TOTAL	580.02	424.78
Gross Profit/(Loss) before Depreciation & Interest	67.02	(1.78)
Less : (1) Depreciation	3.58	4.11
(2) Interest	<u>0.00</u>	<u>0.38</u>
Net Profit/ (Loss) after Depreciation & Interest	63.44	(6.27)
Less prior period expenses	(0.18)	
Balance loss B/F	(350.49)	(344.22)
Prior period adjustments		
Less: (1) Amount Paid to Dena Bank	223.74	-----
(2) Prov. For F.B.T.	0.22	
Balance Loss carried to Balance Sheet	(511.19)	(350.49)

REVIEW OF ACTIVITIES :

As you are aware, the Thirty – Third Annual General Meeting was held on 30th September 2006, but was adjourned since Audited Accounts for the year ended 31st March 2006 were not available for consideration and adoption by the members of the Company which is now being submitted for your approval and adoption. BIFR had formed an opinion to wind up the company and had forwarded the same to the Hon'ble High Court at Mumbai for further action as per law. The Hon'ble High Court of Mumbai, after hearing the Company, has quashed the winding up proceedings and has referred the matter back to AAIFR for further consideration.

The Company entered into a settlement with Dena Bank in an amount of Rs. 205 Lakhs. A Consent decree was filed by both parties in the case filed by Dena Bank against Company in Debt Recovery Tribunal Mumbai (Please refer note no 2 of Notes of Accounts.) The Company had as on 31 st March 2006 paid

the entire dues of Dena Bank out of the Advance received from the Buyer of the Company's entire property excluding Plant & Machineries .

At the AGM held on 30th September 2006 following decisions were also taken by the members of the Company:

- 1) Mr. R. G. Joshi was not re- appointed as Director of the Company and resolution was passed not to fill the vacancy caused by Mr R G Joshi's retirement.
- 2) M/s R. P. Trivedi & Associates, Chartered Accountants, Mumbai, the Statutory Auditors of the Company were re appointed.
- 3) Special Resolution u/s 81 of the Companies Act was passed.

FIXED DEPOSIT :

The Company has not invited, accepted or renewed any deposit from the public.

The observations of Auditors and notes on accounts are self-explanatory.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

Additional information on conservation of energy, technology absorption and foreign exchange earnings and outgo as required to be disclosed in terms of section 217 (I)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in report of the Board of Directors) Rules 1988 is annexed hereto and forms part of this Report.

Directors' Responsibility Statement :

Pursuant to section 217 (2AA) of the Companies Act 1956, the Directors confirm the following in respect of the audited accounts for the year ended 31st March 2006.

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
 - b) That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state affairs of the company for the year ended 31st March 2006 and the profit and loss of the Company for the year under review.
 - c) That the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provision of the Act and of safeguarding the assets of the Company for the year under review.
 - d) That the Directors had prepared the annual accounts on a going concern basis.
- Your Company's equity shares are listed with Stock Exchange at Mumbai and annual listing fee for the financial year 2007-2008 has been paid to them.

Your Directors express their sincere appreciation for the co-operation which they have received from the Members and Employees of the Company.

By order of the Board of Directors
TIRUPATI INDUSTRIES (INDIA) LIMITED

Dated : 31ST July 2007
Regd. Office 17/1 MIDC
Taloja, Dist. Raigad
MAHARASHTRA

Sd/-
KETAN KARANI
MANAGING DIRECTOR

Sd/-
R. J. SANGHVI
CHAIRMAN

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TIRUPATI INDUSTRIES (INDIA) LIMITED

ANNEXURE 'A'

Information as required under Section 217 (I) (e) read with the Companies (disclosure of particulars in the Report of Board of Directors) Rules 1988

A. CONSUMPTION OF ENERGY

The required information in Form 'A' of the Companies Act, 1956 is attached herewith.

FORM 'A'

(See Rule 2)

**Form for Disclosure of particulars of
Conservation of Energy**

	Current Year	Previous Year
I. Power and Fuel consumption		
1. Electricity :		
(a) Purchased Units.	32400	42733
(b) Total amount (Rs.)	184402	215350
(c) Rate/Unit (Rs.)	5.69	5.04
(d) Own Generation		
(1) Through diesel Operator Unit per Liter of diesel oil Cost/Unit	NIL NIL	NIL NIL
2. Coal	NIL	NIL
Quantity (Tonnes)	NIL	NIL
Total cost (Rs.)	NIL	NIL
Average Rate (Rs.) (Steam coal used for steam Generation for dyeing plant)	NIL	NIL
3. Furnace Oil		
Quantity (K. Litres)	NIL	NIL
Total Amount (Rs.)	NIL	NIL
Average Rate (Rs.)	NIL	NIL
4. Others/Internal generation		
Quantity	NIL	NIL
Total cost	NIL	NIL
Rate/unit	NIL	NIL

II Consumption per unit of production.

The Company does not maintain separate records for consumption of electricity and furnace oil individually for each of its products.

Technology Absorption

Efforts made in technology absorption as per Form 'B' of the Annex to the Rules.

1. Research and development (R&D) :	NIL	NIL
2. Technology absorption. :		
Adaptation and innovation :	NIL	NIL
C) Foreign Exchange Earnings and outgo During the year the Company earned foreign exchange of Rs.	NIL	NIL
The outgo of foreign exchange was Rs.	NIL	NIL

By order of the Board of Directors
TIRUPATI INDUSTRIES (INDIA) LIMITED

Place : TALOJA
Date: 31st July 2007

Sd/-
KETAN KARANI
MANAGING DIRECTOR

Sd/-
R. J. SANGHVI
CHAIRMAN

Auditor's Report

TO THE MEMBERS OF M/S. TIRUPATI INDUSTRIES (INDIA) LTD.

- 1 We have audited the annexed Balance Sheet of M/s TIRUPATI INDUSTRIES (INDIA) LTD.as at 31st March .2006 and also the Profit and Loss Account for the year ended on that date attached thereto and Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit
- 2 We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3 As required by the Companies (Auditor's Report) Order 2003 issued by the Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1 956, we enclose in the Annexure below a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- 4 Further to our comments in the Annexure referred to above , We report that :-
- a We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit ;
 - b In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - c. The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account .
 - d. In Our opinion ,the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub -section (3 C) of section 211 of the Companies Act, 1956.
 - e. On the basis of written representaions received from the directors , as on 31st March , 2006 and taken on record by the Board of directors We report that none of the directors disqualified as on 31st March, 2006 from being appointed as a director in item of clause (g) of sub- section (1) of section 274 of the Comapnies Act, 1956.
 - f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, Subject to :
- 1) Note No.5 Relating to non -provision of the Interest & liquidated charges to Bharat Petroleum Corporation resulting into under statement of loss for the year by Rs. 3,10,890/- and under statement of the accumulated losses and current liability by Rs.22,06,295/-
 - 2) Note No.6 relating to receipt of gold by the Company.
 - 3) Note No.7 Regarding receipt of Show Cause Notice For Violation Of Provision of Sec.13 of the Companies Act 1956. From Register of Companies , Maharashtra for carrying on the business of Diamonds as objects ultravires to the memorandaum of association of the Company.
 - 4) Note No.8 for non provision of Rs.10 Lakhs regarding penalty imposed by the special director In the Office of the special Director of Enforcement under Foreign Exchange Regulation Act,1973.
 - 5) Note No .10 regrading sale of Boiler Hypothecated to Bharat Petroleum Corporation Limited.

