

## **NOTICE**

NOTICE is hereby given that Annual General Meeting of **TIRUPATI FINLEASE LIMITED** will be held on 30<sup>th</sup> September, 2015 at 11.00 a.m. at the Registered office of the Company at B/10, Madhupura Market, Shahibaug Road, Ahmedabad – 380004 to transact the following business.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account of the Company for the year ended on that date together with the reports of the Directors and auditors thereon.
2. To appoint a Director in place of Mr. Kalpesh Bajranglal Agarwal who retires by rotation and being eligible offers himself for reappointment.
3. To appoint auditors to hold office from the conclusion of this Meeting until the conclusion of the Sixth Annual General Meeting of the Company subject to rectification every year and to authorize the Board of Directors to fix their remuneration.

### **SPECIAL BUSINESS:**

4. To Consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution.

**“RESOLVED THAT** Mr. Mahesh Ramavtar Mittal, who was appointed as additional Director of the company by the Board of Directors with effect from 29th December, 2014 and who according to section 152 & 160 of the companies Act, 2013 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company.”

5. To Consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution.

**“RESOLVED THAT** Mr. Sivanandingh Indrasinh Chauhan, who was appointed as additional Director of the company by the Board of Directors with effect from 29th December, 2014 and who according to section 152 & 160 of the companies Act, 2013 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company.”

6. To Consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution.

**“RESOLVED THAT** Mr. Motilal Jain Pukhraj, who was appointed as additional Director of the company by the Board of Directors with effect from 29th December, 2014 and who according to section 152 & 160 of the companies Act, 2013 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company.”

7. To Consider and if thought fit to pass the following resolution with or without modification(s) as a Special Resolution.

**“RESOLVED THAT** pursuant to the provisions of section 197, 198, read with schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the company the shareholder be and is hereby approve the alteration in the remuneration structure payable to Mr. Kalpesh Agarwal [DIN: 03172144], Director of the Company with effect from 1<sup>st</sup> October, 2015 on the Basic Salary : 120000 p.a. There is no other perquisite is paid by the company except out of pocket expenses. Salary mentioned above including perquisites payable, if any to Mr. Kalpesh Agarwal but in any case the total managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** Mr. Bajranglal Agarwal, Whole-time Director be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions.”

8. To Consider and if thought fit to pass the following resolution with or without modification(s) as a Special Resolution.

**“RESOLVED THAT** pursuant to the provisions of section 196,197, 198, and 203 read with schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the company the shareholder be and is hereby approve the reappointment of Bajranglal Balkishan Agarwal [DIN: 00605957] , whole time director of the company for a further period of 5 year on the terms and condition agreed between company and him for previous terms. The remuneration structure payable to Mr. Bajranglal Agarwal, Basic Salary increase from Rs 90000 p.a. to Rs 3,00,000 with effect from 1<sup>st</sup> October, 2015. There is no other perquisite is paid by the company except out of pocket expenses. Salary mentioned above including perquisites payable, if any to

Mr. Bajranglal Agarwal but in any case the total managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** Mr. Kalpesh Agarwal, Director be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions.”

9. To Consider and if thought fit to pass the following resolution with or without modification(s) as a Special Resolution.

**“RESOLVED THAT** pursuant to the provisions of section 196,197, 198, and 203 read with schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the company the shareholder be and is hereby approve the reappointment of Pushpadevi Bajranglal Agarwal [DIN: 00606296] , whole time director of the company for a further period of 5 year on the terms and condition agreed between company and him for previous terms. The remuneration structure payable to Mr. Pushpadevi Bajranglal Agarwal, Basic Salary increase from Rs 48,000 p.a. to Rs 3,00,000 with effect from 1<sup>st</sup> October, 2015. There is no other perquisite is paid by the company except out of pocket expenses. Salary mentioned above including perquisites payable, if any to Pushpadevi Bajranglal Agarwal but in any case the total managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act, 2013”

**“RESOLVED FURTHER THAT** Mr. Kalpesh Agarwal, Director be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions.”

**Dated: 05-09-2015**  
**Place: AHMEDABAD**

**BY ORDER OF THE BOARD**  
**FOR TIRUPATI FINLEASE LIMITED**

Sd/-  
Bajranglal B. Agarwal  
Director  
DIN: 00605957

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.

A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts concerning relevant items of business to be transacted is annexed hereto.
3. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
4. The Register of Members and share transfer books of the Company will remain closed from 23.09.2015 to 30.09.2015 (both days inclusive)
5. Members holding shares in physical form are requested to promptly notify the change in their respective address and / or their NECS / bank details to the Registrar & Share Transfer Agent (RTA), Purva Sharegistry (India) Private Limited, Lower Parel (E), Mumbai-400011.
6. Members may also note that the Notice of Annual General Meeting and the Annual Report for period ended 31st March, 2015 will also be available on the Company's website [www.tirupatifynlease.com](http://www.tirupatifynlease.com).
7. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.
8. E-voting
  - a. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement, your Company is

pleased to offer E-voting facility to the Members of the Company to exercise their right to vote by electronic means in respect of the items contained in the notice. The Company has engaged the services of National Securities Depository Limited as the Authorized Agency to provide E-voting facility. E-voting is optional and a member may physically vote at the Annual General Meeting at their Discretion.

- b. The Board of Directors have appointed Rupal Patel, (Proprietor – Rupal Patel & Associates) Company Secretaries, Ahmedabad as the Scrutinizer for conducting the E-voting process in fair and transparent manner.
- c. The E-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for E-voting. Once the vote on a resolution is cast by any member, he/she shall not be allowed to change it subsequently.

