



Date: 22/05/2023

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

Notice is hereby given that the 01st /2023-24 Meeting of the Board of Directors of the Company is scheduled to be held as under:

Day & Date : Tuesday, 30th May, 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

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



Tirupati Sarjan Limited

AGENDA

AGENDA OF THE 01ST/2023-24 MEETING OF THE BOARD OF DIRECTORS TO BE HELD ON TUESDAY, 30TH MAY 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 authorize Ruchir Patel and Jitendra Patel to sign e-forms
2.	To confirm and take note of declaration of independence by independent directors as per sub regulation (8) of 25 of LODR.
3.	To approve the criteria for granting of omnibus approval for related party transactions.
4.	To take note on disclosure of interest of directors in other entity provided in form mbp-1 and disclosure regarding non-disqualification in form dir-8 by board of directors.
5.	To evaluate performance of the board, its committees, and individual directors
6.	To take note of receipt of disclosures under SEBI (prohibition of insider trading) regulation, 2015, if any.
7.	To take note of the affirmation received for the compliance with the code of conduct of board of directors and senior management.
8.	To take note of the disclosures made and certificates obtained under relevant SEBI laws for the period ended on 31st March 2023.
9.	Noting of registers of contract – mbp-4
10.	To evaluate risk assessment and management.
11.	To take note of circular by NFRA.
12.	Noting of intimation received from directors regarding membership / chairmanship in any committee of other company
13.	Approval of final standalone accounts for the year ended on 31st March 2023
14.	To approve audited standalone financial statements for the financial year ended on March 31, 2023.
15.	To take note of declaration regarding unmodified audit report for the financial year 2022-2023
16.	Approved re-appointment of Mr. Dilip Suthar as the Internal Auditor of the Company for the financial year 2023-24.
17.	Appointment of Ms. Shivangi Gor (DIN 08148370) as Additional Director cum Independent Director of the Company w.e.f. 30.05.2023.
18.	Resignation of Ms. POOJA SAMIP SHAH (DIN 08842943) as Director of the Company w.e.f. 30.05.2023.

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Tirupati Sarjan Limited

19.	Approved re- appointment of M/s. Maulik Bhavsar & Associates, Company Secretaries as the secretarial Auditor of the Company for the financial year 2023- 24.
20.	To take note of Satisfaction of charge against charge id – 100299541
21.	To take note of Satisfaction of charge against charge id- 100299541
22.	To take note of Satisfaction of charge against charge id- 100249549
23.	To reconstitute composition of Audit Committee
24.	To Authorize Mr. Jitendra Ishvarlal Patel, Managing Director (Din 00262902), To Sign In Place Of Chief Executive Officer.
25.	Approved re-appointment of M/s. J.R. Patel & Associates, Cost Accountants (Firm Registration number 000723) as the Cost Auditor of the Company for the financial year 2023-24
26.	Any other business with the permission of the chair

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ITEM NO. 1:

TO AUTHORIZE RUCHIR R. PATEL AND JITENDRAKUMAR I. PATEL TO SIGN E-FORMS:

The Chairman requested the Board to authorize Mr. Ruchir R. Patel and Mr. Jitendrakumar I. Patel, Directors of the company be and are hereby jointly or severally authorized to sign the necessary documents on behalf of the company for electronic filing of documents under the Companies Act, 2013 and various rules made thereunder.”



ITEM NO. 2:

**TO CONFIRM AND TAKE NOTE OF DECLARATION OF INDEPENDENCE BY
INDEPENDENT DIRECTORS AS PER SUB REGULATION (8) OF 25 OF LODR.**

The Board of directors is requested to take note of the Declaration of Independence by the Independent Directors as per regulation (8) of 25 of LODR, a Declaration to be tabled before the Board in the Meeting.



ITEM NO.3:

TO APPROVE THE CRITERIA FOR GRANTING OF OMNIBUS APPROVAL FOR RELATED PARTY TRANSACTIONS.

