

# TIRUPATI STARCH & CHEMICALS LIMITED

Shree Ram Chambers, 12- Agrawal Nagar Main Road, Indore - 452 001, M. P.  
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CIN No. - L15321MP1985PLC003181 Web: www.tirupatistarch.com

## NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Members of **Tirupati Starch & Chemicals Limited** will be held Physically as well as through Video Conferencing (VC)/Other Audio Visual Means (OAVM) on **Monday, on the 30th day of September, 2024** at 1.00 PM (IST) at the registered Office of the Company at Shree Ram Chambers, 12-Agrawal Nagar, Main Road, Indore, Madhya Pradesh, India, 452001 to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon;** and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**  
**"RESOLVED THAT** the Standalone Audited Financial Statement of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Auditors thereon;** and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**  
**"RESOLVED THAT** the Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- To appoint a Director in place of Mr. Ramdas Goyal (DIN: 00150037) liable to retire by rotation and, being eligible, offers himself for re-appointment;** and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**  
**"RESOLVED THAT** pursuant to the provisions of Section 152 of Companies Act, 2013, recommendation by the Nomination & Remuneration Committee and recommendation by the Board of Directors, Mr. Ramdas Goyal (DIN: 00150037), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."
- To appoint a Director in place of Mrs. Shashikala Mangal (DIN: 00107187) liable to retire by rotation and, being eligible, offers herself for re-appointment;** and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**  
**"RESOLVED THAT** pursuant to the provisions of Section 152 of Companies Act, 2013, recommendation by the Nomination & Remuneration Committee and recommendation by the Board of Directors, Mrs. Shashikala Mangal (DIN: 00107187), who retires by rotation at this meeting and being eligible, offers herself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:**

5. **To confirm the continuation of appointment tenure of Mrs. Pramila Jajodia (DIN: 01586753) as Non-executive Non-Independent Director of the Company;**

and, in this regard, to consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the provisions of Section 149, 152, 164, 197, 198 read with Schedule V of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and SEBI (LODER) Regulation 2015, including any statutory modifications or re-enactment thereof for the time being in force and Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded for continuation of appointment tenure of Mrs. Pramila Jajodia (DIN:01586753) as a Non-Executive Non-Independent Director on the Board of the Company, who will attain the age of 75 years on 09.06.2025, on exiting terms & conditions and remuneration as approved by Members in their 36th Annual General Meeting held 28th September 2022;

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

6. **To approve the payment of remuneration to Mrs. Shashikala Mangal (DIN:00107187) Non-Executive Non-Independent Director of the Company in excess of fifty percent of total annual remuneration payable to all Non-executive Directors of the Company during the Financial Year 2024-25;**

and, in this regard, to consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to Regulation 17(6)(a)(ca) and other applicable Regulation(s), if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions(s), if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modifications or re-enactment thereof for the time being in force the consent of the Members of the Company be and is hereby accorded to pay remuneration, if any to Mrs. Shashikala Mangal (DIN: 00107187) Non-Executive Non-Independent Director, exceeding fifty percent of the total annual remuneration / fees payable to all Non-Executive Directors of the Company during the Financial Year 2024-25;

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

7. **To approve the payment of remuneration to Mrs. Pramila Jajodia (DIN:01586753) Non-Executive Non-Independent Director of the Company in excess of fifty percent of total annual remuneration payable to all Non-executive Directors of the Company during the Financial Year 2024-25;**

and, in this regard, to consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to Regulation 17(6)(a)(ca) and other applicable Regulation(s), if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Provisions(s), if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modifications or re-enactment thereof for the time being in force the consent of the Members of the Company be and is hereby accorded to pay remuneration, if any to Mrs. Pramila Jajodia (DIN: 01586753) Non-Executive Non-Independent Director, exceeding fifty percent of the total annual remuneration / fees payable to all Non-Executive Directors of the Company during the Financial Year 2024-25;

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

**8. To confirm the Re-appointment of Mr. Yogesh Kumar Agrawal (DIN: 00107150) as Whole Time Director of the Company;**

and, in this regard, to consider and, if thought fit, to pass the following resolution as a **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 & Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and other applicable Regulation(s), if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Provisions(s), if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modifications or re-enactment thereof for the time being in force & Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Yogesh Kumar Agrawal (DIN: 00107150) as Whole-time Director of the Company for the further period commencing from 03.09.2024 to till 31.12.2026 on the following terms, conditions & remuneration with authority to the Board to alter and vary the terms & conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board and Mr. Yogesh Kumar Agrawal (DIN:00107150); and ratify the remuneration paid him till date on existing terms and conditions:

- a. Salary & other allowances: upto Rs. 84,00,000/- p.a. plus Leave Encashment.
- b. Contributions to the provident Fund, Gratuity & 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 him.
- b. Telephone: Free use of mobile by the Company to the Director.

