

23rd
Annual Report
2009-2010

Tirupati Foam
Limited

Tirupati Foam Limited

BOARD OF DIRECTORS

Mr. Venibhai B Purohit
Mr. Manharlal A Mehta
Mr. Roshan P Sanghvi
Mr. Babulal N Shah
Mr. Satish A Mehta
Mr. Deepak T Mehta
Mr. Mukesh B Shah
Mr. Mukesh B Kothari

AUDITORS

M/s. Mayank Shah & Associates
Chartered Accountants,
706, Mahakant,
Opp. V.S. Hospital, Ellisbridge,
Ahmedabad – 380 006

COMPANY SECRETARY (Consulting)

Mr. D.A Rupawala

BANKERS

Bank of India
Ellisbridge Branch
Ahmedabad – 380 006

REGISTERED OFFICE

Tirupati House, 4th Floor,
Nr. Topaz Restaurant, University Road,
Polytechnic Char Rasta, Ambawadi,
Ahmedabad – 380 015
Gujarat, INDIA

FACTORY

Plot No. 4,
Block No. 65, Khatraj,
Kalol, Gandhinagar
Gujarat

PROPOSED FACTORY

Plot No. 4, Echotech I,
Extension Greater Nodia Ind Area
Dist: Gautambuddh Nagar,
Uttar Pradesh

NOTICE

NOTICE is hereby given that 23rd Annual General Meeting of the Members of **Tirupati Foam Limited**, will be held on Thursday, 30th September, 2010 at 3.30 p.m. at Tirupati House, 4th Floor, Nr. Topaz Restaurant, University Road, Polytechnic Char Rasta, Ambawadi, Ahmedabad – 380 015 to transact following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2010 and Profit and Loss Account for the year ended on that date together with the Director's Report and Auditor's Report thereon.
2. To declare dividend on Equity Shares for the year end 31st March 2010.
3. To appoint a Director in place of Mr. Venibhai Purohit, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Manharlal Mehta, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors of the Company and fix their remuneration.

Date: 07.09.2010
Place: Ahmedabad

By order of the Board
For Tirupati Foam Ltd.,

Roshan P Sanghvi
Managing Director

Redg. Office:
Tirupati House, 4th Floor,
Nr. Topaz Restaurant, University Road,
Polytechnic Char Rasta, Ambawadi,
Ahmedabad – 380 015

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORISED REPRESENTATIVES ARE REQUESTED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORISING THEIR REPRESENTATIVES TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING.

2. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday 27th September, 2010 to Thursday, 30th September, 2010 (both days inclusive).
3. Members are requested to notify promptly any change in their addresses to our Registrar and Transfer Agent viz. Sharepro Services (India) Private Limited, 416-420, 4th Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbridge, Ahmedabad – 380 006.
4. Additional details in terms of Clause 49 of Listing Agreement in respect of Directors being re-appointed are given as under.
5. Shareholders intending to require information about Accounts to be explained in the meeting are requested to inform the company at least 7 days in advance of the Annual General Meeting.

DIRECTORS' REPORT

Dear Members,

The Board of Directors presents the 23rd Annual Report and the Audited Statement of Accounts the Company for the year ended March 31, 2010.

FINANCIAL RESULTS

The working results of the Company for the year ended 31st March 2010 are as follows:

	<u>2009- 2010</u>	<u>2008- 2009</u>
Total Income including other income	49,27,66,499	45,46,05,108
Gross Profit before depreciation and tax	3,54,98,880	2,60,70,596
Less : Depreciation	54,94,274	59,43,148
Less: Provision of taxation		
Current Tax	1,06,25,000	72,00,000
Fringe Benefit Tax	0.00	2,30,000
Deferred Tax	(12,66,070)	(7,51,002)
Net Profit after depreciation & taxation	2,06,36,676	1,34,48,450
Add : Opening Balance in P & L A/c	2,25,59,156	2,04,32,645
Add: Prior Year Income	43,810	0.00
Available for Appropriation	4,32,39,642	3,38,81,095
Proposed Dividend	88,14,000	88,14,000
Distribution Tax	14,97,939	14,97,939
Transfer to general reserve	15,50,000	10,10,000
Surplus carried Forward	3,13,77,703	2,25,59,156

OPERATIONS

The Company was able to achieve Sales including other income of `4927.66 Lacs as compared to `4546.05 Lacs for the Previous Year. The Profit before Tax and Depreciation was `354.99 Lacs for period under review as compared to `260.70 Lacs for the Previous Year.

The Net Profit after making the provision for Depreciation and Taxation stood at `206.37 Lacs as against `134.48 Lacs for the previous year.

Your Directors are please to report that in spite of fierce competition the company was able to perform well due to well accepted quality products and well established marketing network of dealers throughout the India.

During the year company has incurred Capital Expenditure of `84,76,976/-.

NEW FACTORY

The company has started setting up of new factory at Plot No. 4, Echotech I, Extension Greater Nodia Ind Area Dist: Gautambuddh Nagar, Uttar Pradesh at the total cost of Rs.38.25 Crores with the help of internal accruals and term financing from banks / institute to cater the Northern Indian Market.

DIVIDEND

The Directors recommend 20 % Dividend on Equity Shares for the Year ending 31st March 2010, if approved by the Shareholders at the Annual General Meeting to be held on 30th September, 2010.

FIXED DEPOSIT

The Company has not accepted any deposit under the provision of Section 58-A of the Companies Act, 1956 as applicable.

INSURANCE

The assets of the company are adequately insured against the loss of fire and other risks which considered necessary by the management.

DIRECTORS

At the ensuing Annual General Meeting, Mr. Venibhai Purohit and Mr. Manharlal Mehta, Director of the Company retire by rotation and being eligible seek re-appointment.

INFORMATION PURSUANT TO SECTION 217 OF THE COMPANIES ACT, 1956

- a) Conservation of energy & technology absorption information pursuant to Clause (e) subscription (i) of section 217 of the Companies Act, 1956 read with the Companies (disclosure of particulars in the Report of Board of Directors) Rules 1988 and forming part of this report as given in Annexure.

ENERGY CONSUMPTION

Total energy consumption and energy consumption per unit of production are as under:

			<u>2009-2010</u>	<u>2008-2009</u>
1	Electricity			
	a) Purchased			
	Units	Kwh	391622	370816
	Total amount	`	2348278	2107062
	Rate / Unit	`	6.00	5.68
	b) Own Generation			
	(i) Through Diesel Generator			
	Units		13447	12935
	Unit per ltr of Diesel Oil		1.37	2.39
	Cost / Unit		26.67	20.77
	(ii) Through Steam Turbine Generator			
	Units			
	Diesel :			
	Quantity	Ltrs	NIL	NIL
	Total Amount	`	NIL	NIL
	Average rate	`	NIL	NIL

AUDIT COMMITTEE

The Audit Committee consisting of Independent Directors Mr. Venibhai Purohit, Mr. Manharlal A. Mehta and Mr. Mukesh B. Kothari, satisfying the requirements of section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with Stock Exchange.

TECHNOLOGY ABSORPTION AND ENERGY CONSERVATION

The Company does not deploy any foreign technology. The Management of the company is well conversant with technology.

As power and energy expenditure are not main cost constituent of company's overall product costing so at present company is not required to take conservation measures.

- a) There is no Foreign exchange earnings. The Foreign exchange out go towards imports of raw material, capital goods and expenses are ` 518.26 Lacs.
- b) Particulars of employees

The information required to be submitted under section 217 (2A) of the Companies Act, 1956 read with the Companies (particulars of employees) rules 1975 is not applicable as there is no employees drawing the stipulated remuneration.

AUDITORS & AUDITORS REPORT

M/s Mayank Shah & Associates, Chartered Accountants retires at the forthcoming Annual General Meeting and have confirmed their eligibility and willingness to accept the office if re-appointed.

The auditors have qualified their report for non compliance of Accounting Standard AS-15 regarding non provision of gratuity. The directors are taking adequate steps to ascertain gratuity and make provision from current year. The non provision of gratuity will not have material impact on profits of the company.

Notes forming part of the accounts are self explanatory and therefore, do not require any further comments.

CORPORATE GOVERNANCE

Your company is committed to the tenets of good Corporate Governance and has taken adequate steps to ensure that the requirements of Corporate Governance as laid down in Clause 49 of the Listing Agreement are complied with.

A separate report of Corporate Governance and a Management Discussion and Analysis Report are being published as a part of the Annual Report of the company.

The Auditors of the company have certified that conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement are complied by the company and their Certificate is annexed to the Report on Corporate Governance.

HUMAN RESOURCE

The company considers its employees as its most valuable assets. The company focuses on building an organization through induction and development of talent to meet current and future needs.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956 your Directors confirm the following.

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed. There are no material departures from the applicable accounting standards.
2. such accounting policies and applied them consistently and made judgments and estimates, which are reasonable and prudent, so as to give true and fair view of the state of affairs of the company at the end of the financial year ended on 31st March, 2010 and of the profit of the company for that period.
3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
4. the statements of accounts for the year ended 31st March 2010 have been prepared on a going concern basis.

