Tirupati Starch & Chemicals Ltd.

Regd. Office : Shree Ram Chambers, Ist floor, 12 Agrawal Nagar, Main Road, INDORE - 1
Phones : 2405001-2-3, 4052850, 4052888, Fax : 91-0731-2405000
E-mail : tirupati@tirupatistarch.com

Works : Village-sejwaya, Ghata Billod, Dist. Dhar (M.P.) Phones : (07292) 277479, 277280

TIRUSTA/SE/2018-19 **29th August, 2018**

Online filing at: www.listing.bseindia.com

To
The General Manager
DCS-CRD
BSE Ltd.
Rotunda Building,
P.J. Tower, Dalal Street, Fort
MUMBAI - 400001

REF: SECURITY ID: TIRUSTA; SECURITY CODE: 524582 & ISIN: INE314D01011

SUB: Filing of the Notice of the 32nd Annual General Meeting of the Company to be held on 22nd September, 2018.

Dear Sir/Madam

We are pleased to submit a copy of the notice of the 32nd Annual General Meeting of the Company to be held on Saturday, 22nd September, 2018 at 1:00 P.M. at Shreeram Chambers, 12 Agrawal Nagar, Main Road, Indore(M.P.) -452001

You are requested to please take on record the above said document of the Company for your reference and further needful.

Thanking You,
Yours Faithfully,

For, TIRUPATI STARCH & CHEMICALS LTD

Ramdas Goyal

RAMDAS GOYAL
MANAGING DIRECTOR
DIN: 00150037

Tirupati Starch & Chemicals Ltd. INDORE

Encl: 1. Notice of 32nd Annual General Meeting along with Route Map to the Venue of AGM, Proxy Form and Attendance Slip.

Tirupati Starch & Chemicals Ltd.

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Phones : 2405001-2-3, 4052850, 4052888, Fax : 91-0731-2405000
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NOTICE

Notice is hereby given that the 32[nd] Annual General Meeting of the Members of **Tirupati Starch and Chemicals Limited** will be held on Saturday, the 22[nd] day of September, 2018 at the Registered Office of the Company at First Floor, "Shreeram Chambers", 12, Agrawal Nagar, Indore - 452001 (M.P.), at 01:00 P. M. to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31[st] March, 2018 and the Reports of the Board and Auditors thereon.

2. To appoint a Director in place of Mrs. Pramila Jajodia (DIN: 01586753) who retires by rotation and being eligible offers herself for re-appointment.

3. To appoint a Director in place of Mrs. Shashikala Mangal (DIN: 00107187) who retires by rotation and being eligible offers herself for re-appointment.

4. To ratify appointment of M/s. A. P. G. and Associates as Statutory Auditors of the Company and authority to Board to fix their remuneration and to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

   "RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee, and pursuant to the resolution passed by the members at the AGM held on 30[th] September, 2015, the appointment of A. P. G. and Associates, Chartered Accountants, Indore (Firm Registration Number 119598W) as the auditors of the Company be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31[st], 2018, as may be determined by the audit committee in consultation with the auditors, and as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESSES:

5. **To Confirm the appointment of Shri Yogesh Kumar Agrawal (DIN: 00107150) as a Director of the Company.**
   To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution:-**

   "RESOLVED THAT pursuant to provisions of section 149 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014 as may be amended from time to time Shri Yogesh

Kumar Agrawal (DIN: 00107150), who was appointed as an Additional Director of the Company w.e.f. 07.09.2017 by the Board of the Company and who holds office upto the date of ensuing AGM of the company and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Yogesh Kumar Agrawal for the office of a director and who is eligible for appointment be and is hereby appointed as a Non Executive, Promoter, Director of the company and is liable to retire by rotation w.e.f. date of this meeting."

6. **To approve the change in existing terms of Shri Ramdas Goyal (DIN: 00150037), Managing Director f the Company.**

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

"RESOLVED THAT pursuant to recommendation of the Nomination & Remuneration Committee and Board of Directors and subject to the provisions of Section 164, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and other applicable provisions, including any statutory modifications or re-enactment thereof for the time being enforced and Articles of Association of the company, the approval of members of the Company be and is hereby accorded to provide remuneration upto Rs. 1,50,000/- p.m. for remaining period of current term by the change in existing terms of Shri Ramdas Goyal (DIN 00150037), Managing Director of the Company on the following terms, conditions and remuneration with authority to the Board to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board and Shri Ramdas Goyal;

FURTHER RESOLVED THAT in addition of his aforesaid remuneration, Shri Ramdas Goyal, Managing Director of the Company shall also be entitled for the following benefits and shall not be considered for the purpose of calculation of the maximum permissible remuneration as it covers under the exempted category;

a) Contributions to the Provident Fund, Gratuity and Leave Travel Concessions within the limit prescribed in Part II of Schedule V of the Companies Act, 2013;

FACILITIES:

a) Car: The Company shall provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be payable as per actual on the basis of claims made by him.
b) Telephone: Free use of mobile and a telephone at his residence provided that personal long distance calls on the telephone shall be billed by the Company to the Managing Director.