**RESOLVED FURTHER THAT** in addition of the aforesaid remuneration, Mr. Yogesh Kumar Agrawal (DIN: 00107150) as Whole-time Director of the Company shall also be entitled for the above mentioned benefits which shall not be considered for the purpose of calculation of the maximum permissible remuneration as it covers under the exempted category;

**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 & to do all such acts, matters, deeds and things to give effect to the aforesaid Resolution".

**9. To approve the appointment of Mr. Akshat Garg as a Non-executive Independent Director of the Company;**  
and, in this regard, to consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 16(1)(b), 17 and 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Section 149, 150, 152 read with schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 & SEBI Listing Regulations 2015 (including any statutory modification(s) or enactment(s) thereof, for the time being in force), and subject to the code of conduct specified by the company for directors and senior management and as per recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and subject to allotment of Director Identification Number (DIN) in terms of section 154 of the companies Act, 2013 and subject to registration under The Indian Institute of Corporate Affairs (IICA), the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Akshat Garg, being eligible and has submitted a declaration for his independence, as a Non-executive Independent Director of the Company to hold office from a term of 5 (five) consecutive years, w.e.f. 01.10.2024 to 30.09.2029 without any remuneration;

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

**10. To approve the appointment of Mr. Sagar Jajodia (DIN: 09582098) as a Non-executive Independent Director of the Company;**

and, in this regard, to consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 16(1)(b), 17 and 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Section 149, 150, 152 read with schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 & SEBI Listing Regulations 2015 (including any statutory modification(s) or enactment(s) thereof, for the time being in force), and subject to the code of conduct specified by the company for directors and senior management and as per recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and subject to registration under The Indian Institute of Corporate Affairs (IICA), the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Sagar Jajodia (DIN: 09582098), being eligible and has submitted a declaration for his independence, as a Non-executive Independent Director of the Company to hold office from a term of 5 (five) consecutive years, w.e.f. 01.10.2024 to 30.09.2029 without any remuneration;

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

**On the Order of the Board  
Tirupati Starch & Chemicals Limited**

**Place: Indore**

**Date : 03.09.2024**

**ANURAG KUMAR SAXENA  
Company Secretary & Compliance Officer**

**Anurag Kumar Saxena  
Company Secretary & Compliance Officer**

**Registered Office:**

Shree Ram Chambers, 12-Agrawal Nagar,

Main Road, Indore,

Madhya Pradesh, India, 452001

CIN: L15321MP1985PLC003181

E-mail : tirupati@tirupatistarch.com

Website : www.tirupatistarch.com

Phone: 0731-4905001/02

## **NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. The AGM is being held physically as well as through Video Conferencing (VC) or Other Audio Visual Means (OAVM). In accordance with Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.
2. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/RTA/Depositories.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.tirupatistarch.com](http://www.tirupatistarch.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) which sets out details relating to Special Business to be transacted at the Annual General Meeting and in respect of the Director seeking re-appointment at the AGM is annexed to the Notice and forms part of the Notice.
5. 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 enclosed at the end of the report 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 (48) hours before the scheduled time of the commencement of 38th Annual General Meeting i.e. by 1.00 PM on 28th September 2024.
6. 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. The proxy holder shall provide identity proof at the time of attending the Meeting.
7. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. 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. In case of joint holders attending the Meeting, only one such joint holder whose name appears first in the joint holders list will be entitled to vote. The

attendance slip is enclosed at the end of the report.

8. Corporate members etc. intending to attend the Meeting through their authorised representatives are requested to send to the Company, a certified true copy of the Board Resolution, Power of Attorney or such other valid authorisation, authorising them to attend and vote on their behalf at the Meeting 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. The route map for the venue of the AGM is enclosed at the end of the report.
9. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since, this AGM is being held physically as well as through VC/OAVM hence, the facility for appointment of proxies by the members is available for the members intending to attend AGM physically.
10. Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility to attend the AGM through VC/OAVM will be made available for 1000 members on first-come-first-served basis. The large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first-come-first-served basis.
11. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All the above documents will also be available electronically for inspection upto the date of AGM. Members seeking to inspect such documents can send an e-mail to [tirupati@tirupatistarch.com](mailto:tirupati@tirupatistarch.com) at least seven days before the date of the Meeting.
13. Members seeking any information or clarification on the Annual Report 2023-2024 are requested to send written queries to the Company at its registered office, at least seven days before the date of the Meeting, to enable the Company to compile the details and provide replies at the Meeting.
14. 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 email 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.
15. Members may kindly note that the SEBI vide its circular/s has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination by holders of physical securities to the RTA. In compliance with the circular, the Company has dispatched the intimation letters for the

financial year 2023-24 to the shareholders of the Company holding shares in physical form sensitizing them regarding mandatory furnishing/updating of PAN, KYC and Nomination details etc. Shareholders holding shares in physical form are requested to use the below forms for updating their PAN, KYC, Nomination details etc:

- a. Form ISR-1 (Register/Change PAN & KYC Details);
- b. Form ISR-2 (Confirmation of Signature of securities holder by Bank);
- c. Form ISR-3 (Declaration to Opting out Nomination);
- d. Form SH-13 (Nomination Form);
- e. Form SH-14 (Cancellation of Nomination).

