



**Tirupati**  
**Fincorp Limited**

CIN : L67120RJ11982PLC002438

ISO 9001 : 2008  
CERTIFIED COMPANY

Web : [www.tirupatifincorp.in](http://www.tirupatifincorp.in) / Email : [tirupatifincorp31@gmail.com](mailto:tirupatifincorp31@gmail.com) / [Info@Tirupatifincorp.in](mailto:Info@Tirupatifincorp.in)

Corporate Office :  
2nd Floor, Plot No. 36,  
Pushpa Park, Daftary Road,  
Malad (East), Mumbai - 400 097.  
Maharashtra, India.  
Contact : +91 (022) 71148504

September 10, 2022

To,  
The Manager - CRD  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Fort, Mumbai - 400001.

**Ref.:** Scrip Code – 539008

Dear Madam/Sir,

Sub: Notice of the 40<sup>th</sup> Annual General Meeting (AGM) of the Company for FY 2021-22

We forward herewith the Notice of the 40<sup>th</sup> AGM of the Company scheduled to be held on Saturday, September 24, 2022 at 2:00. p.m. (IST) via two-way Video Conference/Other Audio-Visual Means. The said Notice forms part of the Integrated Annual Report and Annual Accounts of the Company for the Financial Year 2021-22.

The Notice of the AGM forming part of the Annual Report is also available on the website of the Company at [www.tirupatifincorp.in](http://www.tirupatifincorp.in)

This is submitted pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Please take the same on record.

Thanking-you.

For **Tirupati Fincorp Limited**

AARTI Digitally signed by  
KAMLESH AARTI KAMLESH  
SHUKLA SHUKLA  
Date: 2022.09.10  
03:54:23 -07'00'

**Aarti Shukla**

**Company Secretary & Compliance Officer**

Regd. Office Address: Office No. G2/G17, Raghuraj Enclave, Krishna Marg, C-Scheme, Jaipur-3020021, Rajasthan

### NOTICE

Notice is hereby given that the **40<sup>th</sup> Annual General Meeting** of the **Tirupati Fincorp Limited** will be held on Saturday, 24<sup>th</sup> September, 2022 at 2:00 pm at the registered office of the company, through two-way Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), 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, 2022 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Mrs. Bansri Bhavesh Dedhia, who retires by rotation and being eligible, offers himself for re-appointment.

#### Special Business:

To consider and thought fit to pass with or without modification the following resolution as a **Ordinary Resolution:**

3. To regularize of Mr. Deepak Ishwarlal Parekh (DIN:09733159) as Independent Director of the Company.  
**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 And rules framed thereunder, including any enactment, re-enactment or modifications thereof, Mr. Deepak Ishwarlal Parekh (DIN:09733159) whose term of office as an Additional Director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Independent Director of the Company for the period of 5 years starting from the conclusion of Current AGM of 2022 till the conclusion of the Annual General Meeting to be held in 2027."

To consider and thought fit to pass with or without modification the following resolution as a **Special Resolution:**

4. To approve 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' 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 2022' 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 2022', 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 2022'."

**“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 2022' 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 2022' and do all other things incidental and ancillary thereof.”

**“RESOLVED FURTHER THAT** Board be and is hereby authorized 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.”

5. To consider and thought fit to pass with or without modification the following resolution as a Special Resolution:

**Approval for Private Placement of Optionable Convertible Debentures (“OCD”):**

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under, as

may be amended from time to time, the approval of the members, be and is hereby accorded to the Board of Directors of the Company for making offer(s) or invitation(s) to subscribe to Optionally Convertible Debentures on private placement basis during a period of one year from the date of passing of this resolution within the overall borrowing limits of the Company, as approved by the members, from time to time subject to following Limits:

Unsecured Optionally Convertible Debentures (“OCD”) upto Rs. 25 Crore through private placement

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof which may be empowered by the Board of Directors in this regard), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof which may be empowered by the Board of Directors in this regard), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.”

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

Date: August 10, 2022  
Place: Jaipur

Sd/-  
**Aarti Shukla**  
Company Secretary & Compliance Officer  
Membership Number: 63670

## Notes:

1. 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.
2. 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").
3. 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.
4. 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.
5. 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 19, 2022 to September 24, 2022 (both days inclusive).
7. 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.
8. Members holding shares in dematerialized mode are requested to intimate the same to their respective Depository Participants.
9. 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.

10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares.
11. 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.
12. 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.
13. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Company has fixed Friday, September 16, 2022 as the Record Date (i.e. cut off date) for taking records of the Members of the Company for the purpose of 14th Annual General Meeting.
14. The remote e-voting period will commence on Wednesday, September 21, 2022 (9.00 a.m. IST) and ends on Friday, September 23, 2022 (5:00 p.m. IST). During this period, Members may cast their vote electronically.
15. The Board of Directors of the Company ("Board") has appointed Ms. Sonali Gamne & Associates Practising Company Secretaries (Membership No. A36772) as the Scrutinizer ("Scrutinizer"), for conducting the voting process in a fair and transparent manner.

