



Date: 02/11/2023

To,
Board of Directors,
Tirupati Sarjan Limited
Ahmedabad - 380060

Notice is hereby given that the 05th/2023-24 Meeting of the Board of Directors of the Company is scheduled to be held as under:

Day & Date : Friday, 10th November, 2023

Time : 04:00 P.M.

Venue : A-11,12,13, SATYAMEV COMPLEX, OPP. GUJARAT HIGH COURT,S.G. HIGHWAY, Ahmedabad, Gujarat, India, 380060

The agenda of the business to be transacted at the meeting is enclosed herewith.

The Directors are hereby informed that an option is made available to them to participate in the meeting through video conferencing mode. A director intending to participate through video conferencing means he/she shall give sufficient prior intimation to the Chairman or the Company Secretary to enable them to make suitable arrangements in this behalf.

Kindly make it convenient to attend the Meeting.

Thanking you,
Yours faithfully,

For Tirupati Sarjan Limited

RUCHIR RUSHIKESHBHAI PATEL

Whole - time Director

DIN: 03185133

Encl.: Agenda



Tirupati Sarjan Limited

AGENDA

AGENDA OF THE 05TH/2023-24 MEETING OF THE BOARD OF DIRECTORS TO BE HELD ON FRIDAY, 10TH NOVEMBER 2023 AT 04:00 P.M. AT A-11,12,13, SATYAMEV COMPLEX, OPP. GUJARAT HIGH COURT, S.G. HIGHWAY, AHMEDABAD, GUJARAT, INDIA. 380060

Sr. No.	Agenda
1.	To grant leave of absence
2.	To take note of the minutes of the last board meeting
3.	To resign Mr. MILAP RAJENDRAKUMAR MODI (DIN 03075199) as Non-executive Director cum Independent Director
4.	To appoint Mrs. NEHA RAHUL JAIN as Whole Time Company Secretary cum Compliance officer of the company. - details of non-willingness
5.	To consider, approval of Un-audited standalone financial results for the quarter ended September 30,2023
6.	To appoint Mr. DORIK ANILKUMAR PATEL (DIN 06578938) as an Additional Director cum Non-Executive & Independent Director
7.	To sale out entire stake holdings in Subsidiary company, M/s. Tirupati Uganda Development Limited in Uganda and take necessary approval of Shareholders and other statutory authorities.
8.	To reconstitute the composition of Audit committee and NRC
9.	Noting of the disclosures made and certificates obtained under relevant SEBI laws for the period ended on 30th September 2023
10.	Any other business with the permission of the Chair

For Tirupati Sarjan Limited

RUCHIR RUSHIKESHBHAI PATEL

Whole - time Director

DIN: 03185133

Encl.: Agend

Regi. Office : A-11,12,13, Satyamev Complex, Opp. Gujarat Highcourt, S. G. Highway, Ahmedabad-380060, Gujarat.

Phone : 079 - 4891 3751 Email : info@tirupatisarjan.com Website : www.tirupatisarjan.com

CIN : L45100GJ1995PLC024091



ITEM NO: 1

TO GRANT LEAVE OF ABSENCE

The Chairman may grant leave of absence to those member(s) who are unable to attend the meeting and have requested to grant them the same.



ITEM NO: 2

TO TAKE NOTE OF MINUTES OF BOARD MEETING

Members of the Board are requested to take note of the minutes of the last board meeting.



ITEM NO.3:

**TO TAKE NOTE OF RESIGNATION OF MR. MILAP RAJENDRAKUMAR MODI (DIN 03075199) AS
NON-EXECUTIVE DIRECTOR CUM INDEPENDENT DIRECTOR**

It is to be informed that Mr. Milap Rajendrakumar Modi has given the resignation letter on 01st November 2023 to resign from the office of Independent Director of the company with effect from 10th November 2023.

Therefore, the members of the Board are requested to take note of the resignation of Mr. Milap Rajendrakumar Modi from the office of Independent Director of the Company with effect from 10th November 2023.



ITEM NO.4:

TO RECOMMEND APPOINT MRS. NEHA RAHUL JAIN AS WHOLE TIME COMPANY SECRETARY CUM COMPLIANCE OFFICER OF THE COMPANY.

The Nomination & Remuneration Committee recommends Mrs. Neha Rahul Jain, and requested the members of the Board to approve the appointment for the post of Company Secretary and Compliance Officer by passing the following resolution with or without modification(s).

“RESOLVED THAT pursuant to Section 203 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mrs. Neha Rahul Jain, be and is hereby recommend as a Whole Time Company Secretary (Key Managerial Personnel) and Compliance Officer of the Company, to Board for their Approval.”

“RESOLVED FURTHER THAT she shall be paid remuneration as per the terms and conditions, the details of which are mentioned in the statement laid before the meeting and marked ‘X’ for the purpose of identification.”



ITEM NO.5:

APPROVAL OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON 30TH SEPTEMBER 2023.

The directors are requested to approve the Unaudited Standalone Financial Results for the Quarter ended on 30th June 2023 by passing the below resolution with or without modifications:

“RESOLVED THAT” un-audited financial results of the Company for the quarter ended on 30th September 2023, duly initialed by the Chairman for the purpose of identification, be and is hereby approved and Mr. Ruchir Rushikesh Patel, Whole time Director and Chief Financial Officer of the company be and is hereby authorized to sign the same.