These forms are available on the Company's website at [www.tirupatistarch.com](http://www.tirupatistarch.com) and on Share Transfer Agent's website at [www.ankitonline.com](http://www.ankitonline.com)

16. The members holding shares in demat are requested to update with respective depository participant, changes, if any, in their registered addresses, mobile number, bank account details, email address and nomination details.
17. 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.
18. Member may note that as per Regulation 40 of the Listing Regulations read with SEBI Circular No SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/ 2022/8 dated 25th January, 2022, requests for effecting share transfer, share transmission, duplicate, renewal/exchange, sub-division/splitting, consolidation of shares certificate etc. shall not be processed unless the shares are held in dematerialised form with a depository. In compliance with the Circular, Form ISR-4 (Request for issue of Duplicate Certificate and other Service Requests) & Form ISR-5 (Request for transmission of securities by Nominee or legal heir) are available on the Company's website at [www.tirupatistarch.com](http://www.tirupatistarch.com) and on Share Transfer Agent's website at [www.ankitonline.com](http://www.ankitonline.com)
19. Pursuant to the SEBI Circular No. SEBI/HO/OIAE/2023/03391 dated January 27, 2023, the Company hereby inform that in case of any disputes against the Company and/or the Registrar and Share Transfer Agent (RTA) on delay or default in processing your request, as per SEBI Circular dated 30th May 2022, the investors can file for arbitration with Stock Exchange. For more details, the investors may please see the weblink of BSE - <http://tiny.cc/m112vz>
20. 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 dematerialised form are, therefore requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company or to the Share Transfer Agent as described in the above mentioned points.
21. 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 and Regulation 44 of Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, 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 as set-forth in the Notice through the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) during the remote e-voting period.

22. The remote e-voting facility will be available during the following period:
  - a. Day, date and time of commencement of remote e-voting: **Friday, 27th September, 2024 at 9.00 a.m. (IST)**
  - b. Day, date and time of end of remote e-voting: **Sunday, 29th September, 2024 at 5.00 p.m. (IST).**
23. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.
24. The Company has fixed **Monday, 23rd September, 2024**, as the "Cut-off date" for identifying the members who shall be eligible for participation in the AGM and voting either through remote e-voting during the remote e-voting period or through e-voting during the AGM. A person whose name is recorded in the register of members or in depositories as on the cut-off date shall be entitled to attend the AGM and to vote on the resolutions as set forth in the notice. The Register of Members and Share Transfer books will remain closed from Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive) for the purpose of the AGM.
25. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have 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.
26. The voting rights of the members shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date. A person who is not a member as on the cut-off date should treat notice of this meeting for information purposes only.
27. Details of Scrutinizer: **Mr. Ankit Dhanotia (COP-25667), Partner of M/s ADJ & Associates, Company Secretaries**, Indore has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer's decision on the validity of the vote shall be final.
28. Once the vote on a resolution stated in this notice is cast by a member through remote e-voting, the member shall not be allowed to change it subsequently.
29. The scrutinizer after scrutinizing the votes cast by remote e-voting and voting during the AGM will make a consolidated scrutinizer's report and submit the same forthwith not later than 48 hours of conclusion of the AGM to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The results declared along with the consolidated scrutinizer's report shall be hosted on the Company's website at [www.tirupatistarch.com](http://www.tirupatistarch.com). The results shall simultaneously be communicated to BSE Limited.
30. The resolutions shall be deemed to be passed at the registered office of the company on the date of the AGM, subject to receipt of the requisite number of votes in favour of the resolutions.
31. 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. M/s Ankit Consultancy Private Limited is the Registrar & Share Transfer Agents of the company. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares.
32. **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.



**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Friday, 27th September, 2024 at 9.00 a.m. (IST)** and ends on **Sunday, 29th September, 2024 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) **Monday, 23rd September, 2024** 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository

1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - b. Click on "Shareholders" module.
  - c. Now enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - d. Next enter the Image Verification as displayed and Click on Login.
  - e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - f. If you are a first-time user follow the steps given below:

**For Physical shareholders and other than individual shareholders holding shares in Demat.**

PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant company <**TIRUPATI STARCH & CHEMICALS LIMITED**> on which you choose to vote.
- (x) 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.

- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [tirupati@tirupatistarch.com](mailto:tirupati@tirupatistarch.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### 33. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning

their name, demat account number/folio number, email id, mobile number at tirupati@tirupatistarch.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
34. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**
- a. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA at investor@ankitonline.com .
  - b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
  - c. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
35. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
36. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

**On the Order of the Board  
Tirupati Starch & Chemicals Limited**

**Place: Indore**  
**Date : 03.09.2024**

**ANURAG KUMAR SAXENA**  
**Company Secretary & Compliance Officer**

**Registered Office:**  
Shree Ram Chambers, 12-Agrawal Nagar,  
Main Road, Indore,  
Madhya Pradesh, India, 452001  
CIN: L15321MP1985PLC003181  
E-mail : tirupati@tirupatistarch.com  
Website : www.tirupatistarch.com  
Phone: 0731-4905001/02

**Annexure to The AGM Notice****Item No. 3 & 4****Details of the Directors seeking re-appointment in the ensuing Annual General Meeting as per the Secretarial Standard-2:**

<b>Ordinary Business</b>	<b>Item No. 3</b>	<b>Item No. 4</b>
Name of the Director	Mr. Ramdas Goyal	Mrs. Shashikala Mangal
DIN	00150037	00107187
Date of Birth	22.02.1947	10.06.1957
Qualification	M. Com & LLB	Higher Secondary
Experience / Brief Resume	He has overall 40 years of experience in Manufacturing, marketing and selling maize, starch, dextrose and other chemicals.	She has 35 years of experience in the field of Business.
Date of first Appointment on the Board	09/12/1985	29/01/2004
Directorship held in other Companies including Listed Companies	Tirupati Starch Charitable Foundation	Tirupati Starch Charitable Foundation
Resignation from listed entity (in India), if any, in the past three years.	Nil	Nil
Membership/Chairmanships of Committees of other Companies	Nil	Nil
Number of Shares held in the Company	Equity Shares: 5,26,343 Preference Shares: 3,00,000	Equity Shares: 3,66,163 Preference Shares: 2,52,778
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Terms and conditions of re-appointment	No changes in existing terms and conditions of appointment	No changes in existing terms and conditions of appointment
Last drawn remuneration	Rs. 70.35 Lakh (Annually with Leave Encashment)	Rs. 24.00 Lacs (Annually)
Number of Meetings of the Board attended during the year	10	10

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND/OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON THE GENERAL MEETINGS ('SS-2')**

**Item No. 5**

**To confirm the continuation of appointment tenure of Mrs. Pramila Jajodia (DIN: 01586753) as Non-executive Non-Independent Director of the Company**

Pursuant to SEBI notification dated 14 June 2023 read with regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulation') effective from 15 July 2023, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mrs. Pramila Jajodia (DIN: 01586753), is a Non-executive Non-Independent Director, who was appointed as a director liable to retire by rotation by the members of the Company in the Annual General Meeting held on 30.09.2003 Mrs. Pramila Jajodia will attain the age of 75 years on 09.06.2025. Mrs. Pramila Jajodia is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by any such authority and has given her consent for the said appointment. She has wide experience in business and continuation of her appointment tenure will be in the interest of the Company.

**Details of Director seeking Appointment/Re-Appointment in AGM**

Name of the Director	Mrs. Pramila Jajodia
DIN	01586753
Date of Birth	09.06.1950
Qualification	Graduate
Experience / Brief Resume	She has wide experience in business and she is also one of the promoters of the Company.
Date of first Appointment on the Board	05/09/2003
Directorship held in other Companies including Listed Companies	Tirupati Starch Charitable Foundation
Resignation from listed entity (in India), if any, in the past three years.	Nil
Membership/Chairmanships of Committees of other Companies	Nil
Number of Shares held in the Company	Equity Shares: 3,08,713
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Terms and conditions of appointment	No changes in existing terms and conditions of appointment.
Last drawn remuneration	Nil
Number of Meetings of the Board attended during the year	10

Accordingly, in terms of regulation 17(1A) of the SEBI Listing Regulations, the Company is required to seek the approval of the shareholders for continuation of appointment tenure of Mrs. Pramila Jajodia on the Board of the Company on existing terms and conditions & remuneration as approved by Members in their 36th Annual General Meeting held 28th September 2022.

Based on the recommendation of Nomination and Remuneration Committee ('NRC') and Board, the approval of shareholders is sought for continuation of Mrs. Pramila Jajodia as a Non-executive Non-independent Director of the Company through resolution set out in Item No.-5 of this Notice.

Save and except the Mrs. Pramila Jajodia and their relatives, none of the Director/Key Managerial Personnel of the Company/ their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.

**Item No. 6**

**To approve the payment of remuneration to Mrs. Shashikala Mangal (DIN: 00107187) Non-Executive Non-Independent Director of the Company in excess of fifty percent of total annual remuneration payable to all Non-executive Directors of the Company during the Financial Year 2024-25**

As per Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

In the 36th Annual General Meeting held on 28th day of September, 2022, the Members of the Company had granted their approval for payment of remuneration to Mrs. Shashikala Mangal (DIN: 00107187), Non- Executive Director of the Company w.e.f. 01st April, 2022, on the terms and conditions including remuneration as mentioned below:

- a) Salary & other allowances: upto Rs. 34,00,000/- p.a.
- b) Contributions to the provident Fund, Gratuity & 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 them.
- b) Telephone: Free use of mobile by the Company to the Directors.