FURTHER RESOLVED THAT in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Ramdas Goyal shall be minimum remuneration payable by the Company;

RESOLVED FURTHER THAT the remuneration payable to Shri Ramdas Goyal, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 read with the provisions of Schedule V of the Act from time to time;

Tirupati Starch & Chemicals Ltd. INDORE

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby severally authorized to decide the breakup of the salary and allowances within the aforesaid limits and to do all such acts, matters, deeds and things to give effect to the aforesaid resolution."

7. **To Confirm the Re-appointment of Shri Ramesh Goyal (DIN: 00293615) as a Whole Time Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 164, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and other applicable provisions, including any statutory modifications or re-enactment thereof for the time being enforced and Articles of Association of the company, the approval of members of the Company be and is hereby accorded to re-appoint Shri Ramesh Goyal (DIN: 00293615) as the Whole Time Director of the Company for the further period of 3 years w.e.f. 30.01.2018 on the following terms, conditions and remuneration with authority to the Board to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board and Shri Ramesh Goyal:

a) Salary & other allowances: upto Rs.1,50,000/- p.m.
b) Contributions to the Provident Fund, Gratuity and Leave Travel Concessions within the limit prescribed in Schedule V of the Companies Act, 2013.

FACILITIES:

a) Car: The Company shall provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be payable as per actual on the basis of claims made by her.
b) Telephone: Free use of mobile and a telephone at her residence provided that personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director;

FURTHER RESOLVED THAT in addition of the aforesaid remuneration, Shri Ramesh Goyal, Whole Time Director of the Company shall also be entitled for the abovementioned benefits which shall not be considered for the purpose of calculation of the maximum permissible remuneration as it covers under the exempted category;

FURTHER RESOLVED THAT in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Ramesh Goyal shall be minimum remuneration payable by the Company;

RESOLVED FURTHER THAT the remuneration payable to Shri Ramesh Goyal, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 read with the provisions of Schedule V of the Act from time to time and he shall be liable to retire by rotation at the Annual General Meeting of the Company;

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby severally authorized to decide the breakup of the salary and allowances within the aforesaid limits and to do all such acts, matters, deeds and things to give effect to the aforesaid resolution."

8. **To Confirm the appointment of Shri Amit Modi (DIN: 03124351) as a Whole Time Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 164, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and other applicable provisions, including any statutory modifications or re-enactment thereof for the time being enforced and Articles of Association of the company, the approval of Members of the Company be and is hereby accorded to re-appoint Shri Amit Modi (DIN: 03124351) as the Whole Time Director of the Company for the further period of 3 years w.e.f. 30.01.2018 on the following terms, conditions and remuneration with authority to the Board to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board and Shri Amit Modi:

b) Salary & other allowances: upto Rs.1,50,000/- p.m.
c) Contributions to the Provident Fund, Gratuity and Leave Travel Concessions within the limit prescribed in Schedule V of the Companies Act, 2013 and as may be admissible under the PF/Income Tax Rules.

FACILITIES:

c) Car: The Company shall provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be payable as per actual on the basis of claims made by her.
d) Telephone: Free use of mobile and a telephone at her residence provided that personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director;

FURTHER RESOLVED THAT in addition of the aforesaid remuneration, Shri Amit Modi, Whole Time Director of the Company shall also be entitled for the abovementioned benefits which shall not be considered for the purpose of calculation of the maximum permissible remuneration as it covers under the exempted category;

FURTHER RESOLVED THAT in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Amit Modi shall be minimum remuneration payable by the Company;

RESOLVED FURTHER THAT the remuneration payable to Shri Amit Modi, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 read with the provisions of Schedule V of the Act from time to time and he shall be liable to retire by rotation at the Annual General Meeting of the Company;

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby severally authorized to decide the breakup of the salary and allowances within the aforesaid limits and to do all such acts, matters, deeds and things to give effect to the aforesaid resolution."

9. **To Confirm the appointment of Shri Prakash Bafna (DIN: 00107070) as a Whole Time 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 Section 164, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and other applicable provisions, including any statutory modifications or re-enactment thereof for the time being enforced and Articles of Association of the company, the approval of members of the Company be and is hereby accorded to re-appoint Shri Prakash Bafna (DIN: 00107070) as the Whole Time Director of the Company for the further period of 3 years w.e.f. 30.01.2018 on the following terms, conditions and remuneration with authority to the Board to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board and Shri Prakash Bafna:

d) Salary & other allowances: upto Rs.1,50,000/- p.m.
e) Contributions to the Provident Fund, Gratuity and Leave Travel Concessions within the limit prescribed in Schedule V of the Companies Act, 2013 and as may be admissible under the PF/Income Tax Rules.

FACILITIES:

e) Car: The Company shall provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be payable as per actual on the basis of claims made by her.
f) Telephone: Free use of mobile and a telephone at her residence provided that personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director;

FURTHER RESOLVED THAT in addition of the aforesaid remuneration, Shri Prakash Bafna, Whole Time Director of the Company shall also be entitled for the abovementioned benefits which shall not be considered for the purpose of calculation of the maximum permissible remuneration as it covers under the exempted category;

FURTHER RESOLVED THAT in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Prakash Bafna shall be minimum remuneration payable by the Company;

RESOLVED FURTHER THAT the remuneration payable to Shri Prakash Bafna, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 read with the provisions of Schedule V of the Act from time to time and he shall be liable to retire by rotation at the Annual General Meeting of the Company;

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby severally authorized to decide the breakup of the salary and allowances within the aforesaid limits and to do all such acts, matters, deeds and things to give effect to the aforesaid resolution."

