



NOTICE

NOTICE is hereby given that the **25th ANNUAL GENERAL MEETING** of the Members of **TIRUPATI SARJAN LIMITED** will be held on 30th September 2020 at 4.00 p.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt: (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon.
2. To re-appoint a Director in place of Mr. Bhailal Babulal Shah, (DIN 00133479) who is liable to retire by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To re-appoint a Director in place of Mr. Ruchir Rushikeshbhai Patel, (DIN : 03185133) who is liable to retire by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS:

4. **Ratification of Remuneration of M/S. J. R. Patel & Associates, Cost Accountants for the Financial Year 2020-21:**

To consider and if though fit, to pass, with or without modification(s), the following resolution as **Ordinary resolution:**

The remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company in their general meeting. With the consent of the members present the Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/S. J. R. Patel & Associates, Cost Accountants (Firm Registration No. 000723) appointed as the Cost Auditors of the Company by the Board of Directors, for carrying out Cost Audit of the Company for financial year 2020-21, be paid remuneration as set out in the statement annexed to the Notice convening this meeting.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Re-appointment of Mr. Jayrajbhai Purshottamdas Mehta (DIN: 07283499) as an Independent Director of the Company-**

To consider and if though fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 1st September, 2020, subject to the approval of the Members of the Company and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Jayrajbhai Purshottamdas Mehta (DIN: 07283499) who holds the office of Independent Non-Executive Director of the Company till 29th September 2020, who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from member proposing his candidature for the office of Director pursuant to Section 160 of Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 30th September 2020 up to 29th September, 2025."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

6. **Re-appointment of Mr. Dayabhai Lalubhai Patel (DIN: 07283492) as an Independent Director of the Company-**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 1st September, 2020, subject to the approval of the Members of the Company and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-



appointment of Mr. Dayabhai Lallubhai Patel (DIN: 07283492) who holds the office of Independent Non-Executive Director of the Company till 29th September 2020, who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from member proposing his candidature for the office of Director pursuant to Section 160 of Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 30th September 2020 upto 29th September, 2025.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

7. **To regularize the appointment of Mrs. Pooja Samip Shah (DIN 08842943) as an Independent Director of the Company-**

To consider and if though fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and considering the recommendations made by the Nomination and Remuneration Committee, Mrs. Pooja Samip Shah (DIN 08842943) who was appointed as an Additional Director of the Company w.e.f 1st September, 2020 by the Board of Directors, be and is hereby regularized as Director of the Company, designated under category of Independent Director to hold office for a for 5 (Five) year i.e. from 1st September, 2020 to 31st August 2025; with the due consent of the members in this Annual General Meeting.”

8. **To regularize the appointment of Mr. Milap Rajendrakumar Modi (DIN 03075199) as an Independent Director of the Company-**

To consider and if though fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and considering the recommendations made by the Nomination and Remuneration Committee, Mr. Milap Rajendrakumar Modi (DIN 03075199) who was appointed as an Additional Director of the Company w.e.f 1st September, 2020 by the Board of Directors, be and is hereby regularized as Director of the Company, designated under category of Independent Director to hold office for a for 5 (Five) year i.e. from 1st September, 2020 to 31st August 2025; with the due consent of the members in this Annual General Meeting.”

9. **To regularize the appointment of Mr. Pratikkumar Patel (DIN 08856917) as an Independent Director of the Company-**

To consider and if though fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and considering the recommendations made by the Nomination and Remuneration Committee, Mr. Pratikkumar Patel (DIN 08856917) who was appointed as an Additional Director of the Company w.e.f 1st September, 2020 by the Board of Directors, be and is hereby regularized as Director of the Company, designated under category of Independent Director to hold office for a for 5 (Five) year i.e. from 1st September, 2020 to 31st August 2025; with the due consent of the members in this Annual General Meeting.”

