

TRANSCRIPT OF 36TH ANNUAL GENERAL MEETING OF TIRUPATI STARCH & CHEMICALS LIMITED

DATE: 28TH SEPTEMBER 2022

DAY: WEDNESDAY

WELCOME SPEECH:

On behalf of all the Board of Directors, of Tirupati Starch & Chemicals Limited the shareholders were welcomed to the 36th Annual General Meeting of the Company which is being held at First Floor, "Shreeram Chambers", 12, Agrawal Nagar, Indore - 452001 (M.P.), physically as well as through video conferencing (VC) or other audio visual means (OAVM) for which Registered Office shall be deemed as the venue for the Meeting.

Mr. Ramdas goyal, Chairman and whole time director of the company acted as Chairman of the meeting.

The following registers and documents were made available for inspection by members during the meeting:

- Statutory Registers;
- Proxy Registers;
- Valuation Report;
- Documents in relation with the preferential allotment of shares;
- Auditor's Report;
- Secretarial Auditor's Report along with all other inspection documents.

Since requisite quorum is present in the meeting. Mr. Ramdas Goyal, Chairman of the Company came forward to deliver his speech.

MR. RAMDAS GOYAL, CHAIRMAN & WTD:

Dear Shareholders, Good Afternoon all, On Behalf of all the Board members, it is my immense pleasure to welcome you all to the 36th Annual General Meeting of Tirupati Starch & Chemicals Limited.

As we gather physically as well as virtually once again, it is a pleasure and privilege to host you today. We very much appreciate your generous support, and on behalf of the Tirupati Starch & Chemicals Limited, Board of Directors, I thank you for taking out the time from your busy schedules to join us

In this regards, with a view to maintain the norms of social distancing and also to facilitate the working of the economy without any further delay and disruption, the Ministry of Corporate Affairs and the regulator SEBI has allowed the Companies to conduct their meetings with the help of technology and virtual assistance. Adhering to the current prevailing norms your Company Tirupati Starch & Chemicals Limited has also conducted its 36th Annual General Meeting with the help of virtual platform provided by CDSL.

It is my duty to share with you, the key points of the performance of your company:

- During the year under review, the Company's total revenue was Rs. 31987.11 Lakhs as compared to the total revenue of Rs. 20005.41 Lakhs for the financial year ended 31st March, 2021 and Company reported a Profit of Rs. 826.41 Lakhs as compared to a profit of Rs. 102.56 Lakhs for the financial year ended on 31st March, 2021.
- Now, provision of the corporate social responsibility (CSR) is applicable to the company in current financial year. We will be happy to provide the contribution towards the social upliftment and betterment of the people.

- The production capacity of the plant has been increased in financial year ended on 31st March, 2022 as compared to previous financial year ended on 31st March, 2021. The Company had carried on with its Expansion plans and commercial production of Starch and allied products throughout the year.
- The outlook for the Company for the coming years continues to be positive. The emphasis will be on continued incubation of future businesses and create value for our stakeholders in the long term.

We solicit sincere faith and support of our esteemed shareholders with which we believe that our Company will continue to perform and utilizing its immense potential and generate shareholder's value.

I am grateful to the Board of Directors for their continued guidance and support. I would also like to thank our shareholders, bankers, vendors and customers for their trust and support.

FURTHER PROCEEDINGS OF THE MEETING:

Chairman Sir was thanked and as the quorum required for the meeting was present further proceeding started.

It was informed that copies of Annual Report have been sent to the members through e-mail. It is also available on the website of the company as well as BSE. Further, the Notice of 36th Annual General Meeting of the Company contains the following Agenda Items:

No.	Particulars of the Resolutions	Type of Resolution
1	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2022 and the Reports of the Board and Auditors thereon.	Ordinary
2	To consider continuation of the appointment Mr. Prakash Chand Bafna (DIN: 00107070) as a director retires by rotation and being eligible offers himself for re-appointment.	Ordinary
3	To consider continuation of the appointment of Mr. Ramesh Goyal (DIN: 00293615) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary
4	To approve the payment of performance incentive to Mr. Amit modi (DIN: 03124351), managing director of the company	Special
5	To increase Remuneration of Mr. Amit Modi (DIN: 03124351), Managing Director of the Company.	Special
6	To approve the payment of performance incentive to Mr. Ramdas Goyal (DIN: 00150037), chairman and whole time director of the company.	Special
7	To increase Remuneration of Mr. Ramdas Goyal (DIN: 00150037), Chairman & Whole Time Director of the Company.	Special
8	To approve the payment of performance incentive to Mr. Prakash Chand bafna (DIN: 00107070), whole time director of the company.	Special
9	To increase Remuneration of Mr. Prakash Chand Bafna (DIN: 00107070), Whole Time Director of the Company	Special
10	To approve the payment of performance incentive to Mr. Yogesh Kumar Agrawal (DIN: 00107150) whole time director of the company.	Special
11	To increase Remuneration of Mr. Yogesh Kumar Agrawal (DIN: 00107150), Whole Time Director of the Company.	Special
12	To approve the payment of performance incentive to Mr. Ramesh Goyal (DIN: 00293615) whole time director of the company.	Special
13	To increase Remuneration of Mr. Ramesh Goyal (DIN: 00293615), Whole Time Director of the Company.	Special

