

## **NOTICE**

**NOTICE** is hereby given that the **27<sup>th</sup> ANNUAL GENERAL MEETING** of the Members of **TIRUPATI SARJAN LIMITED** will be held on **Wednesday, 28<sup>th</sup> day of September 2022 at 4:00 P.M.** at **A-11,12,13, SATYAMEV COMPLEX, OPP. GUJARAT HIGH COURT, S.G. HIGHWAY, AHMEDABAD - 380060** to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and Statutory Auditors thereon;
2. To re-appoint a Director in place of Mr. Ankit Rajesh Shah (DIN: 02440347) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

### **SPECIAL BUSINESS**

3. To ratify the Remuneration payable to M/s. J. R. Patel & Associates, Cost Accountants, the Cost Auditor of the Company for the Financial Year 2022-23 and if thought fit, to pass with or without modification(s), the following resolution as an **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), the Members of the Company do hereby ratify the remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only), to 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 conducting Audit of Cost records of the Company for financial year 2022-23.

**"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."

4. To approve revision for increase in remuneration payable to Mr. Chintan J. Patel, President of the Company, and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** in supersession to the resolution passed at the Board Meeting held on 29th April, 2021 and pursuant to Sections 188(1)(f), 197, Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15(3)(b) of Companies (Meeting of Board and its Power) Rules, 2014, Nomination and Remuneration Policy of the Company, and other applicable provisions, if any, , the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, including any statutory modification(s) or re-enactment thereof for the time being in force including any statutory modification or re-enactment thereof, provisions of Articles of Association of the Company and subject to approval from the Central Government, if required, approval of the Company be and is hereby accorded for increasing the monthly remuneration from Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) to Rs. 3,50,000 (Rupees Three Lakh Fifty Thousand only) to Mr. CHINTAN JITENDRAKUMAR PATEL, president of the company for a period of 3 years w.e.f. 1<sup>st</sup> April, 2022, as recommended by the Nomination and Remuneration committee at its meeting held on 13<sup>th</sup> August, 2022 and as set out in the Explanatory Statement attached to the notice of this Annual General Meeting,

notwithstanding that in any financial year, the Company has made no profits or profits are inadequate."

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

**BY ORDER OF THE BOARD  
For, TIRUPATI SARJAN LIMITED**

Place: Ahmedabad

**JITENDRA ISHWARLAL PATEL**

Date: 13.08.2022

**Chairman  
DIN: 00262902**

**Registered Office:**

**A/11, 12, 13, Satyamev Complex,  
Opp. Gujarat High Court,  
S.G. Highway,  
Ahmedabad – 380060,  
CIN: L45100GJ1995PLC024091  
Website: [www.tirupatisarjan.com](http://www.tirupatisarjan.com)**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 27<sup>TH</sup> ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING i.e. 26<sup>th</sup> September 2022.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE 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. THE PROXY HOLDER SHALL PROVE HIS/HER IDENTITY AT THE TIME OF ATTENDING THE MEETING.

2. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
3. The proxy-holder shall provide identity proof at the time of attending the Meeting
4. In case of joint holders attending the Meeting together, only such joint holder who is higher in the order
5. Members seeking any information or clarification on the Annual Report 2021-22 are requested to send written queries to the Company, at least twenty-four hours before the date of the Meeting to enable the Company to compile the information and provide replies at the Meeting.
6. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
7. Members / proxies / authorized representatives should bring duly filled Attendance Slip enclosed herewith along with a valid identify proof such as PAN card, passport, AADHAAR card, or driving license to enter the venue and attend the Meeting.
8. 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.
9. Members desirous of getting any information about the accounts and operations of the Company are requested to address their query to the Secretary at the Registered Office well in advance so that the same may reach him at least 10 days before the date of the meeting to enable the Management to keep the required information readily available at the meeting.
10. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.
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 21<sup>st</sup> September, 2022 to 28<sup>th</sup> September, 2022 (both days inclusive) for purpose of 27<sup>th</sup> Annual General Meeting of the Company.
12. 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.
13. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company during the business hours on all working days, up to the date of the Meeting.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the

PAN to their Depository Participants with whom they are maintaining their demat accounts.

Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents.

16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned below quoting their folio number(s).

**“M/s. Bigshare Services Pvt Ltd”** A/802, Samudra Complex, Near Klassic Gold Hotel, Girish Cold drink, Off.C.G. Road, Ahmedabad – 380009.

17. The Company does not give gifts, gift coupons or cash in lieu of gifts to its Members and also does not offer its products at discounted rates. The Company also does not organize any plant visits for its Members. However, the Company is committed to the Members’ wealth maximization through superior performance reflected in corporate benefits like dividend and increased market capitalization.
18. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository. Accordingly, the Notice of the Meeting along with the Annual Report 2021- 22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository, unless a Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent through permitted modes.
19. Members may note that the Notice of the Meeting and the Annual Report 2021-22 is available on the Company’s website [www.tirupatisarjan.com](http://www.tirupatisarjan.com) and also on the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The physical copies of the same will also be available at the Company’s registered office for inspection during the business hours on working days except Saturdays and Sundays up to the date of the Meeting i.e. 28<sup>th</sup> September, 2022.
20. Pursuant to Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a facility is provided to the Members to cast their votes using an electronic voting system from a place other than venue of the Meeting (“remote e-voting”) in respect of the resolutions proposed in this Notice.
21. A facility for voting by Poll or otherwise will also be made available to the Members attending the Meeting and who have not already cast their votes by remote e-voting prior to the Meeting. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes at the meeting.
22. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e. Wednesday, September 21, 2022. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date, i.e. Wednesday, September 21, 2022, only shall be entitled to avail the facility of remote e-voting provided at the Meeting.

23. The remote e-voting period commences on Sunday, 25<sup>th</sup> September, 2022 from 9:00 a.m. IST and ends on Tuesday, 27<sup>th</sup> September, 2022 at 5:00 p.m. IST. During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 21<sup>st</sup> September, 2022, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

#### 24. Voting Results

The Board of Directors of the Company has appointed Mr. Maulik Bhavsar of M/s. Maulik Bhavsar & Associates., Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting including remote e-voting process in a fair and transparent manner.

25. The Scrutinizer shall immediately after the conclusion of voting at the Meeting will first count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

26. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Wednesday, 28<sup>th</sup> September, 2022.

27. Any person becoming a Member of the Company after the dispatch of the Notice of the Meeting and holds shares as on the cut-off date i.e. Wednesday, September 21, 2022, may obtain the user ID and Password by sending a request to the abovementioned email ids and can exercise their voting rights through remote e-voting by following the instructions listed hereinabove or by voting facility provided at the meeting.

28. 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.

29. The Companies Act provides nomination facility to the members. As a member of the Company, you have an option to nominate any person as your nominee to whom your shares shall vest in the unfortunate event of your death. It is advisable to avail this facility especially by the members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialized form, the nomination form needs to be forwarded to your Depository Participant.

30. As per Securities and Exchange Board of India (SEBI) Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. With the said changes which came into effect from 1st April, 2019, Equity Shares of the Company shall be eligible for transfer only in dematerialized form. Therefore, the Members are requested to take

necessary actions to dematerialize their physical Equity Shares of the Company promptly

31. Relevant Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, in respect of Special Business i.e. item nos. 3 and 4, as set out above is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment and re-appointment as Director are set out in the Annexure to the Explanatory Statement.
32. The Annual Report 2021-22 of the Company will be made available on the website of the Company at [www.tirupatisarjan.com](http://www.tirupatisarjan.com).
33. The route map showing directions to reach the venue of the 27<sup>th</sup> Annual General Meeting is annexed.
34. In terms of provisions of section 108 of the Companies Act, 2013 and rules framed thereunder, members have been provided with facility to cast their vote electronically, through the e-voting services, on all resolutions set forth in this notice.