10. **Approval for continuation of Mr. Bhailal Babulal Shah (DIN 00133479) as Non-Executive & Non-Independent Director of the Company-**

To consider and if though fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and based on the recommendation of the Nomination and Remuneration Committee, approval of the Members be and hereby accorded to Mr. Bhailal Babulal Shah (DIN 00133479), continue as Non-Executive and Non-Independent Director of the Company, who shall attain the age of 75 years to continue as Director of the Company.”



TIRUPATI SARJAN LIMITED

11. To regularize the appointment of Mr. Ankit Rajesh Shah (DIN: 02440347) & Appointment as a Whole-time Director.

To consider and if though fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company approval of the Members be and is hereby accorded to regularize the appointment of Mr. Ankit Shah (DIN: 02440347) and he is appointed as the Whole-time Director (Executive Director) of the Company for the period of 5 years, with effect from 18th October, 2019 to 17th October, 2024 and upon the terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.

12. APPROVAL FOR PAYMENT OF REMUNERATION IN EXCESS OF LIMITS PRESCRIBED UNDER REGULATION 17(6)(e) OF SEBI (LODR) REGULATIONS, 2015:

To consider and if though fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 and in continuation of the resolutions passed at the General meetings for the appointment and payment of remuneration of Managing Director/s, Whole Time Director/s (“Executive Directors”) under the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof], the Company do hereby accords its approval to the payment of remuneration in excess of 2.5% of the Net Profit (computed in a manner laid down in Section 198 of the Companies Act, 2013) to each of its Executive Directors and also payment of remuneration in excess of 5% of the Net Profit to all its Executive Directors, provided the remuneration payable to each of the Executive Directors shall not exceed the individual permissible limits under the applicable provisions of the Companies Act, 2013 and as approved by the members of the Company in General meeting, at the time of approving their current tenure of appointment and remuneration.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to the above Resolutions.”

For, TIRUPATI SARJAN LIMITED

[BHILAL BABULAL SHAH]

Chairman

DIN : 00133479

Place : Ahmedabad

Date : 01.09.2020

Registered Office

A/11, 12, 13, Satyamev Complex,

Opp. Gujarat High Court,

S.G. Highway,

Ahmedabad – 380060,

CIN : L45100GJ1995PLC024091

Website: www.tirupatisarjan.com

NOTES

1. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the “MCA”) vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the “MCA Circulars”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has allowed companies to conduct their annual general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the 25th Annual General Meeting (the “AGM” or the “Meeting”) of Tirupati Sarjan Limited (the “Company”) will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.



2. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, in terms of MCA circulars and the Sebi circular, the facility for appointment of proxies by the members will not be available for this AGM and hence, the proxy form, attendance slip and route Map of AGM are not annexed to this notice.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a pre-requisite and pursuant to General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated 5th May, 2020, physical attendance of the Members is not required. Hence, Members will have to attend and participate in the ensuing AGM through VC / OAVM.
4. The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts concerning the business under Item Nos. 4 to 12 of the Notice are annexed hereto. The relevant details pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed. All matters under Special Business of the AGM Notice are considered forming part of this Notice.
5. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.tirupatisarjan.com and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services P. Ltd. in case the shares are held by them in physical form.
7. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending a duly signed request letter to the Registrar and Transfer Agents of the Company Bigshare Services Private Limited by providing Folio No. and Name of shareholder. Shareholders holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
8. Members holding shares in dematerialised form are requested to update/intimate all changes, if any pertaining to their bank details such as name of the bank and branch address, bank account number, MICR Code, IFSC Code, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, Permanent Account Number (PAN), nominations, power of attorney, change of address, change of name, email address, contact numbers, mobile number, etc., to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agents, Bigshare Services P. Ltd.
9. Institutional / Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authority letter etc., authorising its representative(s) to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting and e-voting at AGM. The said Resolution/Authority letter shall be sent to the Scrutinizer by email through its registered email address to csmalikhbavsar@gmail.com with a copy marked to evoting@nsdl.co.in.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Pursuant to the provisions of Section 91 of the Companies Act, 2013, read with Rule 10 of Companies (Management and Administration) Rules, 2014 The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, 23th September, 2020 to Wednesday, 30th September, 2020(both days inclusive) for purpose of 25th Annual General Meeting of the Company.
12. Further, pursuant to the provisions of section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ("IEPF Rules"), all shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to the IEPF Authority. Those Members, who have not encashed the dividend, are requested to ensure that they claim their unclaimed dividends, before it is transferred to the IEPF Authority.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to an IEPF Demat Account.

