

NOTICE FOR EXTRAORDINARY GENERAL MEETING

If undelivered, please return to :

Tirupati Sarjan Limited

A-11,12,13 Satyamev Complex, Opp.High Court, S.G.Highway,
Ahmedabad – 380060 PH:079-27662013

N O T I C E

NOTICE is hereby given that the **Extraordinary General Meeting** of the Members of **TIRUPATI SARJAN LIMITED** will be held at the Registered Office of the Company at **A-11,12,13, SATYAMEV COMPLEX, OPP. GUJARAT HIGH COURT, S.G. HIGHWAY, AHMEDABAD - 380060** on **Friday, 23th day of March, 2018 at 12.30 P.M.** to transact the following business:

SPECIAL BUSINESS:

1. Authority to the Board for giving loans and guarantees and making investment in securities

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, subject to the maximum limit of ₹ 200 crores (Rupees Two Hundred Crores only) (Excluding the loans/ guarantees/ securities given or provided to wholly owned subsidiaries or joint venture companies, as the case may be, whether situated in India or abroad and investments made in wholly owned subsidiaries, whether situated in India or abroad) on such terms and conditions as the Board may deem fit and proper, notwithstanding the fact that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate alongwith the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, as mentioned above, exceeds the limits specified under Section 186(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, instruments, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto and to settle any questions, difficulties or doubt that may arise in this regard."

2. Remuneration to Cost Auditors for financial year ended 31 March 2018

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

"RESOLVED THAT pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any modifications or re-enactment thereof for the time being in force), the company hereby ratifies remuneration of ₹ 20,000/- (Rupees Twenty Thousand Only) with reimbursement of conveyance expenses at actual and GST as applicable, as approved by the Board of Directors, payable to M/s J. R. Patel & Associates, Cost Accountants, bearing Firm Registration Number 000723, appointed by Board of Directors to carry out audit of Company's cost records for year ending 31st March 2018".

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard”.

3. Re-classification of Promoters of the Company

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

“RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed there under (‘the Act’), and subject to necessary approval from appropriate Statutory Authorities as may be required, the approval of the Members be and is hereby accorded for re-classification of Mr. Ajaykumar Somabhai Prajapati, Mr. Parshottambhai Jethabhai Prajapati, Ms. Bhikhiben Somabhai Prajapati, Mr. Jivabhai Jethabhai Prajapati, Mr. Prajapati Moghabhai Lalabhai, Mr. Somabhai Jethabhai Prajapati, Mr. Vijaybhai Somabhai Prajapati forming part of the existing Promoters of the Company from “Promoter Category” to “Public Category.”

“RESOLVED FURTHER THAT that the Promoters seeking re-classification along with their personal promoter group entities and person acting in concert do not:
i. have any special rights through formal or informal agreements.
ii. hold more than 10% of the paid-up capital of the Company.
iii. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities.”

4. Revision in the terms of remuneration of Mr. Jitendrakumar Ishvarlal Patel, Managing Director of the Company

To consider 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 Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Mr. Jitendrakumar Ishvarlal Patel, Managing Director of the Company, by way of increase in the maximum amount of salary payable to Mr. Jitendrakumar Ishvarlal Patel (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, with effect from 1st April 2017 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard”.

5. Revision in the terms of remuneration of Mr. Jashwantbhai Patel, Managing Director of the Company

To consider 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 Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Mr. Jashwantbhai Patel, Managing Director of the Company, by way of increase in the maximum amount of salary payable to Mr. Jashwantbhai Patel (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, with effect from 1st April 2017 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard”.

6. Revision in the terms of remuneration of Mr. Patel Chintan Jitubhai, Wholetime Director of the Company

To consider 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 Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Mr. Patel Chintan Jitubhai, Wholetime Director of the Company, by way of increase in the maximum amount of salary payable to Mr. Patel Chintan Jitubhai (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year upto 31st March 2020,) with authority to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, , with effect from 1st April 2017 upto 31st March 2020, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard”.

7. Revision in the terms of remuneration of Mr. Ankit Rajesh Shah, Wholetime Director of the Company

To consider 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 Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Mr. Ankit Rajesh Shah, Wholetime Director of the Company, by way of increase in the maximum amount of

salary payable to Mr. Ankit Rajesh Shah (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, with effect from 1st April 2017 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard".

