

## **Tirupati Tyres Limited**

### **Board of Directors**

Mr. Radheshyam Poddar	Chairman & Executive Director
Mr. Hari Kumar Choudhary	Non Executive- Independent Director
Mr. Bhuban Dutta	Non Executive- Independent Director

### **Auditors**

**M/s. Sandeep Manuja & Associates,**  
Chartered Accountants  
Ludhiana

### **Registered Office**

C-85 Phase-V, Focal Point, Ludhiana, Punjab

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## NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is here by given that the Annual General Meeting of the Company will be held at C-85 Phase-V, Focal Point, Ludhiana, Punjab on 28<sup>th</sup> September, 2012 at 11.00 a.m. to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive and adopt the audited balance sheet as 31<sup>st</sup> March, 2012 and profit & loss account of the company for the year ended on 31<sup>st</sup> March, 2012 and the Report of the Directors' and Auditors.
2. To appoint Director in place of Mr. Hari Kumar Choudhary, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors of the Company and to fix their remuneration.

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.
2. Pursuant to section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from 21<sup>st</sup> September, 2012 to 28<sup>th</sup> September, 2012 (both days inclusive).
3. The Company proposed to appoint its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, Demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and Address to Registrars and Share Transfer Agents, Unit: Tirupati Tyres Limited.
4. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
5. Members are requested to bring their copies of the Annual Report to the Meeting.
6. The Company is concerned about the environment and utilizes natural resources in sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, has by its circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, permitted companies to send official documents to their shareholders electronically as part of "GREEN INITIATIVES" in corporate governance.

7. Members are requested to update their Email ID with their respective depository participant and with the Company's Registrar and Transfer Agents (RTA) to enable dispatch the communications in electronic form from time to time as your Company have taken a "Green Initiative" as per the directions of Ministry of Corporate Affairs, New Delhi allowing paperless compliances for Companies.
8. Members holding shares in physical form are requested to notify to the Company and the company's proposed Registrar and share Transfer Agent, quoting their folio, any change in their registered address with pin code and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant.
9. Corporate Members intending to send their authorized representatives under Section 187 of the Companies Act, 1956, are requested to send a duly certified copy of the board Resolution authorizing their representatives to attend and vote at the Meeting.
10. In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.

**For & on behalf of the Board of Director**

**Date: 03/09/2012**  
**Place: Ludhiana**

<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>Radheshyam Poddar</b>	<b>H. K. Choudhary</b>	<b>Bhuban Dutta</b>
<b>Director</b>	<b>Director</b>	<b>Director</b>

## DIRECTORS' REPORT

To,  
The Members

The Directors' present the Annual report on the business and operations of your Company for the year 2011-12.

### **FINANCIAL RESULTS AND OPERATIONAL REVIEW:**

Particulars	Year Ended 31.03.2012 (Amt in Rs.)	Year Ended 31.03.2011 (Amt in Rs.)
Gross Sales/Income	175,500	-----
Less Depreciation	94525	94525
Profit/(Loss) before Tax	41075	(155575)
Taxes/Deferred Taxes	-----	-----
Profit/(Loss) After Taxes	27,520	(155575)
P& L Balance b/f	(13826712)	(13671137)
Profit/ (Loss) carried to Balance Sheet	(13,799,192)	(13826712)

### **PARTICULARS OF EMPLOYEES:**

There are no employees drawing the remuneration in excess of ceiling prescribed under provisions of Companies (Particulars of Employees) Rules, 1975 read with Section 217(2A) of the Companies Act, 1956 as amended from time to time. Hence no information is required to be appended to this report in this regard.

### **DIRECTORS:**

Mr. Hari Kumar Choudhary, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

### **RESPONSIBILITY STATEMENT:**

As required u/s 217(2AA) of the Companies Act, 1956 your Director confirms that in the preparation of the annual accounts.

The applicable accounting standards have been followed along with proper explanation relating to material departures.

Such accounting policies have been selected and applied consistently and reasonable and prudent judgments and estimates made, so as to give a true and fair view of the state of affairs of the company at the end of the financial Year and the profit/loss of the company for that period.

Proper and sufficient care has been taken for the maintenance of the adequate accounting records in accordance with provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

The annual accounts have been prepared on a going concern basis.

**CORPORATE GOVERNANCE:**

A comprehensive report on corporate governance as stipulated under Clause 49 of the Listing Agreement is attached to this Report.

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and the same is annexed at the end of Corporate Governance Report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:**

As required under rule 3 of the companies (Disclosure of Particulars in the report of Board of Directors) Rules 1998, the particulars relating to the conservation of energy, Technology absorption, and the foreign exchange earnings and outgo are also Nil.

**APPOINTMENT OF AUDITORS:**

M/s. Sandeep Manuja & Associates, Chartered Accountants, Ludhiana Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting. The Company has received letters from them to the effect that their appointment, if made, would be within the prescribed limits under Section 224(1-B) of the Companies Act, 1956.

**PUBLIC DEPOSITS**

The Company has not accepted any deposits from the public during the year under review. Your Company is listed with the Ludhiana Stock Exchange.

**SEGMENT:**

Your Company is engaged in a single segment only.

**ACKNOWLEDGEMENT:**

The management is grateful to the government authorities, Bankers, Vendors for their continued assistance and co-operation. The directors also wish to place on record the confidence of members in the company.