ACKNOWLEDGEMENT

Your Directors would like to appreciate the efforts of the company's employees for their continued co-operation and unstinted support extended to the Company. The support of all lenders including Commercial Banks, vendors and buyers has also been invaluable to the company's performance and your directors take this opportunities to appreciate it deeply. The Directors gratefully thank the Shareholders for the confidence reposed in the Company.

Date: 07.09.2010
Place: Ahmedabad

By order of the Board

Roshan P. Sanghvi
Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

DISCLAIMER

Readers are cautioned that this discussion and analysis contains forward looking statements that involve risks and uncertainties. The company undertakes no obligations to publicly update or revised any forward looking statements, whether as a result of new information, future events, or otherwise, Actual results, performance or achievements, risks and opportunities could differ materially from those expressed or implied in these forward looking statements.

OVERVIEW

Although volatile and uneven, the Indian economy recovered in 2009-10. Specifically the latter half of 2009-10 saw a significant improvement with the positive turnaround of the industrial and external trade segments of the Indian economy.

Industry Structure and Development

The financial year 2009-10 was a challenging one for most of the economies globally. Flexible Polyurethane Foam industry also remained under pressure and there was no significant growth.

Your Company registered flat sales during the year.

Despite falling prices and intense competition from imported as well as low cost producers, your Company was able to sustain its performance due to introduction of new products and improvement in product efficiency. The brand "Sweet dream" of the company was extensively advertised through various modes and dealership network and loyalty helped the company to achieve targets during the year under review.

Opportunities, Threats, Risks, Concern & Future Outlook

There is considerable scope for growth of ufoam industry because of increased usage of foam products in day-to-day life. However competition from importers and unorganized sector has been increasing day by day. Therefore the Indian industry will have to really strive hard to sustain against global competition as well as competition from unorganized markets. The steep competition has led to reduction in prices and increased expenses on promotional front. Therefore, the Company has to resort to an aggressive marketing campaign and thereby fetching higher volumes in the products positioned in lower and middle category segment at one hand and the higher realization from the products positioned in premium segment.

Segment Wise Performance

As such the Company deals only in one segment – Flexible polyurethane foams, hence there is no specific differential information pertaining to this section.

Financial Performance

The sales for the year ended 31st March 2010 were ` 4878.34 Lacs as compared to ` 4528.58 Lacs for the previous year. The Profit before Depreciation & Taxation was ` 354.99 Lacs for the year under review as compared to ` 260.70 Lacs for the previous year. The Company Registered Net Profit after tax and exceptional item of ` 206.37 Lacs for the year as compared to the Net Profit of ` 134.48 Lacs during the previous year.

Internal Control Systems and Their Adequacy

The Company has adequate Internal control systems commensurate with its size and operations to ensure orderly and efficient conduct of business while safeguarding the assets, quality, safety, procurements, finance and accounts and reducing and detecting error.

The Company also has appointed an external firm of Chartered Accountants to supplement the efficient Internal Audit.

Material Development in Human Resources and Industrial Relations Front

The Company routinely undertakes employee development activities keeping in mind the professional requirements of the employees as well as the growth of the Company.

The Industrial Relations were cordial throughout the year with no incidence of strike or lockouts.

CORPORATE GOVERNANCE

Company's Philosophy on Code of Corporate Governance

The company's philosophy on Corporate Governance is to attain the highest level of transparency, accountability and integrity. This objectives extends, not merely to meet with statutory requirements but also to go beyond them by putting into place procedures and systems which are in accordance with best practices for governance. The board of directors supports the board principles of Corporate Governance and lays strong emphasis on its trusteeship role to align and direct the actions of the organizations to achieve its avowed objectives of transparency, accountability and integrity.

BOARD OF DIRECTORS

The Company's board comprises of 8 Directors with a mix of executive/non-executive and promoter/independent directors. The composition of Board complies with the requirements of the corporate governance code with more than 50% of the Directors being non-executive Directors and more than 33% of the Directors being independent Directors.

6 Board meetings were held during the financial year 2009-10. The dates on which Board Meetings were held are as follows:

1. 14th April, 2009
2. 29th April, 2009
3. 31st July, 2009
4. 5th September, 2009
5. 31st October, 2009
6. 30th January, 2010

The names and categories of the Directors of the board, their attendance at Board Meetings held during the year and the numbers of Directorship and Committee Chairperson / Membership held by them in other companies is given below. Other Directorship do not include alternate directorship, directorship of private limited companies and of the companies incorporated outside India. Chairmanship / Membership of Board Committee include only audit and shareholders / investors grievance committee.

A. The constitution of the Board as on 31.03.2010

Name of the Director	Category	No. of other Directorship held in public companies in India.	No. of other Board committees of which Member / Chairman	Board meeting attended	Attendance at the last AGM
Mr. Venibhai B. Purohit	Chairman & Independent Director	0	0	6	Yes
Mr. Manharlal A Mehta	Vice Chairman & Independent Director	0	0	5	Yes
Mr Roshan P Sanghvi	Managing & Executive Director	0	0	6	Yes
Mr. Babulal N. Shah	Jt. Managing & Executive Director	0	0	5	Yes

Mr. Deepak T. Mehta	Executive & Director	0	0	6	Yes
Mr. Satish A. Mehta	Executive Director &	0	0	6	Yes
Mr. Mukesh B. Shah	Executive Director & Independent	0	0	5	Yes
Mr. Mukesh B. Kothari	Director & Independent	0	0	6	Yes

NOTES:

1. This number excludes the directorships/committee memberships held in private companies and also of the Company.
2. As required by the Companies Act, 1956 and Clause 49 of Listing Agreement, none of the directors hold directorship in more than 15 public companies, membership of board committees (audit / remuneration / investors grievance committees) in excess of 10 and chairmanship of board committees as aforesaid in excess of 5.

None of the Non-executive Directors has any pecuniary relationship. Non-executive Directors have no transaction with the company. The details of sitting fees, commission and remuneration paid to each director appear later under the disclosure relating to Remuneration to Directors.

The Directors seeking Reappointment in the forthcoming annual General Meeting are Mr. Venibhai Purohit and Mr. Manharlal Mehta.

Details of Directors being re-appointed

As per the statute, two-third of the Directors should be retiring Directors, One-third of these retiring Directors are required to retire every year and if eligible, these Directors qualified for re-appointment.

Accordingly Mr. Venibhai Purohit and Mr. Manharlal Mehta retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

A brief resume of Directors appointed/eligible for re-appointment are as follows:

Mr. Manharlal A Mehta, aged about 60 years is Diploma in Mechanical Engineering & in Automobile Engineering and is having 33 years experience in manufacturing stainless steel utensils & electronic items. He is not on board of any other public company as Director.

Mr. Venibhai Purohit, aged about 72 years has vast experience in business which helps to the company. He is not on board of any other public company as Director.

Remuneration to Directors

Name of Director	Sitting Fees	Salary & Perks	Total Rs.
Mr. Roshan P. Sanghvi	---	2,40,000	2,40,000
Mr. Babulal N. Shah	---	84,000	84,000
Mr Deepak T. Mehta	---	1,08,000	1,08,000
Mr. Satish A. Mehta	---	2,40,000	2,40,000

Information Placed before the Board Of Directors

All major decisions regarding resource mobilization, capital expenditure, etc. are considered by the Board, in addition to day-to-day matters, which are statutorily required to be placed before the Board of Directors for its approval. Following information is regularly put up before the Board for its consideration and approval:

- Review of operational results
- Quarterly financial results

- Minutes of the meeting of Audit Committee, Remuneration Committee as well as Shareholder's/Investors' Grievance Committee of the Board.
- Compliance with various statutory requirements.

The Board is informed of all material, financial and commercial decision from time to time.

Audit Committee

The Audit Committee was constituted in Board Meeting. The committee comprises of Mr. Venubhai B. Purohit, as the Chairman of the Committee and Mr. Manharlal A. Mehta, Mr. Mukesh B. Kothari, as Members.

The above composition meets all the requirements of Clause 49 of Listing Agreement and Section 292A of the Companies Act, 1956. The Manager (Operation) acts as the Secretary of the Audit Committee.

The terms of reference of Audit Committee are wide enough covering the matters specified for Audit Committee under the Listing Agreement. The Auditors of the Company and Senior personnel are invited to attend the meetings of the Audit Committee.

Meeting and the attendance during the year:

There were 4 meetings of the Audit Committee held during the period 2009-10. The attendance of each members of the Committee is given below.

Name of the Director	Category	No. Of Meeting attend
Mr. Venubhai B. Purohit	Chairman & Independent Director	4
Mr. Manharlal A. Mehta	Vice- Chairman & Independent Director	4
Mr. Mukesh B. Kothari	Director & Independent Director	4

The Audit Committee was held on 04.09.2010 to consider and recommend to the Board the Audited Financial Results for the period ended 31st March 2010.

Investors' Grievance Committee

The Shareholders Grievance Committee as a sub-committee of the Board has been constituted by the Board of Directors to focus on servicing of shareholder requirements. The committee comprises of Mr. Venubhai B. Purohit as the Chairman of the Committee and Mr. Manharlal A. Mehta and Mr. Mukesh B Kothari as Members.

There were 4 meetings of the Grievance Committee held during the period 2009-10. The attendance of each member of the Committee is given below.

