



August 25th , 2016

To,
The BSE Limited
P J Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sir

Ref : Scrip Code: 500421

Sub: Notice convening 34th Annual General Meeting.

Please find enclosed herewith Notice convening 34th Annual General Meeting of the Company to be held on Saturday, 17th September, 2016 at 11.30^{am} at the Registered Office of the Company at Plot No. J-61, Additional MIDC, Murbad, District Thane

Kindly take the above documents on record.

Thanking You,

Yours truly,

For TPI India Limited

Bharat C. Parekh
(Managing Director)
DIN : 02650644

NOTICE

Notice is hereby given that the **THIRTY FOURTH ANNUAL GENERAL MEETING OF M/S TPI INDIA LIMITED** will be held at its Registered Office at Plot No. J-61, Additional MIDC Area, Murbad, District Thane on Saturday, the 17th day of September, 2016 at 11.30 pm to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet and Profit & Loss account of the Company for the financial year ended 31st March, 2016 and Balance Sheet as at that date together with the Reports of Auditors' and Directors' thereon;
2. To consider declaration of Dividend;
3. To appoint a Director in place of Shri Akshay D. Bhatt, who retires by rotation and is eligible for re-appointment;
4. To re-appoint Auditors and fix their remuneration and in this regards, to consider and if thought it, to pass the following resolution as an **ORDINARY RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/s B. R. Dalal & Co., Chartered Accountants, Mumbai (Firm Registration no. W102024), be and is hereby appointed as Auditor of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of the 37th Annual General Meeting (Subject to ratification of their appointment at every Annual General Meeting) at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors"

By Order of the Board of Directors

Place: Mumbai
Date : 5th August, 2016

Registered Office:
Plot No. J-61, Additional MIDC Area
Murbad, District Thane

Sd/-
Bharat C. Parekh
Managing Director
DIN : 02650644

NOTICE

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifth and holding in the aggregate not more than ten percent of the total share capital of Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 12th September, 2016 to Saturday, 17th September, 2016 (both days inclusive).

6. Members who have multiple folios with identical order of names are requested to intimate to the Company those folios to enable the Company to consolidate all shareholding into one folio.
7. Members having any query(ies) relating to this Annual Report are requested to send their questions to Registered Office of the Company at least 7 days before the date scheduled for Annual General Meeting.
8. Members who hold shares in physical form are requested to intimate to the Company Bank mandate under the signature of & Sole/first named joint shareholder specifying Bank's name, Name and Address (with PIN No.) of the Branch, Account Type – Saving (SA) or Current (CA) Account No.
9. In case of physical transfer or transmission of shares, copy of PAN Card of the transferee is mandatory.
10. Investors holding shares in physical form are advised to opt for Electronic Clearing System (ECS) to avail fast and safe remittance of dividend. A photocopy of a leaf of your Cheque book bearing your Account Number may also be sent along with mandate.
11. Members are requested to notify promptly changes in their address quoting their Registered Folio Nos. to the Company or its RTA.
12. Members are requested to notify promptly changes in their address quoting their physical holding in the Company to avail the facility of dematerialization.
13. Members / Proxies are requested to bring attendance slip duly filled along with their copies of Annual Report in the meeting.
14. All material documents are open for inspection by the members on all working days at the Registered Office of the Company till the conclusion of the Annual General Meeting.
15. Ministry of Corporate Affairs, Government of India vide Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011 allowed service of documents by e-mode as a Green initiative in the Corporate Governance. The Members are requested to register their e-mail address the Company's Registrar and Share Transfer Agent – Bigshare Services Pvt. Ltd having it office at E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400 072
16. In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rule 2015 and Regulation 44 of the Listing Regulation, the Company is pleased to provide members the facility to exercise their right to vote at Thirty Fourth Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The Company has entered into an arrangement with Central Depository Services (India) Limited for facilitating e-voting for Annual General Meeting.

The E-voting period for all items of business contained in this Notice shall commence from Wednesday, 14th, September 2016 (10.00 am IST) and will end on Friday, 16th September, 2016, 2016 (5.00 pm IST). During this period Equity Shareholders of the Company holding shares either in physical form or in dematerialized form as on Saturday, 10th September, 2016 (ie cut-off date), may cast their vote electronically.