**For & on behalf of the Board of Director**

**Date: 03/09/2012**

**Place: Ludhiana**

<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>Radheshyam Poddar</b>	<b>H. K. Choudhary</b>	<b>Bhuban Dutta</b>
<b>Director</b>	<b>Director</b>	<b>Director</b>

**Report on Corporate Governance**  
(Pursuant to Clause 49 of the Listing Agreement)

**1. COMPANY'S PHILOSOPHY**

The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the law coupled with total adherence to highest norms of business ethics. These two main drivers, together with the company's ongoing contributions to the local communities it operates in through meaningful and relevant Corporate Social Responsibility initiatives add to enhance the stakeholders value.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities surrounding our plant and facilities, transparency in decision making process and fair & ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices are being followed since the inception and have contributed to the company's sustained growth.

**2. BOARD OF DIRECTORS**

**2.1 Composition of Board of Directors as on date of Report:**

The Board of Directors as at 31<sup>st</sup> March, 2012 comprises of three Directors out of which one executive director and other Non- executive directors. The Chairman is an executive director.

No.	Name of Director	Category
1	Mr. Radheshyam Poddar	Chairman & Executive Director
2	Mr. Hari Kumar Choudhary	Non-Executive Independent Director
3	Mr. Bhuban Dutta	Non-Executive Independent Director

**2.2 Responsibilities of the Board**

The responsibility such as policy formulation, performance review and analysis and control, direction and management of the affairs of the company is vested in the Board of Directors presided over by the Director. The Board has delegated some of its powers to the executives of the company. The Board reviews from time to time such delegated powers and their utilization for effective functioning of the Company.

**2.3 Board Meetings and Attendance Record of Directors:**

The meetings of the Board of Directors are held at periodical intervals and are generally at the Board Room of the Company. The meeting dates are decided well in advance and the agenda and notes on agenda are circulated in advance to the directors. All material information is incorporated in the notes on agenda for facilitating meaningful and focused discussion at the meeting. Where it is not perusable to attach supporting or relevant documents to the agendas, the same is tabled before the meeting. In case of business exigencies or urgency of matters,

resolutions are passed by circulation. Senior Management persons are often invited to attend the Board Meetings and provide clarifications as and when required.

**During the year under review, the Board met 7 times on the following dates:**

22/04/2011, 12/07/2011, 01/09/2011, 10/10/2011, 25/10/2011, 01/11/2011, 31/01/2012,

**Extra Ordinary General Meeting:**

One Extra Ordinary General Meeting held on 19/10/2011 for appointment of M/s. Sandeep Manuja & Associates, Chartered Accountants, Ludhiana as Statutory Auditor of the Company in place of M/s. Sanjeev Bimla & Associates, Chartered Accountants, Ludhiana during the financial year under review.

**Postal Ballot Resolution:**

No postal ballot resolution was passed during the year under review.

Attendance of Directors at Meetings of Board of Directors and last AGM:

No.	Name of Director	Category of Directorship	No. of other Directorship	No. of Board Meeting attended
1	Mr. Radheshyam Poddar	Chairman	Nil	7
2	Mr. Hari Kumar Choudhary	Director	Nil	7
3	Mr. Bhuban Dutta	Director	Nil	7

**2.4 Details of Directors seeking re-appointment at the ensuing Annual General Meeting**

As per the provisions of the Companies Act, 1956, two third of the directors of a company should be retiring directors, of which one third of such directors are required to retire every year and if eligible, they qualify for re-appointment.

Mr. Hari Kumar Choudhary retires by rotation at the ensuing Annual General Meeting and offers them for re-appointment.

**Profile of Mr. Hari Kumar Choudhary Director being appointed u/s 255 256 of the Companies Act, 1956**

Name	Mr. Hari Kumar Choudhary
Date of Birth	09/05/1961
Date of Appointment	25/10/2006
No. of shares held in the company	Nil
No. of warrants held in the company	Nil
Directorship in other company	Nil



## 2.5 Details of Directors who are as Chairman and Directors in other Public Companies

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 (C) (ii) across all the Companies in which he is a director. The necessary disclosure regarding Directorship and Committee position have been made by the Directors who are on the Board of the Company as on 31<sup>st</sup> March, 2012 and the same is reproduced herein below :

Sr. No.	Name of Director	No of Directorship In other Public Companies	No. of Committees positions held as Chairman on other public Companies	No. of Committees positions held as member in other public Company
1.	Mr. Radheshyam Poddar	--	--	--
2.	Mr. Hari Kumar Choudhary	--	--	--
3.	Mr. Bhuban Dutta	--	--	--

## 3. COMMITTEE OF BOARD

The Company had Three Board Committees. These are

1. Audit Committee
2. Remuneration Committee
3. Share Transfer & Shareholders/Investor Grievance Committee

Moving with various committees formed and reported in the previous Annual Report and in line with the requirements of SEBI and Stock Exchanges, the Board has formally constituted the following committees of Directors.

### 3.1 Audit Committee:

The Audit committee constituted by the Board of directors as per the provisions of Clause 49 of the listing Agreements as well as in Section 292A of the Companies Act, 1956 as below.

a. Composition:

As on 31.03.2012, the Audit Committee comprised of three Directors namely:

No.	Name of Director	Category
1	Mr. Bhuban Dutta	Chairman
2	Mr. Radheshyam Poddar	Member
3	Mr. Hari Kumar Choudhary	Member

The Audit Committee of the Board of Directors of the Company, Inter-aila, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

The audit committee while reviewing the Annual Financial Accounts ensures compliance of the Accounting Standard (AS) issued by the Institute of Chartered Accountants of India.