Name of the Director	Category	No. of Meeting attend
Mr. Venubhai B. Purohit	Chairman & Independent Director	4
Mr. Manharlal A. Mehta	Vice chairman & Independent Director	4
Mr. Mukesh B. Kothari	Director & Independent Director	4

Mr. Deepak T Mehta, Executive Director provides secretarial support to the Committee and is also the designated Compliance Officer for such matters.

The equity shares of the Company are compulsorily traded in electronic form on the stock exchanges and hence the handling of physical transfer of shares is minimal.

There were no pending transfers of equity shares as at 31st March 2010.

Remuneration Committee

The Remuneration Committee as a sub-committee of the Board was constituted by the Board of Directors to determine and recommend to Board, the company's policies on remuneration packages for executive and non-executive directors. The committee comprises of Mr. Venibhai B. Purohit Joshi as the Chairman of the Committee and Mr. Manharlal A. Mehta and Mr. Mukesh B. Kothari as Members.

During the year, the remuneration committee met once in which all the three members were present.

The company pays remuneration to its Managing Director by way of Salary, Perquisites and allowances, as approved by the members in the General Meeting. The details of remuneration paid to directors are provided elsewhere in this report under the head Remuneration to Directors.

Subsidiary Companies

The company does not have any subsidiary.

Risk Management

The company manages risks as an integral part of its decision making process and has a structured framework for risk assessment and minimization procedures.

CEO/CFO Certification

In terms of the requirements of Clause 49 (v) of the Listing Agreement the CEO have submitted necessary certificate to the Board at its meeting held on 4th September, 2010 stating the particulars specified under the said clause.

Investors' Grievances

At each meeting of the Investors' Grievances Committee, all matters pertaining to investors including their grievances and redressal are reported.

General Body Meetings

The last three Annual General Meetings of the company were held as under:

AGM	Date	Time	Venue	No. of special Resolution passed
20 th AGM	29/09/2007	11.00 a.m.	502, Harekrishna Complex Opp. Kothawala Flats, Ellisbridge, Ahmedabad-380 006.	-
21 st AGM	30/09/2008	11.00 a.m.	Tirupati House, 4 th Floor, Nr. Topaz Restaurant, University Road, Polytechnic Char Rasta, Ambawadi, Ahmedabad – 15	-
22 nd AGM	30/09/2009	11.00 a.m.	Tirupati House, 4 th Floor, Nr. Topaz Restaurant, University Road, Polytechnic Char Rasta, Ambawadi, Ahmedabad – 15	-

Resolutions at above Annual General Meetings were passed by show of hands and by Poll. None of resolutions placed before the previous AGM required a postal ballot under section 192A of the Companies Act, 1956. Similarly no special resolution requiring a postal ballot is being proposed at the ensuing AGM.

Disclosures

- a. There were no materially significant related party transaction i.e. transactions of the company of material nature with its promoters the directors of the management their subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large. The related party transactions are duly disclosed in the Notes on Accounts to the Balance Sheet
- b. There were no cases of non-compliances by the company and no penalties, strictures were imposed on the company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last year
- c. No treatment different from the Accounting Standards, prescribed by the Institute of Chartered Accountants of India, has been followed in the preparation of Financial Statements except non compliance of AS-15 regarding provision of gratuity.
- d. The company has complied with the mandatory requirements of Clause 49 of the Listing Agreement
- e. The company at present has adopted the non-mandatory requirements in regard to constitution of Remuneration Committee.

Secretarial Audit

Pursuant to Clause 47(C) of the Listing Agreement with Stock Exchanges, certificate on half yearly basis has been filed with the Stock Exchanges for due compliance of share transfer formalities by the company obtain from qualified company secretary.

A qualified practicing chartered accountant carried out quarterly secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) and the total issued and listed capital. The audits confirmed the total issued / paid-up capital is in agreement with the aggregate of total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Means of Communication with shareholders:

- (i) Quarterly Results : Quarterly and half yearly results were taken on record by the Board of Directors and submitted to the Stock Exchanges in terms of the requirements of clause 41 of the Listing Agreement. The results were also published in two newspapers, Western Times (Both edition Gujarati & English).
- (ii) Website : www.tirupatifoam.com
- (iii) Compliance Officer : Mr. Deepak T Mehta
Add: Tirupati House, 4th Floor, Nr. Topaz Restaurant,
University Road, Polytechnic Char Rasta,
Ambawadi, Ahmedabad – 380 015
- E-mail: tirufoam@tirupatifoam.com
Tel. No: 079 – 26304652

Means of Communication

During the year, quarterly, half-yearly and annual financial results of the Company were submitted to the stock exchanges immediately after the conclusion of the Board Meetings and were also published within 48 hours in Western Times (Both edition Gujarati & English).

Shareholders' Information

Registered Office: Tirupati House, 4th Floor, Nr. Topaz Restaurant,
University Road, Polytechnic Char Rasta,
Ambawadi, Ahmedabad – 380 015
Phone: 079-26304652 – 55

Plants: Plot No 4, Block No. 65, Khatrej, Kalol, Gandhinagar, Gujarat.

Date, time, venue of Annual General Meeting

The 23rd Annual General Meeting of the members of the Company is scheduled to be held on Thursday, the 30th September 2010 at 3.30 p.m. at Tirupati House, 4th Floor, Nr. Topaz Restaurant, University Road, Polytechnic Char Rasta, Ambawadi, Ahmedabad, – 380 015. All the members are invited to attend the meeting.

The Members/Proxies who intend to attend the meeting are requested to bring the Attendance Slip sent herewith duly filed in to the meeting.

Financial calendar

- Financial year for 2010-2011
- Results were announced on
 - Quarter ending June 2010 July 2010
 - Quarter ending September 2010 October 2010
 - Quarter ending December 2010 January 2011
 - Quarter ending March 2011 April 2011
 - Annual General Meeting 2010-11 September 2011

Book Closure Dates: Monday, 27th September, 2010 to
Thursday, 30th September 2010 (both days inclusive)

Annual General Meeting: Thursday, 30th September 2010

Details of Shares

Types of Shares : Equity Shares
No. Of paid up shares : 44,07,000
Market lot of shares : 1 share

Stock Code	:	Name of Stock Exchange	Code No.
		Ahmedabad Stock Exchange	61062
		Vadodara Stock Exchange	NIL
		Bombay Stock Exchange (Indonext)	590035

Listing : The Company's shares are listed and traded on the Stock Exchanges at Ahmedabad and Vadodara The Company has paid Listing fees for both Bombay Stock Exchange (*Indonext*), Vadodara Stock exchange and Ahmedabad Stock Exchange for Financial Year 2010-11.

Stock Data:

The Shares are not traded on Ahmedabad and Vadodara Stock Exchanges during the year hence monthly share price data are not given.

The Shares are occasionally traded on Bombay Stock Exchange (Indonext) platform. The Share price are as under:

Month	No. of Shares	Highest	Lowest
April	2	62.25	62.25
May	959	59.15	43.65
June	32963	58.00	34.90
July	43034	69.70	53.00
August	25	64.15	60.95
September	6471	54.90	41.15
October	4620	52.40	39.75
November	22464	54.50	46.35
December	6748	65.70	48.45
January	1857	67.90	56.00
February	501	84.70	67.00
March	844	84.00	69.90

Shares held in physical and dematerialized form

The Company's shares are compulsorily traded in dematerialized mode. As on 31st March, 2010, 93.35% share were held in dematerialized form and balance 6.65 % shares were held in physical form. Those shareholders whose shares are held in physical form are requested to dematerialize the same at the earliest in their own interest. The demat security code (**ISIN**) for the equity shares is **INE7115G01015 (For both NSDL & CDSL)**

Distribution of Shareholding as on 31st March 2010

No. of shares held	No. of members	Percentage	No. of shares held	Percentage
Upto 500	767	78.67	156292	3.55
501 1000	71	7.28	66974	1.52
1001 2000	32	3.28	52493	1.19
2001 3000	22	2.26	53424	1.21
3001 4000	2	0.21	6700	0.15
4001 5000	4	0.41	20000	0.45
5001 10000	13	1.33	87185	1.98
Above 10000	64	6.56	3963932	89.95

Source: BSE websites

Category wise distribution of shareholding as on 31st March, 2010

Description	No. of members		No. of shares	
	Nos.	%	Nos.	%
Resident Individual (incl.HUF)	905	93	2050396	46.52
Directors & Relatives	47	5	2302450	52.25
Non Resident Individual				
Bodies Corporate	23	2	54154	1.23
Mutual Fund,Nationalise Bank etc. Clearing Member Pool A/c.				

Detail of Dividend

The Board of Directors has proposed dividend `2 per share having Nominal value of `10 each. The dividend will be paid on 15th October, 2010 if approved at the Annual General Meeting.

Outstanding GDRS/ADRS/Warrants/Any other Convertible Instruments

Nil

Nomination Facility

It is in the interest of the Shareholders to appoint nominee for their investments in the Company. Those members who are holding shares in physical mode and has not appointed nominee or want to change the nomination, are requested to send us nomination form duly filled in and signed by all the joint holders.