However, Members are entitled to claim their shares and uncashed dividends so transferred by the Company from IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.



TIRUPATI SARJAN LIMITED

13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's Registrar and Share Transfer Agents ("RTA") for assistance in this regard.
14. The Board of Directors in their Meeting held on 1st September, 2020 appointed CS Maulik Bhavsar - M/s. Maulik Bhavsar & Associates, Practicing Company Secretary, Ahmedabad has been appointed as the Scrutiniser to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
15. The Scrutinizer shall submit his report to the Chairman or any other person authorised by him. Results declared along with report of the Scrutinizer shall be placed on the website of the Company www.tirupatisarjan.com and on the website of NSDL <https://www.evoting.nsdl.com>. Immediately after declaration of result by the Chairman or any person authorized by him in this behalf.

Instructions for e-voting and joining the AGM are as follows

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility of casting votes using remote e-voting system as well as venue voting on the date of the AGM through services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

1. NSDL will be providing facility for voting through remote e-Voting, for participation in the 25th AGM through VC/OAVM facility and e-Voting during the 25th AGM.
2. The remote e-voting period begins on 26th September, 2020 at 9.00 a.m. and ends on 29th September, 2020 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 23rd September, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come first- served basis.
6. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
7. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
8. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
9. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 114118 then user ID is 114118001***

10. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
- If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
11. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
12. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
13. Now, you will have to click on "Login" button.
14. After you click on the "Login" button, Home page of e- Voting will open.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 - After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 - Select "EVEN" of the Company.
 - Now you are ready for e-Voting as the Voting page opens.
 - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
15. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email id for e-voting for the resolutions set out in this notice:

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/ RTA email id.
- Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

Instructions for Members attending the AGM through VC / OAVM are as under:

- Member will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM provided by NSDL through its platform at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.



TIRUPATI SARJAN LIMITED

- b. Members are encouraged to join the Meeting through Laptops or Desktop and having Internet connectivity with good speed for better experience and to avoid any disturbance during the meeting.
- c. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- d. Shareholders are encouraged to join the Meeting through LAPTOPS / IPADS for better experience.
- e. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f. Members who would like to express their views/ask questions as a speaker at the Meeting must pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs.tirupatisarjan@gmail.com from Thursday, September 10, to Friday, September 18, 2020. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

For, TIRUPATI SARJAN LIMITED

[BHILAL BABULAL SHAH]

Chairman

DIN : 00133479

Place : Ahmedabad

Date : 01.09.2020

Registered Office

A/11, 12, 13, Satyamev Complex,

Opp. Gujarat High Court,

S.G. Highway,

Ahmedabad – 380060,

CIN : L45100GJ1995PLC024091

Website: www.tirupatisarjan.com

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT UNDER Section 102(1) OF THE COMPANIES ACT, 2013****ITEM NO. 4**

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

On recommendation of the Audit Committee, the Board has approved the reappointment and remuneration of M/S. J. R. Patel & Associates, Cost Accountants (Firm Registration No. 000723) as Cost Auditor of the Company at a remuneration of Rs. 20,000/- (Rupees Twenty Thousand Only) inclusive of out-of-pocket expenses for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2021.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5 & 6

Mr. Jayrajbhai Purshottamdas Mehta (DIN: 07283499) and Mr. Dayabhai Lallubhai Patel (DIN: 07283492) were appointed as an Independent Directors of the Company for the period of 5 years w.e.f. 30th September 2015 in compliance with Section 149 of the Companies Act, 2013 and their current tenure as an Independent Director will end on 29th September 2020. The Board of Directors in its meeting held on 1st September, 2020 on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Jayrajbhai Purshottamdas Mehta (DIN: 07283499) and Mr. Dayabhai Lallubhai Patel (DIN: 07283492) as an Independent Directors of the Company for a second and final term of 5 (Five) years with effect from 30th September 2020 to 29th September 2025 based on their skills, experience, knowledge and report of their performance evaluation.