**Brief description of terms of reference:**

- A. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- B. Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment of any other Consultancy services provided by the statutory auditor.
- C. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
  - Review the financial reporting process and disclosure of its financial information
  - Review with the management, Annual financial statements before submission to the Board
  - Review with the management, statutory Auditors and Internal Auditors and adequacy of internal control systems
  - Review the company's accounting and risk management policies
  - Review the company's accounting and management reporting systems and updates the same from time to time recommend the appointment and removal of statutory and Internal Auditors and fixation of fees for the same.
  - Review quarterly financial statement.
  - Review internal investigations made statutory/ Internal Auditors.
  - Scope of Statutory/ Internal Audit
  - Review fixed deposits/repayment systems etc.
  - Any other applicable functions as described in Corporate Governance.
  - Review related party transactions.

Executive summary of the Audit Committee Meetings are placed before the immediate next Board Meetings held after the Audit Committee for deliberations and the full minutes of the same are placed before the following Board Meeting for recode. The Board of Directors, regularly appraised on the recommendations for the Audit Committee, further, at the beginning of the financial year, the Committee discuss the plan for the internal audit and statutory audit.

Dates of the Audit Committee Meetings are fixed in advance and agenda is circulated to the Directors at least seven days before the meeting.

As required under Clause 49(III)(E) of the Listing Agreement, the Audit Committee had reviewed the following information:

- Management Discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions submitted by management
- Management letters/letters of internal controls, weaknesses issued by the Statutory Auditors.
- Internal Auditors Reports relating to internal control weaknesses.
- Appointment, removal and terms of remuneration of the internal auditors.

During the year under review, the 4 Audit Committee were held during Financial Year 2011-12. The dates on which the said meetings were held as follows:

22/04/2011, 12/07/2011, 25/10/2011, 31/01/2012

### **3.2 Remuneration Committee:**

The remuneration committee of the Company has not met during the year under review because there was no proposal for the payment or increase / decrease of the remuneration of any managerial staff or director of the Company.

### **3.3 Share Transfer & Shareholders'/Investor Grievance Committee:**

The Share Transfer & Shareholders'/Investor Grievance committee comprises as under:

<b>No.</b>	<b>Name of Director</b>	<b>Category</b>
1	Mr. Radheshyam Poddar	Chairman
2	Mr. Hari Kumar Choudhary	Member
3	Mr. Bhuban Dutta	Member

Mr. Radheshyam Poddar, Chairman and Executive Director of the company was heading the committee as well as she was designated as the Compliance officer of the Company.

The Committee continued to look into the investors/shareholders complaints. The Committee meets once in a month to look after share transfers and other complaints. The Company is yet to appoint some share transfer agent for looking after the work of physical and dematerialized shares and shall do it shortly.

## **4. GENERAL BOARD MEETING:**

(a) Location and time where last three AGMs were held:

<b>Year of AGM</b>	<b>Date of the AGM</b>	<b>Time</b>	<b>Place of AGM Held</b>
2011	30/09/2011	11.00	C-85 Phase-V, Focal Point, Ludhiana, Punjab
2010	30/09/2010	11:00	C-85 Phase-V, Focal Point, Ludhiana, Punjab
2009	30/09/2009	11:00	C-85 Phase-V, Focal Point, Ludhiana, Punjab

(b) All the resolutions including special resolutions set out in the respective notices were passed by the shareholders. The following special resolutions were passed in previous Three Annual General Meeting for the year:

**2011** No special resolution passed in the year under review.

**2010** No special resolution passed in the year under review.

**2009** No special resolution passed in the year under review.

### **EXTRA ORDINARY GENERAL MEETING DURING THE YEAR**

One Extra Ordinary General Meeting held on 19/10/2011 for change of Statutory Auditor of the Company during the financial year under review.

## **5. DISCLOSURES:**

- a. Materially significant related party transactions:  
There were no significant or material related party transactions that have taken place during the year which have any potential conflict with the interest of the company at large. The detailed related party information and transactions have not been provided in Notes forming parts of Accounts.
- b. During the last three Years, there were no penalties, strictures imposed by either SEBI or stock Exchange or any statutory authority for non-Compliance of any matter related to the capital market.

## **6. CEO/CFO CERTIFICATION:**

(Under Clause 49(V) of Listing Agreement)

We Certify that --

- a. We have reviewed the financial statements and the cash flow statement for the year 2011-12 and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 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;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2011-12 which are fraudulent, illegal or violative of the Company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee –
- Significant changes in internal control over the financial reporting during the year 2011-12;
  - Significant changes in accounting policies during the year 2011-12 and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

## **7. MEANS OF COMMUNICATIONS:**

The Quarterly Unaudited Financial Results and other presentation as to the Company's Performance etc., are made available to the institutional investors/Financial Analysts as and when felt expedient.

The Management discussion and analysis forms part of the Annual Report.

**8. GENERAL SHAREHOLDER INFORMATION:**

• **Annual General Meeting: Date, Time and venue:**

28<sup>th</sup> September, 2012 at 11.00 a.m. at the Registered Office of the Company.

• **Financial Year:**

1<sup>st</sup> April 2011 to 31<sup>st</sup> March, 2012

• **Financial Calendar:**

1<sup>st</sup> quarterly results – last week of May, 2011  
2<sup>nd</sup> quarterly results – last week of August, 2011  
3<sup>rd</sup> quarter results – last week of November, 2011.  
4<sup>th</sup> quarter results – last week of February, 2012.