ON THE ORDERS OF THE BOARD

PRIYANKA SINGHAL
COMPANY SECRETARY &
COMPLIANCE OFFICER

PLACE: INDORE
DATE: 14TH AUGUST, 2018

Tirupati Starch & Chemicals Limited
CIN: L15321MP1985PLC003181
Registered Office:
First Floor, Shreeram Chambers, 12 Agrawal Nagar,
Main Road, Indore (M.P.) 452001

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** A BLANK FORM OF PROXY IS ATTACHED HEREWITH AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AND SIGNED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 32ND ANNUAL GENERAL MEETING.

2. 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 A MEMBER.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business to be transacted at the Annual General Meeting is annexed hereto and forms part of the Notice.

4. The Company's Register of Members and Share Transfer Books of the Company shall remain closed from **Sunday, 16th day of September, 2018 to Saturday, 22nd day of September, 2018 (both days inclusive)** for the purpose of Annual General Meeting.

5. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.

6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filed and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

7. Any query relating to accounts or any other items of business set out in the Agenda of the meeting must be sent to the Company's Registered Office at least seven days before the date of the Meeting.

8. Corporate members intending to send their authorized representatives to attend the meeting are requested to lodge a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate not later than 48 (forty eight) hours before commencement of the meeting authorizing such person to attend and vote on its behalf at the meeting.

9. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).

10. Members may also note that Notice calling AGM will be available on Company's website viz., www.tirupatistarch.com.

11. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.

12. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.

13. 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.

14. Members / Proxies should bring their attendance slip duly filled in for attending the meeting. Members are also requested to inform company of any change in their address immediately so as to enable the company to dispatch any further communication at their correct address.

15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Ankit Consultancy Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

16. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.

17. As per SEBI Circular dated 20th April, 2018, the Shareholders having shares of the Company in the physical form is required to provide details of the Income Tax PAN Card and Bank Account Details to the Share Transfer Agent of the Company. The company has sent First Letters to all the Shareholders by the Registered Post and further 2 letters will also be send by the Ordinary Post for requiring the aforesaid details. It may please be noted very carefully by the Shareholders who are unable to provide required details to the Share transfer Agent, or informed that the Shares available in their names as per records to the Share Transfer Agent does not belong to them on or before 17th October, 2018, (ie. 180 days from the date of circular) shall be subject to the enhances due diligence by the Company.

18. As per amendment made w.e.f. 08th June, 2018, in the Regulation 40 of the SEBI (LODR) Regulations, 2015 the shares shall be transferable only in the D-MAT form w.e.f. 05th December, 2018. Therefore, as per requirement of the rule, the Share Transfer Agent of the Company has sent letters to the members holding shares in the physical form advising to get the shares in the D-MAT form at the earliest. The members are requested to please take necessary action for dematerlization of shares at the earliest but before 05th December, 2018 to avoid hardship in transfer of shares thereafter.

19. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 , the Company is pleased to provide members the facility to exercise their right to vote through remote e-voting in respect of the resolution proposed to be passed at the 32nd Annual General Meeting (AGM) by using the electronic voting facility provided by Central Depository Services Limited (CDSL).

    The Company shall provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

    The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The cut-off date for the purpose of Voting (including remote e-voting) is Saturday, 15th September, 2018.

The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:-

Commencement of remote E-Voting	**09:00 AM IST on Wednesday, 19th Sept., 2018**
End of remote E-Voting	**05:00 PM IST on Friday, 21st Sept., 2018**

Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

20. Shri Pratik Tripathi (FCS 5812), Partner of P. S. Tripathi and Associates, Practicing Company Secretaries shall act as Scrutinizer for conducting the E-voting process in a fair and transparent manner.

21. The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.

22. The details of the Directors seeking appointment and reappointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith in **Annexure I.**

23. 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 the Registrars and Transfer Agents of the Company for consolidation into a single folio. Non-Resident Indian Members are requested to inform to the Registrars and Transfer Agents of the Company, immediately of:
    a) Change in their residential status on return to India for permanent settlement.
    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin-code number, if not furnished earlier.

24. The Company is registered with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for dematerialization of its Equity Shares and Company's ISIN is INE314D01011. Ankit Consultancy Private Limited is the Registrar & Transfer Agents of the company. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares.

25. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.

26. The Members are requested to:
    c) Intimate changes, if any, in their registered addresses immediately.
    d) Quote their ledger folio/DPID number in all their correspondence.
    e) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
    f) Bring their Annual Report and Attendance Slips with them at the AGM venue.
    g) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.