The Board of Directors requested to approve criteria for granting omnibus approval for related party transactions by passing the resolution with or without modifications:

The Board was apprised of the provision of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 regarding granting omnibus approval by Audit Committee to the related party transactions. In view of the same, the Audit Committee at its meeting held on even date has specified the following criteria on which the omnibus approval would be granted for the related party transactions to be entered during financial year 2023-24:

Particulars	Criteria
Maximum value of transactions, in aggregate, which can be allowed under the omnibus route in a year	The maximum value of transactions with related party (ies) under the omnibus route would be 100% over and above the transactions entered with such parties during the last financial year or for the amount not exceeding 5% of the consolidated turnover of the Company based on last audited financial statements whichever is higher,
Maximum value per transaction which can be allowed	Not exceeding 100% of the overall limit approved under the omnibus route
Extent and manner of disclosures to be made to Audit Committee at the time of seeking omnibus approval	(a) Name of the related parties (b) Nature of transactions (c) Period of Transaction (d) Maximum amount of transaction (e) Justification for the need of omnibus approval
Transactions which cannot be subject to the omnibus approval by the Audit Committee	Transactions which are not repetitive in nature and not at arms' length



ITEM NO. 4:

TAKING ON DISCLOSURE OF INTEREST OF DIRECTORS IN OTHER ENTITY PROVIDED IN FORM MBP-1 AND DISCLOSURE REGARDING NON- DISQUALIFICATION IN FORM DIR-8 BY BOARD OF DIRECTORS:

The Board of Directors are requested to take note of the Disclosures of Interest in other entity in form MBP-1 under section 184, declaration u/s 164 of the Companies Act, 2013 and other disclosures received from the Directors, all the disclosure to be tabled before the Board of directors in the meeting.



ITEM NO. 5:

**TO EVALUATE PERFORMANCE OF THE BOARD, ITS COMMITTEES, AND
INDIVIDUAL DIRECTORS**

The directors are requested to Evaluate the Performance of the Board, It's Committees and Individual directors and provide the comments or improvement required in the performance of the Directors.



ITEM NO. 6:

TO TAKE NOTE OF RECEIPT OF DISCLOSURES UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATION, 2015, IF ANY:

As per SEBI (Prohibition of Insider Trading) Regulations, 2015 directors/designated employee are required to provide Periodical and annual disclosures to the company therefore Board of Directors are requested to take note of the above made disclosures which are to be tabled in the meeting.



ITEM NO. 7:

TO TAKE NOTE OF THE AFFIRMATION RECEIVED FOR THE COMPLIANCE WITH THE CODE OF CONDUCT OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT:

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.

Therefore, the Board of Directors are requested to take note of the Declaration signed by the RUCHIR RUSHIKESHBHAI PATEL (DIN: 03185133) Whole-time Director affirming the compliance with the code of conduct of Board of Directors and Senior management. Declaration to be tabled before the board in the meeting.



ITEM NO. 8:

**NOTING OF THE DISCLOSURES MADE AND CERTIFICATES OBTAINED UNDER
RELEVANT SEBI LAWS FOR THE PERIOD ENDED ON 31ST MARCH 2023.**

The Board of Directors requested to take note of the various disclosures made and certificates obtained under relevant SEBI laws for the period ended on 31st march, 2023.

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ITEM NO. 9:

NOTING OF REGISTER OF CONTRACTS:

Pursuant to section 188 of the Companies Act, 2013, if the transactions with the related party have been entered into on Arms' Length basis and in ordinary course of business then it would not be necessary to get any approval for the same.

The Board discussed the matter and after due discussions confirmed that all the transactions with the related parties are being entered into on an Arms' length basis and in ordinary course of business.

However as good corporate governance statement showing the transactions proposed to be made with related party transactions / Intercompany were placed before the meeting in prescribed format for noting. The Board, after due deliberations took note of same.



ITEM NO. 10:

EVALUATE RISK ASSESSMENT AND MANAGEMENT

As the company has formulated Risk Management Policy in order to safeguard the organization from various risks through timely actions It is designed to mitigate the risk in order to minimize the impact of the risk on the Business therefore the Board of Directors are requested to review and assess the risk and appropriate steps to mitigate the risk, if any.



ITEM NO. 11:

NOTING OF CIRCULAR ISSUED BY NATIONAL FINANCIAL REPORTING AUTHORITY

The Board of Directors requested to take note of Circular dated 29.03.2023 by National Financial Reporting Authority regarding instances of non-compliance with IND-AS on accounting policies for measurement of Revenue from Contracts with Customers and Trade Receivable.

Circular placed before the board and board took note of the same.



ITEM NO. 12:

NOTING OF INTIMATION RECEIVED FROM DIRECTORS REGARDING MEMBERSHIP / CHAIRMANSHIP IN ANY COMMITTEE OF OTHER COMPANY

The Board of Directors requested to take note of intimation received from Directors regarding membership/chairmanship in any Committee of other company.



ITEM NO. 13:

APPROVAL OF AUDITED STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023:

The Standalone Audited financial results for the year ended March 31, 2023, of the Company and the Profit & Loss Account and Cash Flow Statement of the Company for the year ending on that date to be placed at the meeting.