• **Date of Book Closure:**

21<sup>st</sup> September, 2012 to 28<sup>th</sup> September, 2012

• **Dividend Payment Date:** N.A.

• **Listing on Stock Exchanges:**

Ludhiana Stock Exchange Ltd.  
Ahmedabad Stock Exchange Ltd.  
Delhi Stock Exchange Ltd.  
Calcutta Stock Exchange Ltd.

• **Listing Fee**

The Company could not pay listing fee for the year 2011-12.

• **Scrip Code :** ASE- 61299

CSE-30129

DSE-8553

LSE- Tirupati Tyres Ltd.

• **Demat ISIN number:** Share yet not Dematerialised

• **Registered and Transfer Agent:**

The Company has an in-house share transfer department and has not appointed any Registrar and Transfer Agent.

• **Share Transfer System:**

Valid Share transfer in physical form and complete in all respects were approved and registered within the stipulated period.

- **Distribution of Shareholding as on Dated 31.03.2012**

SHARE HOLDING OF NOMINAL VALUE OF		SHARE HOLDERS		SHARE AMOUNT	
Rs.	Rs	Number	% to Total	In Rs.	% to Total
(1)	(2)	(2)	(3)	(4)	(5)
Up to	5000	252	31.42	1240000	3.60
5001 -	10000	152	18.95	1319000	3.83
10001 -	20000	104	12.97	1883000	5.47
20001 -	30000	233	29.05	5591000	16.24
30001 -	40000	31	3.87	1109000	3.22
40001 -	50000	9	1.12	382000	1.11
50001 -	100000	5	0.62	403000	1.17
100001 and above		16	2.00	22508000	65.36
<b>Total</b>		<b>802</b>	<b>100</b>	<b>34435000</b>	<b>100</b>

- **Shareholding pattern as on 31.03.2012**

Category	No of Shares held	% of Shareholding
a. Promoters and persons who may be deemed to be acting in concert including promoter/directors group		
Companies	1779400	51.67
b. Mutual Fund/Trust	NIL	0.00
c. Financial Institution Banks	NIL	0.00
d. Bodies Corporate	307500	8.93
e. Indian public	1356600	39.40
<b>TOTAL</b>	<b>3443500</b>	<b>100</b>

**Dematerialization of shares:** As on 31/03/2012 Demat shares accounted for Nil (Equity Shares) of total equity.

**Outstanding GDR / ADR / Warrants:** Not Applicable

- **Registered Office and Address for communication:**

**Tirupati Tyres Limited**

C-85 Phase-V, Focal Point, Ludhiana, Punjab

**Declaration of compliance with the code of conduct**

All the Directors and senior management personal have, respectively, affirmed compliance with the code of conduct as approved and adopted by the Board of Directors.

**For & on behalf of the Board of Director**

**Date: 03/09/2012**  
**Place: Ludhiana**

<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>Radheshyam Poddar</b>	<b>H. K. Choudhary</b>	<b>Bhuban Dutta</b>
<b>Director</b>	<b>Director</b>	<b>Director</b>

## **Auditors' Compliance Certificate**

To,  
The Members,  
**Tirupati Tyres Limited**  
C-85 Phase-V, Focal Point, Ludhiana, Punjab

We have examined the compliance of Corporate Governance by **Tirupati Tyres Limited** for the year ended on **31<sup>st</sup> March, 2012** as stipulated in clause 49 of the Listing Agreement of the said 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 the compliance of the conditions of the corporate Governance. It is neither an audit nor an expression of to opinion on the financial statement 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 Agreement.

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

**M/S Sandeep Manuja & Associates,  
Chartered Accountants**

**Date: 03/09/2012**  
**Place: Ludhiana**

Sd/-  
**Sandeep Manuja**  
**(Proprietor)**  
**(M. No. 87888)**



## **Auditors' Report**

Auditors' Report to the members of Tirupati Tyres Limited

We have audited the attached Balance Sheet of Tirupati Tyres Limited as at March 31, 2012, and the Profit and Loss Account 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. 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.
2. As required by the companies (Auditors Report) order, 2003 issued by the central Government of India in terms of sub-section (4A) of section 227 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 above, we report that:

We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

- (i) In our opinion, proper books of account, as required by the law, have been kept by the Company, so far as appears from our examination of those books;
- (ii) The Balance Sheet and Profit and Loss Account referred to in this report are in agreement with the books of account;
- (iii) In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report are in compliance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.

(iv) On the basis of the written representations received from the Directors, as on 31<sup>st</sup> March, 2012, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31<sup>st</sup> March, 2012 from being appointed as a Director in terms of Clause (g) of Sub-Section (1) of Section 274 of Companies Act, 1956;

(v) In our opinion and to the best of our information and according to the explanations given to us, subject to the comments that Company has not provided for listing fees, the financial impact of these are not provided to us and as such we are unable to provide the same. The loss would have been higher by the equivalent amount, the company has stopped business activities and sold off its fixed assets including land, building, plant & machinery, the parties account both debit & credit are subject to confirmation from the parties concerned, the stock as on 31.03.2012 is as provided, valued & certified by the directors & the company is having trade transactions with the firms in which directors are interested, and notes on accounts, give the information required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2012;
- (ii) In case of the Profit and Loss Account, of the profit of the Company for the year ended on that date.
- (iii) In the case of cash flow statement, of the cash flows for the year ended on that date.

