

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the members of the Company,

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Tirupati Fincorp Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed Ms. Sonali Gamne, a Practising Company Secretary, (Membership No.: A36772), as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Thursday, 17th February, 2022, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and/or Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Saturday, 19th February, 2022, and will be displayed on the Company's website www.tirupatifincorp.in will also be communicated to the Stock Exchanges, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories") and Skyline Financial Services Pvt. Ltd(RTA). The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS

1. Shifting of the Registered Office of the Company and alteration of Clause No. II of Memorandum of Association

To consider and if thought fit to pass the below resolution with or without modifications as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13(4), Rule 30(6)(a) of the Company (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the confirmation of the Central Government the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from the State of Rajasthan to the State of Maharashtra.

FURTHER RESOLVED THAT the Clause No. II of the Memorandum of Association of the Company be and is hereby altered by the following:

"II. The Registered Office of the Company will be situated in the State of Maharashtra."

FURTHER RESOLVED THAT the Directors of the Company be and are hereby authorised severally to sign the petition, application, affidavits, Forms and such other documents as may be necessary in relation and to file a petition before the Central Government for and on behalf of the Company.

FURTHER RESOLVED THAT Ms. Sonali Gamne, Practicing Company Secretary be and is hereby authorised to submit Memorandum of Appearance and to appear and represent the Company before the Central Government in this matter."

2. Alteration of Main Object Clause of the Memorandum of Association of the Company

To consider and if thought fit to pass the below resolution with or without modifications as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Mumbai, to alter following sub-clause (A) of clause III of the Memorandum of Association of Company and to delete sub-clause (C) of clause III of the Memorandum of Association of Company:

“III. THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -

- 1. To carry on the business of an Investment Company and to underwrite, subscribe to, invest in and acquire by gift or otherwise and hold, sell, buy or otherwise deal in shares, debenture, debenture stock, bonds, units and all kinds of negotiable instruments of whatsoever kind and description, obligation and all kinds of securities issued or guaranteed by Indian or Foreign Governments, States, Dominions, Sovereigns, Municipalities or Public Authorities or bodies and shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere and to manage investment and to act as Brokers, Merchant Bankers, Commission Agents, Managers and advisers to the issue and to make investments to movable, immovable properties.*
- 2. To Invest money (not amounting to Banking Business) against personal guarantee or against the security of leasehold and freehold land, shares, securities, stocks, merchants and other property and assets and generally to lend and other property and assets and generally to lend and advance money to such persons, firms or Companies and upon such terms and subject to such conditions as may seem expedient.”*

3. To increase limit of Borrowings upto Rs.100 Crore under Section 180(1)(c) of Companies Act, 2013

To consider and if thought fit to pass the below resolution with or without modifications as a Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs. 100 Crores (Rupees One Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may, at its discretion deem necessary or desirable for giving effect to the above resolution.”

4. To increase limit of Inter corporate loans, investment, guarantee or security upto Rs.100 Crore under Section 186 of Companies Act, 2013

To consider and if thought fit to pass the below resolution with or without modifications as a Special Resolution:

“RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, if any, the Board of Directors of the Company be and is hereby authorized:

- i. to make loan or loans from time to time on such terms and conditions as it may deem expedient, to any person or bodies corporate;
- ii. to give on behalf of the company, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by, any body corporate; and
- iii. to acquire by way of subscription, purchase or otherwise the securities of any other body corporate; and

for such an amount that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with the investment, loan, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid up share capital and free reserves, or hundred per cent of its free reserves, whichever is more but not exceeding Rs. 100 (Rupees One Hundred Crore Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may, at its discretion deem necessary or desirable for giving effect to the above resolution.”

5. Alteration of Articles of Association of the Company and to insert provision related to 'Employee Stock Option Scheme (ESOP)'

To consider and if thought fit to pass the below resolution with or without modifications as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), subject to the approval of the Registrar of Companies, the Articles of Association of the Company be and are hereby altered and inserted Article 3Aas under

"3A. Subject to the provisions of Section 62 of the act and the Applicable Law, the Company may issue shares to employees including its Directors other than Independent Directors (as provided under the Act) and such other persons as the Rules may allow, under 'Employee Stock Option Scheme (ESOP)' or any other scheme, if authorized by a Special Resolution of the Company in General Meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called."

For **Tirupati Fincorp Limited**

Sheetal Mitesh Shah

Director

DIN: 08364948

Date: 18th January, 2022

Place: Mumbai

NOTES:

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Notice (“Notice”) for your consideration.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, 14th January, 2022 (“Cut-off Date”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 39/2020 dated December 31, 2020, (“MCA Circulars”). The Notice shall also be uploaded on the website of the Company i.e. on the e-voting website of www.cdslindia.com.
4. All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in the e-voting instructions. In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the MCA Circulars, the physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the SEBI Listing Regulations”) and in accordance with the MCA Circulars, the Company has engaged “CDSL” as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (“remote e-voting”). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.