It is likely that in some or all of the years, the remuneration payable to Mrs. Shashikala Mangal may exceed 50% of the total remuneration payable to all non-executive Directors for any particular financial year. Accordingly, the approval of members of the Company is sought under Regulation 17(6)(ca) of the Listing Regulations for the payment of aforesaid remuneration for the financial year 2024-25, being an amount exceeding 50%(fifty percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company. Mrs. Shashikala Mangal is a member of Promoter of Company and she holds 3,66,163 Equity Shares and 2,52,778 0% Redeemable Non-convertible Preference Shares in the company.

Based on the recommendation of Nomination and Remuneration Committee, the Board recommends the Special Resolution set out at Item No. 6 of the Notice for the approval by the Members of the Company.

Save and except the Mrs. Shashikala Mangal and their relatives, none of the Director/Key Managerial Personnel of the Company/their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.

**Item No. 7**

**To approve the payment of remuneration to Mrs. Pramila Jajodia (DIN: 01586753) Non-Executive Non-Independent Director of the Company in excess of fifty percent of total annual remuneration payable to all Non-executive Directors of the Company during the Financial Year 2024-25**

As per Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing



Regulations"), the approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

In the 36th Annual General Meeting held on 28th day of September, 2022, the members of the Company had granted their approval for payment of remuneration to Mrs. Pramila Jajodia (DIN: 01586753), Non- Executive Director of the Company w.e.f. 01st April, 2022, on the terms and conditions including remuneration as mentioned below:

- a) Salary & other allowances: upto Rs. 34,00,000/- p.a.
- b) Contributions to the provident Fund, Gratuity & 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 them.
- b) Telephone: Free use of mobile by the Company to the Directors.

It is likely that in some or all of the years, the remuneration payable to Mrs. Pramila Jajodia may exceed 50% of the total remuneration payable to all non-executive Directors for any particular financial year. Accordingly, the approval of members of the Company is sought under Regulation 17(6)(ca) of the Listing Regulations for the payment of aforesaid remuneration for the financial year 2024-25, being an amount exceeding 50% (fifty percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company. Mrs. Pramila Jajodia is a member of Promoter of Company and she holds total 3,08,713 Equity Shares in the company.

Based on the recommendation of Nomination and Remuneration Committee, the Board recommends the Special Resolution set out at Item No. 7 of the Notice for the approval by the Members of the Company.

Save and except the Mrs. Pramila Jajodia and their relatives, none of the Director/Key Managerial Personnel of the Company/ their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.

**Item No. 8**

**To confirm the Re-appointment of Mr. Yogesh Kumar Agrawal (DIN: 00107150) as Whole Time Director of the Company**

Mr. Yogesh Kumar Agrawal (DIN: 00107150) was appointed as Whole-time Director of the Company. As per the recommendation of Nomination & Remuneration Committee, the Board of Directors reappointed Mr. Yogesh Kumar Agrawal as Whole-time Director of the Company at its Meeting duly held on 03.09.2024 for the further period commencing from date of such Meeting to till 31.12.2026 subject to approval of Members in the Annual General Meeting.

Mr. Yogesh Kumar Agrawal is a BSC LLB, and having experience of 37 years in Industry. Mr. Yogesh Kumar Agrawal is holding 4,51,366 Equity Shares and 7,58,333 0% Non-Convertible, Non-cumulative, Redeemable Preference Shares in the Company. His reappointment is approved by Nomination and Remuneration Committee. He shall be liable to retire by rotation.

Accordingly, it is proposed to reappoint Mr. Yogesh Kumar Agrawal as Whole-time Director of the Company for a further period commencing from 03.09.2024 to till 31.12.2026 and ratify the remuneration paid him till such date on existing terms & condition. Mr. Yogesh Kumar Agrawal is not disqualified from being reappointed as Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director.

He shall be paid Remuneration upto the amount of Rs. 84,00,000/- p.a. 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. Mr. Yogesh Kumar Agrawal is a member of Promoter Group of Company.

**Additional Information in accordance with Schedule V:-****I. General Information:**

<b>PARTICULARS</b>	<b>DETAILS</b>	
Nature of Industry	Manufacturing Industry	
Date or expected date of commencement of commercial production	The Company was incorporated on 09/12/1985 and had commenced commercial production in Jan, 1986.	
Incase of new Company, Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
Financial performance based on given indicators	FY 2023-24 (Amt. in Lakhs)	FY 2022-23 (Amt. in Lakhs)
Total Revenue	30650.77	36479.23
Total Expenses	30346.11	35716.56
Profit Before Tax	304.65	762.70
Tax Expenses		
Current Tax	30.43	57.96
Deferred Tax	66.83	47.84
Profit After Tax	207.40	656.90
Foreign investments or collaborations, if any	The Company has not made any Foreign Investments or collaborations. However, certain foreign investors have invested in the Company after listing.	