- 6) Note No.3 regarding non confirmation of balance and transactions with Dena Bank.
- 7) Note No.18 regarding BIFR recommendations
- 8) Non Provision of gratuity liability and leave encashment on cash basis which should have been provided as per the recommendation of Accounting standard 15. The amount of liability' s uncertained and

read with other notes thereon give the information required by the Companies Act , 1956 in the manner so requiried and give a true and fair view in confirmity with the Accounting principles accepted In India :

- i) in case of the Balance Sheet, of the state of affairs of the Company as at 31st March , 2006 ; and
- ii) in the case of the Profit and Loss Account , of the loss for the year ended on that date .
- iii) In case of Cash Flow statement of the Cash flow for the year ended on that date.

For R.P.TRIVEDI & ASSOCIATES

Chartered Acoountants

Sd/-

R.P.TRIVEDI

(Proprietor)

M.NO. : 33885

PLACE : MUMBAI

DATE : 31st July, 2007.

R.P. TRIVEDI & ASSOCIATES

CHARTERED ACCOUNTANTS

56, BALASINOR CO.OP.HSG.SOC.LTD., S.V.ROAD, KANDIVLI (WEST), MUMBAI - 400067.

Annexure to the Auditor's Report

REFERRED TO IN PARAGRAPH 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 on the basis of available information.
- (b) According to the information and explanations given to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner which, in our opinion, is reasonable, having regard to the size of the Company and nature of the assets. No material discrepancies were noticed on such verification.
- (c) The Company has entered into Memorandum of Understanding for Assignment of Leasehold land and buildings during the year. However as per the information and explanation given to us the going concern status of the Company is not affected. (Refer Note 24 of Schedule 12)
- 2 (a) As explained to us, inventories have been physically verified by the management at regular intervals during the year.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
- 3 We are informed that Company has not taken / granted any loans, secured or unsecured, from /to Companies, Firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- 4 In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in internal controls.
- 5 As explained to us there has not been any transaction during the year that need to be entered in the register maintained under section 301 of the Companies Act 1956 and exceeding during the year to Rs.5,00,000 or more in respect of each such party.
- 6 The Company has not accepted any deposits from the public.
- 7 The Company does not have an Internal Audit System commensurate with its size and nature of business.
- 8 According to information & explanation given to us the Central Government has prescribed maintenance of cost records under section 209 (I) (d) of the Companies Act, 1956, for the Soap Division Of the Company has been exempted from the same as it is a BIFR Company as per order no.52/234/CAB-9 Dated 04.08.1998 of the Department Of Company Affairs.
- 9 (a) According to the information and explanations given to us, there are no undisputed statutory dues payable in respect of Provident Fund, Investor education and Protection Fund, Employees State Insurance, Income - tax, Sales - tax, Wealth - Tax, Custom Duty & Excise Duty, except service tax payable 2,47,149/-.

- (b) According to the information and explanations given to us, there are no disputed statutory dues payable in respect of Income - tax, wealth - Tax, Custom Duty & Excise Duty, except Sales Tax Including Interest thereon Rs.18,61,975/- is disputed and matter is pending with Deputy Commissioner Of Sales Tax.
- 10 The Accumulated losses of the company at the end of year as on 31st March ,2006 are more than 50 % of its net worth. The Company has incurred cash losses during the current financial year and in the immediately preceding financial year.
- 11 According to the information and explanations given to us the Loan taken by the Company From Dena Bank has been paid off. (Refer Note No. 2 Of Schedule 12).
- 12 In our opinion and according to the information & explanation given to us, no loans and advances have been granted by way of pledge of shares , debentures and other securities.
- 13 In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
- 14 The company is not dealing or trading in shares, securities, debentures and other securities.
- 15 According to information and explanations given to us, the company has not given any guarantee for loans taken by others during the year from banks or financial institutions except as mentioned in Note No.1 (b) & 1 (h) of Contingent Liability not provides for .
- 16 According to the information and explanations given to us, the Company has not availed of Term Loans during the Year.
- 17 According to the information and explanations given to us, the Company has not raised any funds on short term / long term basis during the year.
- 18 During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act 1956.
- 19 The Company has not issued any debentures , Hence the requirements of clause (xix) of paragraph 4 of the Order is not applicable to the Company.
- 20 The Company has not raised any money by way of public issue during the year.
- 21 In our opinion & according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

For R.P.TRIVEDI & ASSOCIATES

Chartered Accountants

Sd/-

R.P.TRIVEDI

(Proprietor)

M.NO. : 33885

PLACE : MUMBAI

DATE : 31st July, 2007.

TIRUPATI INDUSTRIES (INDIA) LIMITED.

BALANCE SHEET AS ON 31ST MARCH 2006.

	Schedule	As at 31st March-06 Rs.	Rs.	As at 31st March-05 Rs.	Rs.
<u>SOURCES OF FUNDS :</u>					
<u>SHAREHOLDERS FUND :</u>					
Share Capital	1	33,198,400		33,198,400	
Reserves & Surplus	2	<u>11,830,639</u>	45,029,039	<u>12,735,888</u>	45,934,288
<u>LOANS FUNDS :</u>					
Secured Loans	3		301,164		301,164
			<u>45,330,203</u>		<u>46,235,452</u>
<u>FIXED ASSETS :</u>					
Gross Block	4	107,791,144		107,791,144	
Less : Depreciation		<u>93,921,150</u>		<u>92,657,638</u>	
Net Block			13,869,994		15,133,506
Investments	5		6,350		6,350
<u>CURRENT ASSETS LOANS & ADVANCES</u>					
Inventories		428,214		537,649	
Sundry Debtors		3,510,915		4,264,636	
Cash & Bank Balance		6,506,536		5,756,734	
Other Current Assets		7,562,491		7,510,657	
Loans & Advances		<u>527,219</u>		<u>487,940</u>	
		18,535,375		18,557,616	
Less : Current Liabilities & Provisions.	7	<u>38,200,345</u>		<u>22,511,748</u>	
<u>NET CURRENT ASSETS :</u>			(19,664,970)		(3,954,132)
<u>PROFIT & LOSS ACCOUNT :</u>			51,118,829		35,049,728
			<u>45,330,203</u>		<u>46,235,452</u>
NOTES FORMING PART OF ACCOUNTS	12				