6. E-voting shall commence on Tuesday, 18th January, 2022 at 9.00 A.M. (IST) and end on Thursday, 17th February, 2022 at 5.00 P.M. (IST). The e-voting module shall be disabled for voting thereafter.
7. The Board of the Company has appointed Ms. Sonali Gamne, Practising Company Secretary (ACS No. 36772 and CP No. 19207) as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.
8. Upon completion of scrutiny of the votes, the Scrutinizer will submit his final report to the Chairman of the meeting or to the person authorised by him as soon as possible after the last date of e-voting but not later than Saturday, 17th February, 2022. The Results of the E-voting/Postal Ballot will be declared on or before Saturday, 17th February, 2022, at the corporate office of the Company and displayed at the corporate office and on the website of the Company, on the website of "CDSL" www.cdslindia.com, on the website of RTA www.skylinerta.com. and intimated to the Stock Exchanges on which the equity shares of the Company are listed.
9. The Postal Ballot Notice is also being uploaded on the Company's website, www.tirupatifincorp.in and www.cdslindia.com.
10. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
11. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" are used interchangeably.
12. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective depositories, CDSL and/ or NSDL or with the Registrar and Transfer Agent, viz., Skyline Financial Services Pvt. Ltd to enable the Company to communicate to the members, the information about various developments in the Company via email/SMS.
13. The remote e-voting:

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"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the homepage of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A news screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020990 and 18002244 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.
- 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 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:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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"> 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.
<p>Dividend Bank Details</p> <p>OR Date of Birth (DOB)</p>	<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"> 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).

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (v) Click on the EVSN for the relevant **Tirupati Fincorp Limited** on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) **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 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.
 - 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 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,
- if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

The Company's Registered Office is situated in the State of Rajasthan. The Company's business activities are based at Mumbai in the State of Maharashtra and there are no business activities in the State of Rajasthan as such where the registered office is situated.

To benefit the Company, its employees, the shifting of the Registered Office to Mumbai, Maharashtra, will help to carry on the business activities more economically and efficiently.

To shift the registered office from one state to another state, according to the provisions of Section 13(4) of the Companies Act, 2013, Rule 30(6)(a) of the Company (Incorporation) Rules, 2014 approval of the members by passing of a special resolution and confirmation of the Central Government is required.

The Board recommends the resolution set forth for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

Item No.2

The principal business of the company to carry on the business of an Investment Company and to underwrite, subscribe to, invest in and acquire by gift or otherwise and hold, sell, buy or otherwise deal in shares, debenture, debenture stock, bonds, units and all kinds of negotiable instruments of whatsoever kind and description, obligation and all kinds of securities and to Invest money (not amounting to Banking Business) against personal guarantee or against the security of leasehold and freehold land, shares, securities, stocks, merchants and other property and assets and generally to lend and other property and assets and generally to lend and advance money to such persons, firms or Companies and upon such terms and subject to such conditions as may seem expedient.

To enable the company to commence the aforesaid business, it is proposed to alter the Main Objects under Sub Clause (A) and delete Sub Clause (C) i.e. Other Object for under Object Clause of the Memorandum of Association of the company specification in business as per the provisions of Companies Act, 2013.

The Board recommends the resolution set forth for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Item No. 3

Section 180(1)(c) of the Companies Act, 2013 requires the consent of the Members in the General Meeting for authorising the Board of Directors to borrow monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital and free reserves.

Taking into account the future finance requirements for growth plans and expansion programs being contemplated and undertaken by the Company and to cater to the working capital needs, a resolution is proposed providing that, in addition to the Company's existing borrowings, the Directors may, for and on behalf of and for the purpose of the Company, borrow further sums of money amounting in the aggregate to a sum not exceeding 100 crores. Hence the members are requested to accord their approval for revising the borrowing power limit of the Board upto 100 crores. With the view to help the Board of Directors to take quick decisions for funding the future projects of the Company, it is recommended to increase the borrowing powers of the Board of Directors to Rs. 100 Crores (Rupees One Hundred Crores Only).

The Board recommends the resolution set forth for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Item No. 4

The Company is associated with several bodies corporate by way of participation in their equity share capital and management. By virtue of such association, the company is sometimes called upon to assist these bodies corporate by way of giving loans/guarantees or providing securities in connection with loans made by any other person to such bodies corporate. Your directors consider that it is in the interest of the company to give such loans/guarantee and/or provide such securities.

In the course of the business of the Company, it may also be necessary to make investments in the shares of other bodies corporate which may exceed the limits set out in Section 186 of the Companies Act, 2013.

It may not be possible for the company to obtain permission of the shareholders every time such transaction take place, especially in view of the time factor involved. It is therefore, proposed to obtain a general sanction from the shareholders of the company in this behalf by means of a special resolution.

Section 186 of the Companies Act, 2013 provides that where the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate, alongwith the investment, loan, guarantee or security proposed to be made exceeds the 60% of aggregate of paid up share capital and free reserves, or 100% of free reserves, whichever is more, no such investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorized by a special resolution passed in a general meeting.

However, the amount of investments so far made, the amount of loan so far given, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with the investment, loan, guarantee or security proposed to be made or given by the Board shall not exceed Rs. 100 Crore.

Members are, therefore, requested to approve the special resolution set out above.

Any Director or key managerial person of the company or their relatives may be deemed to be interested or concerned in this resolution to the extent that he may be a Director or member of the body corporate or bodies corporate which may be connected with the company in the manner aforesaid.

Item No. 5

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 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.

As per the provision of Companies Act 2013 clause related to Employees Stock Options Plan should there in Articles of Association. Therefore, alteration of Articles of Association of the company is required for inserting Article related to Employees Stock Options Plan.

The Board recommends the resolution set forth for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

For **TirupatiFincorp Limited**

_____Sd/-__



CIN : L67120RJI1982PLC002438

Web : www.tirupatifincorp.in Email : tirupatifincorp31@gmail.com

ISO 9001 : 2008
CERTIFIED COMPANY

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

SheetalMitesh Shah
Director
DIN: 08364948

Date: 18th January, 2022
Place: Mumbai