

Regd. Office Address: PN-1, Telephone Colony, Tonk Phatak, Jaipur, Rajasthan-302015

## NOTICE

**Notice** is hereby given that the **39<sup>th</sup> Annual General Meeting** of the **Tirupati Fincorp Limited** will be held on Wednesday, 29<sup>th</sup> September, 2021 at 5:00 pm through video conferencing or other Audio Visual Means, to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2021 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following:  
“RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made there under and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s JCR & Co. [Firm Registration No: 105270W], be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of 44<sup>th</sup> Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.”

### **Special Business:**

3. To approve the appointment of Mr. Arvind Jethalal Gala (DIN: 02392119), as an Independent Director and Non- Executive Chairman of the Company for a term of five consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and on the basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Arvind Jethalal Gala (DIN: 02392119), Independent Director and Non-Executive Chairman of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an

Independent Director and Non- Executive Chairman on the Board of the Company, not liable to retire by rotation for a term of five consecutive years commencing from 29<sup>th</sup> September, 2021 till 28<sup>th</sup> September 2026.”

**“RESOLVED FURTHER THAT** the any Director of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. To approve the appointment of Mr. Sandesh Mohan Nikam (DIN: 09309619), as an Independent Director of the Company for a term of five consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and on the basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sandesh Mohan Nikam (DIN: 09309619), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a term of five consecutive years commencing from 29<sup>th</sup> September, 2021 till 28<sup>th</sup> September 2026.”

**“RESOLVED FURTHER THAT** the any Director of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. To approve ‘Tirupati Fincorp Limited Employee Stock Option Plan 2021’ and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), and other applicable provisions, if any, of the Companies Act 2013 (“the Act”), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum of Association and Articles of Association of the Company, Securities And Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014 and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the members be and are hereby accorded respectively to the ‘Tirupati Fincorp Limited Employee Stock Option Plan 2021’ and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including Nomination and Remuneration Committee, which the Board has constituted or may constitute to exercise its powers, including the powers,

conferred by this resolution), to create, offer, and grant up to 4,90,000 (Four Lakhs Ninety Thousand only) employee stock options to the eligible employees of the Company, determined in terms of 'Tirupati Fincorp Limited Employee Stock Option Plan 2021', from time to time, in one or more tranches, exercisable in aggregate into not more than 4,90,000 (Four Lakhs Ninety Thousand only) equity shares of the Company, with each such option would be exercisable for one equity share of a face value of Rs.10/- each fully paid-up to be transferred to the option grantee on payment of the requisite exercise price of Rs.20/- per Equity share or at price as determined time to time, on such terms and conditions as may be determined by the Board in accordance with the provisions of the applicable laws and the provisions of 'Tirupati Fincorp Limited Employee Stock Option Plan 2021'."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the 'Tirupati Fincorp Limited Employee Stock Option Plan 2021' subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum of Association and Articles of Association of the Company and relevant regulations of the Securities and Exchange Board of India as applicable and without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the 'Tirupati Fincorp Limited Employee Stock Option Plan 2021' and do all other things incidental and ancillary thereof."

**"RESOLVED FURTHER THAT** Board be and is hereby authorised to delegate all or any of the power herein conferred to Nomination and Remuneration Committee of Directors."

**"RESOLVED FURTHER THAT** the Nomination and Remuneration Committee constituted for the implementation of the scheme be and is hereby authorized to inter alia, formulate the detailed terms and conditions of the scheme including the provisions as specified by Board in this regard."

**For and on behalf of the Board of Directors  
Tirupati Fincorp Limited**

**SHAH SHEETAL  
MITESH**

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e41516a3e2179e2321ac7a, postalCode=401007,  
serial=841, email=shah.sheetal@tfc.com, c=IN, ou=2,  
karnatak, Karnataka, India, o=Tirupati Fincorp Limited,  
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cn=SHAH SHEETAL MITESH,  
pseudoym=SHAH SHEETAL MITESH, c=IN,  
Date: 2021.09.04 20:16:51 +05'30'