Commencement of E-voting: Sunday, 27<sup>th</sup> September, 2015,  
11:00 a.m.

End of E-voting : Tuesday, 29<sup>th</sup> September, 2015,  
5:00 p.m.

- d. The cut-off date (record date) for the purpose of E-voting is Friday, 25<sup>th</sup> September, 2015. The Voting rights of members shall be in proportion to their equity shareholding in the paid up equity share capital of the company as on cut-off date.
- e. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended

not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “TIRUPATI FINLEASE LTD”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [roopalcs2001@gmail.com](mailto:roopalcs2001@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

**EVEN (Remote e-voting Event Number)    USER ID    PASSWORD/PIN**

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

f. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

- g. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- h. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- i. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25<sup>th</sup> September 2015.
- j. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 25<sup>th</sup> September 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [RTA](#).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- k. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- l. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- m. Mrs. Rupal Patel Practicing Company secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- n. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- o. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- p. The Results of E-voting and Physical Voting at the Annual General Meeting along with the scrutinizers’ report shall be placed on the website

of the Company viz. [www.tirupatifynlease.com](http://www.tirupatifynlease.com) and shall also be communicated to the Stock Exchange.

**Dated: 05.09.2015**  
**Place: AHMEDABAD**

**BY ORDER OF THE BOARD**

Sd/-  
Bajranglal B. Agarwal  
Director  
DIN: 00605957



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **Item No: 04**

As recommended by the Nomination & Remuneration Committee, the Board of Directors of the Company appointed Mr. Mahesh Ramavtar Mittal as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 29<sup>th</sup> December, 2015 and he holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along with the deposit of requisite amount from Mr. Mahesh Ramavtar Mittal Hemant under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Board recommends for the approval of Members, the appointment of Mr. Mahesh Ramavtar Mittal as Director of the Company, whose term of office shall not be subject to retirement by rotation.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no 4.

### **Item No: 05**

As recommended by the Nomination & Remuneration Committee, the Board of Directors of the Company appointed Mr. Sivanand Singh Indrasinh Chauhan as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 29<sup>th</sup> December, 2015 and he holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along with the deposit of requisite amount from Mr. Sivanand Singh Indrasinh Chauhan under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Board recommends for the approval of Members, the appointment of Mr. Sivanand Singh Indrasinh Chauhan as Director of the Company, whose term of office shall not be subject to retirement by rotation.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no 05.

### **Item No: 06**

As recommended by the Nomination & Remuneration Committee, the Board of Directors of the Company appointed Mr. Motilal Jain Pukhraj as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 29<sup>th</sup> December, 2015 and he holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along with the deposit of requisite amount from Mr. Motilal Jain Pukhraj under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Board recommends for the approval of Members, the appointment of Mr. Motilal Jain Pukhraj as Director of the Company, whose term of office shall not be subject to retirement by rotation.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no 06.

**Item No: 07**

As recommended by Nomination and Remuneration committee, the Board of director of the company decided to pay Rs 1,20,000 as a basic salary to Mr. Kalpesh Agarwal, the director of the company.

Mr. Kalpesh Agarwal is a graduate with experience of 5 years in finance Management So the Remuneration decided by Board is reasonable.

Board recommends for the approval of Members, the increase in Remuneration of Mr. Kalpesh Agarwal, Director of the Company, with effect from 01<sup>st</sup> October 2015 subject to the approval of shareholder in Annual General meeting by Special Resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no 07 except Mr. Bajranglal Balkishan Agarwal & Pushpadevi Bajranglal Agarwal.

**Item No: 08**

Mr. Bajranglal Agarwal connected with the company since incorporation and he is one of the promoter of the company, the Board Recommended to reappoint him as a Whole time director of the company for the further period of 5 years, As recommended by Nomination and Remuneration committee, the Board of director of the company decide to increase the remuneration from 90000 p.a. to Rs 3,00,000 as a basic salary to Mr. Bajranglal Agarwal.

Mr. Bajranglal Agarwal has the experience of 40 years in finance & Business Management So the Remuneration decided by Board is reasonable.

Board recommends for the approval of Members by Special Resolution, the reappointment as Whole time director & to increase the Remuneration of Mr. Bajranglal Agarwal, with effect from 01<sup>st</sup> October 2015 subject to the approval of shareholder in Annual General meeting.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no 08 except Mr. Kalpesh Agarwal & Pushpadevi Bajranglal Agarwal.

**Item No: 09**

Mrs. Pushpadevi Agarwal connected with the company since incorporation and he is one of the promoter of the company, the Board Recommended to reappoint him as a Whole time director of the company for the further period of 5 years, As recommended by Nomination and remuneration committee, the Board of director of the company decided to increase the remuneration from 48000 p.a. to Rs 300000 as a basic salary to Mrs. Pushpadevi Agarwal

Mrs. Pushpadevi Agarwal has the experience of 40 years in finance & Business Management So the Remuneration decided by Board is reasonable.

Board recommends for the approval of Members by Special Resolution, the reappointment as Whole time director & to increase the Remuneration of Mrs. Pushpadevi Agarwal, with effect from 01<sup>st</sup> October 2015 subject to the approval of shareholder in Annual General meeting.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no 09 except Mr. Bajranglal Agarwal & Mr. Kalpesh Agarwal.

**Dated: 05.09.2015**  
**Place: AHMEDABAD**

**BY ORDER OF THE BOARD**

Sd/-  
Bajranglal B. Agarwal  
Director  
DIN: 00605957