Appointment of Registrar & Transfer Agent

In terms of SEBI circular D&CC/FITTC/CIR-15/2002 dated December 27, 2002, the Company has appointed M/s. Sharepro Services (India) Private Limited of Ahmedabad (details as mentioned below) as our Share Transfer Agent (R&T Agent) for physical as well as dematerialized shares.

Changes in Shareholders Details

In case you are holding your shares in dematerialized form (e.g. in electronic mode), communication regarding change in address, bank account details, change in nomination, dematerialization of your share certificates or other inquiries should be addressed to your DP where you have opened your Demat Account, quoting your client ID number. In case of physical holding of shares, any communication for change of any details should be address to our R&T agent of the company M/s. Sharepro Services (India) Private Limited., as per address mentioned below.

Investors Communication

Share Transfers/Dematerialization or other queries relating to Shares of the Company should be addressed to:

M/s. Sharepro Services (India) Private Limited
Unit: Tirupati Foam Ltd.,
416-420, 4th Floor, Devnandan Mall,
Opp. Sanyas Ashram, Ellisbridge, Ahmedabad – 380 006
e-mail : sharepro@shareproservices.com

CHIEF EXECUTIVE OFFICER'S CERTIFICATE

The Board of Directors
Tirupati Foam Limited
Ahmedabad

Re: Financial Statements for the year 2009-10 - Certification by CEO

I Deepak T. Mehta, Executive Director of Tirupati Foam Limited, on the basis of review of the financial statements and the Cash Flow Statement for the financial year ending 31st March, 2010 and to the best of my knowledge and belief, I hereby certify that:

1. These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of my knowledge and belief, no transaction entered into by the Company during the year ended 31st March, 2010 which is fraudulent, illegal or violative of the Company's Code of Conduct.
4. I accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee those deficiencies, of which I am aware, in the design or operation of the internal control systems and that I have taken the required steps to rectify these deficiencies.
5. I further certify that:
 - a. there have been no significant changes in internal control during this year.
 - b. there have been no significant changes in accounting policies during this year.
 - c. there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems.

DEEPAK T. MEHTA
Executive Director

Place: Ahmedabad
Date: 07.09.2010

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
TIRUPATI FOAM LIMITED

We have examined the compliance of conditions of corporate governance by Tirupati Foam Limited (the Company) for the year ended 31st March 2010 as stipulated in Clause 49 of the listing agreement of the Company with Stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above-mentioned listing agreements.

We state that no investor grievances were pending for a period exceeding one month against the Company as per records maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Mayank Shah & Associates
Chartered Accountants
(FIRM REGN NO.106109W)

Place: Ahmedabad
Date: 07.09.2010

(M.S. Shah)
Partner
Mem. No. 44093

AUDITOR'S REPORT

To,
The Members of
TIRUPATI FOAM LIMITED.

We have audited the attached Balance Sheet of TIRUPATI FOAM LIMITED as at 31st March, 2010 and also the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date annexed thereto. 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.

1. We conducted our audit in accordance with auditing standards generally accepted in India. These 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.
2. As required by the Companies (Auditors' Report) Order, 2003 as amended by The Companies (Auditor's Report) Amendment Order, 2004 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
3. Further to our comments in the annexure referred to in paragraph 2 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 it appears from our examination of those books;
 - c. The Balance Sheet, Profit & Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, Profit & Loss Account and the Cash Flow Statement dealt with by this report complies with the accounting standards referred to in Sub - section 3 [c] of section 211 of the Companies Act, 1956 except AS-15 (Revised-2005).
 - e. On the basis of written representations received from the Directors, and taken on record by Board of Directors, we report that none of the Directors are disqualified as on 31st March 2010 from being appointed as director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with the notes thereon and subject to Note No.4 (regarding Non Provision of future liability of Gratuity) of Schedule-Q give the information required by the Companies Act, 1956 in manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(i). In case of Balance Sheet, of the state of affairs of the company as at 31st March 2010.

(ii). In case of the Profit & Loss Account, of the profit for the year ended on that date.

(iii). In case of the Cash Flow Statement, of the cash flows for the year ended on that date.

FOR MAYANK SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
(FIRM REGN. NO:-106109W)

PLACE: AHMEDABAD
DATE : 07.09.2010

(M.S.SHAH)
PARTNER
M.NO. 44093

ANNEXURE TO THE AUDITORS' REPORT

(Annexure referred to in paragraph 2 of our Auditors Report of even date on financial statements of Tirupati Foam Ltd for the year ended on 31/03/2010)

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that:-

1.
 - a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) The fixed assets of the company have been physically verified by the Management at reasonable intervals and no material discrepancies have been noticed on such verification.
 - c) During the year, company has not disposed off any substantial/major part of Fixed Assets.
2.
 - a) As explained to us, the inventory has been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of inventory, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
3.
 - a) According to the information and explanations given to us, the company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
 - b) As the company has not granted any loans to parties covered in the register maintained under section 301 of the Companies Act , the clause of rates of interest and other terms & condition is not applicable to the company.
 - c) As the Company has not granted any loans to parties covered in the register maintained under section 301 of the Companies Act, the clause of repayment of principal amount is not applicable to the company.
 - d) According to the information and explanations given to us, the company had taken unsecured loans from 50 (Fifty) parties listed in the register under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.365.00 Lacs and year-end balance was Rs.187.83 Lacs.
 - e) According to the information and explanations given to us, the rate of interest and other terms and condition of loans taken by the company, secured or unsecured, are not prejudicial to the interest of the company.

- f) According to the information and explanation given to us, repayment of the principal amount is as stipulated and payments of interest have been regular.
4. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to the purchase of inventory and fixed assets, and with regard to the sale of goods. During the course our audit, no major weakness has been noticed in the internal controls.
 5. To the best of our knowledge and belief and as explained to us the Company has not entered into any transactions required to be entered in the register maintained under Section 301 of the Companies Act, 1956. Therefore, clause 4(v)(b) of the order is not applicable.
 6. In our opinion and according to the information and explanation given to us, the company has not accepted deposits from the public within the meaning of section 58A and 58AA of the Companies Act, 1956 and the rules framed there under.
 7. In our opinion, the company has internal audit system commensurate with the size and nature of its business.
 8. We have been informed that the Central Government has not prescribed maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956.
 9.
 - a) According to the records of the company and information and explanations given to us the company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Excise Duty, Custom Duty Service Tax, Cess, Investor Education and Protection Fund and any other statutory dues as applicable to it, with the appropriate authorities during the year. As explained to us, no undisputed amounts payable were in arrears at 31st March, 2010 for a period of more than six months from the date they became payable.
 - b) According to the records of the company and information and explanations given to us, there is no disputed statutory due payable by the company.
 10. The company has no accumulated losses at the end of the financial year and it has not incurred cash losses during current and immediately preceding financial year.
 11. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The Company had no transaction with financial institution and held no debentures outstanding during the year.
 12. According to the information and explanation given to us the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
 13. The Company is not a chit fund or a nidhi / mutual benefit fund or society. Therefore clause 4 (xiii) is not applicable to the company.

14. The Company is not dealing or trading in shares or securities, debentures and other investments. Therefore clause 4(xiv) is not applicable to the Company.
15. According to the information & explanations given to us the Company has not given guarantee for loans taken by others from banks or financial institutions.
16. Company has not raised any new term loans during the year. Therefore clause 4(xvi) is not applicable to the Company.
17. According to the information and explanation given to us and on an overall examination of the Balance Sheet of the company we report that no funds raised on short-term basis have been used for long-term investment by the company.
18. The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Companies Act, 1956.
19. The Company did not have any outstanding debentures during the year.
20. The company has not raised money by any public issues during the year and hence the question of disclosure and verification of end use of such money does not arise.
21. During the course of our examination of the books of account and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

FOR MAYANK SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
(FIRM REGN. NO:-106109W)

(M.S.SHAH)
PARTNER
M.NO. 44093

PLACE : AHMEDABAD
DATE : 07.09.2010

TIRUPATI FOAM LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2010

PARTICULARS		SCHEDULE	31/03/2010 AMOUNT RS.	31/03/2009 AMOUNT RS.
I.	SOURCES OF FUNDS			
1	Shareholder's Funds			
	i) Share Capital	A	44,070,000	44,070,000
	ii) Equity Share Warrant	B	-	-
	iii) Reserves & Surplus	C	103,303,325	92,934,778
2	Loan Funds			
	i) Secured Loans	D	43,308,754	34,035,129
	ii) Unsecured Loans	E	22,550,922	24,773,572
3	Deferred Tax Liability		3,610,500	4,876,570
4	Deferred Sales Tax Liability		6,322,141	14,568,997
	TOTAL RS..		223,165,642	215,259,046
II.	APPLICATION OF FUNDS			
1	Fixed Assets :	F		
	Gross Block		128,672,298	129,630,579
	Less: Depreciation		71,740,627	70,643,800
	Net Block		56,931,671	58,986,779
2	Investments	G	2,500	2,500
3	i) Current Assets, Loans & Advances	H		
	a) Inventories		74,772,013	49,434,125
	b) Sundry Debtors		120,894,412	123,826,951
	c) Cash and Bank Balances		5,617,001	12,914,754
	d) Loans & Advances		48,823,782	25,420,310
			250,107,209	211,596,140
	Less :			
	ii) Current Liabilities & Provisions	I		
	a) Current Liabilities		55,508,799	26,019,433
	b) Provisions		28,366,939	29,306,939
			83,875,738	55,326,372
	Net Current Assets (i - ii)		166,231,471	156,269,767
4	Miscellaneous Expenditure (to the extent not written off or adjusted)		-	-
	TOTAL RS..		223,165,642	215,259,046
	Notes on accounts	Q		

As per our report of even date attached.