### **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

### **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period begins on Sunday 25<sup>th</sup> September, 2022 at 9:00 A.M. and ends on Tuesday, 27<sup>th</sup> September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21<sup>st</sup> September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21<sup>st</sup> September, 2022.

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





#### **Step 1: Access to NSDL e-Voting system**

#### **a) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress..</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**



## **How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) 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*****.
b) 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*****
c) 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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'?
    - (i) 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'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **csmaulikbhavsar@gmail.com** with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide 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 [cs.tirupatisarjan@gmail.com](mailto:cs.tirupatisarjan@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs.tirupatisarjan@gmail.com](mailto:cs.tirupatisarjan@gmail.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**BY ORDER OF THE BOARD  
For, TIRUPATI SARJAN LIMITED**

Place: Ahmedabad  
Date: 13.08.2022

**JITENDRA ISHWARLAL PATEL  
Chairman  
DIN: 00262902**

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

**ANNEXURE TO NOTICE  
EXPLANATORY STATEMENT UNDER Section 102(1) OF THE COMPANIES ACT,  
2013**

**ITEM NO. 3**

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 re-appointment of M/S. J. R. Patel & Associates, Cost Accountants (Firm Registration No. 000723) as the Cost Auditors of the Company at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) inclusive of out-of-pocket expenses for conducting the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2023.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2023.

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. 3 of the Notice.

The Board recommends passing of the resolution set out at Item No. 3 of the Notice as an **Ordinary Resolution** for approval by the members.

**ITEM NO. 4.**

The Companies Act, 2013 ("the Act") aims to ensure transparency in the transactions and dealings with related parties of the Companies. The provisions of section 188(1)(f) of the Act that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company.

Mr. Chintan J. Patel son of Mr. Jitendra I. Patel, Managing Director of the Company, was appointed as the president of the Company at the Board meeting held on 14<sup>th</sup> August 2019 and holding a place of profit under Section 188(1)(f) of the Act and all other applicable provisions of the Act read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), at a monthly salary of Rs. 2,50,000.

In accordance with the provision of section 188(1)(f) of the Act, which governs the related party transactions, it is the requirement of the Act, for a company to obtain consent of the Members for paying remuneration over and above Rs. 2,50,000 to person appointed and holding a place of profit under Section 188(1)(f).

The Board of Directors on the recommendation of the Nomination and remuneration Committee, at their meeting held on 13<sup>th</sup> August, 2022, has considered increase in remuneration of Mr. Chintan J. Patel, President of the Company recognising his contribution to the Company's strong performance over couple of years. The said transaction is in the ordinary course of business and at arm's length basis. Mr. Chintan J. Patel is associated with Company from last many years as Director and president as well and meanwhile gave his best for the company's immense growth.

His present role is crucial to provide impetus to the expanding national business in the emerging market of the Company. His focus has always been on tapping the potential markets. Considering his qualification, experience and present role, prescribed limit of the Act is not commensurate, hence requires approval of the Members of the Company.

The Board of Directors believes that during COVID-19 pandemic the business of the Company was largely affected and Mr. Chintan J. Patel's excellence in operational work has resulted into increase in revenue of the Company from Rs. 6601.30 lakhs in the year 2020-21 to 9123.41 lakhs in the year 2021-22.

Your Directors recommend passing of this resolution by way of an **Ordinary Resolution**.

None of the other directors, key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise in this resolution, except Mr. Jitendrabhai Patel to the extent of their shareholding.

**Additional information as per Section II of schedule V of the Companies Act 2013**

**I. General Information:**

(1) **Nature of Industry:** Tirupati Sarjan Limited among the most reputed & renowned real estate companies. Serving and Fulfilling Dreams of innumerable customers in the various cities of Gujarat, since 4<sup>th</sup> January, 1995. Core objective of the company is to provide pre-eminent housing at affordable prices catering to the middle class Families of North Gujarat. As a group, company has executed over 100 projects during its tenure from its inception till date.

