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Fax : 91-79-26304658
E-mail : tirufoam@tirupatifoam.com
Website : www.tirupatifoam.com
www.sweetdreamindia.com
CIN : L25199GJ1986PLC009071

TIRUPATI FOAM LIMITED

Manufacturers of : POLYURETHANE FOAM

To,
The Deputy General Manager
Department of Corporate Services
The Bombay Stock Exchange Limited
27th Floor, P.J. Towers,
Dalal Street, Mumbai - 400 00

30.05.2022

Dear Sir,

Company Code: 540904

Subject: Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Postal Ballot Notice dated 30th May, 2022 ('Notice') seeking approval of the Members of the Company through postal ballot by electronic means only ('remote e-voting') in relation to the business as set out in the Notice.

The Notice is being sent through electronic mode to all the Members whose names appear in the Register of Members / list of beneficial owners as received from National Securities Depository Limited / Central Depository Services (India), Limited as on Friday on 27th May, 2022 i.e. the cut-off date fixed for the purpose of casting of votes by the Members.

In accordance with the provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs and in view of the difficulties arising due to ongoing COVID-19 pandemic, the Notice is being sent through email only and accordingly, approval of the Members is being sought through remote e-voting. The Company has availed the services of M/s. Link Intime India Limited, who is also the Registrar & Share Transfer Agent of the Company, for providing remote e-voting facility to the Members for exercising postal ballot. The remote e-voting period will commence at 9:00 a.m. on Tuesday, 31st May, 2022 and shall end at 5:00 p.m. on Wednesday, 29th June, 2022. The said e-voting facility will be disabled thereafter.

Upon completion of the scrutiny of the votes cast through remote e-voting, the results of the postal ballot will be announced on or before Saturday, 2nd July, 2022.

The Notice is also made available on the website of the Company at
This is for your information and record.

Thanking you,

Tirupati Foam limited

Aksha
Aksha Memon

Company Secretary and 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, Post : Khatraj, Ta. Kalol, Dist. Gandhinagar (Guj.) INDIA
Tele. : 02764-281049-281224 Fax : 91-2764-281225

TIRUPATI FOAM LTD

CIN: L25199GJ1986PLC009071

Regd. Off: TIRUPATI HOUSE, 41st FLOOR, NR. TOPAZ RESTAURANT, UNIVERSITY ROAD,
POLYTECHNIC CHAR RASTA, MIBAWADI, AHMEDABAD GJ 380015 IN .Phone No.: (079)
26304650/53/54

EmailID.: tirufoam@tirupatifoam.com; tfl.cs@tirupatifoam.com; Web.: www.tirupatifoam.com

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice ('Notice') is hereby given, that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in compliance with the 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. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") read with other circulars issued for this purpose From time to time ('MCA Circulars'), and other applicable rules framed under the Act, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof For the time being in Force and as may be enacted hereinafter, to the Members Tirupati Foam Limited ('Company'), to consider and if thought fit to pass the Resolution as set out below through postal ballot by electronic means only ('remote e-voting').

In view of the current extraordinary circumstances due to the pandemic caused by COVID-19 requiring social distancing, Ministry of Corporate Affairs, through MCA Circulars, mandated the companies to take decisions of urgent nature through postal ballot and has allowed the companies to send notice only by e-mail to its shareholders who have registered their e-mail address with the company or depository participant/ Registrar & Transfer Agents (RTA). Accordingly, this notice is being sent only by e-mail to the members of the Company who have registered their e-mail address with the Company or depository participant/ Registrar & Transfer Agents (RTA) as on the cut-off date (please refer to the Notes to the Notice). In view of enabling provisions of the MCA Circulars, hard copy of this notice, postal ballot form and postage pre-paid reply envelope are not sent to the members and the members are requested to convey their assent or dissent only through remote e-voting. The remote e-voting facility is available at <https://instavote.linkintime.co.in/> being the e-voting platform of Link Intime India Private Limited (LIPL). If your e-mail address is not so registered, you are requested to follow the process specified in the notes below to receive login ID/password for remote e-voting.

The Explanatory Statement setting out the material facts is annexed to this Notice as required under Sections 102 and 110 of the Act. The Board of directors of the Company has appointed Mr. D A Rupawala, Proprietor of M/s. D A Rupawala & Associates, Practicing Chartered Accountant (Membership No.: 037674 and FRN 108902W), as Scrutinizer to conduct the remote e-voting process in a fair and transparent manner.

The remote e-voting shall commence on **Tuesday, May 31, 2022** at 9.00 a.m. (IST) and end on **Wednesday, June 29th** at 5.00 p.m. (IST) and the voting shall not be allowed beyond the said date and time.

ORDINARY BUSINESS

1. REGULARISING APPOINTMENT OF INDEPENDENT DIRECTOR MR. MUKESHKUMAR MOTILAL SHAH

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), MR. MUKESHKUMAR MOTILAL SHAH (DIN: 09349128), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on October 6th, 2021 based on the recommendations of the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, pursuant to Section 161 (1) of the Companies Act, 2013, as amended be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years hereon."

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 authorized 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."

2. REGULARISING APPOINTMENT OF INDEPENDENT DIRECTOR MR. MANISHKUMAR RAMANBHAI PATEL

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), MR. MANISHKUMAR RAMANBHAI PATEL (DIN: 09547012), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on March 31st, 2022 based on the recommendations of the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, pursuant to Section 161 (1) of the Companies Act, 2013, as amended be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years hereon."