FOR **MAYANK SHAH & ASSOCIATES**
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD

(FIRM REGN. NO:-106109W)

(M.S.SHAH)
PARTNER
M.No. 44093

(ROSHAN P.SANGHVI) (DEEPAK T. MEHTA) (SATISH A. MEHTA)
MANAGING DIRECTOR EXECUTIVE DIRECTOR EXECUTIVE DIRECTOR

Place: Ahmedabad
Date : 07.09.2010

Place: Ahmedabad
Date : 07.09.2010

TIRUPATI FOAM LIMITED
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31-03-2010

PARTICULARS		SCHEDULE	31/03/2010 AMOUNT RS.	31/03/2009 AMOUNT RS.
I.	INCOME			
	Sales (Net)	J	487,833,714	452,858,228
	Goods Burnt by Fire		592,652	-
	Other Income	K	4,340,134	1,746,880
	TOTAL RS.		492,766,499	454,605,108
II.	EXPENDITURE			
	Raw Material Consumption & Stock Variation	L	423,528,614	392,280,125
	Manufacturing expenses	M	8,180,393	6,767,080
	Administrative & General Expenses	N	7,665,999	9,693,905
	Selling Expenses	O	12,318,685	12,059,298
	Financial Charges	P	5,582,929	7,734,103
	Depreciation		5,494,274	5,943,148
	TOTAL RS.		462,770,893	434,477,660
	Profit Before Tax		29,995,606	20,127,448
	Exceptional Item (Note 11 on sch-Q)		-	-
	Profit before tax		29,995,606	20,127,448
	Provision for Tax			
	Current Taxation		10,625,000	7,200,000
	Fringe Benefit Tax		-	230,000
	Deferred Tax		(1,266,070)	(751,002)
			9,358,930	6,678,998
	Profit After Tax		20,636,676	13,448,450
	Balance Brought Forward		22,559,156	20,432,645
	Excess Tax Provision for earlier years		43,810	-
	Balance available for appropriation		43,239,642	33,881,095
	APPROPRIATIONS			
	Proposed Dividend		8,814,000	8,814,000
	Distribution Tax on Proposed Dividend		1,497,939	1,497,939
	Transfer to General Reserve		1,550,000	1,010,000
	Balance Carried Forward		31,377,703	22,559,156
			43,239,642	33,881,095
	Earning per Equity share of Rs.10/- each (Note 16 on Schedule-Q)			
	on profit after Tax and before exceptional item			
	Basic and diluted (Rs)			3.46
	on profit after Tax			
	Basic and diluted (Rs)		4.68	3.46
	Notes on accounts	Q		

As per our report of even date attached.

For **MAYANK SHAH & ASSOCIATES**
CHARTERED ACCOUNTANTS
(FIRM REGN. NO:-106109W)

FOR AND ON BEHALF OF THE BOARD

(M.S.SHAH)
PARTNER
M.No. 44093

(ROSHAN P.SANGHVI) (DEEPAK T. MEHTA) (SATISH A. MEHTA)
MANAGING DIRECTOR EXECUTIVE DIRECTOR EXECUTIVE DIRECTOR

Place: Ahmedabad
Date : 07.09.2010

Place: Ahmedabad
Date : 07.09.2010

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

PARTICULARS	31/03/2010 AMOUNT RS.	31/03/2009 AMOUNT RS.
SCHEDULE : A : SHARE CAPITAL		
Authorised :		
46,00,000 Equity Shares of Rs.10/- each	46,000,000	46,000,000
	46,000,000	46,000,000
Issued, Subscribed & Paid-up :		
4407000(P.Y 4407000) Equity Shares of Rs.10/- each fully paid up	44,070,000	44,070,000
TOTAL RS.	44070000	44070000
SCHEDULE : B : EQUITY SHARE WARRANT		
985000 Optionally Convertible Equity Warrants of Rs.36/- each paid up Rs 3.60	-	3,546,000
Less: Conversion during the year	-	3,546,000
TOTAL RS.	-	-
SCHEDULE : C : RESERVES & SURPLUS		
Share Premium	25,610,000	25,610,000
Share Forefiture Reserve (64500 share @5 per share)	322,500	322,500
Capital Reserve	682,000	682,000
Investment Allowance Reserve	4,254	4,254
General Reserve :		
Balance as per last Balance Sheet	43,756,868	42,746,868
Add : Transfer from Profit & Loss A/c.	1,550,000	1,010,000
	45,306,868	43,756,868
Profit & Loss Account	31,377,703	22,559,156
TOTAL RS.	103,303,325	92,934,778
SCHEDULE : D : SECURED LOANS		
Bank of India Term Loan	100	100
Working Capital Loan	43,114,632	33,663,481

(All the Limits are Secured against Raw Materials, Finished Goods, Stock-in- process and Book debts & first charge over Fixed Assets of the company and by personal guarantee of all the Directors)

ICICI Bank Ltd.
(Secured by hypothecation of Specific Cars)

TOTAL RS..

194,022

371,548

43,308,754

34,035,129

SCHEDULE : E : UNSECURED LOANS

From Directors & Relatives
From Shareholders

TOTAL RS..

18,783,221

24,089,572

3,767,701

684,000

22,550,922

24,773,572

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

SCHEDULE : F : FIXED ASSETS

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 01/04/2009	Addition	Deduction	As at 31/03/2010	As at 01/04/2009	Addition	Deduction	As at 31/03/2010	As on 31/03/2010	As on 31/03/2009
1	Land	12,896,146	1,159,590	-	14,055,736	-	-	-	-	14,055,736	12,896,146
2	Factory Building	33,878,863	652,958	713,300	33,818,521	20,203,260	1,393,534	263,582	21,333,212	12,485,308	13,675,602
3	Office Building	9,967,507	-	-	9,967,507	780,772	459,337	-	1,240,109	8,727,397	9,186,734
4	Plant & Machinery	62,618,573	6,589,678	8,379,358	60,828,893	44,240,638	2,733,608	3,816,760	43,157,486	17,671,407	18,377,935
5	Vehicles	66,048	-	33,490	32,558	63,259	721	33,145	30,835	1,723	2,789
6	Office Equipments	3,042,577	74,750	-	3,117,327	1,555,612	197,440	-	1,753,052	1,364,275	1,486,965
7	Furniture	2,773,178	-	-	2,773,178	1,099,372	277,672	-	1,377,044	1,396,134	1,673,806
8	Motor Cars	4,387,687	-	309,108	4,078,579	2,700,887	431,962	283,961	2,848,888	1,229,691	1,686,800
Total Rs.		129,630,578	8,476,976	9,435,256	128,672,298	70,643,801	5,494,274	4,397,448	71,740,627	56,931,671	58,986,777
Previous Year Total Rs.		127,442,745	2,752,874	565,040	129,630,578	65,229,233	5,943,148	528,580	70,643,801	58,986,777	62,213,512

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

PARTICULARS	31/03/2010 AMOUNT RS.	31/03/2009 AMOUNT RS.
SCHEDULE : G : INVESTMENTS		
Unquoted		
10 Equity Shares (Previous year 10) of Hare Krishna Complex Association of Rs.250/- each (Unquoted)	2,500	2,500
2) 2 Equity Shares (previous year 2) of Hare Krishna Complex Shopping Centre of Rs.250/- each (Unquoted)	500	500
3) Kisan Vikas Patra	-	-
TOTAL RS.	2,500	2,500
SCHEDULE : H : CURRENT ASSETS, LOANS & ADVANCES		
(A) Current Assets :		
1 Inventories		
Raw Materials	34,353,417	22,481,892
Work - in- Process	24,952,607	15,022,464
Finished Goods	9,438,027	9,262,939
Packing Material	308,000	233,300
Stores & Consumables	5,719,962	2,433,530
TOTAL RS. (1)	74,772,013	49,434,125
2 Debtors		
(Unsecured, considered good)		
More than six months	19,102,395	13,396,178
Others	101,792,016	110,430,773
TOTAL RS. (2)	120,894,412	123,826,951
3 Cash & Bank Balance		
Cash on hand	399,407	247,979
Balance with Schedule Banks in Current Account	267,594	237,574
In Fixed Deposits	4,950,000	12,429,200
TOTAL RS. (3)	5,617,001	12,914,754
TOTAL RS. (A)=(1+2+3)	201,283,426	186,175,830
(B) Loans & Advances		
(Unsecured & Considered Good)		

Advance given to Suppliers	356,000	2,363,175
Advance for Capital Assets	23,609,556	-
Balance with Government Departments	20,447,463	21,694,673
Other Advances	4,410,763	1,362,462

