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CIN : L25199GJ1986PLC009071

TIRUPATI FOAM LIMITED

Manufacturers of: POLYURETHANE FOAM

To,
Bombay Stock Exchange Limited
P. J. Towers,
Dalal Street,
Mumbai – 400 001

Date: 27.08.2024

Dear Sir,

BSE - 540904

Sub: INTIMATION & NOTICE OF 37th ANNUAL GENERAL MEETING BOOK CLOSURE & E-VOTING

With reference to the above and as per regulation 42 of SEBI (LODR) Regulations, 2015, please note that the dates of the 37th Annual General Meeting, which will be conducted through Video Conferencing (VC)/ Other Audio Visual Means ('OAVM) at 03.30 pm and deemed venue will be considered as registered office of the company at TIRUPATI HOUSE, 4TH FLOOR, NR. TOPAZ RESTAURANT, UNIVERSITY ROAD, POLYTECHNIC CHAR RASTA, AMBAWADI, AHMEDABAD – 380 015 and Book Closure of the Company are as under:

Book Closure Date: From Friday 20th September, 2024 to 26th September, 2024 (both days inclusive)

Purpose: 37th Annual General Meeting (AGM)

Day & Date of AGM: Thursday 26th September, 2024

In addition, cut-off date & voting period for remote e-voting facility to the members of the Company for its AGM, are as under:

Voting Period: will begin on 09.00 a.m. on 23rd September, 2024 to 25th September, 2024 at 5.00 P.M.

The Cut off/ Record date for the E-voting and Dividend purpose is 19th September, 2024

Also find the Enclosed Notice of 37th Annual General Meeting of the Company.

Thanking You.

Yours faithfully,

For, TIRUPATI FOAM LIMITED

CS AKSHA MEMON
(Company Secretary & Compliance Officer)

REGD. OFFICE : 'TIRUPATI' House, 4th Floor, Nr. Topaz Restaurant, University Road, Polytechnic Char Rasta, Ambawadi, Ahmedabad - 380015. Gujarat. INDIA.

FACTORY : Plot No. 4 - A, Block No. 65, Village Khatraj, Ta. Kalol, Dist. Gandhinagar (Gujarat) INDIA.
Tele.: 02764 - 281049, 281224 Fax: 91-2764 - 281225

NOTICE

NOTICE is hereby given that 37TH Annual General Meeting of the Members of **Tirupati Foam Limited**, will be held on Thursday, 26TH SEPTEMBER, 2024 at 03.30 P.M. through Video Conferencing ("VC") or Other Audio Visual Means ("OVAM") and deemed venue will be considered as registered office of the company at TIRUPATI HOUSE, 4TH FLOOR, NR. TOPAZ RESTAURANT, UNIVERSITY ROAD, POLYTECHNIC CHAR RASTA, AMBAWADI, AHMEDABAD – 380 015 to transact following business.

ORDINARY BUSINESS

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON;**

- 2. RE-APPOINTMENT OF DIRECTOR WHO RETIRE BY ROTATION**

To appoint a Director in place of MR. VENIBHAI PUROHIT(DIN:00155932), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

- 3. RE-APPOINTMENT OF DIRECTOR WHO RETIRE BY ROTATION**

To appoint a Director in place of MR. MANHARLAL MEHTA (DIN:00156016), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

- 4. RE-APPOINTMENT OF DIRECTOR WHO RETIRE BY ROTATION:**

To appoint a Director in place of MRS. MINABEN SANGHAVI (DIN:07165856), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

- 5. TO DECLARE DIVIDEND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024.**

- 6. TO RATIFY THE REMUNERATION OF COST AUDITOR B.R. & ASSOCIATES:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rule, 2014(including any statutory modification(s) or re-enactment(s) thereof, for the time being enforce), M/s. B R & ASSOCIATES, Cost Accountants, appointed by the Board of Directors of the Company to conduct the Audit of the cost records of the Company, for the Financial Year 2024- 25, be paid Rs. 35,000/- (Rupees Thirty Five Thousand only) plus applicable tax subject to TDS if applicable."