AS PER OUR REPORT OF EVEN DATE

FOR R .P. TRIVEDI & ASSOCIATES
CHARTERED ACCOUNTANTS

FOR AND BEHALF OF THE BOARD OF DIRECTORS
TIRUPATI INDUSTRIES (INDIA) LIMITED

Sd/-

Sd/-

Sd/-

R. P. TRIVEDI - PROPRIETOR

KETAN KARANI
MANAGING DIRECTOR

R. J. SANGHVI
CHAIRMAN

Date : 31 July 2007

Date : 31 July 2007

Place : Mumbai

Place : Taloja

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TIRUPATI INDUSTRIES (INDIA) LIMITED.

PROFIT & LOSS FOR THE YEAR ENDED MARCH 2006.

	Schedule	As at 31st March-06 Rs.	Rs.	As at 31st March-05 Rs .	Rs.
INCOME :					
Sales including Processing Charges			47,709,393		37,267,498
Increase (Decrease) in Inventories					
Op Stock		537,649		996,926	
Closing Stock		<u>428,214</u>	(109,435)	<u>537,649</u>	(459,277)
Other Income	8		10,292,967		5,210,544
Total (A)			<u>57,892,925</u>		<u>42,018,765</u>
EXPENDITURE :					
Purchases			47,893,941		37,540,204
Manufacturing Expenses	9		516,598		1,266,715
Employment Expenses	10		546,647		317,657
Interest			-		38,905
Depreciation		1,263,511		1,441,561	
Less : Amount Transferred From Revaluation Reserve		<u>905,249</u>	358,262	<u>1,030,144</u>	411,417
Other Expenses	11		2,233,214		3,071,458
Total (B)			<u>51,548,662</u>		<u>42,646,356</u>
Balance being (Loss)/Profit for the year (A) -(B)			6,344,263		(627,591)
Less: Prior Period Expenses			(17,864)		
EXTRA-ORDINARY ITEMS:					
Less: Amount paid to Dena Bank towards full & final Settlement.			(22,374,000)		
Balance being (Loss)/Profit for the year before taxation			(16,047,601)		
Less: Provision for Fringe Benefits Tax			(21,500)		
Balance being (Loss)/Profit for the year after taxation			<u>(16,069,101)</u>		
Add/Less Amount brought forward from last account			<u>(35,049,728)</u>		<u>(34,422,137)</u>
Balance c/f to Balance Sheet			<u>(51,118,829)</u>		<u>(35,049,728)</u>
NOTES FORMING PART OF ACCOUNTS	12				

AS PER OUR REPORT OF EVEN DATE

FOR R. P. TRIVEDI & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-

R .P. TRIVEDI - PROPRIETOR

Date : 31 July 2007

Place : Mumbai

FOR AND BEHALF OF THE BOARD OF DIRECTORS
TIRUPATI INDUSTRIES (INDIA) LIMITED

Sd/-

KETAN KARANI
MANAGING DIRECTOR

Date : 31 July 2007

Place : Talaja

Sd/-

R. J. SANGHVI
CHAIRMAN

TIRUPATI INDUSTRIES (INDIA) LIMITED.

Schedule 1 : ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2006.

	As at 31st March-06 Rs.	Rs.	As at 31st March-05 Rs.	Rs.
SHARE CAPITAL :				
AUTHORISED SHARE CAPITAL :				
7,500,000 Equity Shares of Rs.10/- each		75,000,000		75,000,000
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL :				
3,330,040 (Previous year 3,330,040) Equity Shares of Rs.10/- each	33,300,400		33,300,400	
Less : Calls for Arrears (From Other Than Directors)	102,000	33,198,400	102,000	33,198,400
TOTAL :		33,198,400		33,198,400

Schedule 2 : ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2006

	As at 31st March-06 Rs.	Rs.	As at 31st March-05 Rs.	Rs.
RESERVES & SURPLUS :				
SHARE PREMIUM ACCOUNT				
As per last Balance Sheet		400,000		400,000
REVALUATION RESERVE :				
As per last Balance Sheet	12,335,888		13,366,032	
Less: Transferred To Profit & loss Ac	905,249	11,430,639	1,030,144	12,335,888
TOTAL :		11,830,639		12,735,888

Schedule 3 : ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2006.

	As at 31st March-06 Rs.	Rs.	As at 31st March-05 Rs.	Rs.
TERM LOANS :				
Against Hypothecation Of Boiler (See Note No.10 In Schedule 12)		301,164		301,164
TOTAL :		301,164		301,164

TIRUPATI INDUSTRIES (INDIA) LIMITED.

Schedule 4 : ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2006

S	Name of Asset	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		cost as at 1.4.2005	Additions During the Year	Deductions During the Year	Cost as at 31.3.2006	as at	for the year	Total as	as at 31.3.2006	as at 31.3.2005
						1.4.2005		at		
								31.3.2006		
1	Leasehold Land M.I.D.C.	7,115,510	-	-	7,115,510	1,261,780	92,914	1,354,694	5,760,816	5,853,730
2	Factory Building	16,046,864	-	-	16,046,864	12,593,128	345,373	12,938,501	3,108,363	3,453,736
3	Furniture & Fixture	467,898	-	-	467,898	389,646	14,164	403,810	64,088	78,252
4	Plant & Machinery	82,826,032	-	-	82,826,032	77,237,056	777,426	78,014,482	4,811,550	5,588,976
5	Dies	66,175	-	-	66,175	65,659	72	65,731	444	516
6	Office Equipment	244,856	-	-	244,856	183,390	8,529	191,919	52,937	61,466
7	Computer	570,580	-	-	570,580	563,400	2,872	566,272	4,308	7,180
8	Motor Car & Jeep	442,814	-	-	442,814	357,217	22,161	379,378	63,436	85,597
9	Cycle	1,750	-	-	1,750	1,750	-	1,750	-	-
10	Patents	8,665	-	-	8,665	4,613		4,613	4,052	4,052
	TOTAL	107,791,144	-	-	107,791,144	92,657,639	1,263,511	93,921,150	13,869,994	15,133,505
	PREVIOUS YEAR	107,791,144	-	-	107,791,144	91,216,078	1,441,561	92,657,639	15,133,506	16,575,066

TIRUPATI INDUSTRIES (INDIA) LIMITED.