8. Revision in the terms of remuneration of Mr. Patel Ruchir Rushikeshbhai, Wholetime Director of the Company

To consider 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 Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Mr. Patel Ruchir Rushikeshbhai, Wholetime Director of the Company, by way of increase in the maximum amount of salary payable to Mr. Patel Ruchir Rushikeshbhai (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, with effect from 1st April 2017 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

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

PLACE: AHMEDABAD.
DATE: 14.02.2018

[Rajeshbhai J Shah]
Chairman
DIN: 00133363

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.

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.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.

8. Members are requested to register their email address through their Depository participants where they are holding their Demat Accounts for sending the future communication by email. Members holding the shares in physical form may register their email at company's Registered Office or the Company's e-Mail ID: cs.tirupatisarjan@gmail.com. The company's present website is www.tirupatisarjan.com.
9. 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 dematerialised form, the nomination form needs to be forwarded to your Depository Participant.
10. Trading in equity shares of the Company is compulsorily in dematerialised mode by all the investors. Members are therefore advised to convert their shareholding in dematerialised form in case they wish to trade their equity shares.
11. 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.

THE INSTRUCTIONS TO SHAREHOLDERS OF THE COMPANY FOR E-VOTING ARE AS FOLLOWS:

The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on 20th March, 2018 at 9.00 a.m. (IST) and ends on 22nd March, 2018 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th March, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (II) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (III) The shareholders should log on to the e-voting website www.evotingindia.com.

- (IV) Click on Shareholders / Members
- (V) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (VI) Next enter the Image Verification as displayed and Click on Login.
- (VII) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (VIII) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (IX) After entering these details appropriately, click on "SUBMIT" tab.
- (X) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (XI) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (XII) Click on the EVSN of Tirupati Sarjan Limited.
- (XIII) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (XIV) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (XV) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (XVI) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (XVII) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (XVIII) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (XIX) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(XX) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(XXI) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

12. Voting through Electronic means In compliance with Section 108 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the Company is pleased to provide its Shareholders with the facility of “remote e-voting” (e-voting from a place other than venue of the EGM), to enable them to cast their votes at the Extraordinary General Meeting (EGM) and the business at the EGM may be transacted through such voting. The Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically. The facility for voting through ballot/polling paper shall also be made available at the venue of the EGM, apart from the remote e-voting facility provided prior to the date of EGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the EGM. The Company has appointed Shri Maulik Anilkumar Bhavsar, Practicing Company Secretary, as the Scrutinizer for conducting the remote e-voting and the voting process at the EGM in a fair and transparent manner. The Scrutinizer shall make a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, during the remote e-voting and voting at the EGM, not later than three days of conclusion of the meeting, to the Chairman or a person, authorized by him in writing. The Chairman or a person, authorized by him in writing, shall declare the results of the EGM forthwith. The results declared along with the Scrutinizer's report shall be

placed on the Company's website and on the website of CDSL and shall be communicated to the Stock Exchanges.

Registered Office

A/11, 12, 13, Satyamev Complex
Opposite Gujarat High Court,
S.G. Highway
Ahmedabad – 380060, Gujarat, India

Annexure to the Notice:

EXPLANATORY STATEMENT

[Pursuant to the Provisions of Section 102(1) of the Companies Act, 2013]

Item No. 1 - Authority to the Board for giving loans and guarantees and making investment in securities

Under the provisions of Section 186 of the Companies Act, 2013 which was made effective from 1st April, 2014, the powers to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in shares, debentures and/or any other securities of other body corporates or person whether Indian or overseas and/or in various schemes of Mutual Funds or such other funds, in excess of the limits of:

- i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or,
 - ii) Hundred per cent of its free reserves and securities premium account, whichever is more,
- can be exercised by the Board with the consent of the shareholders obtained by a Special Resolution.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to any persons or bodies corporate (excluding wholly owned subsidiaries) for an amount not exceeding ₹ 200 crores or limits laid down in Section 186 of the Companies Act, 2013, whichever is higher.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own / surplus funds / internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board commends the Special Resolution at Item No. 1 for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except to the extent of their directorship and / or shareholding in the bodies corporate in which investment in securities / units may be made or loans / guarantees may be given or securities may be provided.