SPECIAL BUSINESS:

- 7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to regulation 17 of the SEBI (LODR) Regulations, 2015 and amended regulation and applicable provisions of the Companies Act, 2013, read with the rules made there under(including and statutory modification(s) or re-enactment thereof for the time being in force) **the approval of members** of the company by special resolution at 37th Annual General Meeting, consent be and is hereby accorded for the re- appointment of MR. MANHARLAL MEHTA (Din: 00156016) who will attain the age of **73 years** as **Non-executive Director** of the company w.e.f 27th August, 2024.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, MR. ROSHAN P SANGHAVI (DIN:01006989) &/or DEEPAK T MEHTA (DIN:00156096)Director(s) of the Company be and is hereby authorised to digitally sign and submit all necessary e-forms with the Registrar of the Company (ROC) and to do all acts, deeds, matters and things as deem necessary, for the purpose of giving effect to the aforesaid resolution."

8. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to regulation 17 of the SEBI (LODR) Regulations, 2015 and amended regulation and applicable provisions of the Companies Act, 2013, read with the rules made there under(including and statutory modification(s) or re-enactment thereof for the time being in force) and **the approval of members** of the company by special resolution at a 37th Annual General Meeting, consent be and is hereby accorded for the appointment of MR. ARVIND T GANDHI (Din: 07142140) who will attain the age of 74 years as Non-executive and Independent Director of the company w.e.f 27th August, 2024.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, MR. ROSHAN P SANGHAVI (DIN:01006989) &/or DEEPAK T MEHTA (DIN:00156096) Director(s) of the Company be and is hereby authorised to digitally sign and submit all necessary e-forms with the Registrar of the Company (ROC) and to do all acts, deeds, matters and things as deemed necessary, for the purpose of giving effect to the aforesaid resolution.”

9. RE-APPOINTMENT OF WHOLETIME DIRECTOR MR. DEEPAK T MEHTA (DIN:00156096) AND PASS FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:

RESOLVED THAT in partial modification of Resolution concerning reappointment and remuneration to Mr. DEEPAK T MEHTA, Wholetime Director (DIN: 00156096) of the company passed at 37 TH Annual General Meeting of the company held on 26th September, 2024 and pursuant to the provisions of Sections 152, 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V prescribed under Companies Act, 2013 and in pursuance to the provision of Article of the Association of the Company, DEEPAK T MEHTA, Wholetime Director (DIN: 00156096) for is be and here by re-appointed as Whole-time Director of the Company for the term of Five Years w.e.f. 27th August, 2024 and also hereby **accorded approval of terms and conditions** as set out in explanatory statement annexed to the notice conveying to the annual general meeting, with liberty to the board to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed upon between the board of directors and Mr. DEEPAK T MEHTA.

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, ROSHAN P SANGHAVI (DIN: 01006989) Managing Director of the Company &/or AKSHA MEMON (Mem. No. A46288) Company Secretary & Compliance Officer of the Company be and are hereby authorized, severally, to digitally sign and submit all necessary e forms with the registrar of the Company and to do all acts, deeds, matters and things as deemed necessary.”

10. APPOINTMENT/ REDESIGNATION OF MR. MANHARLAL MEHTA (DIN:00156016) AS WHOLETIME DIRECTOR AND PASS FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:

RESOLVED THAT in connection appointment and remuneration to Mr. MANHARLAL MEHTA, as Wholetime Director (DIN: 00156016) of the company and on recommendation of Nomination and remuneration committee, the approval of members is be and hereby accorded at 37TH Annual General Meeting of the company held on 26th September, 2024 and pursuant to the provisions of Sections 152, 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V prescribed under Companies Act, 2013 and in pursuance to the provision of Article of the Association of the Company, Mr. MANHARLAL MEHTA, Vice Chairman and Non-Executive Director is be and here by **re-designated and appointed as Whole-time Director** of the Company for the term of Five Years **w.e.f. 1st April, 2024** and also hereby **accorded approval of terms and conditions** as set out in explanatory statement annexed to the notice conveying to the 37th annual general meeting, with liberty to the board to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed upon between the board of directors and Mr. MANHARLAL MEHTA. (DIN:00156016)

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, ROSHAN P SANGHAVI (DIN: 01006989) Managing Director of the Company &/or AKSHA MEMON (Mem. No. A46288) Company Secretary & Compliance Officer of the Company be and are hereby authorized, severally, to digitally sign and submit all necessary e forms with the registrar of the Company and to do all acts, deeds, matters and things as deemed necessary.”