Shareholder Instructions for E-voting:-

The instructions for members for voting electronically are as under:-

1. The voting period begins on Wednesday 19th September, 2018 at 09:00 A.M. and ends on Friday 21st September, 2018 at 05:00 P.M. During this period, shareholders of the Company, holding shares either

in physical form or in dematerialized form, as on the cut-off date (record date) of 15th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. The shareholders should log on to the e-voting website www.evotingindia.com.

3. Click on Shareholders/Members.

4. Now Enter your User ID
   a) For CDSL: 16 digits beneficiary ID,
   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

5. Next enter the Image Verification as displayed and Click on Login.

6. 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.

7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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)	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. 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 (iv).

NOTE: Please keeps the sequence no. in safe custody for future e voting.

8. After entering these details appropriately, click on "SUBMIT" tab.

9. 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.

10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

11. Click on the EVSN for **"Tirupati Starch and Chemicals Limited".**

12. 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.

13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

14. 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.

15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

17. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

18. 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. Apple 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.

19. **Note for Non – Individual Shareholders and Custodians**
    a) 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 Corporate.
    b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
    c) 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.
    d) 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.
    e) 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.

20. Shri Pratik Tripathi (FCS 5812), Partner of P. S. Tripathi and Associates, Practicing Company Secretaries , having his office at 306, Manas Bhawan Extn., 11, R. N. T. Marg, Indore – 452001, M.P., has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

21. 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.

22. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Other Instructions:

1. Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of this Notice and holds shares as on the cut-off date i.e. 15th Septmeber, 2018 should follow the instructions for E-voting as mentioned for FIRST TIME USER. In case of any queries, the shareholder may also contact the Registrar & Transfer Agent viz. M/s. Ankit Consultancy Private Limited.

2. The Scrutinizer shall, after the conclusion of the AGM, first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall, within a period of not later than three (3) days from the conclusion of the AGM, prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit it to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the results of the voting.

3. The Results so declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. **www.tirupatistarch.com** and on the website of CDSL. The results shall also be forwarded to Stock Exchanges.

4. Electronic copy of the Notice along with the Explanatory Statement is being sent to all the members whose email ID's are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice along with the Explanatory Statement is being sent in the permitted mode

5. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of their electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar & Transfer Agents, M/s. Ankit Consultancy Private Limited by sending an e-mail to ankit_4321@yahoo.com along with details like Name, Folio No. etc.

6. In case you have any queries or issues regarding e-voting, you may contact the person mentioned below:

Name:	Ms. Priyanka Sengar
Designation:	Company Secretary & Compliance Officer
Address:	First Floor, "Shreeram Chambers", 12, Agrawal Nagar, Indore – 452001 (M.P.)
E-mail ID:	tirupati@tirupatistarch.com
Phone No.:	0731-2405001, 002,003

7. A route guide map of the Annual General Meeting venue is given in the last page of this Annual Report.

ON THE ORDERS OF THE BOARD

PRIYANKA SENGAR
COMPANY SECRETARY &
COMPLIANCE OFFICER

PLACE: INDORE
DATE: 14TH AUGUST, 2018

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ANNEXURE - I

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

ORDINARY BUSINESS	ITEM NO. 2	ITEM NO. 3
Name of the Director	Mrs. Pramila Jajodia	Mrs. Shashikala Mangal
Date of Birth	09.06.1950	13.11.1951
Qualification	-	Higher Secondary
DIN	01586753	00107187
Date of Joining the Board	05/09/2003	29/01/2004
Experience in Specific Functional Areas	She has wide experience of business and she is also one of the promoters of the Company.	She has wide experience of business and she is also one of the promoters of the Company.
Profile of Director	Administration	Administration
Directorship held in other Companies including Listed Companies (excluding Section 8 Companies)	N.A.	N.A.
Membership/Chairmanships of Committees of other Companies	N.A.	N.A.
Number of Shares held in the Company	3,08,713 Equity Shares	1,71,938 Equity Shares
Relationship with any Director(s) of the Company	N.A.	N.A.

ITEM NO. 5:

Based on recommendation of the Nomination and Remuneration Committee, Shri Yogesh Kumar Agrawal (DIN 00107150) was appointed as an Additional Director in the category of Non Executive, Promoter, and Director by the Board with effect from 07th September, 2017 to hold office up to the date of Annual General Meeting.

The Company has received a notice pursuant to section 160 of the Companies Act, 2013 (the Act) with the amount of requisite deposit from a member signifying their intention to propose the appointment of Shri Yogesh Kumar Agrawal as a director of the Company along with his consent to act as a director. Necessary relevant documents are available at the registered office of the Company for inspection during the normal business hours till the conclusion of the Annual General Meeting.

The Resolution as set out in item No. 5 of this notice is accordingly commended for your approval.

Except Shri Yogesh Kumar Agrawal and their relatives, none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolutions. Shri Yogesh Kumar Agrawal holds 2,99,238 Equity Shares of Rs. 10/- each in the Company.

ITEM NO. 6:

Shri Ramdas Goyal who has attained the age of 70 (Seventy) years on 22nd February, 2017 was re-appointed as the Chairman and Managing Director of the company for a period of three years with the approval of members in the 31st Annual General Meeting of the Company held on 17th August, 2017 for a further period of 3 years without any remuneration. This re-appointment was made before expiry of his existing tenure as he has attained the age of 70 years.

