



Tirupati Starch & Chemicals Limited

Regd. Office: Shree Ram Chambers, 1st Floor, 12 Agrawal Nagar, Main Road, Indore (M.P.) 452001

Phones: 0731-4905001, 4905002, E-mail: tirupati@tirupatistarch.com

Works: Village-Sejwaya, Ghata Billod, Dist. Dhar – 454773 (M.P.)

TIRUSTA/SE/2026-27

Date: 11th July, 2026

To,
The General Manager,
Dept. of Corporate Services – CRD
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

Reference: Security ID: TIRUSTA; Security Code: 524582 & ISIN: INE314D01011
Subject: Notice of Postal Ballot

Dear Sir/Ma'am,

This is to intimate that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot Dated 11th July, 2026 together with the Explanatory Statement thereof seeking approval of the shareholders on the following Resolution:

Type of Resolution	Description of Resolution
Special Resolution	<ol style="list-style-type: none">To confirm the appointment of Mr. Vipul Jajodia (DIN: 02994593), as a Non-executive Independent Director of the Company for the first term of 5 (five) consecutive years w.e.f. 15.05.2026.To approve the appointment of Mr. Ankush Agrawal (DIN: 05271524) as Non-executive Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. 14.08.2026.To approve the appointment of Mrs. Lata Garg, as Non-executive Independent Director of the Company for the first term of 5 (five) consecutive years w.e.f. 01.10.2026.

In compliance with the relevant circulars issued by Ministry of Corporate Affairs, the said Notice has been sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date i.e. 10th July 2026 and whose e-mail addresses are registered with the RTA / Depositories / Company.

In continuation of the above, we enclose herewith Notice of Postal ballot of the Company. The same is also hosted on Company's website at www.tirupatistarch.com.

This above is for your information and dissemination please.

Thanking you,
Yours faithfully,
For Tirupati Starch & Chemicals Limited

Sourabh Vishnoi
(Company Secretary cum Compliance Officer)
M. No.: A-57433
Encl.: Notice of Postal Ballot



Tirupati Starch & Chemicals Limited

Regd. Office: Shree Ram Chambers, 1st Floor, 12 Agrawal Nagar, Main Road, Indore (M.P.) 452001

Phones: 0731-4905001, 4905002, E-mail: tirupati@tirupatistarch.com

CIN: L15321MP1985PLC003181 • website: www.tirupatistarch.com

Works: Village-Sejwaya, Ghata Billod, Dist. Dhar – 454773 (M.P.)

NOTICE OF POSTAL BALLOT

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

Dear shareholder(s),

NOTICE is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Ministry of Corporate Affairs (MCA) vide its **Circular No. 03/2025 dated 22nd September, 2025**, in continuation to this Ministry's General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 03/ 2022 dated 05th May 2022, General Circular No. 17/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 and Circular No 09/2024 dated 19th September, 2024 (**hereinafter collectively referred to as “MCA Circulars”**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), to transact the special businesses set out below and proposed to be passed by the members of Company “**Tirupati Starch & Chemicals Limited**” (“**Company**”), by means of Special Resolutions through Postal Ballot by remote e-voting process (“e-voting”).

In compliance with the Circulars, the Postal Ballot Notice shall be dispatched to all those members whose names appear in the Register of Members and who have registered their email addresses with the Company and/or with the Depositories/Depository Participants as on **Friday, 10th July, 2026 (“Cut-off Date”)**. The communication of assent / dissent of the members will take place through the e-voting system only. For voting through e-voting system shareholders are requested to read the instructions in the Notes of this Notice.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope were not required to be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The remote e-voting period commences from **09.00 A.M. (IST) on Tuesday, 14th July, 2026, and ends at 05.00 P.M. (IST) on Wednesday, 12th August, 2026.**

The Board of Directors of the Company at its meeting held on **Saturday, 11th July, 2026** has appointed **Mr. Ankit Dhanotia (COP-25667), Partner of M/s ADJ & Associates, Practicing Company Secretary, Indore** as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

After completion of scrutiny of the votes cast, Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman, and result of the e-voting by Postal Ballot will be announced on or before **Friday 14th August, 2026.**

The said Result along with the Scrutinizer's Report shall be uploaded on the Company's website www.tirupatistarch.com and on the website of CDSL www.evotingindia.com. The result will also be communicated to BSE Limited (BSE), where the Equity Shares of the Company are listed.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said Resolution, setting out material facts and the reasons for the Resolutions, is also annexed. You are requested to peruse the proposed Resolutions, along with the Explanatory Statement, and thereafter record your assent or dissent by means of e-voting facility only provided by the Company.