**Sheetal Mitesh Shah  
Director  
08364948**

**Date: 4<sup>th</sup> September, 2021**

**Place: Jaipur**

## Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 and 13<sup>th</sup> January, 2021 respectively, (“the Circulars”) issued by the Ministry of Corporate Affairs and Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India, physical attendance of the Members at the Annual General Meeting (AGM) is not required and the AGM can be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) wherein the facility to appoint proxy to attend and cast vote for the members will not be available at the AGM. Accordingly, considering the safety of the members of the Company, the AGM of your Company is being scheduled through audio visual means in compliance with the applicable provisions of the Companies Act, 2013 along with rules framed thereunder and the aforementioned circulars. Hence, Members have to attend and participate in the ensuing AGM through audio visual means.
2. A Member entitled to attend and vote at the meeting is entitled to Appoint Proxy / Proxies to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (“the Act”).
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorise representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution/ authorization letter to the Company or upload on the VC portal/ e-voting portal.
5. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
6. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The instructions for e-voting are annexed to the Notice.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2021 to 29<sup>th</sup> September, 2021 (both days inclusive).
8. Members holding shares in physical form are requested to notify the change, if any, in their address and blank mandate details to the Registrar and Share Transfer Agent, Skyline Financial Services Pvt. Ltd, D-153-A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi, 110020.
9. Members holding shares in dematerialized mode are requested to intimate the same to their respective Depository Participants.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically by visiting the

RTA's Website [www.skylinerta.com](http://www.skylinerta.com). For registering email id and bank details Members holding shares in physical form shall send a request to the RTA providing folio number, name of shareholder, scanned copies of share certificates (both front & back), self-attested PAN, Aadhar and cancelled cheque bearing name of first member, name & branch of bank, account number, account type, MICR code & IFSC.

11. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares.
12. All documents referred to in the accompanying Notice, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and other Statutory registers & records as stipulated under the Act shall be open for inspection at the Registered Office and Corporate Office of the Company during (2:00 pm to 4:00 pm) on all working days, upto and including the date of the Annual General Meeting of the Company.
13. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
14. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

**For and on behalf of the Board of Directors  
Tirupati Fincorp Limited**

SHAH SHEETAL  
MITESH

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c516ca9c50179c3256c9a20a480e=000002,  
street=Flat no.6, Krishna Bhuvan 2, S.M Cross Road 2,  
Banaroad, Kandival West,  
serialNumber=0b15f00c51118c9478d9d8f02a8386647f  
4d2781f6c776a0fca20a0a09b024, o=Personal, cn=SHAH  
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Date: 2021.09.04.20:17:31 +05'30'

**Sheetal Mitesh Shah  
Director  
08364948**

**Date: 4<sup>th</sup> September, 2021  
Place: Jaipur**

## **CDSL e-Voting System – For Remote e-voting and e-voting during AGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include 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. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. 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.tirupatifincorp.com](http://www.tirupatifincorp.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM/EGM 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).

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on 27<sup>th</sup> September, 2021 at 09.00 A.M and ends on 28<sup>th</sup> September, 2021 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22<sup>nd</sup> September, 2021 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.

- (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** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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 &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>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 &amp; voting during the meeting.</p>

**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**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022- 23058738 and 22-23058542-43.

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form and physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.

6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <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 as mentioned in instruction (v).</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 **Tirupati Fincorp 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) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required 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; [tirupatifincorp31@gmail.com](mailto:tirupatifincorp31@gmail.com),
  - if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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 Remote e-voting.
2. Shareholders will be able to attend the AGM on 29<sup>th</sup> September, 2021 at 5:00 pm through VC / OAVM through weblink by entering their remote e-voting login credentials and selecting the EVSN for Company’s AGM.
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/EGM.

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 [info@tirupatifincorp.in](mailto:info@tirupatifincorp.in) and [tirupatifincorp31@gmail.com](mailto:tirupatifincorp31@gmail.com). 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 [tirupatifincorp31@gmail.com](mailto:tirupatifincorp31@gmail.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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. 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 [tirupatifincorp31@gmail.com](mailto:tirupatifincorp31@gmail.com)
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [tirupatifincorp31@gmail.com](mailto:tirupatifincorp31@gmail.com).

3. 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.