Schedule 5 : ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2006.

	As at 31st March-06	As at 31st March-05	
	<u>Rs.</u>	<u>Rs.</u>	<u>Rs.</u>
<u>INVESTMENTS :</u>			
(Long Term, NonTrade)			
<u>UNQUOTED (AT COST) :</u>			
Government Securities	2,350		2,350
100 Shares Of Kapol Co-op Bank Of Rs.10/- Each	1,000		1,000
<u>QUOTED :</u>			
100 Shares of Dena Bank of Rs.30/- each (Market Value Of 100 Shares x Rs.10/- Is Rs.1800/-)	<u>3,000</u>	6,350	3,000
TOTAL :		<u><u>6,350</u></u>	<u><u>6,350</u></u>

TIRUPATI INDUSTRIES (INDIA) LIMITED.

Schedule 6 : ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2006.

	As at 31st March-06 Rs.	Rs.	As at 31st March-05 Rs.	Rs.
<u>CURRENT ASSETS, LOANS & ADVANCES :</u>				
<u>A. CURRENT ASSETS :</u>				
1. STOCK IN TRADE :				
(As Per Inventory, Verified Valued And Certified By The Managing Director)				
a. Raw Materials	27,238		-	
b. Finished Goods	400,976	428,214	537,649	537,649
<u>2. SUNDRY DEBTORS :</u>				
(Unsecured)				
a. Debts Outstanding For Period Exceeding Six Months :				
I. Considered Good	79,094		1,985,819	
II. Considered Doubtful Debts	1,961,772		86,422	
b. Other Debts :				
I. Considered Good	1,470,049	3,510,915	2,192,395	4,264,636
<u>3. CASH & BANK BALANCE :</u>				
a. Cash in hand	111,938		652,761	
b. Bank Balance With Scheduled Banks				
I. On Current Accounts	1,364,634		74,009	
ii. On Fixed Deposits	3,311,430		3,311,430	
iii. On Margin Monies	1,718,534	6,506,536	1,718,534	5,756,734
<u>4. OTHER CURRENT ASSETS :</u>				
a. Deposits	579,146		530,105	
b. Prepaid Expenses	2,793			
c. Interest receivable	6,980,552	7,562,491	6,980,552	7,510,657
TOTAL (A) :		18,008,156		18,069,676
<u>B. LOANS & ADVANCES :</u>				
(Unsecured, Considered Good)				
Advance Recoverable In Cash or In Kind Or For Value To Be Received (See Note)				
	468306		433,281	
Advance Tax (T.D.S.)	58913		54,659	
TOTAL (B)		527,219		487,940
TOTAL (A) + (B) :		18,535,375		18,557,616

Schedule 7 : ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2006.

	As at 31st March-06 Rs.	Rs.	As at 31st March-05 Rs.	Rs.
<u>CURRENT LIABILITIES & PROVISIONS :</u>				
CURRENT LIABILITIES				
1. Sundry Creditors	12,228,845		19,190,794	
2. Advance from Customers	25,950,000		3,250,326	
3. Other Liabilities	-	38,178,845	70,628	22,511,748
PROVISIONS				
1. Provisions for F. B. T.	21,500	21,500		
		38,200,345		22,511,748

TIRUPATI INDUSTRIES (INDIA) LIMITED.

Schedule 8 : ANNEXED TO AND FORMING PART OF THE PROFIT & LOSS ACCOUNT YEAR ENDED 31ST MARCH 2006.

	As at 31st March-06 Rs.	Rs.	As at 31st March-05 Rs.	Rs.
<u>OTHER INCOME :</u>				
Storage & Warehousing	1,159,058		2,129,225	
Interest Received	12,540		66	
Miscellaneous Receipts	54,218		92,554	
License Fees	3,150,418		2,753,549	
Weighing Charges	258,600		222,350	
Sundry Creditors W/off	5,658,133		12,800	
TOTAL :	10,292,967		5,210,544	

Schedule 9 : ANNEXED TO & FORMING PART OF PROFIT & LOSS ACCOUNT FOR YEAR ENDED 31ST MARCH 2006

	As at 31st March-06 Rs.	Rs.	As at 31st March-05 Rs.	Rs.
<u>MANUFACTURING EXPENSES :</u>				
Packing Materials	60,093		608,472	
Consumable Chemicals & Stores	---		3,816	
Power & Fuel	238,371		284,617	
Water Charges	84,227		89,998	
Misc Manufacturing Expenses	30,144		21,700	
<u>Repairs & Maintenance To :</u>				
Plant & Machinery	96,197		238,263	
Factory Building	7,566		13,071	
Monsoon Shed	-	103,763	6,778	258,112
TOTAL :	516,598		1,266,715	

(15)

TIRUPATI INDUSTRIES (INDIA) LIMITED.

Schedule 10 : ANNEXED TO & FORMING PART OF PROFIT & LOSS ACCOUNT FOR YEAR ENDED 31ST MARCH 2006.

	As at 31st March-06 Rs.	Rs.	As at 31st March-05 Rs.	Rs.
<u>EMPLOYMENT EXPENSES :</u>				
Salary, Wages & Stipend		546,647		317,657
TOTAL :		546,647		317,657

Schedule 11 : ANNEXED TO & FORMING PART OF PROFIT & LOSS ACCOUNT FOR YEAR ENDED 31ST MARCH 2006

	As at 31st March-06 Rs.	Rs.	As at 31st March-05 Rs.	Rs.
<u>OTHER EXPENSES :</u>				
Selling & Distribution		90805		218,277
Printing & Stationery		67818		44,896
Directors Fees		7000		2,750
Professional Fees		288570		237,675
Insurance Expenses		23577		8,434
Conveyance Expenses		63052		77,816
Postage		12874		14,257
Audit Fees		28060		27,550
Tax Audit Fees		28060		27,550
Taxation Matters Fees		13468		12,000
Directors Remuneration (See Note 13)		522120		396,890
Electricity Expenses		36187		46,733
Share Transfer Expenses		8269		16,495
Miscellaneous Expenses		341054		1,027,561
Annual General Meeting Expenses		258740		302,750
Service Charges		216035		360,886
Travelling Expense (Local)		42059		62,072
Telephone Expenses		92887		87,086
Entertainment		66243		60,860
Motor Car Jeep Expenses		26337		38,920
TOTAL :		2233214		3,071,458

TIRUPATI INDUSTRIES (INDIA) LIMITED
SCHEDULE NO. 12

NOTES ATTACHED TO AND FORMING PART OF THE STATEMENT OF ACCOUNTS AS AT 31ST MARCH, 2006.