ITEMS OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT: (SPECIAL BUSINESSES)

1. TO CONFIRM THE APPOINTMENT OF MR. VIPUL JAJODIA (DIN: 02994593), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE FIRST TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 15.05.2026

and, in this regard, to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b), 17 and 25 of the SEBI (LODR) Regulations, 2015 ("Listing Regulations") and upon the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Vipul Jajodia (DIN: 02994593), who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors w.e.f. 15th May, 2026 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and is eligible for appointment, be and is hereby confirmed and appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from 15th May, 2026 to 14th May, 2031, without any remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to this resolution."

2. TO APPROVE THE APPOINTMENT OF MR. ANKUSH AGRAWAL (DIN: 05271524), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE FIRST TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 14.08.2026;

and, in this regard, to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 16(1)(b), 17 and 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Section 149, 150, 152 read with schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 & SEBI Listing Regulations 2015 (including any statutory modification(s) or enactment(s) thereof, for the time being in force), and subject to the code of conduct specified by the company for directors and senior management and upon recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the Members

of the Company be and is hereby accorded for appointment of Mr. Ankush Agrawal (DIN: 05271524), being eligible and has submitted a declaration for his independence, as a Non-executive Independent Director of the Company to hold office from a first term of 5 (five) consecutive years, w.e.f. 14.08.2026 to 13.08.2031, without any remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to this resolution."

3. TO APPROVE THE APPOINTMENT OF MRS. LATA GARG, AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE FIRST TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 01.10.2026;

and, in this regard, to consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 16(1)(b), 17 and 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Section 149, 150, 152 read with schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 & SEBI Listing Regulations 2015 (including any statutory modification(s) or enactment(s) thereof, for the time being in force), and subject to the code of conduct specified by the company for directors and senior management and upon recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and also subject to allotment of Director Identification Number (DIN) in terms of section 154 of the companies Act, 2013 and subject to registration under The Indian Institute of Corporate Affairs (IICA), the approval of the Members of the Company be and is hereby accorded for appointment of Mrs. Lata Garg, being eligible and has submitted a declaration for her independence, as a Non-executive Independent Director of the Company to hold office from a first term of 5 (five) consecutive years, w.e.f. 01.10.2026 to 30.09.2031, without any remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to this resolution."

**By order of the Board of Director
Tirupati Starch & Chemicals Limited**

**Sourabh Vishnoi
Company Secretary & Compliance Officer
M. No.: A-57433**

PLACE: INDORE

DATE: 11.07.2026

Registered Office:

Shree Ram Chambers, 12-Agrawal Nagar,

Main Road, Indore, (MP) 452001 IN

CIN: L15321MP1985PLC003181

E-mail: tirupati@tirupatistarch.com; Website: www.tirupatistarch.com

Phone: 0731-4905001/02

NOTES:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, in respect of business to be transacted as mentioned in the Postal Ballot Notice, is annexed hereto.
2. In accordance with the provisions of the Act, read with Rules made thereunder and MCA Circulars, the Postal Ballot notice is being sent only by e-mail to those members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on **Friday, 10th July, 2026 (“Cut-off date”)**.
3. The Postal Ballot Notice is also available on the Company’s website www.tirupatistarch.com and at the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice is also available on the website of CDSL (the agency appointed by the Company for providing the e-voting system) i.e. www.evotingindia.com.
4. Members holding shares in electronic/demat mode and who have not get their e-mail addresses updated with the Depository Participants are requested to update their e-mail address and any changes therein through their Depository Participants. Members holding shares in physical mode are requested to update their e-mail address and mobile number, by sending e-mail quoting their Folio Number along with scanned copy of PAN (self-attested scanned copy) or AADHAR (self-attested scanned copy) to our Registrar and Share Transfer Agent, viz., Ankit Consultancy Private Limited at investor@ankitonline.com and mark cc to Company: tirupati@tirupatistarch.com.
5. In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
6. The remote e-voting period commences from **9.00 A.M. (IST) on Tuesday, 14th July, 2026, and ends at 5.00 P.M. (IST) on Wednesday, 12th August, 2026**. The remote e-voting shall not be allowed beyond the said date and time.
7. The voting rights of the Shareholders shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date. A person who is not a shareholder on the relevant date should treat this notice for information purposes only.
8. Resolution passed by Members with requisite majority through remote e-voting are deemed to be passed on **Wednesday, 12th August, 2026** i.e. the last date specified for receipt of votes through remote e-voting as if they have been passed at a General Meeting of the Members.
9. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on resolution through the remote e-voting facility arranged by CDSL. The instructions for remote e-voting are annexed to this Notice.
10. The Board of Directors of the Company at its meeting held on **Saturday, 11th July, 2026** has appointed **Mr. Ankit Dhanotia (COP-25667), Partner of M/s ADJ & Associates, Practicing Company Secretary, Indore**, as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