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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

### **Other Instructions**

1. The Voting rights of members shall be in proportion to their share of the paid-up share capital of the Company as on 22<sup>nd</sup> September, 2021.
2. Sonali Gamne & Associates (A 36772) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE NOTICE DATED 6<sup>TH</sup> SEPTEMBER, 2021 (THE “NOTICE”)**

**Item No. 2: Appointment of Mr. Arvind Jethalal Gala as an Independent Director and Non-Executive Chairman**

The Board of Directors of the Company proposed to appoint Mr. Arvind Jethalal Gala as an Independent Director and Non-Executive Chairman with effect from 29<sup>th</sup> September, 2021 pursuant to provisions of the Companies Act, 2013, who shall hold the office till 28<sup>th</sup> September 2026. The Company has received from Mr. Arvind Jethalal Gala, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013. Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from 29<sup>th</sup> September, 2021 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing Annual General Meeting), Mr. Arvind Jethalal Gala as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years commencing from 29<sup>th</sup> September, 2021.

Mr. Arvind Jethalal Gala is chartered Accountant by profession and having vast experience in Accounting, finance and corporate compliances. The Board proposing the candidature of Mr. Arvind Jethalal Gala for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act. In the opinion of the Board, Mr. Arvind Jethalal Gala, who is proposed to be appointed as an Independent Director of the Company with effect from 29 September, 2021 for a period of 5 years, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company. A copy of the draft letter of appointment of Mr. Arvind Jethalal Gala as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Arvind Jethalal Gala

(In pursuance to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings)

Name of the Director	Arvind Jethalal Gala
DIN	02392119
Date of Birth	15/08/1977
Age	44 Years

Date of last Appointment	N.A.
Brief resume, qualification, experience and nature of expertise in specific functional areas	<p>Mr. Arvind Jethalal Gala is a member of the Institute of Chartered Accountants of India (ICAI) since 1998. He is a Bachelor of Commerce (B.Com) from Mumbai University in 1997. He is also holding an Executive Master in Business Administration (Executive MBA) degree from the Institute of Chartered Financial Analyst of India (ICFAI) in 2013.</p> <p>He is holding a Certificate of Master in Business Finance (MBF) from the Institute of Chartered Accountants of India in 2018 in addition to various certificates in Capital Market, Future &amp; Option Segment, Commodity Derivative Segment, Currency Derivative Segment, Whole Debt Market etc. from the National Institute of Securities Market (NISM). He is also holding a certificate as an Investment Advisor (both Level 1 and 2) and Mutual Fund Advisers (level 1 and 2) from NISM.</p> <p>Mr. Arvind Jethalal Gala is presently working as a Group Chief Financial Officer (CFO) in Inventure Growth and Securities Ltd and he is also a Principal Officer in Inventure Merchant Banker Services Pvt. Ltd.</p> <p>He has total 24 years of experience in Securities Market, Currency and Money Market and Business Administration and Finance Management, post his professional qualification.</p>
No. of Board Meetings attended during the financial year ended March 31, 2021	N.A.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none"> <li>• Arvind Gala Advisory Services (OPC) Private Limited</li> </ul>
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	0
Number of Shares held in the Company	NIL
Inter-se relationship with other Directors and Key Managerial	NIL

Personnel	
Details of Remuneration sought to be paid	1% of the net Profit of the company, computed in the manner laid down in section 198, as per Proviso to Section 197(1)(ii) of the Companies Act, 2013 in addition to remuneration by way of fees for attending meetings of the Board or committee thereof as per Section 197(5) of the Companies Act, 2013
Remuneration last drawn by the Director	N.A.
Justification for choosing the appointee for the appointment as Independent Directors	<p>With the vast 24 years of post-professional qualification of Mr. Arvind Jethalal Gala, specifically his expertise as a Master in Business Finance, it will specifically useful for the growth of our company in the Banking and Financial Services sector.</p> <p>Also, under the chairmanship of Mr. Arvind Jethalal Gala, the Company is expected to see a tremendous growth in the business with professional management and Good Corporate Governance.</p>

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no. 2 of this Notice are accordingly recommended for your approval.

### **Item No. 3: Appointment of Mr. Sandesh Mohan Nikam as an Independent Director**

The Board of Directors of the Company proposed to appoint Mr. Sandesh Mohan Nikam as an Independent Director with effect from 29<sup>th</sup> September, 2021 pursuant to provisions of the Companies Act, 2013, who shall hold the office till 28<sup>th</sup> September 2026. The Company has received from Mr. Sandesh Mohan Nikam, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013. Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from 29<sup>th</sup> September, 2021 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing Annual General Meeting), Mr. Sandesh Mohan Nikam as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years commencing from 29<sup>th</sup> September, 2021.