TOTAL RS. (B)	48,823,782	25,420,310
TOTAL RS. (A+B)	250,107,209	211,596,140

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

PARTICULARS	31/03/2010 AMOUNT RS.	31/03/2009 AMOUNT RS.
SCHEDULE : I : CURRENT LIABILITIES & PROVISIONS		
(a) Current Liabilities :		
Sundry Creditors :		
for goods	45,448,290	21,559,150
for expenses	4,474,003	1,182,160
Other Current Liabilities	5,357,428	3,066,382
Unclaimed Dividend	229,078	211,742
TOTAL RS. (A)	55,508,799	26,019,433
(b) Provisions :		
Provision For Taxes	18,055,000	18,995,000
Proposed Dividend	8,814,000	8,814,000
Dividend Distribution Tax	1,497,939	1,497,939
TOTAL RS. (B)	28,366,939	29,306,939
TOTAL RS. (A+B)	83,875,738	55,326,372
SCHEDULE : J : MISCELLANEOUS EXPENDITURE		
(To the extent not written off or adjusted)		
Public Issue Expenses	-	-
Less: Written off during the year	-	-
TOTAL RS.	-	-

SCHEDULE :J : SALES			
Sales		547,322,756	527,891,132
Less :			
1 Excise Duty		40,275,330	56,877,896
2 Sales Tax		19,213,712	18,155,008
	TOTAL RS.	487,833,714	452,858,228
SCHEDULE : K : OTHER INCOME			
Profit on sale of Fixed Asset		5,008	8,540
Rent Income		3,560,340	1,738,340
Foreign Exchange Gain		774,785	-
	TOTAL RS.	4,340,134	1,746,880

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

PARTICULARS	31/03/2010 AMOUNT RS.	31/03/2009 AMOUNT RS.
SCHEDULE : L : MATERIAL CONSUMED AND STOCK VARIATION		
(i) RAW MATERIAL CONSUMPTION		
Opening Stock		
Raw material	22,481,892	7,300,612
Consumable	2,433,530	1,660,286
	24,915,422	8,960,898
Less: VAT credit available	-	-
Net Opening Stock	24,915,422	8,960,898
Add : Purchase (including custom duty,clearing charges, L/C expenses,carriage inward, octroi & freight etc.)	441,890,585	405,924,903
	466,806,007	414,885,800
Less: Closing Stock		
Raw Material	34,353,417	22,481,892
Consumables	5,719,962	2,433,530
	40,073,379	24,915,422
TOTAL RS. (i)	426,732,628	389,970,378
(ii) COST OF MATERIAL TRADED		
Opening Stock	-	-
Add. Purchases during the year	6,725,039	8,263,898
	6,725,039	8,263,898
Less : Closing Stock	-	-
TOTAL RS. (ii)	6,725,039	8,263,898
(iii) STOCK VARIATION		
Closing Stock of finished goods and work in process	34,390,634	24,285,403
Less: Opening stock of finished goods and work in process	24,285,403	-
Variation in Excise duty on closing and Opening Stock of Finished Goods	(176,178)	376,331
TOTAL RS. (iii)	9,929,053	24,661,734
TOTAL RS. (i+ii-iii)	423,528,614	373,572,542
SCHEDULE : M : MANUFACTURING EXPENSES		
Wages & Salaries	734,744	696,392
Electric Expenses	2,287,955	2,137,068
Insurance Charges	1,419,505	1,230,801

Labour Charges	2,125,447	1,729,180
Diesel Expenses	358,658	525,378
Testing Fees	13,438	12,136
Machinery Repairing Exp.	1,111,889	434,625
Inspection Fee	4,700	-
Factory Exp.	124,057	1,500
TOTAL RS.	8,180,393	6,767,080

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

PARTICULARS	31/03/2010 AMOUNT RS.	31/03/2009 AMOUNT RS.
SCHEDULE : N : ADMINISTRATIVE & GENERAL EXPENSES		
Consultancy Fees	619,445	583,224
Directors Remuneration	672,000	432,000
Legal Expenses	218,931	272,202
Misc. Exp.	321,402	296,636
Municipal Tax	117,807	358,270
Office Exp.	56,093	41,405
Repairing Exp.	43,620	17,886
Security Charges	315,130	279,818
Auditor's Remuneration		
For audit fees	80,000	60,665
for taxation matters	25,000	27,575
Staff Welfare	61,731	78,483
Stationary Expenses	991,147	739,626
Telephone Exp.	401,679	328,729
Travelling Exp.	3,052,521	1,184,227
Vehicle Exp.	445,801	429,233
Electricity Expenses	243,692	167,418
Foreign Exchange Loss	-	4,396,508
TOTAL RS.	7,665,999	9,693,905
SCHEDULE : O : SELLING EXPENSES		
Advertisement	355,616	1,720,828
Sales Promotion	1,809,875	1,897,671
Sales Incentive	1,938,305	1,725,965
Outward Carriage Expense	61,180	-
Packing Exp. :-		
Opening Stock	233,300	-
Add : Purchase	8,228,409	6,684,951
	8,461,709	6,684,951
Less : Closing Stock	308,000	233,300
Net Packing Exps.	8,153,709	6,451,651
TOTAL RS.	12,318,685	11,796,114
SCHEDULE : P : FINANCIAL CHARGES		
Bank Interest	3,220,723	4,563,125
Other Interest	2,103,323	2,945,211
Bank Charges & Commission	258,883	225,767
TOTAL RS.	5,582,929	7,734,103

TIRUPATI FOAM LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2010

PARTICULARS	Year Ended 31/03/2010 Amount (in Rs.)	Year Ended 31/03/2009 Amount (in Rs.)
A CASH FLOW FROM OPERATIONS		
Net Profit before tax and extra ordinary items	29,995,606	20,127,448
Adjustment for :		
Add: Depreciation	5,494,274	5,943,148
Financial Charges	5,582,929	7,734,103
Miscellaneous Expenditure written off	-	-
Less: Rent income	3,560,340	1,738,340
Profit on sale of Machinery	5,008	8,540
Operating Profit before Working Capital Changes	37,507,461	32,057,819
Adjustment for :		
Less: Increase/ (Decrease) in Sundry Debtors	(2,932,539)	(5,960,339)
Increase /(Decrease) in Inventories	25,337,888	21,502,460
Increase /(Decrease) in Loans and Advances	15,833,252	(2,648,969)
Add: Increase/(Decrease) in Current Liabilities	17,968,176	17,556,369
Cash generated from Operations before extraordinary & prior period	17,237,035	36,721,035
Prior period adjustment	-	-
Less : Tax Paid	7,570,220	9,995,298
Cash generated from Operations after extraordinary & prior period (A)	9,666,815	26,725,737
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(8,476,976)	(2,752,874)
Decrease/(Increase) in Capital Wok-in-progress	-	-
Rent Income	3,560,340	1,738,340
Sale of Fixed Assets	5,042,816	45,000
Net Cash Generated from investing activities (B)	126,180	(969,534)
C CASH FLOW FROM FINANCING ACTIVITIES		
Financial Charges	(5,582,929)	(7,734,103)
Increase/(Decrease) in Long term Borrowing	(2,400,176)	(11,879,722)
Increase/(Decrease) in Short term Borrowing	9,451,151	(12,379,624)
Issue of Shares/ Share Warrants	-	31,914,000
Dividend Paid	(8,814,000)	(6,794,025)
Tax on Dividend Paid	(1,497,939)	(1,163,138)
Deferred Sales Tax Repayment	(8,246,856)	(6,647,068)
Net Cash Flow from Financing Activities (C)	(17,090,749)	(14,683,680)
Net Increase in Cash & Cash equivalents	(7,297,753)	11,072,523
Cash & Cash equivalents opening balance	12,914,754	-
Cash & Cash equivalents closing balance	5,617,001	12,914,754

Note : The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard AS-3 on

As per our report of even date attached.

FOR MAYANK SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
(FIRM REGN. NO:-106109W)

(M.S. SHAH)
PARTNER
M. No. 44093

Place: Ahmedabad
Date : 07.09.2010

FOR AND ON BEHALF OF THE BOARD

(ROSHAN P.SANGHVI) (DEEPAK T. MEHTA) (SATISH A. MEHTA)
MANAGING DIRECTOR EXECUTIVE DIRECTOR EXECUTIVE DIRECTOR

Place: Ahmedabad
Date : 07.09.2010

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

SCHEDULE: Q : NOTES ON ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES

Accounting Conventions

(I) Basis of Preparation of Financial Statements

The financial statements of the Company are prepared under the historical cost convention on accrual basis of accounting in all material respects in accordance with the notified Accounting Standards by Companies (Accounting Standards) Rules 2006 (as amended) and the relevant Provisions of the Companies Act, 1956. The accounting policies have been consistently applied by the Company during the year.

(II) Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

FIXED ASSETS

Fixed Assets are stated at cost of acquisition / construction (Less: Accumulated Depreciation, Impairment Loss, CENVAT Credit, Value Added Tax and Insurance Claim Received, if any). Cost of acquisition includes non refundable taxes, duties, freight and other costs that are directly attributable to bringing assets to their working condition for its intended use. All costs, including financing costs till commencement of commercial production and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

DEPRECIATION

Depreciation on Fixed Assets is provided on written down value on Pro-rata basis at rates and in manner specified in Schedule XIV of the Companies Act, 1956.