14	To approve Payment of Remuneration to Mrs. Shashikala Mangal (DIN: 00107187) Non-Executive Director of the Company upto Rs. 34,00,000/- p.a. from F.Y. 2022-2023.	Special
15	To approve Payment of Remuneration to Mrs. Pramila Jajodia (DIN: 01586753) Non-Executive Director of the Company upto Rs. 34,00,000/- p.a. from F.Y. 2022-2023.	Special
16	To Issue Equity Shares on Preferential Basis.	Special
17	To approve increase in salary of Mr. Lokesh goyal , relative of director of the company	Ordinary
18	To approve increase in salary of Mrs. Neena Modi , relative of director of the company	Ordinary
19	To approve increase in salary of Mr. Parv Agrawal , relative of director of the company	Ordinary
20	To approve increase in salary of Mr. Nikhar Agrawal , relative of director of the company	Ordinary
21	To approve increase in salary of Mr. Pradeep Kumar Bafna , relative of director of the company	Ordinary
22	To approve increase in salary of Mr. Sachin Bafna , relative of director of the company	Ordinary
23	To approve increase in salary of Mrs. Soniya Goyal , relative of director of the company	Ordinary

With the permission of all the shareholders notice of AGM was taken as read.

Now qualification given in the auditor's report and secretarial auditor's report, explanations to which are already given in board report were read:

1. STATUTORY Auditor's Report and Secretarial Audit Report

The Statutory Auditors and the Secretarial Auditor of the Company have submitted their respective reports; the same have been attached with this Annual Report.

There were qualifications, reservations and adverse remarks, so given in the Statutory Audit Report given for the Financial Year ended on 31st March, 2022 and The Board's comments on the qualifications, reservations and adverse remarks, so given in the Statutory Audit Report are as under:

The Company's Employee's Group Gratuity Liability is carried in the Balance Sheet at Rs.136.94 Lakhs Management has stated the gratuity liability on the basis of liability worked out by LIC under Group Gratuity Scheme for the employees on the basis of certain Actuarial assumptions upto 30th Sept., 2021 also refer Note No.46 and in which sufficient audit evidence is not available for us, which constitutes a departure from the Accounting Standards IndAs 19 prescribed under section 133 of the Companies Act, 2013.

Reply: The Company has taken a Group Gratuity Policy for providing gratuity benefits under Group Gratuity Scheme from Life Insurance Corporation of India (LIC) and the premium paid to the LIC is charged to Profit & Loss A/c. The payment is made as per computation made by LIC on the basis of Actuarial Valuation. For the FY 2021-22 the LIC has worked out employee group gratuity liabilities at Rs. 32.69 Lakhs on basis of Actuarial assumptions up to 30th Sept. 2021 and accordingly the same has been provided in books for the year.

There were qualifications, reservations and adverse remarks, so given in the Secretarial Audit Report given for the Financial Year ended on 31st March, 2022 and The Board's comments on the qualifications, reservations and adverse remarks, so given in the Secretarial Audit Report are as under:

- a) Due to the applicability of Corporate Governance on the Company, the Composition of Board with regard to minimum number of Independent Directors are not complied as per the Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the chairperson of board of directors is an Executive Director, therefore, the company was required to appoint Seven Independent Directors i.e. half of the board of directors but only four Independent directors are appointed on the board of directors. It has been brought to our knowledge that BSE had issued notice for aforesaid non-compliance and imposed penalty accordingly.

Reply: Company has complied with the requirement of the Companies Act, 2013 and efforts are being made to comply with the of SEBI (LODR) Regulation, 2015 in this regard. The company has already appointed three independent directors, the management ensures that in future, all the provisions shall be complied with the fullest extent.

- b) In the Corporate Governance Report of the company for the quarter ended June 2021, September 2021 and December 2021, the meetings of Nomination and Remuneration Committee is not disclosed as provided in Sub Regulation 2(a) of Regulation 27 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and therefore, the Corporate Governance Reports of the Company filed for the period of 01.04.2021 to 31.03.2022 are deficient to the extent of above qualifications and as specified in Clause No. (a) above.