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."

acts, deeds, matters and things as deemed necessary, for the purpose of giving effect to the aforesaid resolution."

By Order of the Board of Directors,
For Tirupati Foam Limited

SD/-

Roshan Sanghavi
Managing Director

DN: 01006989

Date: 30TH May, 2022

Place: Ahmedabad

NOTES:

- I. An Explanatory Statement pursuant to Section 102 (1) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder setting out material facts and reasons concerning the above proposed resolution(s) is annexed hereto.
- II. The Notice is being sent to all the Members whose names appear in the Register of Members on **Friday, May 27th, 2022** i.e. 'the cut-off date'. Accordingly, the members whose names appear in the Register of Members, has been considered for the purpose of voting. The voting rights of the members shall be in proportion to their equity shares held in the total paid up equity share capital of the Company as on the cut-off date i.e. **Friday, May 27th, 2022**
- III. Pursuant to the provisions of Section 108 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations"), Electronic Voting ("e-voting") facility is provided to all the eligible members of the Company. The facility of casting the vote by the members using e-voting system will be provided by Link Intime India Private Limited ("LIPL") Electronic Voting Service Provider ("EVSP") of the Company having its office at 506-508, Amarnath Business Centre-1, (ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad - 380006, e-mail: ahmedabad@linkintime.co.in, through its 'instavote' platform at the link: <https://instavote.linkintime.co.in> Please note that a member who is entitled to vote, can exercise his/her/its Vote only through e-voting. The members are requested to carefully read the instructions given below before casting their vote electronically.
- IV. The Portal for e-voting will remain open for the Members for exercising their Voting from 09:00 a.m. on Tuesday, May 31st, 2022 at 9.00 a.m. (IST) and end On Wednesday, June 29th, 2022 at 5.00 p.m. (IST), both days inclusive. Please note that e-voting will be disabled by the EVSP after the said date and time. During this period, the Members of the Company holding equity shares either in physical form or dematerialized form, as on the cut-off date, may cast their vote electronically. Once the vote on a resolution is cast by a member, he/ she will not be able to change it subsequently or cast the vote again.
- V. The Members who have not registered their e-mail addresses either with the Company, RTA of the Company or their Depository Participant (DP) are requested to register the same with the RTA in accordance with the process specified herein below at point no. XII for generating User ID, to enable them to cast their votes on the Resolutions set out in this Postal Ballot Notice. The Members can also register/ update their e-mail address with the Company by sending an e-mail to tfl.cs@tirupatifoam.com.

VI. A copy of the Postal Ballot Notice is available on the website of the Company - www.tirupatifoam.com; Link Intime India Private Limited - EVSP to the event - <https://instavote.linkintime.co.in> and on the website of BSE Limited - www.bseindia.com ("the Stock Exchange") on which the Equity Shares of the Company are listed.

VII. Procedure for registration of e-mail address by the Members of the Company:

(a) In case the shareholder holding shares in physical mode has not registered his/ her e-mail address with the Company/ LIPL/ Depositories, he/she may do so by sending a duly signed request letter to LIPL by providing Folio No. and Name of shareholder at (UNIT: Mahalaxmi Rubtech Limited), 506-508, Amarnath Business Centre-1, (ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off. C. G. Road, Ellisbridge, Ahmedabad - 380006, e-mail: ahmedabad@linkintime.co.in;

(b) In the case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP and provide the Company updated client master or consolidated account statement.

VIII. In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact:

(i) Mr. Rajiv Ranjan, Asst. Vice President, Link Intime India Private Limited, C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Mumbai City, Maharashtra-400083 IN, Email: insta.vote@linkintime.co.in Tel: 022-4918 6000;

IX. There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders.

X. Based on the Scrutinizer's Report, the Results of remote e-voting will be declared on Saturday, July 2nd, 2022. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the website of Company www.tirupatifoam.com under the section 'Investor Relations' and will also be forwarded to the BSE Limited, where the Company's shares is listed.

XI. The above notes form an integral part of this postal ballot notice.

XII. The Resolution(s), if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Wednesday, June 29th, 2022, which shall be deemed to have been passed through postal ballot process. The procedure with respect to remote e-voting is provided below:-

Procedure / Instructions for Members to cast votes for Postal Ballot through e-voting

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • 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 • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 of e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME.

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

▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. **User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + 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. **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/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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).

2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.

5. E-voting page will appear.

6. 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).

7. 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.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the 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/CorporateBody' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & voting service Provider is LINKINTIME, have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

•Shareholders/members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below

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.: 1800 1020 990 and 1800 22 44 30
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 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
Annexed to the Notice dated May 30th, 2022**

Item No. 1

Details of the Directors seeking appointment/ Re-appointment THROUGH Postal Ballot

[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	MUKESHKUMAR SHAH	MANISHKUMAR PATEL
DIN	09349128	09547012
Date Of Birth	3rd July, 1965	25th November, 1970
Qualification	Graduate	Graduate
Experience	More than 35 Years	More Than 30 Years
Original Date of Appointment	6th October, 2021	31st March, 2022
Expertise in specific functional area	Management	Production & Marketing
Details of Directorship held in other Listed Entity	NIL	NIL
Details of Membership/ Chairmanship of other Board Committees	NIL	NIL
Shareholding in the Company	700 Shares	NIL
Relationship, if any between Directors	NA	NA

For Tirupati Foam Limited

SD/-

Roshan Sanghavi

Managing Director

DN: 01006989

Date: 30th May, 2022

Place: Ahmedabad