In terms of the provisions of section 149 of the Companies Act, 2013, an Independent Director of the Company shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment for one more term on passing of a Special Resolution by the Company and disclosure of such appointment in its Board's report.

In the opinion of the Board, Mr. Jayrajbhai Purshottamdas Mehta (DIN: 07283499) and Mr. Dayabhai Lallubhai Patel (DIN: 07283492) fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and LODR Regulations for their re-appointment as Independent Directors of the Company and are independent of the management. The copy of the letter for reappointment of Mr. Jayrajbhai Purshottamdas Mehta (DIN: 07283499) and Mr. Dayabhai Lallubhai Patel (DIN : 07283492) as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Board recommends the resolution(s) in relation to reappointment of Mr. Jayrajbhai Purshottamdas Mehta (DIN: 07283499) and Mr. Dayabhai Lallubhai Patel (DIN: 07283492) as an Independent Director, for the approval by the shareholders of the Company. The Company has received from Mr. Jayrajbhai Purshottamdas Mehta (DIN: 07283499) and Mr. Dayabhai Lallubhai Patel (DIN: 07283492) consent in writing to act as Independent Director in form DIR-2 pursuant to Rule 8 of the Companies (appointment & qualifications of directors) Rules 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the said Rules to the effect that they are not disqualified in accordance with sub-section 2 of Section 164 of the Act; (iii) certificate of Independence.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Except Mr. Jayrajbhai Purshottamdas Mehta (DIN: 07283499) and Mr. Dayabhai Lallubhai Patel (DIN: 07283492), none of the other Directors, Key Managerial Personnel of the company or their relatives are in any way concerned or interested, financially or otherwise, in their respective resolutions set out at Item No. 5 & 6.

Item No. 7

Mrs. Pooja Samip Shah (DIN 08842943) was appointed as an Additional Director of the Company With effect from 1st September, 2020 under section 161 of the Companies Act, 2013 for a period of five year from 1st September, 2020 and as per the provisions she holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and she is eligible for appointment as Director. The Company has received a notice from a member proposing her as a candidate for the office of Director of the Company.

Accordingly the Board recommends the resolution for regularization of Mrs. Pooja Samip Shah (DIN: 08842943) as an Independent Non-executive Director of the Company for a period of five year with effect from 1st September, 2020 to 31st August 2025 and seeks your approval to the said resolution. Though she shall not be liable to retire by rotation.

Mrs. Pooja Samip Shah (DIN: 08842943) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Pooja Samip Shah (DIN: 08842943) for the office of Director of the Company.



TIRUPATI SARJAN LIMITED

The Company has also received declarations from Mrs. Pooja Samip Shah (DIN: 08842943) that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mrs. Pooja Samip Shah (DIN: 08842943) fulfills the conditions for appointment as an Independent Director as specified in the Act and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

The brief resume of Mrs. Pooja Samip Shah (DIN: 08842943), nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

Except Mrs. Pooja Samip Shah (DIN: 08842943), the appointee herself, none of the Directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this Resolution.

Item No. 8 & 9

Mr. Milap Rajendrakumar Modi (DIN 03075199) and Mr. Pratikkumar Patel (DIN 08856917) were appointed as an Additional Director of the Company With effect from 1st September, 2020 under section 161 of the Companies Act, 2013 for a period of five year from 1st September, 2020 and as per the provisions they holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and they are eligible for appointment as Director. The Company has received a notice from a member proposing them as a candidate for the office of Director of the Company.