Reply: Company has made all the Compliances and Disclosures in respect of each & every provision of SEBI (LODR) Regulations, 2015 during the year. However, due to inadvertent the above disclosure has not been made. Further, the Board will take the responsibility to look over each and every disclosure which needs to be disclosed to Stock Exchange as per SEBI Regulations.

- c) Prior intimation regarding redemption of existing unlisted redeemable preference shares considered in Board Meeting held on 17/12/2021, was sent 8 working days before in place of 11 days to Stock Exchange w.r.t. Sub Regulation (3) of Regulation 29 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Reply: Company has made all the Compliances and Disclosures in respect of each & every provision of SEBI (LODR) Regulations, 2015 during the year. However, due to inadvertent the above disclosure has not been made on timely basis. Further, the Board will take the responsibility to look over each and every disclosure which needs to be disclosed to Stock Exchange as per SEBI Regulations.

- d) Minutes of Board meeting considering matter of reclassification of Promoter holding into Public holding is considered shall be disclosed to the Stock Exchange within 24 hours from the occurrence of event but only Extracts of Board Meeting dated 17/12/2021, were uploaded as provided in sub- regulation 8(b) of regulation 31 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Reply: Company has made all the Compliances and Disclosures in respect of each & every provision of SEBI (LODR) Regulations, 2015 during the year. However, due to inadvertent the above disclosure has not been made. Further, the Board will take the responsibility to look over each and every disclosure which needs to be disclosed to Stock Exchange as per SEBI Regulations.

- e) One request of issuing duplicate share certificate which was processed in more than Thirty days w.r.t. Sub regulation 9 of regulation 40 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Reply: Company has made all the Compliances and Disclosures in respect of each & every provision of SEBI (LODR) Regulations, 2015 during the year. However, due to inadvertent the above disclosure has not been made on timely basis. Further, the Board will take the responsibility to look over each and

every disclosure which needs to be disclosed to Stock Exchange as per SEBI Regulations. There was the delay at the end of registrar and share transfer agent due to which the issue of duplicate share certificate was delayed.

- f) BSE has imposed fine of Rs. 4,50,000/- totaling to Rs. 531000/- (including GST @18%) for Non-Compliance/Late Compliance with provisions of sub- regulation 1(b) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Reply: Company has complied with the requirement of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 in this regard. The penalty amount for non compliance has already been paid to the exchange. Further, the management ensures that in future, all the provisions shall be complied with the fullest extent.

- g) Mr. Ramesh Goyal (DIN:- 00293615) was appointed as Whole time Director for the tenure from 30/08/2018 to 29/01/2021 and his tenure expired on 29/01/2021 but re-appointment is done by Board w.e.f. 28/06/2021 subject to approval of members through Special Resolution.

Reply: Company has made all the Compliances and Disclosures in respect of applicable provisions of the Companies Act, 2013 during the year. However, the Board have made compliance with the Re-appointment of Mr. Ramesh Goyal (DIN: 00293615) w.e.f 28/06/2021 in F.Y. 2021-2022.

Further, this was informed that the Company has provided E-Voting facility to its members whose names appeared in the Register of Members as on cutoff date i.e. 21st September, 2022 to cast their votes on the resolutions proposed to be passed at this 36th Annual General Meeting through remote e-voting system of CDSL. The e-voting commenced from 09:00 AM IST on Sunday, 25th September, 2022 and ended on 05:00 PM IST on Tuesday, 27th September, 2022 and voting at this Annual General Meeting was conducted by way of poll therefore the members present at the Meeting who have not casted their votes through remote e-voting were requested to cast their votes through poll paper and mark their assent or dissent on the Poll Paper (MGT-12) provided to them.

Now, the Members can vote on this agenda items who have not voted electronically and members physically present may cast their vote via Ballot paper.

Q/A SESSION: Members who have pre-registered themselves as speakers were eligible to ask their questions in relation to any item of business. Once all the Members have asked their questions, chairman or managing director will attempt to answer them one by one to avoid repetitions. Members were requested to please ask the questions if any related to any item of business.

One of the member have raised questions in relation various item of business and Mr. Amit Modi managing director of the company answered all of them. Further the members who haven't pre registered themselves and mailed there query will be replied afterwards by mail

It was hereby informed that, M/s P.S. Tripathi & Associates practicing Company Secretaries, Indore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Voting Results will be made available by the Scrutinizer within 2 Working days from the conclusion of these 36th Annual General Meeting and it will be available at the website of the Company and website of BSE Limited.

At Last on behalf of all the Board of Directors of the Company, vote of thanks was given.