**M/S Sandeep Manuja & Associates,  
Chartered Accountants**

**Date: 03/09/2012  
Place: Ludhiana**

**Sd/-  
Sandeep Manuja  
(Proprietor)  
(M. No. 87888)**

Statement on the matters specified in paragraph 4 & 5 of the Companies (Auditor's Report) order 2003 issued by the Central Government of India in terms of sub section (4A) of section 227 of the Companies Act 1956, as referred to in Paragraph 3 of our Audit report of even date,

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. However all the fixed assets have been sold off.
- (b) The fixed assets of the company are taken over by the SBI under securitization Act, and later on sold off. as such the assets have not been physically verified by the management during the year end As such we are not in a position to certify that whether there is a regular program of verification and whether any material discrepancies have been noticed on such verification.
- (c) Based on our scrutiny of records of the company and information and explanations received by us, we report that the company has disposed of major part of assets. As such going concern concept of the company has been affected.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of company and the nature of its business.
- (c) The company is not maintaining proper day to day records of inventory. As such we are not in a position to comment that whether there is any material discrepancies noticed on verification between the physical stocks and the book records. However according to the certificate of the management all such discrepancies have been accounted for in the books of accounts. The inventory is NIL.
- (iii) The company had not taken loans from parties covered in the register maintained under section 301 of the companies Act, 1956. The company has granted loan and advances to parties as specified under section 301. In our opinion the rate of interest and other terms and conditions on which loans have been given to parties covered in the register maintained under section 301 of the companies Act, 1956 are not prejudicial to the interest of the company. Since there is no loan, question of paying regularly in payment of interests & principal amount during the year does not arise. There is no overdue amount of loans taken from companies, firms or other parties listed in the register maintained under

section 301 of the Companies Act, 1956. Such loans are NIL.

- a) The company had not taken loans from parties covered in the register maintained under section 301 of the companies Act, 1956. The company has granted loan and advances to parties as specified under section 301.
  - b) In our opinion the rate of interest and other terms and conditions on which loans have been given to parties covered in the register maintained under section 301 of the companies Act, 1956 are not prejudicial to the interest of the company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- (v) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the companies Act, 1956.
- According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- Transactions exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) The company is required to maintain books of account relating to materials, labour and other items of cost pursuant to the Rules made by Central Government for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956. However no such record is produced before us.
- (ix) (a) The company is not regular in depositing with appropriate authorities undisputed statutory dues including provident fund, ESI, income tax, sales tax, mca dues cess and other material statutory dues applicable to it. According to the information and explanations given to us, their are undisputed amounts payable (which due to lack of information we are unable to report) in

respect of income tax, wealth tax, sales tax, customs duty, excise duty and Rubber cess were in arrears, as at 31st March 2012 for a period of more than six months from the date they became payable. According to the information and explanation given to us, there are dues of sales tax, income tax, customs duty, wealth tax, excise duty, and Rubber cess, which have not been deposited on account of any dispute.

- (b) The company is not regular in depositing with appropriate authorities undisputed statutory dues including provident fund, ESI, income tax, sales tax, mca dues cess and other material statutory dues applicable to it. According to the information and explanations given to us, their are undisputed amounts payable (which due to lack of information we are unable to report) in respect of income tax, wealth tax, sales tax, customs duty, excise duty and Rubber cess were in arrears, as at 31st March 2012 for a period of more than six months from the date they became payable.
- (c) According to the information and explanation given to us, there are dues of sales tax, income tax, customs duty, wealth tax, excise duty, and Rubber cess, which have not been deposited on account of any dispute.
- (x) The Company's accumulated losses at the end of the financial year are less than fifty percent of its net worth. Further, the Company has not incurred any cash losses in the current financial year.
- (xi) In our opinion and according to the information and explanation given to us, the company has defaulted in repayment of dues to financial institution, bank or debenture holders in the past. The company has made compromise settlement with PFC & SBI for their dues.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.

- (xvi) In our opinion and according to the information and explanations given to us by the management, term loans are applied for the purpose for which the loans were obtained.
- (xvii) According to the information and explanations 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
- (xviii) 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.

**M/S Sandeep Manuja & Associates,  
Chartered Accountants**

**Date: 03/09/2012  
Place: Ludhiana**

**Sd/-  
Sandeep Manuja  
(Proprietor)**

**Balance Sheet as at 31st March, 2012**

Particulars	Not e No	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	27,701,000	24,101,000
(b) Reserves and Surplus	2	(13,799,192)	(13,826,712)
<b>(2) Non-Current Liabilities</b>			
(a) Deferred tax liabilities (Net)	3	-	-
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	4	-	-
(b) Trade payables	5	-	-
(c) Other current liabilities	6	61,050	61,050
(d) Short-term provisions	7	13,555	-
<b>Total</b>		<b>13,976,413</b>	<b>10,335,338</b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	8	215,244	309,769
(ii) Capital work-in-progress		-	-
(b) Non-current investments	9	-	-
(d) Other non-current assets	10	9,964,865	9,964,865
<b>(2) Current assets</b>			
(a) Inventories	11	1,700,000	-
(b) Trade receivables	12	1,900,000	-
(e) Cash and cash equivalents	13	196,304	60,704
(f) Short-term loans and advances	14	-	-
(g) Other current assets	15	-	-
<b>Total</b>		<b>13,976,413</b>	<b>10,335,338</b>