(2) **Date or expected date of commencement of commercial production:** the company was incorporated on 4<sup>th</sup> January, 1995. Commercial production started on thereafter.

(3) **Financial performance based on given indicators:**

<b>Particular</b>	<b>2021-22</b>	<b>2020-21</b>
Turnover	9309.44	6732.80
Net Profit after Tax & adjustments	168.75	113.71

(4) **Foreign investments or collaborations, if any:** Company do have a foreign investment in the form of shares holding in Tirupati Development (U) Ltd, which is a Uganda based subsidiary Company.

**II. Information about the Person whose remuneration is to be increased:**

**(1)Background details-**

Chintan Jitendrakumar Patel – President of the Company

**(2)Past remuneration-** Rs. 2,50,000 per month

**(3)Recognition or awards:**

Mr. Chintan Jitendrakumar Patel have made hard efforts for expansion of business of the company. Their dedication towards company have got fruitful results and company has expanded its business into foreign country also. During COVID -19 when by and large all the construction businesses were affected, efforts of Mr. Chintan Jitendrakumar Patel has resulted into positive effect on the turnover of the Company.

**(4)Job profile and his suitability**

1. Chintan Jitendrakumar Patel – President
  - More than 10 years of experience in the field of Construction and Infrastructure
  - Responsible for Operation work of the Company at Different Sites
  - Education: MBA – B. Tech (Civil) & M.S. in technology Management(U.S.A.)

**(5) Remuneration proposed-** Rs. 350000 p.m.

**(6)Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

The proposed remuneration is at par with similar designation / position of executives in the industry, looking at the Experience, authority & responsibility imposed on Mr. Chintan Jitendrakumar Patel, it is necessary to revise salary.

**(7) Pecuniary relationship directly or indirectly with the company, or Relationship with the managerial personnel, if any.**

Mr. Chintan Jitendrakumar Patel do not have directly or indirectly any peculiar relationship with the company or any managerial person

**III. Other information:**

**(1)Reasons of loss or inadequate profits**

During the financial year ended on 31<sup>st</sup> March, 2022, the company has registered net profit of around Rs. 168.75 Lakhs which is less than around 46% compared to financial year ended on 31<sup>st</sup> March 2020, on the following factor

The business of the Company is affected due to COVID-19 pandemic; Company has shown slight recovery in past 2 years.

**(2)Steps taken or proposed to be taken for improvement;**

Company has recently been allotted reputed and big projects at Rajasthan, Maharashtra and Gujarat, which will contribute to the performance improvement of the Company.

**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 27<sup>th</sup> Annual General Meeting of the Company.**

<b>Name of the Director</b>	<b>Mr. Ankit Rajesh Shah</b>
DIN	<b>02440347</b>
Date of Birth	10/10/1987
Nationality	Indian
Qualification	B. Tech (Civil) & M.S. in Construction Management(U.S.A.)
Experience and expertise in specific functional area	Experience of over 7 years in the field of construction and infrastructure
Shareholding in Tirupati Sarjan Ltd.	511849
Directorships held in other public limited companies in India	NIL
Membership /Chairmanship of committees in Public limited companies in India	NIL



**TIRUPATI SARJAN LIMITED**

**CIN: L45100GJ1995PLC024091**

**Regd. Office :-A-11, 12, 13, Satyamev Complex, Opposite Gujarat High Court,  
S.G. Highway, Ahmedabad – 380060**

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

Full name of the member attending & Address \_\_\_\_\_;  
Member's Folio No./ DP ID / Client ID: \_\_\_\_\_;  
Joint holder 1: \_\_\_\_\_; Joint holder 2: \_\_\_\_\_;  
No. of shares held: \_\_\_\_\_  
Name of Proxy \_\_\_\_\_ (To be filled in, if the Proxy attends instead of the member)

I/We certify that I/we am/are registered Member /proxy for the registered Member of the Company.