11. After completion of scrutiny of the votes cast, Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman, and result of the e-voting by Postal Ballot will be announced on or before **Friday 14th August, 2026**.
12. The said Result along with the Scrutinizer's Report shall be uploaded on the Company's website www.tirupatistarch.com and on the website of CDSL www.evotingindia.com. The result will also be communicated to BSE Limited (BSE), where the Equity Shares of the Company are listed.
13. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to tirupati@tirupatistarch.com.
14. The Company has designated Mr. Sourabh Vishnoi, Company Secretary of the Company as the person responsible for the entire voting process.

Members may contact Mr. Sourabh Vishnoi, Company Secretary, for any grievances connected with electronic means at tirupati@tirupatistarch.com, Tel. # 0731-4905001/02.

15. The details of the process and manner for remote e-voting are explained herein below:

- (i) The voting through electronic means will commence on **9.00 A.M. (IST) on Tuesday, 14th July, 2026, and ends at 5.00 P.M. (IST) on Wednesday, 12th August, 2026**. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting module shall be disabled by CDSL for voting thereafter. The Shareholders as on the **cut-off date, i.e. Friday, 10th July, 2026** may cast their vote.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user Ids and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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

Type of shareholders	Login Method
	<p>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> <p>4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.

- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “**SUBMIT**” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘**Password Creation**’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant “**TIRUPATI STARCH & CHEMICALS LIMITED**” on which you choose to vote.
- (ix) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option **YES or NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- (x) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- (xii) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.

- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer through email at tirupati@tirupatistarch.com with a copy marked to helpdesk.evoting@cdslindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- A. For Physical shareholders- please provide necessary details like 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 RTA at investor@ankitonline.com.
- B. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- C. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

ANNEXURE TO THE NOTICE

Explanatory Statement as required under section 102 of the Companies Act, 2013

ITEM NO. 1:

To confirm the appointment of Mr. Vipul Jajodia (DIN: 02994593), as Non-Executive Independent Director of the company.

Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on 15.05.2026, has appointed Mr. Vipul Jajodia (DIN: 02994593) as an Additional Director under the category of Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years i.e. from 15th May, 2026 up to 14th May, 2031 subject to the approval of the Members of the Company.

According to the provision of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Vipul Jajodia shall hold office as an Additional Director till the date of 40th annual general meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to the provisions of Regulation 17(1C) read with Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders by way of special resolution for appointment of a person as an Independent Director on the Board at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee of the Company, proposing his candidature for the office of Non-Executive Independent Director. Mr. Vipul Jajodia has given declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director, he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is not restrained from acting as a Non-Executive Independent Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Non-Executive Independent Director.

In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Vipul Jajodia has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further, with effect from 1 January 2022, as per regulation 25(2A) of the SEBI Listing Regulations, appointment or the reappointment of an independent director shall be subject to approval of shareholders by way of a special resolution. Mr. Vipul Jajodia fulfils the requirement of an independent director as laid down under section 149(6) of the Act and regulation 16 and 25 of the SEBI Listing Regulations.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the appointment letter in relation to appointment of Mr. Vipul Jajodia as a Non-executive Independent Director setting out the terms and conditions of the appointment would be available for inspection by the Members, by writing an email to the Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has considered and taken on record the declarations submitted by Mr. Vipul Jajodia after undertaking due verification thereof and is of the opinion that he is a person of integrity and possesses

the requisite skills, expertise and experience relevant to the Company's business. The Board is further satisfied that he fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as a Non-Executive Independent Director and that he is independent of the management. In the opinion of the Board, his appointment as an Independent Director would be in the best interests of the Company. Accordingly, the approval of the Members is sought for his appointment as a Non-Executive Independent Director of the Company by way of a **Special Resolution**.