INVESTMENT

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. Current Investments are valued at Cost or Net Realizable Value, whichever is lower. All other investments are classified as long term investment. Long term investments are stated at cost of acquisition. Provision for diminution in value of long term investments is made, only if such decline is other than temporary.

INVENTORIES

Raw Material, Work-in-process, Packing Material, Stores & Spares, Finished Goods are valued at Cost or Net Realizable Value, whichever is lower. The cost formulae used for determination of cost is 'First in First Out'. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Finished goods are valued inclusive of excise duty payable on goods produced. Cost is computed by Standard Cost Method in case of finished goods.

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

FOREIGN CURRENCY TRANSACTIONS

All Transactions in foreign currency are recorded at the rates of exchange prevailing as at the date of the transaction.

Monetary assets and liabilities in foreign currency, outstanding at the close of the year, are converted in Indian currency at the appropriate rates of exchange prevailing at the close of the year. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss account.

In respect of forward exchange contracts entered into towards hedge of foreign currency risks, the difference between the forward rate and the exchange rate at the inception of the contract is recognized as income or expenditure over the life of the contract. Further, the exchange difference arising on such contracts are recognized as income or expenditure along with the exchange differences on the underlying assets/liabilities. Profit or Loss on cancellations/renewals of forward contracts is accounted for during the year.

PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

REVENUE RECOGNITION

The company recognizes sale of goods when the significant risks and rewards of ownership are transferred to the buyer, which is usually when the goods are dispatched to customers.

Rent income is recognized on Accrual basis.

RESEARCH AND DEVELOPMENT EXPENDITURE

Revenue expenditure in respect of Research & Development is charged to the Profit & Loss Account and Capital Expenditure is added to the cost of Fixed Assets in the year in which it is incurred.

EMPLOYEE BENEFITS

1) Short Term Employees Benefit

Short Term Benefits are recognized as expenditure at the undiscounted value in the Profit and Loss Account of the year in which the related services are rendered.

2) Post Employment Benefit

a. **Defined Contribution Plans:-** Monthly contributions to the Provident Fund which is defined contribution schemes are charged to Profit and Loss Account and deposited with the Provident Fund Authorities on monthly basis.

b. **Defined Benefit Plans:-** Gratuity to Employees are recognised in Profit and Loss Account as when paid to Employees.

3) Termination Benefit

Termination Benefits are charged to Profit and Loss Account in the year of accrual.

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

TAXES ON INCOME

Tax expense comprises of both current and deferred taxes. Provision for current income taxes is made on the taxable income at the tax rate applicable to the relevant assessment year. Deferred income taxes are recognized for the future tax consequence attributable to timing differences between the financial statement determination of income and their recognition for tax purposes. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income using the tax rate and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognized and carried forward only to the extent that there is reasonable certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

BORROWING COST

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

IMPAIRMENT OF ASSETS

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

GOVERNMENT GRANTS / SUBSIDY

Government Grants is recognized when there is a reasonable assurance that the company will comply with the conditions attached to them and grants will be received.

Grants related to depreciable assets are treated as deferred income which is recognized in Profit & Loss Account over the period and in the proportions in which depreciation on related assets is charged.

Government Grants which is in the nature of promoters contribution are credited to Capital Reserve.

When the grant or subsidy relates to an expense item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate.

B. NOTES ON ACCOUNTS:

1. Contingent Liabilities:

Nature of Liabilities	2009-10	2008-09
Letter of Credit	21,667,200/-	24,089,540/-

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

2. During the year, there was Fire at factory premises where some portion of the Factory Building, Plant and Machinery, Electric Installation and Stock were Destroyed/Damaged. However, the same has been covered by Insurance policy with Reinstatement clause. Accordingly cost of Fixed Assets and Current Assets which were affected by Fire has been reimbursed by Insurance Company and therefore no loss was incurred by the Company. Those assets have been partly replaced before 31st March, 2010 and balance in subsequent period, but before the signing of this Balance Sheet and similarly the claim from Insurance Company has also been received in two parts. The accounting treatment has been/will be given matching with the replacement of assets in both the periods.

3. Provision of Rs.10,625,000/-(P.Y. Rs. 7,200,000) for taxation has been made for the current year.

4. Employee's Benefits

a) Defined Benefit Plan:

No Liability in respect of present or future liability of Gratuity has been ascertained and provided in the accounts (P.Y. -- not ascertained and provided for). This is in contravention with the accounting Standard 15 issued by the Institute of Chartered Accountants of India in respect of accounting for retirement benefits.

b) Defined Contribution Plan:

The Company has recognised the following amount in Profit and Loss Account which is included under contribution to funds.

<u>Particulars</u>	<u>Amount Rs.</u>
Employer's Contribution to Provident Fund	1,48,586/-

5. The Company has only one Primary & Secondary Segment. The Company is in the business of Manufacturing of Flexible Polyurethane Foam and Operates in India.

6. **Micro, Small, Medium Enterprises Development Act, 2006**

There are no Micro, Small and Medium Enterprises to whom the company owes dues, which are outstanding for more than 45 days as at 31st March, 2010. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

7. Deferred Taxation:

The calculation of Deferred Tax Liability/(Asset) is as follows:

<u>Nature of timing difference</u>	<u>Deferred Tax Liability as at 01/04/09</u>	<u>For the Year</u>	<u>Deferred Tax Liability as at 31/03/10</u>
Depreciation	4,876,570	(1,266,070)	3,610,500
Total Rs.	<u>4,876,570</u>	<u>(1,266,070)</u>	<u>3,610,500</u>
	=====	=====	=====

8. Related Party Disclosure:

A) Name of related parties and nature of relationship:

i) Key Management Personnel

Mr.Roshan P. Sanghvi	-	Managing Director
Mr.Babulal N. Shah	-	Joint Managing Director
Mr.Deepak T.Mehta	-	Executive Director
Mr.Satish A.Mehta	-	Executive Director

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

ii) Relatives of Key Management Personnel

a) Relatives of Mr. Roshan P. Sanghvi		
Mrs. Meena R. Sanghvi	-	Wife
Mr. Poonamchand K. Sanghvi	-	Father
Mrs. Kantaben P. Sanghvi	-	Mother
Mr. Manish P. Sanghvi	-	Brother
Roshan P. Sanghvi (HUF)	-	HUF of Director
b) Relatives of Mr. Babulal N. Shah		
Mrs. Manjulaben B. Shah	-	Wife
Mr. Mukesh B. Shah	-	Son
Mr. Vijay B. Shah	-	Son
Mr. Prakash B. Shah	-	Son
Babubhai N. Shah (HUF)	-	HUF of Director
c) Relatives of Mr. Deepak T. Mehta		
Mrs. Urmila D. Mehta	-	Wife
Mr. Anurag D. Mehta	-	Son
Mr. Takhatmal N. Mehta	-	Father
Mrs. Kamlaben T. Mehta	-	Mother
Mr. Lokesh T. Mehta	-	Brother
Deepak T. Mehta (HUF)	-	HUF of Director
d) Relatives of Mr. Satish A. Mehta		
Mrs. Rita S. Mehta	-	Wife
Mr. Amritlal C. Mehta	-	Father
Mrs. Vimlaben A. Mehta	-	Mother
Mr. Naman S. Mehta	-	Son
Satish A. Mehta (HUF)	-	HUF of Director
Ms. Charmy S. Mehta	-	Daughter

B) Transactions with related parties

<u>Nature of transactions</u>	<u>Key Management Personnel</u> (Amt. in Rs.)	<u>Relatives of Key management Personnel</u> (Amt. in Rs.)
I) Volume of transactions		
i) Remuneration	672,000	NIL
ii) Unsecured Loan accepted (Net)	1,022,019	4,716,945
iii) Repayment of Unsecured Loan (Net)	458,854	2,126,784
iv) Interest expenses on Unsecured Loan	158,518	668,487
II) Payable at year end	2,257,665	9,315,188

Note: No amounts pertaining to related parties have been provided for as doubtful debts. Also no amounts have been written off or written back during the year.

9. The company had opted for deferral of payment of Sales Tax as per the option given by the Sales Tax Department of the Government of Gujarat. The deferred Sales Tax is being paid in six yearly instalments from the Financial Year 2005-2006. During the year the Company has repaid Rs.8,246,856/-

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

10. In the opinion of the Board of Directors, Current assets, loans and advances have a value on realisation in the ordinary course of business equal to the amount at which they are stated in the Balance Sheet.
11. Expenditure incurred on employees in receipt of remuneration of not less than Rs.2,400,000/- per annum or Rs.200,000/- per month if employed for a part of the year.