I/ We hereby record my presence at the 27<sup>th</sup> Annual General Meeting of Tirupati Sarjan Limited, at A-11, 12, 13, Satyamev Complex, Opposite Gujarat High Court, S.G. Highway, Ahmedabad – 380060, on Wednesday, the 28<sup>th</sup> day of September, 2022 at 4:00 P.M.

Member's / Proxy's Name in **BLOCK** letters

\_\_\_\_\_  
Member's / Proxy's Signature

**Note:**

Please fill in the attendance slip and hand it over at the entrance of the Meeting hall. Joint Members(s) may obtain additional attendance slip at the venue of the Meeting.

✂-----Cut Here-----

**E-voting Particulars**

<b>EVSN (e-Voting event number)</b>	<b>User ID</b>	<b>Password</b>

**Form MGT-11  
Proxy form**

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

**TIRUPATI SARJAN LIMITED  
CIN: L45100GJ1995PLC024091**

**Regd. Office: -A-11, 12, 13, Satyamev Complex, Opposite Gujarat High Court,  
S.G. Highway, Ahmedabad – 380060**

Name of the Member(s):	
Registered address:	
E-mail Id:	
Regd. Folio No.:	
*DP ID & Client ID:	
No. of Shares held:	

\* Applicable for investors holding shares in Electronic form.

I/We, being the member (s) of .....shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_;  
Address: \_\_\_\_\_;  
E-mail ID: \_\_\_\_\_; Signature \_\_\_\_\_ or failing  
him/her

2. Name: \_\_\_\_\_;  
Address: \_\_\_\_\_;  
E-mail ID: \_\_\_\_\_; Signature \_\_\_\_\_ or failing  
him/her

3. Name: \_\_\_\_\_;  
Address: \_\_\_\_\_;  
E-mail ID: \_\_\_\_\_; Signature \_\_\_\_\_ or failing  
him/her

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the Twenty-Seventh Annual General Meeting of the Company, to be held on Wednesday, the 28<sup>th</sup> day of September, 2022 at 4:00 P.M. at A-11, 12, 13, Satyamev Complex, Opposite Gujarat High Court, S.G. Highway, Ahmedabad – 380060, and at any adjournment thereof in respect of resolutions are indicated below:

Sr. No.	Resolution(s)	Vote	
		For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and Statutory Auditors thereon. (Ordinary Resolution)		
2	To re-appoint a Director in place of Mr. Ankit Rajesh Shah (DIN: 02440347) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment. (Ordinary Resolution)		
<b>Special Business</b>			
3	To ratify the Remuneration payable to M/s. J. R. Patel & Associates, Cost Accountants, the Cost Auditor of the Company for the Financial Year 2022-23. (Ordinary Resolution)		
4	To approve revision for increase in remuneration payable to Mr. Chintan J. Patel, President of the Company. (Ordinary Resolution)		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2022 Signature of Member \_\_\_\_\_

Affix Revenue Stamp
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\_\_\_\_\_  
Signature of first Proxy holder    Signature of Second proxy holder    Signature of Third proxy holder

Note:

- 1) This form of proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) Please put an 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 3) The proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Secretarial Standard-2 issued by The Institute of Company Secretaries of India, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
- 4) The Proxy-holder shall prove his identity at the time of attending the Meeting.

## Invitation to attend the 27<sup>th</sup> Annual General Meeting on 28<sup>th</sup> September, 2022

You are cordially invited to attend the 27<sup>th</sup> Annual General Meeting of the Company on Wednesday, 28<sup>th</sup> September, 2022 at 4:00 P.M. at A-11, 12, 13, Satyamev Complex, Opposite Gujarat High Court, S.G. Highway, Ahmedabad – 380060.

### ROUTE MAP TO THE VENUE