The Company has appointed an Independent Professional (Practicing Company Secretary – M/s Girish Murarka & Co.) as Scrutinizer to conduct E-voting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at General Meeting would count the votes cast at the meeting, thereafter and make, not later than three days of conclusion of the

meeting , the Consolidated Scrutinizer's Report of the total vote cast in favour or against, if any, to the Chairman or person authorized by him in writing who shall countersign the same.

The Results along with Scrutinizer's Report shall be communicated to the Stock Exchange.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records in order to login
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or Company , please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat

holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note on Non-individual Shareholders and custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

**By Order of the Board of Directors
For TPI India Limited**

Sd/-
Bharat C. Parekh
Managing Director
DIN : 02650644

Place: Mumbai
Date : 5th August, 2016

Details of Director Seeking Re-appointment at this Annual General Meeting

- | | |
|--|------------------------------------|
| a) Name of Director | : Akshay D. Bhatt |
| b) Director Identification No. | : 00537101 |
| c) Date of Birth | : 16 th September, 1954 |
| d) Date of Appointment | : 31 st July, 2006 |
| e) Qualification | : B.Com (Hon), LLB and FCA |
| f) Directorship Held in other Companies | : Nil |
| g) Membership / Chairmanship of Audit and Stakeholders' Relationship Committee Across Public Companies | : Nil |
| h) No. of Shares Held | : Nil |

TPI INDIA LIMITED

CIN : L28129MH1982PLC0216917

Regd. Office : Plot No. J-61, Additional MIDC, Murbad, District Thane

34th Annual General Meeting

Attendance Slip

(to be handed over at the Registration Counter)

DP Id : -----

Folio No.: -----

Client Id : -----

No. of Shares Held : -----

(Applicable for the investors holding shares in electronic forms)

I / We hereby record my presence at the Annual General Meeting of the Company on Saturday, 17th September, 2016 at 11.30 a.m. at Plot No. J-61, Additional MIDC, Murbad, District : Thane 421401.

Name of the Shareholders : 1)
And Joint Shareholders 2)
(in Block Letter) 3)

Address :-----

Name of the Proxy -----
(to be filled only when Proxy attend the meeting)

Signature of the Proxy

Signature of Shareholder / Joint Shareholders

Note :

1. Please fill the Attendance Slip and hand it over at the Registered Counter at the venue.

**34th Annual General Meeting
PROXY FORM MGT – 11**

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : L28129MH1982026917
Name of the Company : TPI India Limited
Registered Office : Plot No. 61, Additional MIDC, Murbad District Thane 421401
Website : www.tpiindia.in

Name of the Members	
Registered Address:	
Email ID:	
Folio No. / Client ID	
DP Id	

(*Applicable for the investor holding shares in electronic forms)

I / We, being the member(s) of _____ equity shares of TPI India Limited, hereby appoint:

1) Name : _____
 Address : _____
 Email Id : _____
 Signature : _____

2) Name : _____
 Address : _____
 Email Id : _____
 Signature : _____

3) Name : _____
 Address : _____
 Email Id : _____
 Signature : _____

As my / our proxy to attend and vote (on a Poll) for me / us on my / our behalf at the 34th Annual General Meeting of the Company to be held on Saturday, 17th day of September, 2016 at 11.30 am at Plot No. 61, Additional MIDC, Murbad, District Thane 421 401, and at any adjournment thereof, in respect of the resolution set out in the AGM Notice convening the meeting as per indicated below

Sr. No.	Resolution	For	Against
1	Adoption of Audited Financial Statement for the financial year ended 31 st March, 2016 and the Report of Directors' and Auditor, thereon		
2	Declaration of Dividend		
3	Re-appointment of Mr. Akshay D. Bhatt (00537101), who retire by rotation and being eligible, offers himself for re-appointment		
4	Re-appointment of M/s B. R. Dalal & Co. (FRN 102024W) as Auditor and fixing their remuneration		

Signed this _____ day of _____, 2016

Signature of Shareholder

Signature of Proxy holder(s)

Affix a Re.1/-
Revenue
Stamp

Note:

- a) This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
- b) A Proxy need not be a member of the Company
- c) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as proxy for any other person or shareholder.
- d) Please put a "X" in the appropriate column against the resolution indicated in the Box. If you leave the "For" or "Against" column blank against any or all the resolution, your proxy will be entitled to vote in the manner as he / she things appropriate.
- e) In the case of joint holders, the signature of any one holder will be sufficient,