	<u>Employed throughout the year</u>		<u>Employed for part of the year</u>	
	<u>2009-10</u>	<u>2008-09</u>	<u>2009-10</u>	<u>2008-09</u>
Salaries & Wages	Nil	Nil	Nil	Nil
No. Of Employees	Nil	Nil	Nil	Nil

12. Auditors Remuneration:

	<u>2009-10</u>	<u>2008-09</u>
	<u>Amt.Rs.</u>	<u>Amt.Rs.</u>
1) Audit fees	80,000/-	55,000/-
2) Taxation Matters	25,000/-	25,000/-

13. Directors Remuneration 672,000/- 432,000/-

14. Earnings per Equity Share:

Basic and Diluted Earnings per equity share are recorded in accordance with Accounting Standard 20 'Earnings per Share'. Earning per share is calculated by dividing the profit attributable to the Equity Shareholders (after adjustment for deferred taxes) by the weighted average number of Equity Shares outstanding during the period. The numbers used in calculating basic and diluted earnings per Equity Share are as stated below

		2009-10	2008-09
(a)	Numerator used:		
	Profit after Tax	20,636,676	13,448,450
(b)	Denominator used:		
	Weighted Average number of Equity Shares of Rs.10 each outstanding during the year.	4,407,000	3,886,164
	Earnings per Share on Profit after Tax	4.68	3.46
	Nominal Value per Share	10	10

15. Foreign Currency Exposure

The company has entered in following forward exchange contracts that are outstanding as at 31st March, 2010 to hedge the foreign currency risks of firm commitments.

Category	Currency	Buy/sell	Foreign Currency Value	Foreign Currency Value (In Rs.)
Forward Contract	USD	Buy	540,000	24,375,600

All Derivative and Financial instruments acquired by the company are for Hedging purpose only.

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

16. Licensed and Installed capacity	<u>2009-10</u>		(Per Annum) <u>2008-09</u>	
	<u>Licensed</u>	<u>Installed</u>	<u>Licensed</u>	<u>Installed</u>
Flexible Polyurethane Foam	N.A.	6000 MT	N.A.	6000 MT

Installed Capacity is as certified by the management and relied upon by the Auditors being technical matter.

17. Additional information required vide schedule VI of the Companies Act, 1956.

		<u>2009-10</u>		<u>2008-09</u>
i)	Production : (Qty)			
	Grade I (M.T.)	2671.418		2192.055
	Others (M.T.)	1436.939		1359.604
	Foam Articles (Pcs)	47265		24016
	Quilted Rolls (Mtrs)	2.621		0.153
ii)	Sales (Net) :			
		<u>Qty</u>	<u>Value</u>	<u>Qty</u>
			<u>Rs.in Lacs</u>	
	Manufactured Goods :		4811.06	4444.20
	Grade I (M.T.)	2666.673		2189.404
	Others (M.T)	1463.850		1336.093
	Foam Articles (Pcs.)	47436		23868
	Quilted Rolls (Mtrs.)	2.577		0.153
iii)	Raw Material Consumption :			
		<u>Qty .MT</u>	<u>Value</u>	<u>Qty .MT</u>
			<u>Rs.in Lacs</u>	<u>Value</u>
				<u>Rs.in Lacs</u>
a)	Polyol	1862.563	1587.903	1547.142
b)	T.D.I.	1255.357	1877.812	1099.500
c)	Others		607.492	513.848
	(Contributing to less than 10% of total raw material consumption individually)			
	Total		<u>4073.207</u>	<u>3747.299</u>

iv) Raw Material Traded

Particulars	Opening Stock		Purchase		Sales		Closing Stock	
	Qty.MT/ (Pcs)	Value (Rs. In Lacs)	Qty.MT/ (Pcs)	Value (Rs. In Lacs)	Qty.MT/ (Pcs)	Value (Rs. In Lacs)	Qty.MT/ (Pcs)	Value (Rs. In Lacs)
TDI (MT)	-	-	60	63.38	60	64.65	-	-
Spring Mattresses (Pcs)	-	-	258	3.87	258	2.63	-	-
Total				<u>67.25</u>		<u>67.28</u>		

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

v) Particulars of Finished goods and Work in Process.

	<u>2009-10</u>		<u>2008-09</u>	
	<u>Qty</u>	<u>Value Rs.In lacs</u>	<u>Qty</u>	<u>Value Rs.In lacs</u>
a. Opening Stock :				
Grade I (MT)	43.903	47.521	41.252	56.641
Others (MT)	49.740	41.153	26.23	26.874
Foam Articles (PCS)	568	3.954	420	2.300
Quilted Rolls (Mtrs)	--	--	--	--
Work in Process (MT)	172.672	150.224	106.591	101.261
b. Closing Stock :				
Grade I (MT)	48.649	69.757	43.903	47.521
Others (MT)	22.829	22.119	49.740	41.153
Foam Articles (PCS)	397	2.441	568	3.954
Quilted Rolls (Mtrs)	0.044	0.061	--	--
Work -in- Process(MT)	228.579	249.526	172.672	150.224

	<u>2009-10</u>	<u>2008-09</u>
18. Expenditure in Foreign Currency		
- Foreign Traveling	10400/-	15,600/-
- Capital Goods	2423891/-	--
- Spare Parts	603661/-	329217/-
19. Earnings in Foreign Currency	Nil	Nil
20. Value of imports calculated on CIF basis:		
	<u>(Rs. In Lacs)</u>	<u>(Rs. in Lacs)</u>
Raw Materials	487.89	800.08

21. Value of raw materials, components and spare parts consumed.

	<u>%</u>	<u>2009-10 Value (Rs. in Lacs)</u>	<u>%</u>	<u>2008-09 Value (Rs. in Lacs)</u>
a Raw Materials :				
Imported	12.38	504.200	21.87	819.53
Indigenous	87.62	3569.007	78.13	2927.77
Total	100.00	4073.207	100.00	3747.30

22. Previous year's figures have been rearranged and reclassified wherever necessary.

TIRUPATI FOAM LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS AS ON 31-03-2010

23. Balance Sheet abstract and the Company's General Business Profile:

I	Registration Details				
	Registration No.	:	L25199GJ1986PLC009071		
	State Code	:	04		
	Balance Sheet Date	:	31/03/2010		
II	Capital Raised During the Year (Amt. in Rs.Thousand)				
	Public Issue	:	Nil		
	Bonus Issue	:	Nil		
	Rights Issue	:	Nil		
	Private placement	:	Nil		
III	Position of Mobilisation and Deployment of Fund (Amt. In Rs. Thousand)				
	Total Liabilities :	2231.65	Total Assets :	2231.65	
	Sources of Funds		Application of Fund		
	Paid up Capital :	440.70	Net Fixed Assets :	569.32	
	Reserve & Surplus :	1033.03	Investments :	0.02	
	Secured Loans :	433.09	Net Current Assets :	1662.31	
	Unsecured Loans :	225.51			
	Deferred tax liability :	36.10			
	Deferred Sales Tax Liability:	63.22			
IV	Performance of the Company				
	Turnover /Other Inc.:	4921.74	Total Expenditure :	4621.79	
	Profit before Tax :	299.95	Profit after Tax :	206.36	
	Earning Per Share Rs:	4.68	Dividend Rate :	20%	
V	Generic Name of Three Principal Product of the Company.				

Product Description : Flexible Polyurethane Foam

Item Code (ITC No.) : 392113

Signature to Schedules A to Q
As per our report of even date attached

For MAYANK SHAH & ASSOCIATES For AND ON BEHALF OF THE BOARD
CHARTERED ACCOUNTANTS
(FIRM REGN. NO:-106109W)

(M.S.SHAH)
PARTNER
M.NO. 44093

(ROSHAN P.SANGHVI) (DEEPAK T. MEHTA) (SATISH A. MEHTA)
MANAGING DIRECTOR EXECUTIVE DIRECTOR EXECUTIVE DIRECTOR

Place : Ahmedabad
Date : 07.09.2010

Place : Ahmedabad
Date : 07.09.2010

TIRUPATI FOAM LIMITED

Regd. Office: Tirupati House, 4th Floor, Nr. Topaz Restaurant,
University Road, Polytechnic Char Rasta, Ambawadi,
Ahmedabad – 380 015

ATTENDANCE SLIP

23rd Annual General Meeting

Thursday, the 30th September, 2010 at 3:30 P.M.

Place: Tirupati House, 4th Floor, Nr. Topaz Restaurant,
University Road, Polytechnic Char Rasta,
Ambawadi, Ahmedabad – 380 015

Signature of Member/Proxy attending the meeting _____

Notes:

1. The meeting is only for members. Please, therefore, do not bring person in the meeting who is not a member.
2. Please bring this attendance slip duly signed and hand it over to the representative of the Company at the entrance of the meeting place.

TIRUPATI FOAM LIMITED

Regd. Office: Tirupati House, 4th Floor, Nr. Topaz Restaurant,
University Road, Polytechnic Char Rasta, Ambawadi,
Ahmedabad – 380 015

FORM OF PROXY

I/We _____ Of _____
 _____ in the district of _____ Being
 member/s of the above named company hereby appoint _____ Of
 _____ in the district of _____ Or failing him
 _____ Of
 _____ in the district of _____ As my/our
 Proxy to attend and vote for me/us on my/our behalf at the 23rd Annual General Meeting of the
 Company, to be held on Thursday, 30th September, 2010 and/or at any adjournment thereof.

Signed the _____ day of _____ 2010

Signature _____

N.B. : This Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.

**BOOK-POST
PRINTED MATTER**

If undelivered, please return to :
TIRUPATI FOAM LIMITED

Regd. Office: Tirupati House, 4th Floor, Nr. Topaz Restaurant,
University Road, Polytechnic Char Rasta,
Ambawadi, Ahmedabad – 380 015