#### **E-VOTING PROCESS:**

In compliance with Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, issued by the Ministry of Corporate Affairs ("MCA"), Government of India, Companies are allowed to hold AGM through VC / OAVM, without physical presence of the Shareholders at a common venue.

Accordingly, the 40th AGM of the shareholders of Tirupati Fincorp Limited (the "Company") will be held on Saturday, September 24, 2022 at 2:00P.M. through two-way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the business as set forth in the Notice for the 40th AGM

The soft copy of the Annual Report containing Notice of the AGM, Directors' Report, Independent Auditors Report, Audited Financial Statements and other documents for the Year 2021-22 can be downloaded from the Company's website [www.tirupatifincorp.in](http://www.tirupatifincorp.in) and from the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

To download the Annual Report and AGM notice of the Company, please click the following links:[http:// www.tirupatifincorp.in/annualreport2022.pdf](http://www.tirupatifincorp.in/annualreport2022.pdf).

Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the Company is pleased to provide remote e-voting facility to all its members to cast their vote electronically on all resolutions as set forth in the Notice of the AGM through the electronic voting system platform (remote e-Voting) provided by CDSL. All the members are informed that:

The Remote e-voting period commences on Wednesday, September 21, 2022 (9:00 A.M.) and ends on Friday, September 23, 2022 (5:00 P.M.). During this period Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 16, 2022 may cast their vote by remote e-voting in respect of the business set out in the Notice of the AGM. The Remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution(s) is cast and confirmed by the Member, the Member shall not be allowed to change it subsequently.

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 for 250 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.

Members who participate in the AGM through Video Conferencing (VC)/Other Audio Visual Means (OAVM) on Friday, September 23, 2022 at 5:00 P.M may cast their vote during the meeting electronically on the business set out in the Notice of the AGM through electronic voting system (E-Voting) of CDSL. However only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 in the AGM. Members who have voted through Remote e-Voting will be eligible to attend the AGM, however, they will not be eligible to e-vote at the AGM.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice by email and holding shares as of the cut-off date i.e. September 16, 2022 may obtain the login ID and password by sending an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) by mentioning their DP ID and Client ID No.

A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.

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

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 CDSL	<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>
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> <li>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</li> </ol>

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.nsdl.com>. Select “Register Online for IDeAS” “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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

**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

- (i) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <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 ARE AS UNDER:**

- 1) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the Virtual platform developed by the RTA i.e Skyline Financial Services Pvt. Ltd. Link along with details will be provided to Eligible shareholders. Shareholders may access the voting during the AGM by clicking the link provided in virtual platform i.e <https://www.evotingindia.com>. Shareholders/members may login by using the remote e - voting credentials. The link for VC/OAVM will be available to eligible shareholder/members at their registered E Mail IDs. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM.
- 2) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 3) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) 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.
- 5) Shareholders who would like to express their views/ask questions during the AGM may register themselves as an attendee by sending their request in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at [info@tirupatifincorp.in](mailto:info@tirupatifincorp.in) and [tirupatifincorp31@gmail.com](mailto:tirupatifincorp31@gmail.com)
- 6) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at [info@tirupatifincorp.in](mailto:info@tirupatifincorp.in) and [tirupatifincorp31@gmail.com](mailto:tirupatifincorp31@gmail.com). These queries will be replied to by the company suitably by email.
- 7) Those shareholders who have registered themselves as an attendee will be allowed to express their views/ask questions during the meeting. The member who have not registered themselves as an attendee but have queries during the AGM can use the chat box/ send query button and ask the question.

In case you have any queries or issues regarding attending Annual General Meeting through VC/OAVM write an email to: [subhashdhingreja@skylinerta.com](mailto:subhashdhingreja@skylinerta.com)

Thanking you  
Your Faithfully

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

Date: August 10, 2022  
Place: Jaipur

Sd/-  
**Aarti Shukla**  
Company Secretary & Compliance Officer  
Membership Number: 63670

**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS**  
**PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS GIVEN BELOW.**

**ITEM NO.2: Details of Directors seeking re-appointment at the forthcoming Annual General Meeting of the Company.**

Name of the Director	Bansri Bhavesh Dedhia
Directors Identification Number (DIN)	08627610
Date of Birth	02/02/1982
Date of Appointment/ re-appointment	November 18, 2019
Qualifications	Graduate
Expertise in specific functional areas	15 years experience in finance business
List of other than Indian Public Limited Companies in which Directorship held as on 31-03-2022	Nil
Committee membership in other companies	Nil
Shareholding in the company as on 31.03.2022	Nil