Further, the Board, subject to the approval of members, has made changes in the terms of appointment of Shri Ramdas Goyal in the duly convened Board Meeting of the Board of Directors of the Company held on 09th Oct., 2017 and decided to pay remuneration upto the amount of Rs. 1,50,000/- p.m. He shall also be given the facility of Car, telephone and Mobile as per Company rules and shall also be entitled for the Gratuity, Provident Fund, and Leave Travel Concessions within the limits prescribed in Schedule V of the Companies Act, 2013.

Shri Ramdas Goyal is a highly qualified businessman and has an overall experience of around 33 years in the manufacturing, marketing and selling Maize Starch, Dextrose and other chemicals. He is one of the founders/promoters of the Company. He has also been one of the first Directors of the Company and has served the Board and the company since its incorporation. Shri Ramdas Goyal is holding 75,213 Equity Shares and 3,00,000 0% Non-Convertible, Non Cumulative, Redeemable Preference shares in the Company. His appointment is approved by Nomination and Remuneration Committee and he shall not be liable to retire by rotation.

Additional Information in accordance with Schedule V:-

I. General Information:

SR. NO.	PARTICULARS	DETAILS	
1.	Nature of Industry	Other Food Products Industry	
2.	Date or expected date of commencement of commercial production	Jan., 1986	
3.	Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus (For New Companies)	NA	
4.	Financial performance based on given indicators	Current Year (2017-2018)	Previous Year * (2016-2017)
	Total Revenue	2,20,69,90,037	1,84,98,21,864
	Total Expenses	2,18,46,66,953	1,85,83,03,025
	Profit Before Tax	2,23,23,084	3,40,084
	Tax Expenses	(1,10,77,190)	(1,10,77,190)
	Short / (Excess) Provision of Income Tax of Earlier Years	(21,321)	73,990
	Current Tax	47,91,715	2,75,000
	Deferred Tax	48,68,941	(88,71,173)
	MAT Credit Entitlement	(50,45,394)	(25,55,007)
	Profit After Tax	1,77,29,143	1,14,17,274

	Carried to Balance Sheet	1,77,29,143	1,14,17,274
5.	Foreign investments or collaborations, if any	NA	

**The Company has adopted Ind AS w.e.f. 1st April, 2017, accordingly the figures for the previous year ended 31st March, 2017 have been prepared or re-arranged/re-grouped to make comparable with the current year 2017-18 in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013.*

II. Information about the Appointee:

(1) Background details

SR. NO.	PARTICULARS	DETAILS
1.	**Background Details**	
a)	Date of Birth	22.02.1947
b)	Qualification	M. Com & LLB
c)	Experience	33 Years
d)	Office Address	Shreeram Chambers, First Floor, 12, Agrawal Nagar, Indore (M.P.)
e)	Residential Address	575-C, Sneh Nagar, Scheme No. 31, Behind Sapna Sangeeta Road, Indore (M.P.)
f)	Permanent Account Number	ACJPG8121H
2.	**Past Remuneration**	NIL
3.	**Recognition Or Awards**	NIL
4.	**Job Profile and his Suitability**	He has overall of 34 years experience in the manufacturing, marketing and selling maize, starch, dextrose and other chemicals and serving the Company as a Managing Director from last 3 years.
5.	**Proposed Remuneration**	Upto Rs. 1,50,000 /- 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)**	NA
7.	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any**	Having transaction of Loan and Remuneration with company and holding share capital of the company

III. Other information:

SR. NO.	PARTICULARS	DETAILS
1.	Reasons of loss or inadequate profits	Less margin due to market condition and higher interest rate.
2.	Steps taken or proposed to be taken for improvement	Company is trying to reduce the interest cost and increase the margin.
3.	Expected increase in profits in measurable terms	It is expected that Company shall increase its in next 2 years.

IV. Disclosures:

SR.	PARTICULARS	DETAILS

NO.		
1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	As per Resolution
2.	Details of fixed component and performance linked incentives along with the performance criteria	As per Resolution
3.	Service contracts, notice period, severance fees	30 days
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Nil

Except, Shri Ramdas Goyal and his relatives, none of the other Directors and Key Managerial Personnel and their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution.

The Board of Directors recommends the said resolution for your approval.

ITEM NO. 7:

Shri Ramesh Goyal was appointed as Whole Time Director of the Company and he holds the office as Whole Time Director of the Company upto 30th January, 2018. The Board of Directors on the recommendation of Nomination & Remuneration Committee has re-appointed Shri Ramesh Goyal as Whole Time Director of the Company at its Meeting duly held and convened on 09th October, 2017 for the further period of 3 years w.e.f. 30th January, 2018 subject to the approval of the members in the ensuing AGM.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Shri Ramesh Goyal would be beneficial to the Company and it is desirable to continue to avail his services as an Whole Time Director.

Accordingly, it is proposed to re-appoint Shri Ramesh Goyal as Whole Time Director of the Company, who shall be liable to retire by rotation, for a further period of 3 years w.e.f. 30th January, 2018 on the Board of the Company and further Shri Ramesh Goyal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

He shall be paid remuneration upto the amount of Rs. 1,50,000/- p.m. He shall also be given the facility of Car, telephone and Mobile as per Company rules and shall also be entitled for the Gratuity, Provident Fund, and Leave Travel Concessions within the limits prescribed in Schedule V of the Companies Act, 2013.

