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# TIRUPATI FOAM LTD.

**Manufacturers of : POLYURETHANE FOAM**  
**PROCEEDING OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING :**

## **CHAIRMAN'S SPEECH**

"Ladies & Gentleman,

On behalf of the Board of Directors of the Company, I have great pleasure in welcoming you to the 25<sup>th</sup> Annual General Meeting of your Company.

Since the Quorum is present, I call the meeting in Order.

The Statement of Accounts and the Directors Report for the year ended March 31, 2012 have been with you for sometime, and with your permission, I take them as read.

Your Board of Directors have recommended 12% dividend for the year ended 31<sup>st</sup> March, 2012.

The Company is well prepared to make the most of the opportunities and faced with a bright outlook for the future. The Company has started current year promising and achieved turnover of Rs.1623.77 lacs in first 3 months ending 30<sup>th</sup> June, 2012 and earned profit before tax of Rs.13.18 Lacs.

The setting up of our new factory at Greater Nodia, Uttar Pradesh has been completed and commercial production has been started in November, 2011.

I wish to conclude my speech by expressing my sincere thanks to all my Colleagues on the Board for their Co-operation and guidance and also to the Company's employees for their productive and dedicated services.

And in last but most importantly, I thank you our Shareholders personally and on behalf of the Board of your continued support and confidence in the management of your Company.

I now request Mr. D.A. Rupawala the Consulting Secretary of our Company to continue with the operational part of the meeting.

Once again thank you very much for hearing me patiently.

  
Chairman

DT : 29.09.2012  
Place : Ahmedabad.

**REGD. OFFICE** : "TIRUPATI" House, 4th Floor, Nr. Topaz Restaurant, University Road, Polytechnic Char Rasta, Ambawadi, Ahmedabad-380 015. Gujarat, INDIA.

**FACTORY** : Plot No. 4-A, Block No. 65, Village : Khatraj, Post : Khatraj, Ta. Kalol. Dist. Gandhinagar (Guj.) INDIA  
Tele.: 02764-281049-281224 Fax: 91-2764-281225

**25<sup>th</sup>  
Annual General Meeting  
On  
Saturday,  
29<sup>th</sup> September, 2012  
at  
3.00 P.M.**

**PLACE:  
Tirupati House, 4<sup>th</sup> Floor,  
Nr. Topaz Restaurant, University Road,  
Polytechnic Char Rasta, Ambawadi,  
Ahmedabad – 380 015**

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**Tirupati Foam Limited**

**Registered Office : Tirupati House, 4<sup>th</sup> Floor, Nr. Topaz Restaurant,  
University Road, Polytechnic Char Rasta,  
Ambawadi, Ahmedabad – 380 015**

# **Tirupati Foam Limited**

## **PROCEEDING OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING :**

### **DIRECTORS PRESENTS**

1. Mr. Venibhai B Purohit
2. Mr. Manharlal A. Mehta
3. Mr. Roshan P Sanghvi
4. Mr. Satish A Mehta
5. Mr. Deepak T Mehta
6. Mr. Mukesh B Shah
7. Mr. Mukesh B. Kothari

In Attendance

### **AUDITORS**

Mr. Mayank Shah

### **COMPANY SECRETARY (CONSULTING)**

Mr. D.A. Rupawala

# **Tirupati Foam Limited**

## **PROCEEDING OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING :**

### **CHAIRMAN**

"Ladies & Gentleman,

It gives me great pleasure in welcoming you all to the 25<sup>th</sup> Annual General Meeting of the Company. First of all I would like to introduce my colleagues sitting on the dais."

### **CHAIRMAN**

"Since the quorum is present, I call the meeting to order. The Statements of Accounts together with the Directors' Report for the Year ended March 31, 2012 have been with you for sometime and with your permission, I take them as read."

**(CHAIRMAN COMPLETED HIS SPEECH)**

### **CHAIRMAN**

"Now I call on the Secretary to read the Auditors' Report in terms of Section 230 of the Companies Act, 1956."

**(SECRETARY READ THE AUDITORS' REPORT)**

### **CHAIRMAN**

"Now I proceed with the Agenda."

# **Tirupati Foam Limited**

## **PROCEEDING OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING :**

### **ITEM NO.1 OF THE AGENDA**

#### **CHAIRMAN**

The First Item is:

"To consider and adopt the audited the Profit and Loss Account for the year ended March 31, 2012, the Balance Sheet as at that date and the reports of the Directors and Auditors.

Before the Resolutions is put to vote, I invite queries, if any on the Accounts and working of the Company."

#### **CHAIRMAN**

NO Queries were raised.

#### **CHAIRMAN**

"Since there are no more queries, I place the following Ordinary Resolutions for consideration:

"RESOLVED THAT the Profit and Loss Account for the year ended March 31, 2012, the Balance Sheet as at that date and the reports of the Directors and Auditors thereon be and hereby adopted."

#### **CHAIRMAN**

Proposed by MR. Manish Sanghavi  
Seconded by MR. Anurag Mehta

#### **CHAIRMAN**

Those in favour All  
Those against Nil

#### **CHAIRMAN**

"I declare the resolution as passed unanimously."

# **Tirupati Foam Limited**

## **PROCEEDING OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING :**

### **ITEM NO.2 OF THE AGENDA**

#### **CHAIRMAN**

The Second Item is :

"To Declare a dividend on equity shares."