The Board commends the Special Resolutions set out at item no. 1 of the notice for approval by shareholders.

Item No. 2 - Remuneration to Cost Auditors for financial year ended 31st March 2018

The Board approved the appointment of M/s J. R. Patel & Associates, Cost Accountants bearing Firm Registration Number 000723, as Cost Auditors of the Company to conduct audit of cost records for the year ending 31st March 2018 at a remuneration of ₹ 20,000/- (Twenty thousand only) with reimbursement of conveyance expenses at actual and GST as applicable.

In accordance with provisions of Section 148 of the Companies Act 2013 and Companies (Audit and Auditors) Rules, 2014, remuneration payable to cost auditors has to be ratified by shareholders of the company.

Accordingly consent of the members is sought for passing an ordinary resolution as set out at item No. 2 of the notice for ratification of remuneration payable to Cost Auditors for the financial year ending 31st March 2018.

None of the Directors / Key Managerial Personnel of the company / their relatives are in, anyway concerned or interested, financially or otherwise, in the resolution set out at item No. 2 of the notice.

The Board commends the ordinary resolutions set out at item no. 2 of the notice for approval by shareholders.

Item No. 3 - Re-classification of Promoters of the Company

The Company was in receipt of requests from (i) Mr. Ajaykumar Somabhai Prajapati, (ii) Mr. Parshottambhai Jethabhai Prajapati, (iii) Ms. Bhikhiben Somabhai Prajapati, (iv) Mr. Jivabhai Jethabhai Prajapati, (v) Mr. Prajapati Moghabhai Lalabhai, (vi) Mr. Somabhai Jethabhai Prajapati, (vii) Mr. Vijaybhai Somabhai Prajapati, Promoters of the Company, for reclassification from Promoter category to Public category under Regulation 31A (2) & (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015'). Details of their shareholding in the Company are as under:

Sr. No.	Name of applicants classified under Promoter Group category	No. of Equity Shares held	% of Shareholding
---------	---	---------------------------	-------------------

1	AJAYKUMAR SOMABHAI PRAJAPATI	64440	0.20
2	PARSHOTTAMBHAI JETHABHAI PRAJAPATI	75000	0.23
3	BHIKHBIBEN SOMABHAI PRAJAPATI	121900	0.37
4	JIVABHAI JETHABHAI PRAJAPATI	125000	0.38
5	PRAJAPATI MOGHABHAI LALABHAI	441593	1.34
6	SOMABHAI JETHABHAI PRAJAPATI	918800	2.78
7	VIJAYBHAI SOMABHAI PRAJAPATI	467000	1.42
	Total	2213733	6.71

The aforesaid shareholders are leading their lives and occupations independently and are not connected, directly or indirectly, whatsoever, with any activity of the Company. Further, the other persons in the Promoter Group of the Company do not have any control over the affairs or the decision making process of these above referred shareholders.

The above referred shareholders do not directly or indirectly, exercise control, over the affairs of the Company. They also do not have any special rights through formal or informal arrangements with the Company or Promoters or any person in the Promoter Group. They are also never privy to any price sensitive information of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

The Board commends the Special Resolutions set out at item no. 3 of the notice for approval by shareholders.

Item No. 4 - Revision in the terms of remuneration of Mr. Jitendrakumar Ishvarlal Patel, Managing Director of the Company

At the AGM held on 29th September 2014, the members of the Company had approved of the appointment and terms of remuneration of Mr. Jitendrakumar Ishvarlal Patel as Managing Director of the Company for a period of 5 years from 01st July 2013, including inter alia salary of ₹ 2,00,000 per month.

Taking into consideration the increased business activities of the Company and the responsibilities cast on Mr. Jitendrakumar Ishvarlal Patel, on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 14th February 2018, has revised the maximum salary payable to Mr. Jitendrakumar Ishvarlal Patel to ₹ 7,00,000 per month with effect from 1st April 2017 for the remainder of his term upto 30th June 2018. All other terms and conditions of appointment of Mr. Jitendrakumar Ishvarlal Patel as Managing Director of the Company, as approved at the AGM of the Company held on 29th September 2014, remain unchanged.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remuneration specified above are now being placed before the members for their approval.