Additional Information in accordance with Schedule V:-

I. General Information:

SR. NO.	PARTICULARS	DETAILS	
1.	Nature of Industry	Other Food Products Industry	
2.	Date or expected date of commencement of commercial production	Jan., 1986	
3.	Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus (For New Companies)	NA	
4.	Financial performance based on given indicators	Current Year	Previous Year *

		(2017-2018)	(2016-2017)
	Total Revenue	2,20,69,90,037	1,84,98,21,864
	Total Expenses	2,18,46,66,953	1,85,83,03,025
	Profit Before Tax	2,23,23,084	3,40,084
	Tax Expenses	(1,10,77,190)	(1,10,77,190)
	Short / (Excess) Provision of Income Tax of Earlier Years	(21,321)	73,990
	Current Tax	47,91,715	2,75,000
	Deferred Tax	48,68,941	(88,71,173)
	MAT Credit Entitlement	(50,45,394)	(25,55,007)
	Profit After Tax	1,77,29,143	1,14,17,274
	Carried to Balance Sheet	1,77,29,143	1,14,17,274
5.	Foreign investments or collaborations, if any	NA	

**The Company has adopted Ind AS w.e.f. 1st April, 2017, accordingly the figures for the previous year ended 31st March, 2017 have been prepared or re-arranged/re-grouped to make comparable with the current year 2017-18 in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013.*

II. Information about the Appointee:

(1) Background details

SR. NO.	PARTICULARS	DETAILS
1.	**Background Details**	
a)	Date of Birth	11.03.1951
b)	Qualification	-
c)	Experience	25 Years
d)	Office Address	Shreeram Chambers, First Floor, 12, Agrawal Nagar, Indore (M.P.)
e)	Residential Address	House No. 74, Old Agrawal Nagar, Indore (M.P.)
f)	Permanent Account Number	ADZPG7781N
2.	**Past Remuneration**	NIL
3.	**Recognition Or Awards**	NIL
4.	**Job Profile and his Suitability**	He has overall of 25 years experience in the manufacturing, marketing and selling maize, starch, dextrose and other.
5.	**Proposed Remuneration**	Upto Rs. 1,50,000 /- 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)**	NA
7.	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any**	Having transaction of Loan and Remuneration with company and holding share capital of the company

III. Other information:

SR.	PARTICULARS	DETAILS

NO.		
1.	Reasons of loss or inadequate profits	Less margin due to market condition and higher interest rate.
2.	Steps taken or proposed to be taken for improvement	Company is trying to reduce the interest cost and increase the margin.
3.	Expected increase in profits in measurable terms	It is expected that Company shall increase its in next 2 years.

IV. Disclosures:

SR. NO.	PARTICULARS	DETAILS
1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	As per Resolution
2.	Details of fixed component and performance linked incentives along with the performance criteria	As per Resolution
3.	Service contracts, notice period, severance fees	30 days
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Nil

Shri Ramesh Goyal is interested in the resolution set out at Item No. 7 of the Notice with regard to his re-appointment to the extent of their shareholding interest in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 8:

Shri Amit Modi was appointed as Whole Time Director of the Company and he holds the office as Whole Time Director of the Company upto 30th January, 2018. The Board of Directors on the recommendation of Nomination & Remuneration Committee has re-appointed Shri Amit Modi as Whole Time Director of the Company at its Meeting duly held and convened on 09th October, 2017 for the further period of 3 years w.e.f. 30th January, 2018 subject to the approval of the members in the ensuing AGM.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Shri Amit Modi would be beneficial to the Company and it is desirable to continue to avail his services as an Whole Time Director.

Accordingly, it is proposed to re-appoint Shri Amit Modi as Whole Time Director of the Company, who shall be liable to retire by rotation, for a further period of 3 years w.e.f. 30th January, 2018 on the Board of the Company and further Shri Ramesh Goyal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

He shall be paid remuneration upto the amount of Rs. 1,50,000/- p.m. He shall also be given the facility of Car, telephone and Mobile as per Company rules and shall also be entitled for the Gratuity, Provident Fund, and Leave Travel Concessions within the limits prescribed in Schedule V of the Companies Act, 2013.