11. RE-APPOINTMENT OF INDEPENDENT DIRECTOR MR. ARVIND T GANDHI (DIN:07142140) AND PASS FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:

“RESOLVED that in partial modification of the resolution passed by the members at the Thirty Second Annual General Meeting of the Company held on September 30th, 2019 and pursuant to Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for modification of the date of expiry of the **second term** of Five Years of Mr. ARVIND T GANDHI (DIN:07142140) as Independent Director of the Company.

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, ROSHAN P SANGHAVI (DIN: 01006989) Managing Director of the Company &/or AKSHA MEMON (Mem. No. A46288) Company Secretary & Compliance Officer of the Company be and are hereby authorized, severally, to digitally sign and submit all necessary e forms with the registrar of the Company and to do all acts, deeds, matters and things as deemed necessary."

12. RE-APPOINTMENT OF INDEPENDENT DIRECTOR MR. DIPAK KOTADIA (DIN:008417112) AND PASS FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:

"RESOLVED that in partial modification of the resolution passed by the members at the Thirty Second Annual General Meeting of the Company held on September 30th, 2019 and pursuant to Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for modification of the date of expiry of the **second term** of Five Years of Mr. DIPAK KOTADIA (DIN:008417112) as Independent Director of the Company.

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, ROSHAN P SANGHAVI (DIN: 01006989) Managing Director of the Company &/or AKSHA MEMON (Mem. No. A46288) Company Secretary & Compliance Officer of the Company be and are hereby authorized, severally, to digitally sign and submit all necessary e forms with the registrar of the Company and to do all acts, deeds, matters and things as deemed necessary."

13. APPOINTMENT OF MR. MUKESH M SHAH (DIN: NON-EXECUTIVE AND INDEPENDENT DIRECTOR AS MEMBER OF AUDIT COMMITTEE AND RECONSTITUTING THE AUDIT COMMITTEE.

14. APPOINTMENT OF MR. MUKESH M SHAH (DIN: NON-EXECUTIVE AND INDEPENDENT DIRECTOR AS MEMBER OF STAKE HOLDER COMMITTEE AND RECONSTITUTING THE STAKE HOLDER RELATIONSHIP COMMITTEE.

Date: 27.08.2024
Place: Ahmedabad

By order of the Board
For, Tirupati Foam Limited.,

Roshan P Sanghavi
(DIN: 01006989)
Managing Director

Regd. Office:
Tirupati House, 4th Floor, \wwl
Nr. Topaz Restaurant, Universit
by Road,
Polytechnic Char Rasta, Ambawadi,
Ahmedabad – 380 015

NOTES

1. Pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 read with General Circular No.02/2021 dated January 13, 2021, Circular No. 19/21 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5 2022 and 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ("SEBI") vide its circular dated January 15, 2021 read with May 12, 2020 ("SEBI Circulars") has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

Hence the 37th AGM of the Company is being held through VC or OAVM on Thursday, 26th September, 2024 at 3.30 p.m. The deemed venue for the 37th AGM shall be the Registered Office of the Company. Therefore, members can attend and participate in the 37th AGM though VC or OAVM mode only

2. The explanatory statement pursuant to Section 102(1) of the Act with respect to the special business as set out in the Notice is annexed hereto. Also, necessary explanatory statement in accordance with Regulation 36(5) of SEBI Listing Regulations as required for **Item No. 7 to 14** of the Notice is also annexed hereto.
3. SINCE THE 37th AGM OF THE COMPANY IS BEING HELD THROUGH VC OR OAVM PURSUANT TO THE ABOVE CITED MCA CIRCULARS, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND LISTING REGULATIONS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE 35th AGM ARE NOT ANNEXED TO THIS NOTICE.
4. 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 Notes to the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 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.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members are requested to send to the Company on the email id: tfl.cs@tirupatifoam.com, a certified true copy of Board Resolution pursuant to the provisions of Section 113 of the Companies Act, 2013 authorizing their representatives to attend the AGM on their behalf through VC or OAVM and to vote through e-Voting in the AGM or through remote e-Voting.
7. Details as required, pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard -2 on General Meetings in respect of the Directors seeking appointment/ re-appointment at the AGM are provided in Annexure –A to this Notice.
8. Dividend as recommended by the Board of Directors, if declared at the AGM will be paid within 7 days from the date of declaration to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Thursday 19th September, 2024. (Record Date)
9. In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/ GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories.

Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.]

11. A. The Securities and Exchange Board of India ("SEBI") had earlier mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities/Registrar and Share Transfer Agents with effect from April 1, 2019.

B. Further, SEBI had also mandated the listed entities to issue shares only in dematerialized mode, with effect from January 25, 2022 to Shareholder(s)/ claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares.

C. Further, SEBI vide its circular dated November 3, 2021 has also mandated that the Shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC document

Necessary prior intimation(s) in this regard was provided to the Shareholders. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details/ dematerialize their shareholding in the Company. A copy of the said circular(s) is available on the Company's website www.tirupati foam.com.

12. The Securities and Exchange Board of India ("SEBI") has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities/Registrars and Share Transfer Agents with effect from April 1, 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
13. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company/RTA of the Company. Members are requested to note that pursuant to Section 126 of the Act, dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Act. The details of unpaid/unclaimed dividend can be viewed on the Company's website www.tirupati foam.com. As per the provisions of Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Details of shareholders whose shares are liable to be transferred to IEPF are available at the Company website: www.tirupati foam.com. The shareholders whose unclaimed dividend/share has been transferred to the IEPF may claim the same from IEPF authority by filing **Form IEPF-5** along with requisite documents. **Mrs. Aksha Memon, Company Secretary & Compliance Officer**, is the Nodal Officer of the Company for the purpose of verification of such claims.
14. Compulsory transfer of Equity Shares to IEPF Authority: Pursuant to the provisions of Section 124(6) of the Act and Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the IEPF Rules") and amendments thereto, the Company has transferred the shares in respect of Members who have not claimed/encashed dividend for the last seven consecutive years to the Demat Account of the IEPF Authority. Details of the Members whose shares have been transferred to the Demat account of the IEPF Authority are available at the Company's website at www.tirupati foam.com

15. Voting through electronic means:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL:

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are 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>
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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL:

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System My-easi Tab and then click on registration option.
4. Alternatively, the user can directly access the 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their DEPOSITORY PARTICIPANTS

4. 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

16. Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8

Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

* Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

* Shareholders holding shares in NSDL form, shall provide 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- Click 'confirm' (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

The instructions for shareholders voting electronically are as under:

- i. The voting period **begins on 23.09.2024 at 09.00 A.M. and ends on 25.09.2024 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 19.09.2024**, may cast their vote electronically. The e-voting module shall be disabled by **INSTA-VOTE** facility provided by **RTA LINK INTIME INDIA PVT LIMITED** for voting thereafter.
- ii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the **Cut-off date i.e. Thurs day, 19th September, 2024**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the ensuing Annual General Meeting. Such members may obtain Sequence No. for remote e-voting by sending a request at tfl.cs@tirupatifoam.com and cast vote after following the instructions for remote e-voting as provided in the

Notice convening the meeting, which is available on the website of the Company and Link Intime India Pvt Ltd. However, if you are already registered under **INSTA-VOTE** for remote e-voting then you can use your existing User ID and Password for casting your vote.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

• Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

• Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client**

ID

• Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request **7 DAYS IN ADVANCE** with the company on **the specific email id** created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk
Link Intime India Private Limited

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

The image shows a browser window at the URL [webex.com/downloads.html](https://www.webex.com/downloads.html/). The page features two main sections: 'Webex Meetings' and 'Webex Teams'. The 'Webex Meetings' section is highlighted with a black arrow pointing to its 'Download for Windows' button. Below this, a three-step guide is provided: Step 1: Double-click the webexapp.msi file; Step 2: Follow the setup wizard; Step 3: The app launches automatically. A final instruction says to double-click the Webex Meetings icon on the desktop. At the bottom, a Windows file dialog box is open, showing the file 'webexapp.msi (88.1 MB)' and the 'Run' button is highlighted with a black arrow.