The relatives of Mr. Jitendrakumar Ishvarlal Patel may be deemed to be interested in the resolutions set out respectively at item no. 4 of the notice, to the extent of their shareholding interest, if any, in the company. Save and except the above, none of the Directors / Key Managerial Personnel of the company / his relatives are, in any way, concerned or interested, financial or otherwise, in these resolutions.

The Board commends the ordinary resolutions set out at item no. 4 of the notice for approval by shareholders.

Item No. 5 - Revision in the terms of remuneration of Mr. Jashwantbhai Patel, Managing Director of the Company

At the AGM held on 29th September 2014, the members of the Company had approved of the appointment and terms of remuneration of Mr. Jashwantbhai Patel as Managing Director of the Company for a period of 5 years from 01st July 2013, including inter alia salary of ₹ 2,00,000 per month.

Taking into consideration the increased business activities of the Company and the responsibilities cast on Mr. Jashwantbhai Patel, on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 14th February 2018, has revised the maximum salary payable to Mr. Jashwantbhai Patel to

₹ 7,00,000 per month with effect from 1st April 2017 for the remainder of his term upto 30th June 2018. All other terms and conditions of appointment of Mr. Jashwantbhai Patel as Managing Director of the Company, as approved at the AGM of the Company held on 29th September 2014, remain unchanged.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remuneration specified above are now being placed before the members for their approval.

The relatives of Mr. Jashwantbhai Patel may be deemed to be interested in the resolutions set out respectively at item no.5 of the notice, to the extent of their shareholding interest, if any, in the company. Save and except the above, none of the Directors / Key Managerial Personnel of the company / his relatives are, in any way, concerned or interested, financial or otherwise, in these resolutions.

The Board commends the ordinary resolutions set out at item no. 5 of the notice for approval by shareholders.

Item No. 6 - Revision in the terms of remuneration of Mr. Patel Chintan Jitubhai, Wholetime Director of the Company

At the AGM held on 30th September 2016, the members of the Company had approved of the appointment and terms of remuneration of Mr. Patel Chintan Jitubhai as Wholetime Director of the Company for a period of 5 years from 30th September 2016.

Taking into consideration the increased business activities of the Company and the responsibilities cast on Mr. Patel Chintan Jitubhai, on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 14th February 2018, has revised the maximum salary payable to Mr. Patel Chintan Jitubhai to ₹ 7,00,000 per month with effect from 1st April 2017 upto 31st March 2020. All other terms and conditions of appointment of Mr. Patel Chintan Jitubhai as Wholetime Director of the Company, as approved at the AGM of the Company held on 30th September 2016, remain unchanged.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remuneration specified above are now being placed before the members for their approval.

The relatives of Mr. Patel Chintan Jitubhai may be deemed to be interested in the resolutions set out respectively at item no. 6 of the notice, to the extent of their shareholding interest, if any, in the company. Save and except the above, none of the Directors / Key Managerial Personnel of the company / his relatives are, in any way, concerned or interested, financial or otherwise, in these resolutions.

The Board commends the ordinary resolutions set out at item no. 6 of the notice for approval by shareholders

Item No. 7 - Revision in the terms of remuneration of Mr. Ankit Rajesh Shah, Wholetime Director of the Company

At the AGM held on 29th September 2014, the members of the Company had approved of the appointment and terms of remuneration of Mr. Ankit Rajesh Shah as Wholetime Director of the Company for a period of 5 years from 01st August 2014, including inter alia salary of ₹ 1,00,000 per month.

Taking into consideration the increased business activities of the Company and the responsibilities cast on Mr. Ankit Rajesh Shah, on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 14th February 2018, has revised the maximum salary payable to Mr. Ankit Rajesh Shah to ₹ 7,00,000 per month with effect from 1st April 2017 for the remainder of his term upto 30th July 2019. All other terms and conditions of appointment of Mr. Ankit Rajesh Shah as Wholetime Director of the Company, as approved at the AGM of the Company held on 29th September 2014, remain unchanged.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remuneration specified above are now being placed before the members for their approval.

The relatives of Mr. Ankit Rajesh Shah may be deemed to be interested in the resolutions set out respectively at item no. 7 of the notice, to the extent of their shareholding interest, if any, in the company. Save and except the above, none of the Directors / Key Managerial Personnel of the company / his relatives are, in any way, concerned or interested, financial or otherwise, in these resolutions.