Accordingly the Board recommends the resolution for regularization of Mr. Milap Rajendrakumar Modi (DIN 03075199) and Mr. Pratikkumar Patel (DIN 08856917) as an Independent Non-executive Director of the Company for a period of five year with effect from 1st September, 2020 to 31st August 2025 and seeks your approval to the said resolution. Though they shall not be liable to retire by rotation.

Mr. Milap Rajendrakumar Modi (DIN 03075199) and Mr. Pratikkumar Patel (DIN 08856917) are not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given their consent to act as Director. The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Mr. Milap Rajendrakumar Modi (DIN 03075199) and Mr. Pratikkumar Patel (DIN 08856917) for the office of Director of the Company.

The Company has also received declarations from Mr. Milap Rajendrakumar Modi (DIN 03075199) and Mr. Pratikkumar Patel (DIN 08856917) that they meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Milap Rajendrakumar Modi (DIN 03075199) and Mr. Pratikkumar Patel (DIN 08856917) fulfills the conditions for appointment as Independent Director as specified in the Act and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

The brief resume of Mr. Milap Rajendrakumar Modi (DIN 03075199) and Mr. Pratikkumar Patel (DIN 08856917) nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

Except Mr. Milap Rajendrakumar Modi (DIN 03075199) and Mr. Pratikkumar Patel (DIN 08856917) the appointee themselves, none of the Directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this Resolution set out item No. 8 & 9.

Item No. 10

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), as amended vide SEBI LODR (Amendment) Regulations, 2018 w.e.f. April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. Bhailal Babulal Shah (DIN 00133479) shall attain the age of 75 years on 2nd September, 2020 and the continuation of his Directorship will be subject to approval by the shareholder by special resolution. Hence the approval of the shareholders is sought for the continuation of his Directorship on the Board of the Company even after attaining the age of 75 years. His brief profile is given below:

Mr. Bhailal Babulal Shah has been associated with our company since inception as a promoter. The Board of Directors is of the opinion that Mr. Bhailal Babulal Shah (DIN 00133479), is persons of integrity; possess relevant expertise and vast experience. The guidance in the past has been notable and supportive to the Company in dealing with complex matters. Accordingly, it is felt that their association as non-executive directors will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (LODR) read with SEBI LODR (Amendment) Regulations, 2018, your directors recommend their continued association beyond aged of 75 years.

The brief resume of said Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The Board of Directors accordingly recommends the Special Resolutions as mentioned at item No. 10 of this Notice for approval of the Members.

Save and except Mr. Bhailal Babulal Shah (DIN 00133479), and their relatives, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the special resolutions set out at Item Nos. 10 of the Notice.

**Item No. 11**

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 18th October, 2019 has appointed Mr. Ankit Rajesh Shah (DIN: 02440347) as an Additional Director of the Company and holds office as an Additional Director upto the date of ensuing Annual General Meeting. Though he shall be liable to retire by rotation.

Mr. Ankit Rajesh Shah (DIN: 02440347) is a B Tech(Civil)& M.S.in Construction Management (USA) with 8+ years in the field of Construction & Infrastructure. He has been a part of the Tirupati Sarjan Limited since 2013.

During his tenure, he has had significant success, delivering major projects on time and on budget improving productivity, strengthening the balance sheet, reducing operating and overhead costs, and improving overall safety and sustainability performance. Mr. Ankit Rajesh Shah has accumulated extensive experience throughout his career.

Considering the rich experience of Mr. Ankit Rajesh Shah, the Nomination & Remuneration Committee along with the Board recommends his appointment as WTD. (Whole Time Director) The Company benefit from his insights and global perspective.

Mr. Ankit Rajesh Shah (DIN: 02440347) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and has given his consent to act as Whole-Time Director of the Company.

It is proposed to seek Member's approval for regularizing the appointment of Mr. Ankit Rajesh Shah and appointment as a Whole-Time Director of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, other than Mr. Ankit Rajesh Shah and his relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution(s) for his appointment.