Step 1
Double-click the webexapp.msi file downloaded

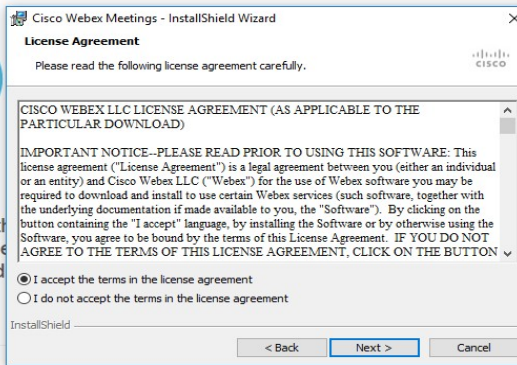


Step 3
Once installed app will launch automatically.

To open the app double-click the Webex Meetings icon on your



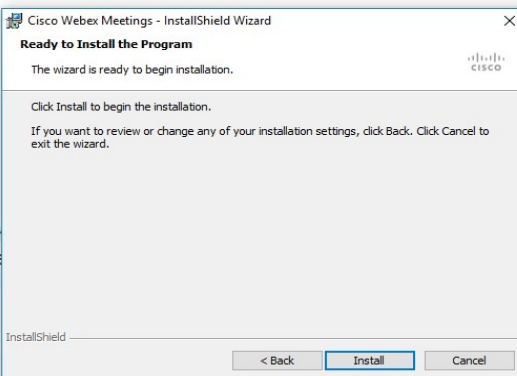
Step 1
Double-click the webexapp.msi file downloaded



Step 3
Once installed app will launch automatically.



Step 1
Double-click the webexapp.msi file downloaded



Step 3
Once installed app will launch automatically.

or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



Event Information:

Event status:
Date and time:
Duration:
Description:

By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).

Join Event Now

You cannot join the event now because it has not started.

First name:
Last name:
Email address:
Event password:

Mention your First name, Last name and email address

Join Now

Join by browser **NEW!**

If you are the host, [start your event](#).

iii. 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 <https://instavote.linkintime.co.in>, under help section or write an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

17. **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, Circulars, etc. from the Company electronically.**

- I. In case shares are held in physical mode please provide 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 tfl.cs@tirupatifoam.com.
- II. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 tfl.cs@tirupatifoam.com.

18. **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- I. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote evoting.
- II. Only those Members/ shareholders, who will be 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 in the AGM.
- III. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- IV. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

19. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

- I. Member will be provided with a facility to attend the AGM through VC/OAVM through the Link Intime India Private Limited e-Voting system. Members may access the same at URL: <https://instameet.linkintime.co.in> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - II. Members are encouraged to join the Meeting through Laptops for better experience.
 - III. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - IV. 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.
 - V. 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 **tfl.cs@tirupatifoam.com** Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - VI. Shareholders who would like to express their views/have questions may send their questions in advance atleast 7 days prior to meeting mentioning their name demat account number/folio number, email id, mobile number at tfl.cs@tirupatifoam.com. The same will be replied by the company suitably
20. For any sort of query or information including e-voting, the shareholders may also contact **MRS. AKSHA MEMON, Company Secretary and Compliance Officer** at the registered office address of the Company or write an email to tfl.cs@tirupatifoam.com or call her at Tel: 079- 26304652/53/54.
21. The facility for e-voting would be made available at the AGM and the members attending the meeting who have not already casted their votes by remote e-voting shall be able to exercise their right at the meeting. The members who have already casted their vote by remote e-voting prior to the Meeting, may also attend the meeting, but shall not be entitled to cast their vote again at the meeting.
22. 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").
23. Members holding shares in electronic form are requested to intimate immediately any change in their address or any other changes with regard to their Identity proof to their Depository Participants with whom they are maintaining their demat accounts.
24. Members holding shares in physical form are requested to advise any change in their address or any other changes with regard to their Identity proof mandates immediately to the Company / Link Intime India Private Limited (RTA of the Company) at the following address quoting reference of the Registered Folio Number:

M/s Link Intime India Private Limited

5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre, Nr. St. Xavier's College Corner,
Off C G Road, Ellisbridge, Ahmedabad - 380006.
Phone – 079 2646 5179/86/87 Email - ahmedabad@linkintime.co.in

25. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members in electronic mode up to the date of the 37th Annual General Meeting. Members can inspect the same by sending an email to the Company through their registered email id at tfl.cs@tirupatifoam.com.
26. The Annual Report along with the Notice of 37th AGM is being sent by electronic mode to all members whose email addresses are registered with the RTA of the Company/ Depository Participant(s). Members may note that this Notice along with the Annual Report for the F.Y. 2023-24 will be available on the Company's website viz. www.tirupatifoam.com.
27. Registration of email ID and Bank Account details: In case the shareholder's email ID is already registered with the Company/its RTA/Depositories, log in details for e-voting are being sent on the registered email address. In case the shareholders has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:
- (i) Shareholders holding shares in physical form are requested to register / update the details in the prescribed Form ISR-1 and other relevant forms with the Registrar and Transfer Agents of the Company, Link Intime India Private Limited at ahmedabad@linkintime.co.in. Members may download the prescribed forms from the Company's website at www.tirupatifoam.com.
 - (ii) In the case of shares held in demat mode, the shareholder may please contact the Depository Participant and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
28. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Private Limited /Depository Participant(s).

For Physical shareholders:-

Please send duly signed Request Letter mentioning therein Name of shareholder, Folio No., Email ID & Mobile No. along with self-attested copy of PAN Card through email at ahmedabad@linkintime.co.in.

For Demat shareholders:-

Please contact your Depository Participant (DP) and register your email ID, Mobile No. & PAN No. with your DP as per the process advised by your DP.

29. The Company has a designated Email ID: investors@tirupatifoam.com and tfl.cs@tirupatifoam.com for redressal of Shareholders'/Investors complaints/grievances. In case you have any queries, complaints/grievances, then kindly write to the above mentioned email address.
30. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the RTA of the Company for consolidation of their shareholding into a single folio.
31. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all the securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to M/s Link Intime India Private Limited, RTA of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled Cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
32. The Board of Directors has appointed **Mr. D.A. Rupawala, Proprietor of D.A. Rupawala & Associates**, Practicing Chartered Accountants as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. After the conclusion of voting at the AGM, the Scrutinizers will submit a report after taking into account votes cast at the AGM and through remote e-voting in accordance with provisions of Rule 20 of Companies (Management and Administration) Rules, 2014, as amended.

33. The Scrutinizer shall, after the conclusion of e voting at the AGM, first scrutinise the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting. The Scrutiniser shall submit a Consolidated Scrutiniser's Report of the total votes cast in favour or against, not later than 48 (forty-eight) hours of the conclusion of the AGM, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
34. The Results declared along with the Scrutinizer's Report shall be placed on the website of Link Intime i.e <https://www.linkintime.co.in> and on the website of the Company www.tirupatiFoam.com, within 48 hours after the conclusion of the 37th AGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
35. The register of Members and share transfer books of the company will remain closed from **Friday, September 20th, 2024 to Thursday, September 26th, 2024 (both days inclusive)**.
36. Members who hold shares in dematerialized form are requested to bring their Client Id and DP ID for easier identification of attendance at the AGM. The Annual Listing Fees for the year 2023-2024 of the stock exchange on which shares of the company are listing, have been paid.
37. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to address their questions to the company so as to reach at least 10 days before the date of the meeting, so that the information required will be made available at the meeting, to the best extent possible.
38. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Detailed communication regarding the prescribed TDS rates for various categories, conditions for Nil/ preferential TDS and details/documents required thereof are being sent to the members. Members are requested to submit the documents as stated in the communication online by clicking on the following link <https://linkintime.co.in/formsreg/submission-of-form15g-15h.html> on or before **September 19th, 2024**

39. Depository System

The Company has entered into agreements with NSDL and CDSL. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic mode.

40. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Share Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.

Date: 27.08.2024
Place: Ahmedabad

By order of the Board
For, Tirupati Foam Limited.,

Roshan P Sanghavi
(DIN: 01006989)
Managing Director

Regd. Office:
Tirupati House, 4th Floor,
Nr. Topaz Restaurant, University Road,
Polytechnic Char Rasta, Ambawadi,
Ahmedabad – 380 015

ANNEXURE A TO NOTICE

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

Ordinary Business Item 2,3, 4 and Special Business Item 7 to 14

Details of the Directors seeking **appointment/ Re-appointment** at the forth coming 37TH Annual General Meeting [Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing \Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