The Board commends the ordinary resolutions set out at item no. 7 of the notice for approval by shareholders.

Item No. 8 - Revision in the terms of remuneration of Mr. Patel Ruchir Rushikeshbhai, Wholetime Director of the Company

At the AGM held on 29th September 2014, the members of the Company had approved of the appointment and terms of remuneration of Mr. Patel Ruchir Rushikeshbhai as Wholetime Director of the Company for a period of 5 years from 29th October 2014, including inter alia salary of ₹ 2,00,000 per month.

Taking into consideration the increased business activities of the Company and the responsibilities cast on Mr. Patel Ruchir Rushikeshbhai, on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 14th February 2018, has revised the maximum salary payable to Mr. Patel Ruchir Rushikeshbhai to ₹ 7,00,000 per month with effect from 1st April 2017 for the remainder of his term upto 28th October 2019. All other terms and conditions of appointment of Mr. Patel Ruchir Rushikeshbhai as Wholetime Director of the Company, as approved at the AGM of the Company held on 29th September 2014, remain unchanged.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remuneration specified above are now being placed before the members for their approval.

The relatives of Mr. Patel Ruchir Rushikeshbhai may be deemed to be interested in the resolutions set out respectively at item no. 8 of the notice, to the extent of their shareholding interest, if any, in the company. Save and except the above, none of the Directors / Key Managerial Personnel of the company / his relatives are, in any way, concerned or interested, financial or otherwise, in these resolutions.

The Board commends the ordinary resolutions set out at item no. 8 of the notice for approval by shareholders.

BY ORDER OF THE BOARD
For, TIRUPATI SARJAN LIMITED

[Rajeshbhai Jaswantlal Shah]
Chairman
DIN : 00133363

PLACE: AHMEDABAD
DATE: 14.02.2018

Registered Office
A/11, 12, 13, Satyamev Complex
Opposite Gujarat High Court,
S.G. Highway,
Ahmedabad – 380060, Gujarat, India

TIRUPATI SARJAN LIMITED

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 _____

Member's Folio No/ Client ID: _____ No. Of shares held: _____

Name of Proxy _____ (To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the Extraordinary General Meeting of the Tirupati Sarjan Limited, at A-11, 12, 13, Satyamev Complex, Opposite Gujarat High Court, S.G. Highway, Ahmedabad – 380060, Friday, the 23rd day of March, 2018 at 12.30 P.M.

Member's / Proxy's Signature

Note:

The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.

✂-----Cut Here-----

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

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

Regd. Folio No.:	*DP ID:
No. of Shares held:	*Client ID:

I/We, being the member (s) ofshares 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

and whose signatures are appended below as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, the 23rd day of March, 2018 at 12.30 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
1	Authority to the Board for giving loans and guarantees and making investment in securities		
2	Remuneration to Cost Auditors for financial year ended 31st March 2018		
3	Re-classification of Promoters of the Company		
4	Revision in the terms of remuneration of Mr. Jitendrakumar Ishvarlal Patel, Managing Director of the Company		
5	Revision in the terms of remuneration of Mr. Jashwantbhai Patel, Managing Director of the Company		
6	Revision in the terms of remuneration of Mr. Patel Chintan Jitubhai, Wholetime Director of the Company		
7	Revision in the terms of remuneration of Mr. Ankit Rajesh Shah, Wholetime Director of the Company		
8	Revision in the terms of remuneration of Mr. Patel Ruchir Rushikeshbhai, Wholetime Director of the Company		

* Applicable for investors holding shares in Electronic form.

Signed _____ this day of _____ 2018

Affix Revenue Stamp

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Signature of the shareholder across Revenue Stamp

- Note:
- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
 - 2) The proxy need not be a member of the company.

Invitation to attend the Extraordinary General Meeting on March 23, 2018

You are cordially invited to attend the Extraordinary General Meeting of the Company on Friday, March 23, 2018 at 12.30 Noon at A-11, 12, 13, Satyamev Complex, Opposite Gujarat High Court, S.G. Highway, Ahmedabad – 380060.

ROUTE MAP TO THE VENUE