PART A: SIGNIFICANT ACCOUNTING POLICIES

- a. **METHOD OF ACCOUNTING :**
The accounts of the Company are prepared on accrual system of accounting except retirement benefits under the Historical Cost Convention modified by revaluation of Fixed Assets and on the basis of Going Concern.
- b. **DEPRECIATION :**
Depreciation has been provided on the Written Down Value method at the rates specified under:
(i) The Income Tax rules prevalent earlier, upto 30th June, 1987 and
(ii) The Schedule XIV of the Companies Act, 1956 after 1st July, 1987.
Depreciation on revalued assets includes an additional charge on account of revaluation. The additional depreciation is transferred to the Profit and Loss Account from Revaluation Reserve.
- c. **FIXED ASSETS :**
Fixed Assets are carried at cost of acquisition and amounts adjusted on Revaluation less accumulated Depreciation. Leasehold Land is amortized over the period of the Lease.
- d. **INVENTORY :**
TRADING GOODS
Traded Inventories are Valued at Cost or Market price whichever is less.
STORES & SPARE PARTS :
The full amount of purchase of stores and spare parts is debited in the accounts as and when purchased and treated as consumed in the same year.
- e. **GRATUITY & LEAVE ENCASHMENT :**
The liability for gratuity and Leave encashment for accumulated leave in respect of employees is accounted in the books on cash basis.
- f. **INVESTMENTS :**
Investments are stated at cost.
- g. **CONTINGENT LIABILITIES**
All known liabilities are provided for in accounts except liability of contingent nature which have been adequately disclosed in the accounts.
- h. **IMPAIRMENT OF ASSETS**
Impairment of assets is ascertained at each Balance Sheet Date in respect of Company's Fixed Assets. An impairment loss is recognized whenever the carrying amount of an asset exceeds recoverable amount.

PART B: NOTE ON ACCOUNTS

1. **CONTINGENT LIABILITIES NOT PROVIDED FOR :**
- a. Liquidated damages of Rs.4,63,99,283/- for failure to fulfill export obligation towards import license of Rs.9,27,98,566/- (previous year 9,27,98,566/-) and other penalties as per provisions of Import and Export Control Act, 1947. The matter is disputed by the Company. The activity is ultravires the Memorandum of the Company, and it is thus personal responsibility of the ex-Directors who did this activity viz. Mr R A Sheth, Mr B F Jhaveri & Mr C A Mehta & to fulfil the same.
- b. Amount payable for loan taken by ex-employees from Saraswat Bank amount unascertainable.
- c. MSEB dues not acknowledged by the Company since relief's and concessions given to units referred to BIFR as per the package of the Maharashtra State Government have to be granted to the Company. As per letter dated 15.4.2002 issued by MSEB after mutual discussions, the Company has to receive an amount of Rs 4308.75 from MSEB. Whereas as per letter dated 15.7.2002, MSEB has demanded that the Company pays an amount of Rs 1037605.75 to MSEB. The Company has asked MSEB to arrive at the correct amount after mutual discussions and as required under the Maharashtra State Government's order dated 16.11.96: Hon'ble AAIFR vide on order dated 14.12.06 has directed MSEB to implement the order of the State Government dated 16.11.96 & grant the necessary relief to the Company within three weeks from the date of the said order. MSEB has not yet done so.
- d. MIDC water charges Rs 2,50,103/- not acknowledged by the Company as per the relief's and concessions given to sick units(referred to BIFR)by the Maharashtra State Government. This amount has been paid under protest by the company in F.Y. 2006 ~ 2007.
- e. Penalty of Rs.10 Lakhs levied under FERA (Refer Note No.8)
- f. Pending court cases against the company not acknowledged as the amount of debt is unascertainable
- g. The demand of ex employees which has been settled a Rs.4.50.000/- and is pending before AAIFR.
- h. Counter guarantee given by the company to the Bank against various guarantees Rs.22,12,000/-
- i. Quantum of Gram Panchayat tax payable is contested and the amount is unascertainable.

2. **Current Status with Dena Bank:**
After due discussions and to accelerate the process of revival of the Company, the Company and Dena Bank arrived at a settlement where by the liability of Dena Bank was settled at Rs 205 Lakhs and the consent decree was filed in Debt Recovery Tribunal on 22.03.2003. The Company has paid the dues of Dena Bank in the F.Y. 2005-2006 and has obtained the NO DUES certificate from Dena Bank.
3. As stated in Note No.2 above, the Company has entered in to settlement with Dena Bank as per consent term filed before DRT and also paid interest to the bank from 27th May 2005 to 29th March 2006 as per final settlement. The Company has made claim from Dena Bank for Fixed deposits with Dena Bank worth Rs.50,29,963/-and accrued interest on the same upto the date of settlement (Amount of Rs.69,80,540 provided in the books by the Company upto 31.3.2001) which are held as margin by the Bank against various guarantees given by the Bank for the Company. According to the Company the above amounts are not part of settlement and the Company had demanded the amounts back from Dena Bank, which is under dispute by Dena Bank and the final decision in this regard is awaited. In view of above all Income receivable from balances with Dena Bank are subject to reconciliation and confirmation.
4. The Company's Factory is situated at Taloja (Developing Industrial Area). The provisions of Employees State Insurance Act, 1946 are therefore, not applicable to the Company, in the opinion of the Management.
5. The Company has not made provision of the Interest & liquidated charges to Bharat Petroleum Corporation resulting into under statement of loss for the year by Rs.3,01,890/- and under statement the accumulated losses and current liability by Rs. 22,06,295/-.
6. The Company has received 5.468 grams of gold from India Government mint, Government of India on 19/3/97. The Company has not given effect of this gold in the accounts, as the Company has no records for the source of the same. The market value of the gold is approx. Rs 4000/- as on 31st March, 2006.
7. **SHOW CAUSE NOTICE ISSUED BY REGISTRAR OF COMPANIES, MAHARASHTRA UNDER SECTION 13 OF THE COMPANIES ACT, 1956 TO THE COMPANY FOR CARRYING ON ULTRA VIRES ACTIVITIES**
The Company had received a show cause notice from Registrar of Companies, Maharashtra for violation of Sec.13 of the Companies Act, 1956 in the period prior to March 1991. The then Managing Director of the Company Mr. Ramniklal Sheth and two other other Ex- Directors Mr. B. F. Jhaveri and Mr. C.A. Mehta were carrying on the business in Diamond in the name of the Company. The Department of Company Affairs has concluded that the activities of carrying on such business is ultravires and such opinion is formed after investigation of the records and documents of the Company, under Section 209 A of the Companies Act, 1956.
8. **PENALTY OF RS.10 LAKH IMPOSED BY SPECIAL DIRECTOR OF ENFORCEMENT UNDER FOREIGN EXCHANGE REGULATION ACT, 1973.**
Office of the Special Director of Enforcement (Foreign Exchange Regulation Act) issued show cause notice to the Company and two erstwhile Directors i.e. Mr.R.A. Sheth and Mr.C.A.Mehta for violation of Section 18(2) and 18(3) read with sections 68(1)& (2) of the FERA Act 1973. This violation is for non-realization of the export proceeds of Rs.1.11 crores in respect of export of Diamonds and Rs.64.51 lakhs for export of Methyl Esters during Feb.1989 to Feb.1990 when erstwhile Directors Mr. R.A.Sheth and Mr.C.A.Mehta were in charge of the affairs of the Company. The Enforcement Directorate has imposed penalties of Rs.40 Lakhs each on the said two responsible ex-Directors as they have been found responsible for the violation of FERA.
In the opinion of the Director of Enforcement the Company being a juridical person has also to be charged although only the above named two ex-directors were personally involved in the violation and there is every possibility that moneys were directly realized by both of them.