“RESOLVED FURTHER THAT” Mr. Ruchir Rushikesh Patel, Whole time Director and Chief Financial Officer of the company be and is hereby authorized to furnish the un-audited financial results for the aforesaid quarter ended in the prescribed proforma to the Stock Exchange and arrange to get the same published as per the format as specified in SEBI (LODR) Regulations, 2015.



ITEM NO.6:

TO RECOMMEND APPOINTMENT OF MR. DORIK ANILKUMAR PATEL (DIN 06578938) AS AN ADDITIONAL DIRECTOR CUM NON-EXECUTIVE & INDEPENDENT DIRECTOR

Members are requested to discuss the agenda and passed following resolution with or without modification:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby recommended to the board an appointment of Mr. Dorik Patel (DIN: 06578938) (categorized as ‘Independent Director’) who would hold office as an Additional Director up to the date of ensuing Annual General Meeting of the Company if approved by the board.



ITEM NO.7:

TO SALE OUT ENTIRE STAKE HOLDINGS IN SUBSIDIARY COMPANY, M/S. TIRUPATI UGANDA DEVELOPMENT LIMITED IN UGANDA

The Chairman placed a detailed note on sale of the undertaking of the Company is placed before the Board for its discussion. The Board members may discuss and approve the following resolution.

“RESOLVED THAT pursuant to Section 180 (1) (a) of the Companies Act, 2013 and Rules made there under, the Board of Directors of the Company be and is hereby authorized to dispose off the entire stake holdings in Subsidiary company, M/s. Tirupati Uganda Development Limited in Uganda unit of the Company by way of outright sale pursuant to the offer made by _____ which is hereby tabled and the terms of which after perusal and discussion are hereby approved. Resolved further that pursuant to Section 180 (4) of the Companies Act, 2013 and rules made thereunder, the Board of Directors do and hereby recommend investment of the sale proceeds received in deposits of scheduled banks, government securities or mutual funds until the Board of Directors approve Business Plans that requires deployment of these funds.

RESOLVED FURTHER THAT Mr. Ruchir Rushikesh Patel, Director of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this Resolution.”



ITEM NO.8:

TO RECONSTITUTE THE COMPOSITION OF AUDIT COMMITTEE

The Chairman informed to the Board that Board is required to re-constitute the Audit Committee in the view of Appointment of Mr. Dorik Patel (DIN: 06578938) w.e.f. 10.11.2023 and in the view of Resignation of Mr. Milap Modi (DIN: 03075199). The Board requested to approve and reconstitute the composition of Audit committee as follows:

As per Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Audit Committee has been reconstituted by inducting Mr. Dorik Patel, Non-Executive Independent Director, as new member of the Committee in place of Mr. Milap Modi. Post reconstitution, the composition of the Audit Committee shall be as follows:

Sr.No.	Name	Category	Designation
1.	JAYRAJ PURUSHOTTAMDAS MEHTA	Non-Executive Independent Director	Chairman
2.	DORIK PATEL	Non-Executive Independent Director	Member
3.	SHIVANGI HITENDRAKUMAR GOR	Non-Executive Independent Director	Member



ITEM NO.9:

TO RECONSTITUTE THE COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE

The Chairman informed to the Board that Board is required to re-constitute the Audit Committee in the view of Appointment of Mr. Dorik Patel (DIN: 06578938) w.e.f. 10.11.2023 and in the view of Resignation of Mr. Milap Modi (DIN: 03075199). The Board requested to approve and reconstitute the composition of Audit committee as follows:

As per Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Audit Committee has been reconstituted by inducting Mr. Dorik Patel, Non-Executive Independent Director, as new member of the Committee in place of Mr. Milap Modi. Post reconstitution, the composition of the Audit Committee shall be as follows:

Sr.No.	Name	Category	Designation
1.	JAYRAJ PURUSHOTTAMDAS MEHTA	Non-Executive Independent Director	Chairman
2.	DORIK PATEL	Non-Executive Independent Director	Member
3.	SHIVANGI HITENDRAKUMAR GOR	Non-Executive Independent Director	Member



ITEM NO.10:

NOTING OF THE DISCLOSURES MADE AND CERTIFICATES OBTAINED UNDER RELEVANT SEBI LAWS FOR THE PERIOD ENDED ON 30TH JUNE 2023

The Board is requested to take note of Disclosures made/filed by the company under relevant SEBI law on or before the prescribed timeframe with the Stock Exchange made after earlier meeting for the period ended on 30th June 2023:

- Status of Investors Complaints as per Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Confirmation Certificate under Regulation 74(5) SEBI (Depositories and Participants) Regulations, 2018
- Shareholding Pattern as per Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Intimation of Board Meeting as per Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



ITEM NO.11

ANY OTHER BUSINESS WITH THE PERMISSION OF THE CHAIR

Regi. Office : A-11,12,13, Satyamev Complex, Opp. Gujarat Highcourt, S. G. Highway, Ahmedabad-380060, Gujarat.

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