**ITEM NO.3: Details of additional Directors seeking appointment at the forthcoming Annual General Meeting of the Company.**

Name of the Director	Mr. Deepak Ishwarlal Parekh
Directors Identification Number (DIN)	09733159
Date of Birth	01.10.1955
Date of Appointment/ re-appointment	10.08.2022
Qualifications	B. Com
Expertise in specific functional areas	Bank & Legal Area
List of other than Indian Public Limited Companies in which Directorship held as on 31-03-2022	Nil
Committee membership in other companies	Nil
Shareholding in the company as on 31.03.2022	Nil

**ITEM NO. 4: Approval of Tirupati Fincorp Limited Employee Stock Option Plan 2022**  
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 2022' 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 2022' 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 2022' approved introduction and implementation of "Tirupati Fincorp Limited Employee Stock Option Plan 2022" 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 2022' 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 2022' 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 unexercisable 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 2022'. The SEBI Share Based Employee Benefit 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 Share Based Employee Benefit Regulations.
2.	Identification of Eligible employees entitled to participate 'Tirupati Fincorp Limited Employee Stock Option Plan 2022'	<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,</p>

		directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and c) an Independent Director within the meaning of the Companies Act, 2013. Eligible Employees shall mean permanent employees only related to business segment and other eligible criteria as may be determined by the Committee from time to time.
3.	Transferability of Employee Stock Options	The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him/her till such date shall be transferred to his/her legal heirs or nominees.
4.	Appraisal process for determining the eligibility of employees	The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time. The employees would be granted Options under the 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' based on tenure of the Eligible Employees and performance of the business as determined by the Committee and such other parameters as may be decided by the Committee from time to time.
5.	Vesting Schedule / Conditions and period of vesting.	The Options granted under "Tirupati Fincorp Limited Employee Stock Option Plan 2022" would Vest after one year from the date of grant of such options ("Vesting Period"). Vesting of options would be subject to continued employment with the Company or the Subsidiary Company as the case may be. Options granted shall vest in various tranches ie. 20% of the options granted shall vest after 1 <sup>st</sup> year, 30% of the options granted shall vest after 2 <sup>nd</sup> year and balance 50% of the options granted shall vest after 3 <sup>rd</sup> year and 4 <sup>th</sup> Year. Provided that as per the above vesting schedule, 50% of the vested options after first year, second year, third year and fourth year shall be on the basis of the tenure of the Eligible Employee and the remaining 50% shall vest considering the performance of the business of the company (EBIDTA) as determined by the Committee with reference to the Online Education Budgets for FY22,

		FY23, FY24 and FY25 respectively In addition to this, Committee may also specify certain performance parameters subject to which the Options would vest. The specific vesting schedule and conditions subject to which Vesting would take place would be outlined in the document given to the Option Grantee at the time of grant of Options. as determined by the NRC.
6.	Maximum period within which the options shall be vested	Options granted under 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' would vest subject to maximum period of 4 years from the date of grant of such Options to Eligible Employees.
7.	Exercise price	There will be Exercise Price per Share. The Exercise Price for upto 4,90,000 equity shares shall be Rs 20 /- (Rupees Twenty only) per share or such other Exercise price as may be decided by the Committee from time to time.
8.	Exercise Period and process of exercise	The vested Options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within 4 year from the date of vesting of such Options. The vested Option shall be exercisable by the Eligible employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as per applicable laws and as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.
9.	Maximum number of options to be granted per employee and in aggregate	The number of Options that may be granted to any Eligible employee of the Company under the Plan, in any financial year and in aggregate under the 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' shall not exceed more than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.
10.	Accounting and Disclosure Policies	The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the

		disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI Regulations.
11.	Method which the company shall use to value its options	To calculate the employee compensation cost, the Company shall use the Fair Value method for valuation of the Options granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on EPS of the company shall also be disclosed in the Directors' report.

#### **ITEM NO. 5 Private Placement of Optionally Convertible Debentures**

The members are requested to note that pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its (including non-convertible debentures) unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company, by a Special Resolution, for each of the offers or invitations and in case of offer or invitation for optionally convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all offers or invitation for such debentures during the year.

The said approval shall be the basis for the Board to determine the terms & conditions of any issuance of optionally convertible debentures by the Company, including the price at which such optionally convertible debentures are being issued based on the prevailing market conditions.

Further, the Board of Directors at their meeting held on August 10, 2022 has approved the issuance of following securities and recommended the same for members approval:

- Optionally Convertible Debentures for an aggregate amount upto Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) on a Private Placement basis.

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

Date: August 10, 2022  
Place: Jaipur

Sd/-  
**Aarti Shukla**  
Company Secretary & Compliance Officer  
Membership Number: 63670