PARTICULARS	DEEPAK MEHTA	MANHARLAL MEHTA	ARVIND T GANDHI	DIPAK KOTADIA	MINA SANGHAVI	VENI PUROHIT	MUKESH M SHAH
DIN	00156096	00156016	07142140	08417112	07165856	00155932	09349128
Date Of Birth	30.09.1966	29.09.1951	30.05.1950	28.05.1963	28.06.1967	15.07.1933	03.07.1965
Qualification	B.Com	Graduate	BE (HONO.)	Doctorate Degree	B Com	Graduate	
Experience	More than 29 Years	More than 35 Years	More Than 30 Years	More than 25 Years	More than 10 years	More than 40 Years	20 YEARS APPROX.
Original Date of Appointment	24.05.1995	14.10.1986	30.03.2019	30.03.2019	25.03.2015	14.10.1986	06.10.2021
Expertise in specific functional area	Marketing & Sales etc.	Marketing, Administration etc.	Legal, Marketing, Administration etc.	Legal, Marketing, Finance, etc.	Strategy & General Corporate Management	Management	Legal, Finance, Audit and Taxation
Details of Directorship held in other Listed Entity	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Details of Membership/ Chairmanship of other Board Committees	1. Member in Stakeholder Committee	2 (Resigned as member from Audit Committee and Stakeholder Relationship Committee w.e.f 13 th August, 2024)	2	1	NIL (In Stakeholder Committee w.e.f. 27 th August, 2024)	NIL	NIL (In Audit Committee w.e.f. 27 th August, 2024)
Shareholding in the Company	53967 SHARES	147900 SHARES	200 SHARES	10000 SHARES	203670 Shares	76300 Shares	600 SHARES
Relationship, if any between Directors	NA	NA	NA	NA	Wife of Managing Director Mr. Roshan P Sanghavi	NA	NA

Remuneration details of MR. DEEPAK T MEHTA and MR. MANHARLAL MEHTA:

On the recommendation of nomination and remuneration committee, subject to the approval of the members, approved terms and conditions of **MR. DEEPAK T MEHTA and MR. MANHARLAL MEHTA** as Whole-Time Director(s):

a. Salary: Rs. 90,000/- per month.

b. Perquisites and Amenities.

1. Car and Telephone: Provision of car used for companies business and telephone expenses will not be considered as perquisites.

2. Mobile: cost of mobile instrument and its bill will be paid by the Company.

c. Other Terms and Conditions:

He shall not be entitled to sitting fees for attending the meeting of Board of Directors or any committees thereof.

The Company will reimburse **MR. DEEPAK T MEHTA and MR. MANHARLAL MEHTA** expenses incurred by him for entertainment travelling and other expenses in connection with the business of the company.

However personal long distance calls and use of car for the personal purpose shall be billed by the Company. During the tenure of their term of office he shall not be liable to retire by rotation as WTD.

The confirmation of terms and conditions and re-appointment of Mr **MR. DEEPAK T MEHTA and MR. MANHARLAL MEHTA as Wholetime Director** will be in accordance with Section 196, 197 and other applicable provisions if any, read with provision of schedule V of the Companies Act, 2013 without requiring approval of Central Government.

The Directors recommend the Special resolution number for the approval.

None of the Directors and key management personnel of the company and their relatives are concerned or interested in the resolution set out at Item No. 9 and 10 of this Notice.

This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Ordinary Business Item 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. B R & ASSOCIATES, Cost Accountants, Ahmedabad, (Firm Registration No. 000823) ,as Cost Auditors to conduct the audit of the cost records of the Company pertaining to products covered under the Companies (Audit and Auditors) Rule, 2014, manufactured by the Company, for the financial year ending 31st March, 2025 at a remuneration of Rs. 35,000/- (One Thirty Five Thousand only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 6 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution. The Board recommends the passing of the resolution as set out at Item No. 5 as an ordinary resolution

Date: 27.08.2024
Place: Ahmedabad

By order of the Board
For, Tirupati Foam Limited.,

Roshan P Sanghavi
(DIN: 01006989)
Managing Director

Regd. Office:
Tirupati House, 4th Floor,
Nr. Topaz Restaurant, University Road,
Polytechnic Char Rasta, Ambawadi,
Ahmedabad – 380 015