**As per our report of even date  
For Sandeep Manuja & Associates  
Chartered Accountants**

**Sd/-  
Sandeep Manuja  
(Proprietor)  
M.No. 87888**

**Place : Ludhiana  
Dated: 03/09/2012**

**For and on behalf of the Board  
Tirupati Tyres Limited**

<b>Sd/- Radheshyam Poddar Director</b>	<b>Sd/- H. K. Choudhary Director</b>	<b>Sd/- Bhuban Dutta Director</b>
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**Place : Ludhiana  
Dated: 03/09/2012**



**Statement of Profit and Loss for the year ended 31st March, 2012**

	<b>Particulars</b>	<b>Note No</b>	<b>As at 31st March, 2012 Amount (₹)</b>	<b>As at 31st March, 2011 Amount (₹)</b>
I.	Revenue from operations	16	175,500	-
II.	Other Income	17	-	-
III.	<b>Total Revenue (I + II)</b>		<b>175,500</b>	<b>-</b>
IV.	<b><u>Expenses:</u></b>			
	Cost of materials consumed	18	-	-
	Purchase Cost of Stock in Trade	19	25,200	-
	Changes in inventories of finished goods and Stock-in- Trade	20	-	-
	Employee benefit expense	21	9,050	-
	Financial costs	22	-	-
	Depreciation and amortization expense	8	94,525	94,525
	Other expenses	23	5,650	61,050
	<b>Total Expenses</b>		<b>134,425</b>	<b>155,575</b>
V.	Profit before tax (III - IV)		<b>41,075</b>	<b>(155,575)</b>
VI.	Tax expense:			
	(1) Current tax/ Provision for Tax		13,555	-
	(2) Short Excess Provision of Earlier years		-	-
	(3) Deferred tax		-	-
VII.	Profit/(Loss) for the period (XI + XIV)		<b>27,520</b>	<b>(155,575)</b>



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012**

Particulars	AMOUNT 2011-2012	AMOUNT 2010- 2011
<b>A.CASH FLOW FROM OPERATING ACTIVITIES</b>		
PROFIT/(LOSS) BEFORE INTEREST, TAX AND EXTRAORDINARY ITEMS	41075.00	155575.00
Adjustments for Depreciation	94525.00	94525.00
Miscellaneous Expenses Written off	0.00	0.00
Profit on sale of Fixed Assets	0.00	0.00
	135600.00	-61050.00
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		
Adjustments for increase/decrease in :		
Trade and Other Receivables	0.00	0.00
Trade & Other Payables, Liabilities	0.00	61050.00
<b>CASH GENERATED FROM OPERATIONS</b>	135600.00	0.00
Interest Paid	0.00	0.00
Provision for Tax Paid	0.00	0.00
CASH FLOW BEFORE EXTRAORDINARY ITEMS	135600.00	0.00
EXTRAORDINARY ITEMS	0.00	0.00
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	135600.00	0.00
<b>B.CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	0.00	0.00
Sales of Fixed Assets	0.00	0.00
Purchase of Investments/Increase in Investment	0.00	0.00
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	<b>0.00</b>	<b>0.00</b>
<b>C.CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	0.00	0.00
	0.00	0.00
<b>NET CASH USED IN FINANCING ACTIVITIES (C)</b>	<b>0.00</b>	<b>0.00</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>135600.00</b>	<b>0.00</b>
CASH AND CASH EQUIVALENTS AS AT 1.4.2011	60704.00	60704.00
CASH AND CASH EQUIVALENTS AS AT 31.3.2012	196304.00	60704.00
NET INCREASE/DECREASE IN CASH EQUIVALENTS	135600.00	0.00

NOTE : FIGURES IN BRACKETS SHOWS OUTFLOW

**AUDITORS CERTIFICATE**

We have examined the above Cash Flow Statement of TIRUPATI TYRES LIMITED, LUDHIANA for the year ended 31st March, 2012. The Statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause 32 with Stock Exchange and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the company.

**As Per our Attached Report of even date**

**For Sandeep Manuja & Associates  
Chartered Accountants**

**Sd/-  
Sandeep Manuja  
(Proprietor)  
M.No. 87888**

**Dated: 03/09/2012  
Place : Ludhiana**

**NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ACCOUNT**

<b>Note No</b>	<b>PARTICULARS</b>	<b>As at 31st March, 2012 Amount (₹)</b>	<b>As at 31st March, 2011 Amount (₹)</b>
<b>1</b>	<b>Share Capital</b>		
	Equity Share Capital		
	Authorised Share capital	50,000,000	50,000,000
	(50,00,000 Equity Shares of Rs 10/- each)		
	Issued, Subscribed & fully Paid Share Capital		
	34,43,500 Equity Shares of Rs.10/- each (Previous Year : 34,43,500)	34,435,000	34,435,000
	Less: Application money pending for Allotment	10,334,000	10,334,000
	Add: Call Money Received	3,600,000	
	<b>Total</b>	<b>27,701,000</b>	<b>24,101,000</b>
	<b>ii) Reconciliation of the number of shares;</b>		
	No. of Equity shares issued at the beginning of the period	3,443,500	3,443,500
	Add no. of Equity shares issued during the period	-	-
	Less no. of Equity shares bought back during the year	-	-
	No. of Equity shares at the end of the period	3,443,500	3,443,500
	<b>ii) List of Shareholder holding more than 5% of shares</b>	<b>No of Shares</b>	<b>% of holding</b>
	Sangita Poddar	1,569,900	45.59%
			0.00%

<b>Note No</b>	<b>PARTICULARS</b>	<b>As at 31st March, 2012 Amount (₹)</b>	<b>As at 31st March, 2011 Amount (₹)</b>
<b>2</b>	<b>Reserves and Surplus</b>		
	Capital Reserves	-	-
	Securities Premium Reserves	-	-
	<b>Profit &amp; Loss account</b>		