#### **CHAIRMAN**

"I place the following Ordinary Resolution for considerations:

"RESOLVED THAT a final dividend of 12% on the paid up equity share capital of Rs.4,40,70,000/- of the Company as recommended by the Board hereby declared.

Proposed by           MR. Roshan Sanghavi  
Seconded by         MR. Deepak Mehta

Those in favour        All  
Those against         Nil

#### **CHAIRMAN**

"I declare the resolution as passed unanimously."

# **Tirupati Foam Limited**

## **PROCEEDING OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING :**

### **ITEM NO.3 OF THE AGENDA**

#### **CHAIRMAN**

The Third Item is :

"To appoint a Director in place of Mr. Venibhai Purohit who retires by rotation and being eligible, offers himself for reappointment."

"Mr. Venibhai Purohit retires by rotation in terms of Section 255 of the Companies Act, 1956."

#### **CHAIRMAN**

"I place the following Ordinary Resolution for considerations :

"RESOLVED THAT Mr. Venibhai Purohit be and is hereby reappointed as a Director of the Company."

Proposed by	MR. Mukesh Shah
Seconded by	MR. ANurag Mehta

Those in favour	All
Those against	Nil

#### **CHAIRMAN**

"I declare the resolution as passed unanimously."

# **Tirupati Foam Limited**

## **PROCEEDING OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING :**

### **ITEM NO.4 OF THE AGENDA**

#### **CHAIRMAN**

The Fourth Item is :

"To appoint a Director in place of Mr. Manharlal Mehta who retires by rotation and being eligible, offers himself for reappointment."

"Mr. Manharlal Mehta retires by rotation in terms of Section 255 of the Companies Act, 1956."

#### **CHAIRMAN**

"I place the following Ordinary Resolution for considerations:

"RESOLVED THAT Mr. Manharlal Mehta be and is hereby reappointed as a Director of the Company."

Proposed by	MR. Komil Sanghavi
Seconded by	MR. Kalpesh N Patel

Those in favour	All
Those against	Nil

#### **CHAIRMAN**

"I declare the resolution as passed unanimously."



# **Tirupati Foam Limited**

## **PROCEEDING OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING :**

### **ITEM NO.5 OF THE AGENDA**

#### **CHAIRMAN**

The Fifth Item is :

"To appoint Auditors and fix their remuneration."

M/s. Mayank Shah & Associates, Chartered Accountants, hold office as Auditors of the Company up to conclusion of this AGM.

#### **CHAIRMAN**

"The members may consider and pass the following Ordinary Resolution for the reappointment of Auditors."

"RESOLVED THAT M/s. Mayank Shah & Associates, Chartered Accountants, be and is hereby reappointed as Auditors of the Company unto the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors."

Proposed by	MR. Mukesh kothari
Seconded by	MR. Satish Mehta

Those in favour	All
Those against	Nil

#### **CHAIRMAN**

"I declare the resolution as passed unanimously."

# Tirupati Foam Limited

## PROCEEDING OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING :

### ITEM NO.6 OF THE AGENDA

#### **CHAIRMAN**

The Sixth Item is :

"To Re-appoint and fix the remuneration of Mr. Roshan P. Sanghvi, Managing Director of the Company."

Mr. Venibhai Purohit, Chairman informed the Board that term of appointment of Mr. Roshan P. Sanghvi, Managing Director expires on 31.05.2012 and his reappointment should be done.

#### **CHAIRMAN**

**"RESOLVED THAT** subject to approval of shareholders in ensuing Annual General Meeting and pursuant to Section 269, 198, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof) and subject to such other approvals if any, as may be required the consent and approval of the Board be and is hereby accorded to the re-appointment Mr. Roshan P. Sanghvi as Managing Director of the company for a period of further 5 years w. e. f.10<sup>th</sup> June, 2012 on following terms and conditions."

Proposed by	MR. Deepak Mehta
Seconded by	MR. Prakash B Shah

Those in favour	All
Those against	Nil

#### **CHAIRMAN**

"I declare the resolution as passed unanimously."

# Tirupati Foam Limited

## PROCEEDING OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING :

### ITEM NO.7 OF THE AGENDA

#### **CHAIRMAN**

The Seventh Item is :

"To Re-appoint and fix the remuneration of Mr. Satish Mehta, Executive Director of the Company."

Mr. Venibhai Purohit, Chairman informed the Board that term of appointment of Mr. Satish Mehta, Executive Director expires on 31.05.2012 and his reappointment should be done.

#### **CHAIRMAN**

"**RESOLVED THAT** subject to approval of shareholders in ensuing Annual General Meeting and pursuant to Section 269, 198, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof) and subject to such other approvals if any, as may be required the consent and approval of the Board be and is hereby accorded to the re-appointment Mr. Satish Mehta as Executive Director of the company for a period of further 5 years w. e. f. 01<sup>st</sup> June, 2012 on following terms and conditions."

Proposed by	MR. sanjay N Patel
Seconded by	MR. Alpa M SAnghavi

Those in favour	All
Those against	Nil

#### **CHAIRMAN**

"I declare the resolution as passed unanimously."

# Tirupati Foam Limited

## PROCEEDING OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING :

### CONCUSION

#### **CHAIRMAN**

"Ladies & Gentleman,

Since there is no more business to transact, I declare the meeting as closed.

I now invite you all for the Tea.

Thank you."

**Tirupati Foam Limited**



**MR. Roshan Sanghavi**  
**(Managing Director)**