**II. Information about the Appointee:  
Background Information:**

<b>PARTICULARS</b>	<b>DETAILS</b>
<b>Name</b>	<b>Mr. Yogesh Kumar Agrawal</b>
Date of Birth	12.05.1963
Age	61 years
Qualification	BSC LLB
Office Address	Shree Ram Chambers, 12 Agrawal Nagar, Main Road, Indore
Residential Address	111, Shri Nagar Main, Indore (M.P.).
Permanent Account Number	ABHPA2446A
Experience	He has overall 37 years of Industry Experience
Past Remuneration	Remuneration upto the amount of Rs. 84,00,000/- p.a. plus leave encashment and other benefits such as Gratuity, Provident Fund and Leave Travel Concessions etc.
Recognition or Awards	NIL
Job Profile and his Suitability	He has overall 37 years of experience in Industry
Proposed Remuneration	Remuneration upto the amount of Rs. 84,00,000/- p.a. plus leave encashment and other benefits such as Gratuity, Provident Fund and Leave Travel Concessions etc.

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)	Not Applicable
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. Further, he has no relationship with any other managerial personnel.

**III. Other information:**

<b>PARTICULARS</b>	<b>DETAILS</b>
Reasons of loss or inadequate profits	No such loss during the F.Y. 2023-24, however, there may be inadequate profit in terms of Section 197 of the Companies Act 2013 for payment of Managerial Remuneration.
Steps taken or proposed to be taken for improvement	Company is trying to reduce the interest cost and increase the margin.
Expected increase in profits in measurable terms	It is expected that Company shall increase its profit in coming years.

**IV. Disclosures:**

<b>PARTICULARS</b>	<b>DETAILS</b>
All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	As per Resolution
Details of fixed component and performance linked incentives along with the performance criteria	As per Resolution
Service contracts, notice period, severance fees	60 days
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

**Details of the Director as per the Regulation 36 of SEBI (LODR) 2015 and Secretarial Standard-2 seeking:**

<b>PARTICULARS</b>	<b>DETAILS</b>
<b>Name of the Director</b>	<b>Mr. Yogesh Kumar Agrawal</b>
DIN	00107150
Date of Birth	12.05.1963
Qualification	BSC LLB
Experience / Brief Resume	He has overall 37 years of experience in Industry
Date of first Appointment on the Board	07.09.2017
Directorship held in other Companies including Listed Companies	<ul style="list-style-type: none"> <li>• Tirupati Starch Charitable Foundation</li> <li>• B.K. Agrawal Merchants Private Limited</li> <li>• B K Agrawal Warehouse and Ingredients Private Limited</li> <li>• Dexterous Products Private Limited</li> <li>• Shri Babulal Kanhaiyalal Agrawal Charitable Foundation</li> <li>• Clean Mobil Tech Private Limited</li> </ul>

Resignation from listed entity (in India), if any, in the past three years.	Nil
Membership/Chairmanships of Committees of other Companies	Nil
Number of Shares held in the Company	Equity Shares: 4,51,366 Preference Shares: 7,58,333
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company
Terms and conditions of appointment	No changes in existing terms and conditions of appointment
Last drawn remuneration	Rs. 52.65 Lakh per annum
Number of Meetings of the Board attended during the year	10

Based on the recommendation of Nomination and Remuneration Committee, the Board recommends the Special Resolution set out at Item No. 8 of the Notice for the approval by the Members of the Company.

Save and except the Mr. Yogesh Kumar Agrawal and their relatives, none of the Director/Key Managerial Personnel of the Company/their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.

#### **Item No. 9**

##### **To approve the appointment of Mr. Akshat Garg as Non-executive Independent Director of the Company**

Mr. Akshat Garg who has attained the age of 26 years is proposed to appoint as an Independent Director of the Company pursuant to the applicable provisions of Companies Act, 2013, the Companies Rules 2024 made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force, not liable to retire by rotation, for a first term of 5 (five) consecutive years from 01.10.2024 to 30.09.2029 without any remuneration on the Board of the Company. The said appointment is subject to allotment of Director Identification Number (DIN) in terms of section 154 of the companies Act, 2013 and subject to registration under The Indian Institute of Corporate Affairs (IICA). Aforesaid independent director proposed for appointment is not disqualified to act as Director in terms of section 164 of the Act and other applicable laws and has given their consent to act as Director. The Company has also received declaration from his stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, he fulfills the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015. The copy of draft letter of appointment setting out the terms and conditions of the appointment is available for inspection by the members at the Registered Office of the Company.

As per the terms of provisions of Regulation 17(1C), Regulation 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 appointment of any directors must be approved by the members of the company within a period of three months from the date of appointment by the Board. Hence, Board recommend and proposed the resolution as mentioned in the notice to be passed as special resolution.

The aforesaid director may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable, if any, in the Company.