	OPENING BALANCE	(15,596,256)	(15,440,681)
	ADDITION DURING THE YEAR	27,520	(155,575)
	<b>TRANSFERRED TO RESERVES AND SURPLUS</b>	<b>(15,568,736)</b>	<b>(15,596,256)</b>
	General reserve	1,769,544	1,769,544
	<b>Total</b>	<b>(13,799,192)</b>	<b>(13,826,712)</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
3	<b>Deferred Tax Liability</b>		
	Balance as per last year	-	-
	Add: Provided during the year	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
4	<b>Short-terms borrowings</b>		
	Secured		
	<b>CASH CREDITS/ OVERDRAFTS</b>		
	Unsecured	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
5	<b>Trade Payables - Current</b>		
	Unsecured and considered good	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
6	<b>Other current liabilities</b>		
	Others	61,050	61,050
		-	-
	<b>Total</b>	<b>61,050</b>	<b>61,050</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
7	<b>Short-term provisions</b>		
	Audit Fees Payable	-	-
	Account Charges Payable	-	-
	Provision for Income Tax	13,555	-
	Provision for the Expenses	-	-
	Provision for the Service Tax	-	-
	VAT/CST Payable	-	-
	Provison for Tax Deducted at Source	-	-
	<b>Total</b>	<b>13,555</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
9	<b>Non-current investments</b>		
	Investments in Equity instruments		
	<b>UNQUOTED</b>	-	-
	<b>QUOTED</b>	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
10	<b>Long Term Trade Receivables</b>		
	Others (sundry Debtors)	9,964,865	9,964,865
		-	-
	<b>Total</b>	<b>9,964,865</b>	<b>9,964,865</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
11	<b>Inventories</b>		
		1,700,000	-
	<b>Total</b>	<b>1,700,000</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
12	<b>Trade receivables</b>		
	Long Term Trade Receivables	1,900,000	-
	<b>Total</b>	<b>1,900,000</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
13	<b>Cash and cash equivalents</b>		
	Cash on Hand	196,304	60,704
	Balances with banks	-	-
	<b>Total</b>	<b>196,304</b>	<b>60,704</b>



Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
14	Short term loans and advances Unsecured Considered Good	- -	- -
	<b>Total</b>	-	-

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
15	<b>Other Current Assets</b>		
	Capital Assets Loss & Gain	-	-
	Preliminary Expenses	-	-
	Public Issue Expenses	-	-
	Unallocated Capital Expenses	-	-
	Settlement Amount	-	-
	Less: Written Off	-	-
	<b>Total</b>	-	-

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
16	<b>Revenue from Operations</b>		
	Revenue from - Sale of products As per note A Below	-	-
	Other operating revenues	-	-
	<b>Total</b>	-	-

	<b>PARTICULARS</b>	<b>As at 31st March, 2012 Amount (₹)</b>	<b>As at 31st March, 2011 Amount (₹)</b>
	<b>(A) :</b>		
	Domestic sales	175,500	-
	Export sales	-	-
	<b>Total</b>	<b>175,500</b>	<b>-</b>

<b>Note No</b>	<b>PARTICULARS</b>	<b>As at 31st March, 2012 Amount (₹)</b>	<b>As at 31st March, 2011 Amount (₹)</b>
<b>17</b>	<b>Othe Income</b>		
	Dividend income	-	-
	Net gain/ loss on sale of investments/Assets	-	-
	Other non-operating income (net of expenses directly attributable to such income)	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

<b>Note No</b>	<b>PARTICULARS</b>	<b>As at 31st March, 2012 Amount (₹)</b>	<b>As at 31st March, 2011 Amount (₹)</b>
<b>18</b>	<b>Raw Material Consumption</b>	-	-
		-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

<b>Note No</b>	<b>PARTICULARS</b>	<b>As at 31st March, 2012 Amount (₹)</b>	<b>As at 31st March, 2011 Amount (₹)</b>
<b>19</b>	<b>Purchase cost of Stock In Trade</b>		
	Purchases	25,200	-
	<b>Total</b>	<b>25,200</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
20	<b>INCREASE/ DECREASE IN STOCK OF FINISHED GOODS and Stock in Trade</b>		
	Opening Stock		
	<b>Total</b>	-	-
	<b>Closing Stock</b>		
	<b>Total</b>	-	-
	<b>Increase or Decrease in Stock</b>	-	-

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
21	<b>Employee Benefits Expense</b>		
	Salaries and wages	8,200	-
	Directors Sitting Fees / Remuneration	-	-
	Staff Welfare Exp	850	-
	<b>Total</b>	<b>9,050</b>	-

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
22	<b>Finance Costs</b>		
	Total Interest expenses	-	-
	Other borrowing costs	-	-
	<b>Total</b>	-	-

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
23	<b>Other Expenses</b>		
	Miscellaneous expenses	-	61,050
	office expenses	5,650	
	<b>Total</b>	<b>5,650</b>	<b>61,050</b>

Note No		As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
24	<b>Contingent liabilities and commitments (to the extent not provided for)</b>		
	Contingent liabilities		
	Sales Tax Demand	0	0
	Income tax Demand	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>