The directors are requested to consider the annual accounts and to approve the same by passing following draft resolution, with or without modification:

“RESOLVED THAT pursuant to the provision of Section 134 and any other applicable provision of the Companies Act, 2013 the Balance-Sheet as at March 31, 2023, the Profit & Loss Account and Cash Flow Statement for the period ended on March 31, 2023 as placed on the table at this meeting duly approved by the Audit Committee of the Board and initialed by the Chairman for the purpose of identification be and are hereby approved and that Mr. Mr. Ruchir R. Patel Whole Time Director and Mr. Jitendrakumar I. Patel, managing director , be and are hereby authorised to sign the same and approve thereof for and on behalf of the Board of Directors and that and Mr. Ruchir R. Patel, Chief Financial Officer and Arpit Jayantibhai Vyas, Company Secretary of the Company also authorized to sign according to the applicable provisions of the Companies Act, 2013.

FURTHER RESOLVED THAT Mr Ruchir R. Patel Whole Time Director and Mr. Jitendrakumar I. Patel, managing director of the Company, be and is hereby authorised to do all such acts and deeds as may be deemed essential for the purpose of compliance with the prevailing statute and the provisions of the SEBI (LODR) Regulations, 2015 in this regard including filing of forms with ROC.”



ITEM NO. 14:

TO TAKE NOTE OF CERTIFICATE GIVEN BY THE AUDITOR, CEO, CFO AND CHAIRMAN OF AUDIT COMMITTEE REGARDING DECLARATION OF UNMODIFIED AUDIT REPORT.

The Board of Directors are requested to take note of Certificate given by the Auditor, CEO, CFO and Chairman of Audit Committee regarding Declaration of Unmodified Audit Report. Certificate to be tabled before the board in the meeting.



ITEM NO. 15:

TO TAKE NOTE OF DECLARATION REGARDING UNMODIFIED AUDIT REPORT FOR THE FINANCIAL YEAR 2022-2023:

The Board of Directors are requested to take note of Certificate given by the Auditor, CEO, CFO and Chairman of Audit Committee regarding Declaration of Unmodified Audit Report. Certificate to be tabled before the board in the meeting.



ITEM NO.16

APPROVED RE-APPOINTMENT OF MR. DILIP SUTHAR AS THE INTERNAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24:

The directors are requested to consider the Re-Appointment of Internal Auditor of the Company for FY 2023-24 by passing following draft resolution, with or without modification:

“RESOLVED THAT pursuant to provisions of Section 138 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Mr. DILIP SUTHAR be and is hereby reappointed as an Internal Auditor of the Company for the financial year 2023- 24 on such remuneration as may be decided by Board of Directors of the Company in consultation with the internal auditor.”

RESOLVED FURTHER THAT Shri Ruchir R. Patel, Chairman and Whole Time Director of the Company and Shri Jitendrakumar I. Patel be and are hereby authorized to do all such acts, deeds, matters and things to effectively implement this resolution.”

ITEM NO.17

APPOINTMENT OF MS. SHIVANGI GOR (DIN 08148370) AS ADDITIONAL DIRECTOR CUM INDEPENDENT DIRECTOR OF THE COMPANY W.E.F. 30.05.2023:

The chairman would like to inform to the board that the Company has received the consent dated 30/05/2023 from Ms. Shivangi Gor (DIN 08148370) for appointment as non-executive independent director of the Company.

Further the Nomination and Remuneration Committee will be shortlisted his eligibility for appointment at their meeting held today had reviewed the suitability/qualification of her and has recommended the same to the Board for its approval.

Notice of Interest of appointee director in other entities in form MBP-1 and declaration of non-disqualification as appointment as director in form DIR-8 has been received from him and to be placed before the board.

Board of Directors are requested to consider and pass following resolution with or without modification:

“RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, Ms. Shivangi Gor (DIN 08148370) be and is hereby appointed as an Additional Director (Categorized as an Independent Director) of the Company with effect from 30th May, 2023.”

“RESOLVED FURTHER THAT any one Director of the Company, be and is hereby authorized to file/upload required form(s) on MCA portal and /or to inform the Stock Exchanges as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and /or to do all other acts, deeds, things which may be necessary or incidental thereto.”

“RESOLVED FURTHER THAT certified true copy of the resolution be furnished to the relevant authority/bankasmayberequired.”