**Details of Independent Director seeking Appointment/Re-Appointment in AGM**

PARTICULARS	DETAILS
Name of the Director	Mr. Akshat Garg
DIN	To be applied
Date of Birth	25.02.1998
Qualification	<ul style="list-style-type: none"> <li>• Bachelors of Business Administration (Marketing) from Prestige Institute of Management and Research, Indore, M.P., India</li> <li>• Master's of Business Information Technology from Royal Melbourne Institute of Technology, Melbourne, Victoria, Australia 3000</li> </ul>
Brief Resume	<p>Mr. Akshat Garg S/o Shri Dinesh Garg, Residing at 290 Main Street, Mhow, Indore, Madhya Pradesh, India, 453441 is a degree holder of BBA (Marketing) and Masters of Business Information Technology.</p> <p>He has experienced in MIS Executive with a successful track record of driving business growth through the development and implementation of innovative solutions. He also has proven ability to create and maintain efficient systems and processes that improve operational performance.</p>
Experience	Experience in the field of Information Technology and Marketing.
Date of first Appointment on the Board	N.A.
Directorship held in other Companies including Listed Companies	Nil
Resignation from listed entity (in India), if any, in the past three years.	Nil
Membership/Chairmanships of Committees of other Companies	Nil
Number of Shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company
Terms and conditions of appointment	The term of office of appointment of Mr. Akshat Garg as Independent Director is for a period of five consecutive years. The appointment is subject to the provisions of the Companies Act 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force. He may also serve as an Independent Director on the Board Committees as may be decided by the Board from time to time.
Last drawn remuneration	NA
Number of Meetings of the Board attended during the year	NA

Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.

*Skills and capabilities required for the role:*  
Holder of degrees of Masters of Business Information Technology and Bachelors of Business Administration (Marketing).

The Business Information Technology gives the opportunity to analyse, design, and build a business information systems solution for an industry client as part of a project team. Marketing professionals are able to collaborate with other departments to further their company's mission and help to discover more opportunities to implement well-informed strategies in the company.

*Manner in which the proposed person meets such requirements:*

He is socially responsible professionals ready to innovate and lead in the changing business IT environment in the company and will act as a bridge between information technology and the business delivering solutions for stakeholders.

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Based on the recommendation of Nomination and Remuneration Committee, your Board recommend passing the resolution as set out in the Item No. 9 of the Notice by way of special resolution.

Save and except the Mr. Akshat Garg and their relatives, none of the Director/Key Managerial Personnel of the Company/ their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.

#### **Item No. 10**

#### **To approve the appointment of Mr. Sagar Jajodia (DIN: 09582098) as Non-executive Independent Director of the Company**

Mr. Sagar Jajodia (DIN: 09582098) who has attained the age of 31 years is proposed to appoint as an Independent Director of the Company pursuant to the applicable provisions of Companies Act, 2013, the Companies Rules 2024 made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force, not liable to retire by rotation, for a first term of 5 (five) consecutive years from 01.10.2024 to 30.09.2029 without any remuneration on the Board of the Company. The said appointment is subject to registration under The Indian Institute of Corporate Affairs (IICA). Aforesaid independent director proposed for appointment is not disqualified to act as Director in terms of section 164 of the Act and other applicable laws and has given their consent to act as Director. The Company has also received declaration from his stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, he fulfills the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015. The copy of draft letter of appointment setting out the terms and conditions of the appointment is available for inspection by the members at the Registered Office of the Company.

As per the terms of provisions of Regulation 17(1C), Regulation 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 appointment of any directors must be approved by the members of the company within a period of three months from the date of appointment by the Board. Hence, Board recommend and proposed the resolution as mentioned in the notice to be passed as special resolution.

The aforesaid director may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable, if any, in the Company.

**Details of Independent Director seeking Appointment/Re-Appointment in AGM**

<b>PARTICULARS</b>	<b>DETAILS</b>
Name of the Director	Mr. Sagar Jajodia
DIN	09582098
Date of Birth	03/08/1993
Qualification	PGDM
Brief Resume	Mr. Sagar Jajodia S/o Shri Vijay Jajodia, Residing at 501, Malwa Tower, 10, Old Palasia, Indore, Madhya Pradesh, India, 452001 is a holder of Post Graduate Diploma in Management (PGDM). He has 8 years experience in Construction Business and Management.
Experience	Experienced in the field of Construction Business and Management.
Date of first Appointment on the Board	NIL
Directorship held in other Companies including Listed Companies	M/s Jajodiya Constructions Pvt Ltd.
Resignation from listed entity (in India), if any, in the past three years.	NIL
Membership/Chairmanships of Committees of other Companies	NIL
Number of Shares held in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company
Terms and conditions of appointment	The term of office of appointment of Mr. Sagar Jajodia as Independent Director is for a period of five consecutive years. The appointment is subject to the provisions of the Companies Act 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force. He may also serve as an Independent Director on the Board Committees as may be decided by the Board from time to time.
Last drawn remuneration	NA
Number of Meetings of the Board attended during the year	NA
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	<i>Skills and capabilities required for the role:</i> Mr. Sagar's advanced management education and extensive experience make him well-suited for the role, as he brings a strategic mindset, strong decision-making abilities, and effective leadership skills that will drive strategic initiatives and ensure the organization's overall success.

*Manner in which the proposed person meets such requirements:*

As holder of PGDM he will utilize leadership principles acquired through his education, to motivate and inspire teams, establish clear goals, and provide the necessary support to achieve them. Additionally, by implementing operational management strategies, Mr. Sagar will enhance organizational efficiency, streamline processes, and optimize resource allocation.