Additional Information in accordance with Schedule V:-

Tirupati Starch & Chemicals Ltd. INDORE

I. General Information:

SR. NO.	PARTICULARS	DETAILS	
1.	Nature of Industry	Other Food Products Industry	
2.	Date or expected date of commencement of commercial production	Jan., 1986	
3.	Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus (For New Companies)	NA	
4.	Financial performance based on given indicators	**Current Year (2017-2018)**	**Previous Year * (2016-2017)**
	Total Revenue	2,20,69,90,037	1,84,98,21,864
	Total Expenses	2,18,46,66,953	1,85,83,03,025
	Profit Before Tax	2,23,23,084	3,40,084
	Tax Expenses	(1,10,77,190)	(1,10,77,190)
	Short / (Excess) Provision of Income Tax of Earlier Years	(21,321)	73,990
	Current Tax	47,91,715	2,75,000
	Deferred Tax	48,68,941	(88,71,173)
	MAT Credit Entitlement	(50,45,394)	(25,55,007)
	Profit After Tax	1,77,29,143	1,14,17,274
	Carried to Balance Sheet	1,77,29,143	1,14,17,274
5.	Foreign investments or collaborations, if any	NA	

**The Company has adopted Ind AS w.e.f. 1st April, 2017, accordingly the figures for the previous year ended 31st March, 2017 have been prepared or re-arranged/re-grouped to make comparable with the current year 2017-18 in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013.*

II. Information about the Appointee:

(1) Background details

SR. NO.	PARTICULARS	DETAILS
1.	**Background Details**	
a)	Date of Birth	20.10.1976
b)	Qualification	B. Com & MBA
c)	Experience	20 Years
d)	Office Address	Shreeram Chambers, First Floor, 12, Agrawal Nagar, Indore (M.P.)
e)	Residential Address	244, Shrinagar, Main, Indore (M.P.)
f)	Permanent Account Number	AEEPMTTSOP
2.	**Past Remuneration**	NIL
3.	**Recognition Or Awards**	NIL
4.	**Job Profile and his Suitability**	He has overall of 20 years of Industry experience in the Production, marketing, sales, administration, liasioning and human resource.
5.	**Proposed Remuneration**	Upto Rs. 1,50,000 /- 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**	NA

ati Starch & Chemicals INDORE

	relevant details would be with respect to the country of his origin)	
7.	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any**	Having transaction of Loan and Remuneration with company and holding share capital of the company

III. Other information:

SR. NO.	PARTICULARS	DETAILS
1.	Reasons of loss or inadequate profits	Less margin due to market condition and higher interest rate.
2.	Steps taken or proposed to be taken for improvement	Company is trying to reduce the interest cost and increase the margin.
3.	Expected increase in profits in measurable terms	It is expected that Company shall increase its in next 2 years.

IV. Disclosures:

SR. NO.	PARTICULARS	DETAILS
1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	As per Resolution
2.	Details of fixed component and performance linked incentives along with the performance criteria	As per Resolution
3.	Service contracts, notice period, severance fees	30 days
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Nil

Shri Amit Modi is interested in the resolution set out at Item No. 8 of the Notice with regard to his re-appointment to the extent of their shareholding interest in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 9:

Shri Prakash Bafna was appointed as Whole Time Director of the Company and he holds the office as Whole Time Director of the Company upto 30th January, 2018. The Board of Directors on the recommendation of Nomination & Remuneration Committee has re-appointed Shri Prakash Bafna as Whole Time Director of the Company at its Meeting duly held and convened on 09th October, 2017 for the further period of 3 years w.e.f. 30th January, 2018 subject to the approval of the members in the ensuing AGM.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Shri Prakash Bafna would be beneficial to the Company and it is desirable to continue to avail his services as an Whole Time Director.

Accordingly, it is proposed to re-appoint Shri Prakash Bafna as Whole Time Director of the Company, who shall be liable to retire by rotation, for a further period of 3 years w.e.f. 30th January, 2018 on the

Board of the Company and further Shri Prakash Bafna is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

He shall be paid remuneration upto the amount of Rs. 1,50,000/- p.m. He shall also be given the facility of Car, telephone and Mobile as per Company rules and shall also be entitled for the Gratuity, Provident Fund, and Leave Travel Concessions within the limits prescribed in Schedule V of the Companies Act, 2013.

Additional Information in accordance with Schedule V:-

I. General Information:

SR. NO.	PARTICULARS	DETAILS	
1.	Nature of Industry	Other Food Products Industry	
2.	Date or expected date of commencement of commercial production	Jan., 1986	
3.	Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus (For New Companies)	NA	
4.	Financial performance based on given indicators	Current Year (2017-2018)	Previous Year * (2016-2017)
	Total Revenue	2,20,69,90,037	1,84,98,21,864
	Total Expenses	2,18,46,66,953	1,85,83,03,025
	Profit Before Tax	2,23,23,084	3,40,084
	Tax Expenses	(1,10,77,190)	(1,10,77,190)
	Short / (Excess) Provision of Income Tax of Earlier Years	(21,321)	73,990
	Current Tax	47,91,715	2,75,000
	Deferred Tax	48,68,941	(88,71,173)
	MAT Credit Entitlement	(50,45,394)	(25,55,007)
	Profit After Tax	1,77,29,143	1,14,17,274
	Carried to Balance Sheet	1,77,29,143	1,14,17,274
5.	Foreign investments or collaborations, if any	NA	

**The Company has adopted Ind AS w.e.f. 1st April, 2017, accordingly the figures for the previous year ended 31st March, 2017 have been prepared or re-arranged/re-grouped to make comparable with the current year 2017-18 in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013.*