The penalty of Rs.10 lakhs imposed on the Company is contested and matter is pending. No provision is made in accounts as in the opinion of the Directors, the Company is not required to pay penalty.
9. The charge on the Fixed Assets except Boiler has been released in favor of the Company by Dena Bank upon full payment of the Bank's claim on the Company.
10. The Boiler had been hypothecated to M/s. Bharat Petroleum Corporation Ltd. against the term loan granted by them. To prevent extraordinary depletion in value of assets, the Company was compelled to dispose of Boiler against which term loan of Rs. 3,01,000 was secured. The company neither received any confirmation nor any intimation from BPCL for the said sale.
11. No provision has been made for doubtful debts and doubtful loans, advances and other balances, except to the extent stated in schedule 11 of the Profit & Loss Account.
12. Debtors, Creditors and loans & Advances, deposits & other accounts are subject to confirmations. Debit and Credit balances under the above heads are shown as per books of accounts and are subject to confirmation, reconciliation and adjustments, if any.

13. Remuneration to Director:

	CURRENT YEAR	PREVIOUS YEAR
Salary	2,70,000	3,60,000
Contribution to Provident Fund	32,400	32,400
House Rent Allowance	2,10,000	-
Medical	9,720	4,490
TOTAL :	5,22,120	3,96,890

Add : No commission has been provided or paid to Directors.

14. Auditors Remuneration

	CURRENT YEAR	PREVIOUS YEAR
a) Audit Fees	28,060	27,550
b) In other capacities:		
i) For Tax Audit	28,060	27,550
ii) For Taxation Matters	13,468	12,000
TOTAL :	69,588	67,100

15. Detailed quantitative information in respect of Capacities, Production, Stock, Sale and Consumption of Raw Materials are as under

a) Installed Capacity: (on three shift basis)

(Installed Capacity being of technical nature – taken as certified by the management.)

	CURRENT YEAR	PREVIOUS YEAR
1. Oil Refinery	- 4,500 t.p.a	4,500 t.p.a
2. Toilet soaps	- 2,400 t.p.a.	2,400 t. p.a
3. Methyl Ester	- 3,000 t.p.a	3,000 t.p.a
4. Glycerine	- 600 t.p.a	600 t.p.a.

Licenced Capacity- not applicable

b) Production, Stock and Sales of manufacturing activities

	<u>CURRENT YEAR</u>		<u>PREVIOUS YEAR</u>	
	Quantities	Value	Quantities	Value
	M.T	Rs. In Lakhs	M.T	Rs. In Lakhs
1. Raw Material Consumed	NIL		NIL	
2. Production	NIL		NIL	
3. Sale	NIL		NIL	
4. Stock	NIL		NIL	

c) Quantitative details of items Traded CURRENT YEAR

	<u>CURRENT YEAR</u>		<u>PREVIOUS YEAR</u>	
	Quantities	Value	Quantities	Value
	M.T	Rs. In Lakhs	M.T	Rs. In Lakhs
Opening Balance	13.464	5.37	15.859	7.70
Purchase	1140.633	478.93	812.943	375.40
TOTAL	1154.097		828.802	
Less :-				
Sales	1151.22	477.09	814.918	372.67
Handling Loss	.766		.420	
Closing Stock	2.110	4.28	13.464	5.37

16. Expenditure in Foreign Currency Current Year
NIL

Previous Year
NIL

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- 17.A As per the valuation report submitted by Engineer and Banks approved valuer appointed for the Purpose, Land, Building, Plant & Machinery had been revalued on 31,1992 Revalued amount of Freehold Land, Leasehold, Land, Building, Plant & Machinery as on March 31,1992 WERE 21,16,600/, 71,15,500/-, 1,10,02,480/- and 18,02,63,096/- respectively. Method and indices used for revaluing land, Building and Plant Machinery were prevailing market value on the date of valuation, prevailing construction rate per CFT/ SFT/ RFT/Gallons etc. multiplied by the capacity and Replacement value respectively.
- B The manufacturing facilities of the company viz, vegetable Oil Refinery, Toilet Soap plant, Methyl ester and Glycerine Plant the boiler and weigh bridge had been revalued by Dena Bank's approved valuer M/s. S. N.Rastogi & Co. in November 1995 at a value lower than the book value as per previous valuation as on 31.03.1992. As a prudent business policy and to give a true and fair view of the current realizable values of the company's above said assets, the management has provided depreciation upto March, 1999, on the value of the said plant as per valuation report of said M/S S.N. Rastogi & Co. and accordingly the difference amounting to Rs. 1,42,34,079/- between the book value and arrived as above has been reduced from the Revaluation Reserve as on 31st March 1999.
- C Original costs as on March 31,1992 of Freehold Land, Leasehold Land, Building, Plant & Machinery were Rs . 1,17,363/- , Rs. 2,78,510, Rs. 27,48,806 and Rs.1,80,63,596 respectively.
18. CURRENT STATUS WITH BIFR AND AAIFR:
A recommendation of winding up of the Company by BIFR was finally heard by the Division Bench of the Hon'ble High Court of Mumbai who were pleased to quash the winding up recommendation vide their order dated 10th June 2003 and referred the matter back to AAIFR for reconsideration after hearing the parties afresh.
The Company has paid off the liabilities to Dena Bank and thus the revival of the Company is ensured.
The company was a going concern as on 31st March, 2006 and books of account have been prepared on that basis accordingly.
19. Small scale industries in respect of which amount outstanding for more than 30 days in excess of Rupees One lakh are :
NIL
20. The company was mainly engaged in the business of processing, manufacturing and trading in refined oil in the year. Therefore all the operation of the company are considered as single segment for the purpose of As 17 on "segment Reporting" issued by the Institute of Chartered Accountants of India.
21. Related party Transactions As Per Accounting Standard 18 - NIL.
22. Earning Per Share:
Profit/(Loss) After Tax : (-)Rs. 16,069,101/-
No. of Shares. : 33,30,040
E.P.S. : (-) Rs.4.82/-
23. As the company is a sick industrial company and has substantial unabsorbed depreciation and carried forward Business losses under the Income Tax Act, 1961 and is unlikely to have taxable income in the foreseeable future, the deferred tax asset/liabilities have not been recognized. This is in accordance with Accounting Standard 22 " Accounting for Taxes on Income " issued by the Institute of Chartered Accountants of India.
24. The Company has entered into a Memorandum of Understanding on 23.03.2006 and Agreement for assignment on 13.04.2006 for assignment of leasehold land and buildings held by the company. The Company has obtained permission of AAIFR for the same on 13.7.2006. In the opinion of the Company, the above sale will not have any effect on 'Going Concern' status of the Company as it intends to shift the existing operation to a new place to be acquired.
25. In pursuance of AS 28 on impairment of assets issued by the Institute of Chartered Accountants of India, the company has undertaken summary overview of the assets and is of the view that no asset requires provision for impairment.
26. Previous period figures are regrouped and rearranged wherever necessary.