Based on the recommendation of Nomination and Remuneration Committee, your Board recommends passing the resolution as set out in the Item No. 10 of the Notice by way of special resolution.

Save and except the Mr. Sagar Jajodia and their relatives, none of the Director/Key Managerial Personnel of the Company/their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.

**On the Order of the Board  
Tirupati Starch & Chemicals Limited**

**Place: Indore  
Date : 03.09.2024**

**ANURAG KUMAR SAXENA  
Company Secretary & Compliance Officer**

**Registered Office:**  
Shree Ram Chambers, 12-Agrawal Nagar,  
Main Road, Indore,  
Madhya Pradesh, India, 452001  
CIN: L15321MP1985PLC003181  
E-mail : tirupati@tirupatistarch.com  
Website : www.tirupatistarch.com  
Phone: 0731-4905001/02



# TIRUPATI STARCH & CHEMICALS LIMITED

Shree Ram Chambers, 12- Agrawal Nagar Main Road, Indore - 452 001, M. P.

Telephones +91-731-4905001-02, E-mail: [tirupati@tirupatistarch.com](mailto:tirupati@tirupatistarch.com)

CIN No. - L15321MP1985PLC003181 Web: [www.tirupatistarch.com](http://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 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the member(s)

Registered Address

E-mail I.D.

Folio No/ Client Id DP ID

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

1. Name : ..... Address : .....  
..... E-mail I.D. : .....  
Signature : ..... or failing him ;
2. Name : ..... Address : .....  
..... E-mail I.D. : .....  
Signature : ..... or failing him ;
3. Name : ..... Address : .....  
..... E-mail I.D. : .....  
Signature : ..... or failing him ;

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on Monday, the 30th September, 2024 at the Registered Office at Shree Ram Chambers, 12-Agrawal Nagar, Main Road, Indore, Madhya Pradesh, India, 452001 at 1.00 PM (IST) and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Resolution Type	For	Against
1.	To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon;	Ordinary		
2.	To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Auditors thereon;	Ordinary		
3.	To appoint a Director in place of Mr. Ramdas Goyal (DIN: 00150037) liable to retire by rotation and, being eligible, offers himself for re-appointment;	Ordinary		
4.	To appoint a Director in place of Mrs. Shashikala Mangal (DIN: 00107187) liable to retire by rotation and, being eligible, offers herself for re-appointment;	Ordinary		
5.	To confirm the continuation of appointment tenure of Mrs. Pramila Jajodia (DIN: 01586753) as Non-executive Non-Independent Director of the Company;	Special		
6.	To approve the payment of remuneration to Mrs. Shashikala Mangal (DIN:00107187) Non-Executive Non-Independent Director of the Company in excess of fifty percent of total annual remuneration payable to all Non-executive Directors of the Company during the Financial Year 2024-25;	Special		
7.	To approve the payment of remuneration to Mrs. Pramila Jajodia (DIN:01586753) Non-Executive Non-Independent Director of the Company in excess of fifty percent of total annual remuneration payable to all Non-executive Directors of the Company during the Financial Year 2024-25;	Special		
8.	To confirm the Re-appointment of Mr. Yogesh Kumar Agrawal (DIN: 00107150) as Whole Time Director of the Company	Special		
9.	To approve the appointment of Mr. Akshat Garg as a Non-executive Independent Director of the Company;	Special		
10.	To approve the appointment of Mr. Sagar Jajodia (DIN: 09582098) as a Non-executive Independent Director of the Company;	Special		

Signed this ..... day of ..... 2024.

*Affix Revenue Stamp of Re. 1*

**Signature of Shareholder**

**Signature of Proxy holder (s)**

**Note:**

- 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.
- As provided under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members may vote either for or against each resolution.

# TIRUPATI STARCH & CHEMICALS LIMITED

Shree Ram Chambers, 12- Agrawal Nagar Main Road, Indore - 452 001, M. P.  
Telephones +91-731-4905001-02, E-mail: tirupati@tirupatistarch.com  
CIN No. - L15321MP1985PLC003181 Web: www.tirupatistarch.com

## ATTENDANCE SLIP

**FOR THE 38<sup>TH</sup> ANNUAL GENERAL MEETING OF TIRUPATI STARCH & CHEMICALS LIMITED HELD ON MONDAY 30<sup>TH</sup> DAY OF SEPTEMBER, 2024 AT 01:00 PM (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT SHREE RAM CHAMBERS, 12-AGRAWAL NAGAR, MAIN ROAD, INDORE, MADHYA PRADESH, INDIA, 452001.**

R. F. No. :  
Mr./Mrs./Miss :  
(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 38th Annual General meeting of the Company at the registered office of the company on Monday, the 30th day of September, 2024 at 1.00 P.M.

(If signed by proxy, his name should be written in block letters)

(Shareholders/Proxy's Signature)

### Note:

1. Shareholders/Proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

### Route Map to the Venue of AGM