Mr. Sandesh Mohan Nikam is Chartered Accountant and Company Secretary by profession and having good experience in Accounting, finance and corporate compliances. The Board proposing the candidature of Mr. Sandesh Mohan Nikam for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act. In the opinion of the Board, Mr. Sandesh Mohan Nikam, who is proposed to be appointed as an Independent Director of the Company with effect from 29 September, 2021 for a period of 5 years, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company. A copy of the draft letter of appointment of Mr. Sandesh Mohan Nikam as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours..

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Sandesh Mohan Nikam

(In pursuance to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings)

Name of the Director	Sandesh Mohan Nikam
DIN	09309619
Date of Birth	02/12/1987
Age	34 Years
Date of last Appointment	NA
Brief resume, qualification, experience and nature of expertise in specific functional areas	<p>Mr. Sandesh Mohan Nikam is a member of the Institute of the Chartered Accountants of India since 2016 and the member of the Institute of Companies Secretary of Indian since 2016.</p> <p>Presently he is working with Unifrax India Private Limited as a Senior Account Manager since 5 years.</p> <p>He has a experience of 9 years in the field of Accounts, Audit and Corporate Law.</p>
No. of Board Meetings attended during the financial year ended March 31, 2021	N.A.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	N.A.
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL

Number of Shares held in the Company	NIL
Inter-se relationship with other Directors and Key Managerial Personnel	NIL
Details of Remuneration sought to be paid	Remuneration by way of fees for attending meetings of the Board or committee thereof as per Section 197(5) of the Companies Act, 2013
Remuneration last drawn by the Director	N.A.
Justification for choosing the appointee for the appointment as Independent Directors	Due to good experience in Accountancy, Finance and Secretarial Compliance and CA & CS professional qualification of Mr. Sandesh Mohan Nikam, it will specifically useful for the guiding the management team with a specific focus on a Good Corporate Governance.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no. 3 of this Notice are accordingly recommended for your approval.

#### **Item No. 4: Approval of Tirupati Fincorp Limited Employee Stock Option Plan 2021**

Your Company believes in rewarding its employees including Directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement 'Tirupati Fincorp Limited Employee Stock Option Plan 2021' only relating business with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company seeks members' approval in respect of 'Tirupati Fincorp Limited Employee Stock Option Plan 2021' and grant of Stock Options to the eligible employees/ Directors of the Company as decided by the Nomination and Remuneration Committee from time to time in due compliance of the SEBI Regulations. As the shareholders are aware, stock options have long been recognized as an effective instrument to attract and retain the key critical talent in an increasingly competitive environment. This ESOP scheme will help to align the senior stakeholders to drive the Company Vision and a high-performance culture by being the shareholders and having an opportunity to maximize wealth creation. With the above objective and based on the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Company pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014 and other applicable laws, at their meeting held on 'Tirupati Fincorp Limited Employee Stock Option Plan 2021' approved introduction and implementation of "Tirupati Fincorp Limited Employee Stock Option Plan 2021" scheme only relating to business. The ESOP scheme has been formulated in accordance with the applicable laws. The ESOP Scheme will be implemented directly and administered by the Nomination and Remuneration Committee ("NRC") of the Company.

The main features of the 'Tirupati Fincorp Limited Employee Stock Option Plan 2021' are as under:

1.	Total number of stock options to be granted	4,90,000 (Four Lakhs Ninety Thousand only) Employee Stock Options under 'Tirupati Fincorp Limited Employee Stock Option Plan 2021' would be available for grant to the eligible employees of the Company in one or more tranches exercisable into not more than 4,90,000 full paid-up Equity Shares in aggregate in the Company of the face value of Rs. 10/- each. If an Employee Stock Option expires or becomes un-exercisable due to any other reason, it shall become available for future Grants, subject to compliance with all Applicable Laws. The Committee will have powers to re-grant such Options as per the provisions of 'Tirupati Fincorp Limited Employee Stock Option Plan 2021'. The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Options or Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI SBEB Regulations.
2.	Identification of Eligible employees entitled to participate 'Tirupati Fincorp Limited Employee Stock Option Plan 2021'	<p>a) Permanent employees of the Company and its wholly owned subsidiaries appointed only for Business working in India or out of India;</p> <p>b) Directors of the Company.</p> <p>Following persons are not eligible:</p> <p>a) an employee who is a Promoter or belongs to the Promoter Group;</p> <p>b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and</p> <p>c) an Independent Director within the meaning of the Companies Act, 2013.</p>