Signatures to Schedules *1* to *12*

For R.P.TRIVEDI & ASSOCIATES
Chartered Accountants

Sd/-
R .P. TRIVEDI
(Proprietor)
Place : Mumbai
Dated : 31st July, 2007.

For and on behalf of the Board of Directors
TIRUPATI INDUSTRIES (I) LIMITED

Sd/-
Ketan Karani
Managing Director
Place: Talaja
Dated : 31st July, 2007.

Sd/-
R.J.Sanghvi
Chairman
Place : Talaja
Dated : 31st July 2007.

TIRUPATI INDUSTRIES (INDIA) LIMITED

Notes On Accounts :

Balance Sheet Abstract and Company's General Business Profile :

I. Registration Details :

Registration No.	:	16686	State Code	:	11
Balance Sheet Date	:	31-Mar-06			

II. Capital Raised During The Year :

Public Issue	:	NIL	Right Issue	:	NIL
Bonus Issue	:	NIL	Private Placement	:	NIL

III. Position Of Mobilisation And Deployment Of Funds :

Total Liabilities	:	45,330,203	Total Assets	:	45,330,203
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Sources Of Funds :

Paid Up Capital	:	33,198,400	Reserves And Surplus	:	11,830,639
Secured Loans	:	301,164	Unsecured Loans	:	NIL

Application Of Funds :

Net Fixed Assets	:	13,869,994	Investments	:	6,350
Net Current Assets	:	(19,664,970)	Misc. Expenditure (P&L Account)	:	51,118,829

IV. Performance Of Company :

Turnover	:	58,002,360	Total Expenditure	:	51,658,097
Profit / (Loss) Before Tax	:	(16,047,601)	Profit / (Loss) After Tax	:	(16,069,101)
Earning Per Share	:	(4.82)	Dividend	:	NIL

V. General Names Of Three Principal Products Of Company :

Item Code No. (Indian Trade Classification Code)

Product Description	Refined Sun Flower Oil
Item Code No. (ITC Code)	151211

Product Description	Methyl Ester
Item Code No. (ITC Code)	151620

Product Description	Toilet Soap
Item Code No. (ITC Code)	34011.03

As Per Our Report Of Even Date Attached .

FOR R. P. TRIVEDI & ASSOCIATES
CHARTERED ACCOUNTANTS

For and on behalf of the Board of Director's
TIRUPATI INDUSTRIES (INDIA) LIMITED

Sd/-
R. P. TRIVEDI
(Proprietor)
Place : Mumbai
Date : 31st July, 2007.

Sd/-
KETAN KARANI
Managing Director
Date : 31st July, 2007.

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TIRUPATI INDUSTRIES (INDIA) LIMITED

Cash Flow Statement annexed to Balance Sheet for the Year ended 31st March 2006.

SR. NO.	PARTICULARS	2005-2006		2004- 2005	
		Rs.	Rs.	Rs.	Rs.
A.	Cash Flow From Operating Activities :				
	Net Profit/ (Loss) after tax as per Profit & Loss Account		6,322,763		(627,591)
	Prior Period adjustments		(17,864)		-
	Net Profit/ (Loss) before tax and extraordinary items		6,304,899		(627,591)
	Adjusted for				
	Depreciation	358,262		411,417	
	(Profit) /loss on sale of Assets	-		-	
	Interest/Other income	(12,540)		(66)	
	Interest Expenses	-	345,722	38,905	450,256
	Operating Profit before working Capital Changes		6,650,621		(177,335)
	Adjusted for :				
	Trade & other Receivables	662,609		(1,383,749)	
	Inventories	109,435		459,277	
	Trade Payables & Others	15,688,597	16,460,641	1,752,008	827,536
	Cash Generated from operations		23,111,262		650,201
Interest paid		-		38,905	
Cash Flow before extraordinary items		23,111,262		611,296	
Extraordinary Items		(22,374,000)		-	
Net Cash From Operating Activities :		737,262		611,296	
B.	Cash Flow From investing Activities :				
	Sale of Fixed Assets		-		-
	Interest Income		12,540		66
Net Cash Used in investing Activities		12,540		66	
C.	Proceeds From Issue Of Share Capital :		-		-
	Net Cash Used in Financing Activities		-		-
	Net Increase in Cash and Cash Equivalents (A + B + C)		749,802		611,362
	Opening Balance of Cash and Cash Equivalents		5,756,734		5,145,372
	Closing Balance of Cash and Cash Equivalents		6,506,536		5,756,734

For and on behalf of the Board of Directors
TIRUPATI INDUSTRIES (INDIA) LIMITED

Sd/-
Ketan Karani
Managing Director

Place : Taloja
Date : 31st July, 2007.

AUDITOR'S CERTIFICATE :

We have verified the attached Cash Flow Statement of Tirupati Industries (India) Limited, derived from audited financial statements and the books and records maintained by the Company for the Year ended 31st March, 2006 and found the same in agreement therewith.

For R.P.TRIVEDI & ASSOCIATES
Chartered Accountants

Sd/-
R.P.TRIVEDI
(Proprietor)

Place : Mumbai.
Date : 31st July, 2007.