**NOTE- 8 : FIXED ASSETS**

DESC RIPTI ON OF ASSETS	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	GROSS COST AS ON	ADDITIO N DURING	DEDUCT ION DURING	COST AS ON	BALANC E AS ON	DEP.FO R THE YEAR	DEDUCT ION DURING THE YEAR	TOTAL UPTO	AS AT	AS AT
									31.3.201 2	31.3.2011
	1.4.2011	THE YEAR	THE YEAR	31.3.201 2	1.4.2011	YEAR	31.3.2012			
Car Office Equipm ents	995,000	-	-	995,000	685,231	94,525	-	779,756	215,244	309,769
	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>995,000</b>	<b>-</b>	<b>-</b>	<b>995,000</b>	<b>685,231</b>	<b>94,525</b>	<b>-</b>	<b>779,756</b>	<b>215,244</b>	<b>309,769</b>

*Depreciation on the opening balance of the Plant & machinery is not taken as the same is now not in operation. While the depreciation on the other assets is taken as per accounting standard 6, issued by ICAI.*

## ACCOUNTING POLICES AND NOTES

Note No. 25

### A. Accounting Conventions:

The company's financial statements have been prepared in accordance with the historical cost convention on accrual basis of accounting, as applicable to going concern in accordance with generally accepted accounting principle in India, mandatory accounting standards prescribed in the Companies (Accounting Standards) Rules 2006 issued by Central Government in consultation with the provisions of Companies Act, 1956 to the extent applicable. The financial statements are presented in Indian rupees.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Revised Schedule VI of Companies Act, 1956. Based on the nature of business, the company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of Assets and liabilities.

### B. Revenue Recognition:

1. Sales Revenue is recognized on dispatch of goods, net of freight, insurance and VAT.
2. Interest income is recognized on time proportion basis.

### C. Fixed Assets:

Fixed assets are stated at cost of acquisition and inclusive of inward freight, duties & taxes & incidental expenses related to acquisition net of capital subsidy relating to specific fixed assets.

Capital work in progress/Intangible assets under development includes cost of assets at site, advances made for acquisition of capital assets and pre-operative expenditure pending allocation to fixed assets.

### D. Inventory Valuation:

Inventories are valued at cost or net realizable price whichever is lower except scrap at net realizable value. The cost formula used for valuation of inventories are:-

1. In respect of raw material and stores and spares have been valued at Purchase Price, inclusive of Freight.
2. In respect of work in process is valued at cost of raw material plus conversion cost.
3. Finished goods are valued at Selling Price less estimated margin of Profits.

### E. Depreciation:

Depreciation has been provided on provided on Straight line Method in accordance with and in the manner specified in Schedule XVI to the Companies Act, 1956.

F. Taxes on Income:

Provision for Tax is made for both current and deferred taxes. Provisions for current income tax is made on the current tax rates based on assessable income. The Company provides for deferred tax based on the tax effect of timing differences resulting from the recognition of items in the financial statements and in estimating its current tax provision.

G. Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result so past event and it is probable that there will be outflow of resources. Contingent liability, which are considered significant and material by the company, are disclosed in the Notes to Accounts. Contingent Assets are neither recognised nor disclosed in financial statements.

H. Investments:

1. Long term investments are considered 'at Cost' on individual investment basis, unless there is a decline other than temporary in value thereof, in which case adequate provision is made against such diminution in the value of investments.
2. Current investments are valued at lower of cost or market value.

I. Borrowing Cost:

Borrowing cost that are directly attributable to acquisition or construction of qualifying assets or treated as part of cost of capital assets. Other borrowing cost or treated as expenses for the period in which they are incurred.

J. Earning Per Share:

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earning considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preferences dividends and any attributable tax thereto for the period.

K. Cash and Cash Equivalent:

In the cash flow statement, cash and cash equivalent includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

Detail of transactions entered into with the related parties during the year as required by Accounting Standard (AS)-18 on 'Related Party Disclosure' issued by the Institute of Chartered Accountants of India are as under:

Transactions with the related parties: NIL

PROXY FORM

Registered Folio No:

No of Shares held:

I/We \_\_\_\_\_ of \_\_\_\_\_ being Member / Members of Tirupati Tyres Limited, hereby appoint Shri / Smt. \_\_\_\_\_ of \_\_\_\_\_ or failing him Shri / Smt. \_\_\_\_\_ of \_\_\_\_\_ as my/ our proxy to vote for me/ us and on my/ us behalf at the Annual General Meeting of the Company to be held on 28<sup>th</sup> September, 2012 at 11.00 a.m.

Signed by the said \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Signature: \_\_\_\_\_

**Affix Rs. 1  
Revenue  
Stamp**

Applicable to the members holding shares in electronic form.

**NOTE:**

The proxy to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

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**ATTENDANCE SLIP**

Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall. It helps us to make proper arrangements. Failures to bring this Attendance Slip create unnecessary inconvenience to you. Please write below

Reg.Folio No:

I hereby record my presence at the Annual General Meeting of the Company held at C-85 Phase-V, Focal Point, Ludhiana, Punjab 28<sup>th</sup> September, 2012 at 11.00 a.m.

Full Name of the Members/Proxy \_\_\_\_\_  
(In Block Letters, to be filled in if the proxy attends instead of the Member)

\_\_\_\_\_  
Members/ Proxy

Signature

Application to the members holding shares in electronic form.

**NOTES:**

1. Members/ Proxy holders are requested to bring their copy of the Notice with them at the Meeting.
2. Please carry with you this Attendance Slip and hand over the same duly completed, stamped signed at the space provided, at the entrance of the Meeting Hall.
3. Shareholders / Proxy holders should bring their copy of the Annual Report for the meeting.