II. Information about the Appointee:

(1) Background details

SR. NO.	PARTICULARS	DETAILS
1.	**Background Details**	
a)	Date of Birth	07.05.1948
b)	Qualification	B. Sc
c)	Experience	30 Years
d)	Office Address	Village Sejwaya, Ghata Billod, Dist. Dhar, (M.P.)
e)	Residential Address	282, M.G. Road, Dhar (M.P.)
f)	Permanent Account Number	AAXPB2677D
2.	**Past Remuneration**	NIL
3.	**Recognition Or Awards**	NIL

4.	**Job Profile and his Suitability**	He has overall of 30 years of Industry experience in trading.
5.	**Proposed Remuneration**	Upto Rs. 1,50,000 /- 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)**	NA
7.	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any**	Having transaction of Loan and Remuneration with company and holding share capital of the company

III. Other information:

SR. NO.	PARTICULARS	DETAILS
1.	Reasons of loss or inadequate profits	Less margin due to market condition and higher interest rate.
2.	Steps taken or proposed to be taken for improvement	Company is trying to reduce the interest cost and increase the margin.
3.	Expected increase in profits in measurable terms	It is expected that Company shall increase its in next 2 years.

IV. Disclosures:

SR. NO.	PARTICULARS	DETAILS
1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	As per Resolution
2.	Details of fixed component and performance linked incentives along with the performance criteria	As per Resolution
3.	Service contracts, notice period, severance fees	30 days
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Nil

Shri Prakash Bafna is interested in the resolution set out at Item No. 9 of the Notice with regard to his re-appointment to the extent of their shareholding interest in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

ON THE ORDERS OF THE BOARD

PRIYANKA SENGAR
COMPANY SECRETARY &
COMPLIANCE OFFICER

Tirupati Starch & Chemicals Ltd. INDORE

PLACE: INDORE
DATE: 14TH AUGUST, 2018

ROUTE GUIDE MAP OF AGM VENUE

TIRUPATI STARCH AND CHEMICALS LTD.

CIN: L15321MP1985PLC003181

Regd. Offc.: Shreeram Chambers, 12 Agrawal Nagar, Main Road, Indore (M.P.)

Phone No.: 2405001, E-mail ID: Tirupati@tirupatistarch.com Website- www.tirupatistarch.com

FORM NO. 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]

Name of the member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	

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;

2.
Name:.....Address:.....
.....
E-mail
Id:.....Signature:.....
..... or failing him;

3.
Name:.....Address:.....
.....
E-mail
Id:.....Signature:.....
..... or failing him;

as my/ our proxy to attend and vote for me/ us and on my / our behalf at the 32nd Annual General Meeting of the Company to be held on Saturday, the 22nd day of September, 2018 at 01:00 P. M. at Registered Office of the Company at First Floor, "Shreeram Chambers", 12, Agrawal Nagar, Indore – 452001 (M.P.) and at any adjournment thereof in respect of following resolutions.

Resolution No.

Ordinary Businesses:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2018 and the Reports of the Board and Auditors thereon.

2. To appoint a Director in place of Mrs. Pramila Jajodia (DIN: 01586753) who retires by rotation and being eligible offers himself for re-appointment.

3. To appoint a Director in place of Mrs. Shashikala Mangal (DIN: 00107187) who retires by rotation and being eligible offers himself for re-appointment.

4. To ratify appointment of M/s. A. P. G. and Associates as Statutory Auditors of the Company and authority to Board to fix their remuneration.

Special Businesses:

1. To Confirm the appointment of Shri Yogesh Kumar Agrawal (DIN: 00107150) as a Director of the Company.

2. To approve the change in existing terms of Shri Ramdas Goyal (DIN: 00150037), Managing Director f the Company.

3. To Confirm the Re-appointment of Shri Ramesh Goyal (DIN: 00293615) as a Whole Time Director of the Company.

4. To Confirm the appointment of Shri Amit Modi (DIN: 03124351) as a Whole Time Director of the Company

5. To Confirm the appointment of Shri Prakash Bafna (DIN: 00107070) as a Whole Time Director of the Company

Signed this.....day of 2018

Signature of Shareholder: .....

Signature of Proxy holder(s): .....

Note: This Proxy Form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

TIRUPATI STARCH AND CHEMICALS LTD.

CIN: L15321MP1985PLC003181

Regd. Offc.: Shreeram Chambers, 12 Agrawal Nagar, Main Road, Indore (M.P.)

Phone No.: 2405001, E-mail ID: Tirupati@tirupatistarch.com Website- www.tirupatistarch.com

ATTENDANCE SLIP

(32ND ANNUAL GENERAL MEETING) : 22nd September, 2018

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Date:	22.09.2018	**Time:**	01:00 P. M.
Place:	First Floor, "Shreeram Chambers", 12, Agrawal Nagar Main Road, Indore - 452 001, M. P.		

Regd. Folio		DP ID & Client ID	
(If not dematerialized)		(If dematerialized)	
Name of the Shareholder			
Number of Shares			

I hereby record my presence at the 32nd Annual General Meeting of Tirupati Starch and Chemicals Limited on Saturday, the 22nd day of September, 2018 at Registered Office of the Company at First Floor, "Shreeram Chambers", 12, Agrawal Nagar, Indore – 452001 (M.P.), at 01:00 P. M.

Signature of the Shareholder/ Proxy/Representative present	