TIRUPATI INDUSTRIES (INDIA) LIMITED

Regd. Office: 17/1, MIDC Talaja, Dist. Raigad, Maharashtra

NOTICE

Notice is hereby given that the THIRTY-FOURTH ANNUAL GENERAL MEETING of the Members of the TIRUPATI INDUSTRIES (INDIA) LIMITED will be held at the Registered Office of the Company at 17/1, MIDC Talaja, Dist. Raigad, Maharashtra on Saturday, 29th September, 2007 at 2.30 P.M to transact with or without modification as may be permissible, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Balance Sheet as at 31st March, 2007 and Profit and Loss Account of the Company for the year ended on that date and the Reports of the Directors and Auditors of the Company. (The accounts of the Company for the year ended 31st March, 2007, are still under finalisation and Audit and it is expected that these will be ready shortly. However, in order to comply with the provisions of the Companies Act, 1956, it is thought necessary to hold Annual General Meeting within the time prescribed under section 166 of the Companies Act, 1956. In view of this, members may adjourn the meeting sine die for consideration and adoption of Accounts, Directors' Report and Auditors' Report to a later date as they may deem fit and proper after transacting the remaining business.)
2. To appoint Director in place of Mr. R.J. Sanghvi, who retires from office by rotation, but being eligible offers himself for reappointment.
3. To appoint auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT in accordance with the provisions of section 81 and all other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals and consents as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) or as may be prescribed or made, in granting such consents and approvals and which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches, in the course of offering(s) to Indian Investors, Foreign Investors including Foreign Institutions, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, individuals or otherwise, whether shareholders of the Company or not, through a public issue, on preferential basis and/or on a private placement basis or through sales promotion schemes or any other composite offer, foreign currency convertible bonds and/or Equity Shares, Preference shares, convertible or non-convertible debentures of the Company through depository receipts and/or bonds with share warrants attached and/or by any other instrument (hereinafter collectively referred to as "securities") secured or unsecured so that the total amount raised through the securities shall not exceed the Authorised Share Capital of the company for the time being."

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby also authorized to determine the form, terms and timings of the issue(s) including the class of investors to whom the Securities are to be allotted, number of securities to be allotted in each tranche, issue price, face value, premium amount on issue/conversion/exercise/redemption, rate of interest, redemption period, listings on one or more stock Exchanges abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/or abroad, to do all such acts, deeds, matters and things and to settle any questions or difficulties that arise in regard to the issue(s).

5. To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT in accordance with the provisions of section 293 (1) (a) and all other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals and consents as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) the Consent of the Company be and is hereby accorded to the Board of Directors of the Company for selling/disposing/leasing/in any manner dealing with the property of the Company to raise long term capital requirement for the business of the Company on such terms and at such time or times, and in such form and manner, as it may think fit, the whole or substantially the whole of the Company's present and/or future properties, whether movable or immovable, tangible or intangible comprised in any existing property in favour the lenders, Agents and/or Trustees for securing the long term, short term and medium term borrowings of the Company to be availed by way of loan(s)/advances.

RESOLVED FURTHER that the Board be and is hereby authorized to execute all such agreements, documents, writings, and directions and to do all such acts, deeds, matters and things as may be required or expedient for giving effect to this resolution in their absolute discretion and to resolve any question, difficulty or doubt relating thereto or otherwise considered to be in the best interest of the Company”

Dated. 31st July 2007
Taloja

By Order of the Board of Directors
TIRUPATI INDUSTRIES (INDIA) LIMITED

Sd/-
R.J. SANGHVI
CHAIRMAN

NOTES

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2 Proxies, in order to be effective, should be lodged with the Company at the Registered Office at least 48 hours before the commencement of the Meeting.
- 3 Members are requested to notify any change in their address to the Company quoting their Folio number.
- 4 Members / Proxy holders are requested to produce at the entrance, the attached admission slip duly completed and signed, for admission to the Meeting hall.
- 3 Members are requested to bring their copy of the Annual Report to the Meeting.
- 4 EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956
- 5 Item No:-4.

The Company needs large funds to finance its Capital expenditure as also for augmenting working capital requirement on long term basis. It is, therefore, proposed to raise adequate equity or equity linked capital so that interest burden to the Company is minimized and adequate funds are made available for Company's revival and modernization project. on such terms, in such manner, at such price or prices and at such time as may be considered appropriate by the Board. from various categories of investors. Pursuant to the provisions of Section 81 of the Act, your consent is sought for such increase in the subscribed share capital. In the opinion of the Directors, the proposed resolution is in the interest of the Company and commends its approval from members. of the Company. The Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of securities that may be subscribed by themselves, their relatives and /or companies of which they are Directors/members.

Item No: 5

As you are aware, the Company has Plant & Machineries which is presently not adequately utilized so as to earn reasonable returns and in the opinion of the Directors, it can be better commercially utilized if given on long lease or partly disposed off to raise necessary finance for the requirement of the Company. It is, therefore proposed to let on hire, sub-lease or transfer the Plant and machineries to interested parties to augment finances of the Company.

Pursuant to the provisions of Section 293 (1) (a) of the Companies Act, 1956 your approval is sought for this resolution.

None of the Directors of the Company is in any way concerned or interested in the resolution.

Dated :31st July 2007.
Taloja

By order of the Board of Directors
TIRUPATI INDUSTRIES (INDIA) LIMITED
Sd/-
R.J. SANGHVI
CHAIRMAN

TIRUPATI INDUSTRIES (INDIA) LIMITED
Regd. Office : 17/1, M.I.D.C., TALOJA, DIST.RAIGAD.

PROXY FORM

Ledger Folio No. _____ No.Of Shares _____

I/We _____

Of _____

Being a Share holder (s) of the above named Company

Hereby appoint _____ Of _____

Or failing him _____ Of _____

Or failing him _____ of _____

Of _____ as my/our proxy to vote for me/ us on my/our behalf
at the 34th Annual general Meeting of the Company to held on 29.09.2007 and at any adjournment thereof.

Signed this _____ day of _____ 2007.

Signature In witness _____

Name _____

Address _____

**Affix 1
Rupees
Revenue
Stamp
here**

Note ; This Instrument Of Proxy shall be deposited at the Registered office of the Company not less than 48 (Forty Eight) Hours before the time of the meeting.

TIRUPATI INDUSTRIES (INDIA) LIMITED

Regd. Office : 17/1, M.I.D.C., TALOJA, DIST.RAIGAD.

Entrance Pass

To be presented at the entrance
17/1, M.I.D.C., TALOJA, DIST.RAIGAD
Maharashtra.
Saturday 29.09.2007.

Folio No. _____ No.Of Shares held _____

Signature _____

**ONLY SHAREHOLDERS OR THEIR PROXIES
ARE ALLOWED TO ATTEND THE MEETING**

: BOOK -POST :

If Undelivered , please return to :

TIRUPATI INDUSTRIES (INDIA) LIMITED
17/1, M. I. D. C., TALOJA,
DIST. RAIGAD.
Maharashtra.