ITEM NO.18

TO TAKE NOTE OF RESIGNATION OF MS. POOJA SAMIP SHAH (DIN 08842943) AS DIRECTOR OF THE COMPANY W.E.F. 30.05.2023:

The Chairman would like to inform to the Board that company has received Resignation of Ms. Pooja Samip Shah as Director of the company with effect from the 30.05.2023.

“RESOLVED THAT the Cessation of Ms. Pooja Samip Shah (DIN:08842943) from the office of the non-executive Independent Director of the Company due to end of her term be and is hereby noted and taken on record with effect from 30th May 2023.

RESOLVED FURTHER THAT any director of the company be and are hereby jointly or severally authorized to do all such act, deed, matters, and things to implement above resolution.”



ITEM NO. 19

APPROVED RE- APPOINTMENT OF M/S. MAULIK BHAVSAR & ASSOCIATES, COMPANY SECRETARIES AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2023- 24:

The Board of Directors requested to consider and re-approve appointment of M/s. Maulik Bhavsar and Associates for Secretarial Audit for FY 2023-24 by passing following resolution with or without modification.

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, M/s. Maulik Bhavsar and Associates, Practicing Company Secretaries, Ahmedabad, be and is hereby re- appointed as Secretarial Auditors of the Company for conducting the Secretarial Audit for the financial year 2023-24 on such remuneration plus tax, if any as may be decided by Shri Ruchir Rushikesh Patel, Chairman and Whole-time Director of the Company in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT any one director of the Company be and is hereby authorized to do all such acts, deeds, matters, and things to effective implementation of this Resolution.”



ITEM NO. 23

TO TAKE NOTE OF SATISFACTION OF CHARGE AGAINST CHARGE ID – 100299541:

The Chairman requested the members to take note of satisfaction of Charge against the Charge Id - 100299541



ITEM NO. 21

TO TAKE NOTE OF SATISFACTION OF CHARGE AGAINST CHARGE ID-100240457:

The Chairman requested the members to take note of satisfaction of Charge against the Charge Id - 100240457

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ITEM NO. 22

TO TAKE NOTE OF SATISFACTION OF CHARGE AGAINST CHARGE ID-100249549:

The Chairman requested the members to take note of satisfaction of Charge against the Charge Id - 100249549

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ITEM NO. 23

TO RECONSTITUTE 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 Miss Shivangi Gor (DIN: 08148370) w.e.f. 30.05.2023 and in the view of Resignation of Pooja Samip Shah (DIN: 08842943). 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 Miss. Shivangi, Non-Executive Independent Director as new member of the Committee in place of Pooja Samip Shah. 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.	MILAP MODI	Non-Executive Independent Director	Member
3.	SHIVANGI HITENDRAKUMAR GOR	Non-Executive Independent Director	Member



ITEM NO. 24

TO AUTHORIZE MR. JITENDRA ISHVARLAL PATEL, MANAGING DIRECTOR (DIN 00262902), TO SIGN IN PLACE OF CHIEF EXECUTIVE OFFICER.

The Board was informed that to meet the various requirements of e-filing, a director needs to be authorized to fulfil the various requirements under e-filing.

The Board after due consideration passed the following resolution:

“RESOLVED THAT Mr. Jitendra Ishvarlal Patel, (DIN: 00262902) Director of the company be and are hereby jointly or severally authorized in absence of Mr. Ruchir Rushikesh patel, Chief Financial officer of the company, to sign the necessary documents on behalf of the company for electronic filing of documents under the Companies Act, 2013 and various rules made thereunder.”



ITEM NO.25

APPROVED RE-APPOINTMENT OF M/S. J.R. PATEL & ASSOCIATES, COST ACCOUNTANTS (FIRM REGISTRATION NUMBER 000723) AS THE COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24:

The Board of Directors requested to consider and approve re-appointment of M/s. J.R. PATEL & ASSOCIATES for Cost Audit for FY 2023-24 by passing following resolution with or without modification:

"RESOLVED THAT, pursuant to section 148 (3) of the Companies Act, 2013 and rule 6(2) of the Companies (Cost records and Audit Rules) 2014 M/s. J.R. PATEL & ASSOCIATES., Cost Accountants, Firm Registration No. 000723) after receiving a recommendation in this regard from the Audit Committee, be and are hereby appointed as the Cost Auditors of the Company to conduct audit of cost records made and maintained by the Company for financial year 2023-24"

"FURTHER RESOLVED THAT any of the existing directors or company secretary of the Company be and is hereby authorised to submit the necessary intimation in Form CRA-2 to the Central Government for appointment of Cost Auditors by the Company and to do all such other acts as may be necessary from time to time to make the Resolution effective.



ITEM NO.26

ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIR:

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