Item No. 12

As per SEBI Circular No. SEBI/LAD-NRO/GN/2018/10 insertion of Regulation 17 (6) (e) in SEBI LODR (Amendment) Regulations, 2018, the Company cannot pay remuneration exceeding 2.5% of the net profit or Rs. 5 Crores whichever is more to all the managerial personnel. Moreover, the total remuneration payable to all Executive Directors shall not exceed 5% of the net profit of the Company calculated as per provisions laid down in Section 198 of the Companies Act, 2013.

Hence, it is necessary for the Company to pass the Special resolution for payment of remuneration to all Executive Directors above the limits prescribed in the said Regulation inserted by the SEBI Circular.

The Board recommends the adoption of the Special Resolution contained in Item no 12 of the notice to enable the payment of remuneration which may be in excess of the said SEBI LODR regulation, but which are permissible under Schedule V of the Companies Act, 2013.

Mr. Jitendrakumar Patel, and Mr. Jashwantbhai Patel, Managing Director and Mr. Ruchir Rushikeshbhai Patel and Ankit Rajesh Shah Whole-time Director are deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 12 of the notice convening the 25th Annual General Meeting.

For, TIRUPATI SARJAN LIMITED**[BHILAL BABULAL SHAH]**

Chairman

DIN : 00133479

Place : Ahmedabad

Date : 01.09.2020

Registered Office**A/11, 12, 13, Satyamev Complex,****Opp. Gujarat High Court,****S.G. Highway,****Ahmedabad – 380060,****CIN : L45100GJ1995PLC024091****Website: www.tirupatisarjan.com**



Annexure - A to the Explanatory Statement

Pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Detail of Director Seeking appointment/re-appointment at the 25th Annual General Meeting of the Company.

Name of the Director	Mr. Jayrajbhai Purshottamdas Mehta	Mr. Dayabhai Lallubhai Patel	Mrs. Pooja Samip Shah	Mr. Milap Rajendrakumar Modi	Mr. Pratikkumar Patel	Mr. Bhailal Babulal Shah	Mr. Ankit Shah
DIN	07283499	07283492	08842943	03075199	08856917	001 33479	02440347
Date of Birth	10/11/1956	01/06/1954	23/07/1989	12/07/1986	10/08/1986	02/09/1945	10/10/1987
Nationality	Indian	Indian	Indian	Indian	Indian	Indian	Indian
Qualification	Diploma in Civil Engineering	Diploma in Electrical Engineering	Chartered Accountants	MBA, MSC IT	B.E. - CIVIL	BSC	B Tech(Civil)& M.S.in Construction Management (USA)
Experience and expertise in specific functional area	Mr. Jayrajbhai Purshottamdas Mehta is diploma in Civil Engineering by qualification. He has worked as deputy engineer with Government of Gujarat and having more than 35+ years experienced of in the field of construction & Infrastructure. He has been on the Board of our Company since 2015.	Mr. Dayabhai Lallubhai Patel is Diploma in Electrical Engineering and Experience of 35 years in G.E.B. (G u j a r a t Electricity Board). He has been on the Board of our Company since 2015.	Mrs. Pooja Samip Shah having Experience of 5+ years as a Chartered Accountant. She has deep knowledge of RERA Act.	Mr. Milap Rajendrakumar Modi is MBA and MSC IT by qualification. He is director of "Krishna Multifarious Consultancy Private Limited" since 2010 and having more than 10+ experience in Management and administrative matters.	Mr. Pratikkumar Patel is Bachelor of Engineering in Civil by qualification. and having more than 5 years experienced of in the field of construction & Infrastructure.	Mr. Bhailal Babulal Shah has been associated with our company since inception as a promoter. He having an Experience of over 37+ years in the field of construction & Infrastructure	Experience of 8+ years in the field of Construction & Infrastructure
Shareholding in Tirupati Sarjan Ltd.	1500	NIL	NIL	NIL	NIL	575465	511849
Directorships held in other public limited companies in India	NIL	NIL	NIL	NIL	NIL	TONIRA PHARMA LIMITED	NIL
Membership /Chairmanship of committees in other Public limited companies in India	NIL	NIL	NIL	NIL	NIL	NIL	NIL