A brief profile of Mr. Vipul Jajodia and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI LODR Regulations read with the secretarial Standard on General Meetings ("SS-2"), issued by the Institute of company secretaries of India are annexed with this Notice.

The Board, based on the recommendation of the Nomination & Remuneration Committee, recommends the resolution for the Member's approval as set out in Item No. 1 of this Notice to be passed as a **Special Resolution**.

Save and except Mr. Vipul Jajodia and his relatives, none of the Directors/Key Managerial Personnel of the Company/their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 2:

To approve the appointment of Mr. Ankush Agrawal (DIN: 05271524), as Non-Executive Independent Director of the Company.

Mr. Ankush Agrawal (DIN: 05271524) is proposed to be appointed as an Independent Director of the Company pursuant to the applicable provisions of Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force. He shall hold office for a first term of five (5) consecutive years commencing from 14.08.2026 to 13.08.2031, not liable to retire by rotation, without any remuneration on the Board of the Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee of the Company, proposing his candidature for the office of Non-Executive Independent Director. Mr. Ankush Agrawal has given declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director, he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is not restrained from acting as a Non-Executive Independent Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Non-Executive Independent Director.

In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Ankush Agrawal has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further, with effect from 1 January 2022, as per regulation 25(2A) of the SEBI Listing Regulations, appointment or the reappointment of an independent director shall be subject to approval of shareholders by way of a special resolution.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of draft appointment letter in relation to his appointment as a Non-executive Independent Director setting out the terms and conditions would be available for inspection by the Members, by writing an email to the Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has considered and taken on record the declarations submitted by Mr. Ankush Agrawal after undertaking due verification thereof and is of the opinion that he is a person of integrity and possesses the requisite skills, expertise and experience relevant to the Company's business. The Board is further satisfied that he fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as a Non-Executive Independent Director and that he is independent of the management. In the opinion of the Board, his appointment as an Independent Director would be in the best interests of the Company. Accordingly, the approval of the Members is sought for his appointment as a Non-Executive Independent Director of the Company by way of a **Special Resolution**.

A brief profile of Mr. Ankush Agrawal and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI LODR Regulations read with the secretarial Standard on General Meetings ("SS-2"), issued by the Institute of company secretaries of India are annexed with this Notice.

The Board, based on the recommendation of the Nomination & Remuneration Committee, recommends the resolution for the Member's approval as set out in Item No. 2 of this Notice to be passed as a **Special Resolution**.

Save and except Mr. Ankush Agrawal and his relatives, none of the Directors/Key Managerial Personnel of the Company/their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 3:

To approve the appointment of Mrs. Lata Garg as Non-Executive Independent Director of the Company

The second consecutive term of Mr. Ramesh Agrawal as a Non-Executive Independent Director of the Company will expire on 30 September 2026 in accordance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Accordingly, upon the expiry of his tenure, Mrs. Lata Garg is proposed to be appointed as an Independent Director of the Company pursuant to the applicable provisions of Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force. She shall hold office for a first term of five (5) consecutive years commencing from 01.10.2026 to 30.09.2031, not liable to retire by rotation, without any remuneration on the Board of the Company. The said appointment is subject to allotment of Director Identification Number (DIN) in terms of section 154 of the companies Act, 2013 and subject to registration under The Indian Institute of Corporate Affairs (IICA).

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee of the Company, proposing her candidature for the office of Non-Executive Independent Director. Mrs. Lata Garg has given declaration to the Board that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director, she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is not restrained from acting as a Non-Executive Independent Director under any order passed by the Securities and Exchange Board of

India or any such authority and is eligible to be appointed as a Non-Executive Independent Director. In terms of proviso of Regulation 17(1)(a) of SEBI (LODR) Regulations, 2015 she shall also be as independent woman director in the Board of the Company.

In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Further, with effect from 01st January 2022, as per regulation 25(2A) of the SEBI Listing Regulations, appointment or the reappointment of an independent director shall be subject to approval of shareholders by way of a special resolution.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of draft appointment letter in relation to her appointment as a Non-executive Independent Director setting out the terms and conditions would be available for inspection by the Members, by writing an email to the Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has considered and taken on record the declarations submitted by Mrs. Lata Garg after undertaking due verification thereof and is of the opinion that she is a person of integrity and possesses the requisite skills, expertise and experience relevant to the Company's business. The Board is further satisfied that she fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as a Non-Executive Independent Director and that she is independent of the management. In the opinion of the Board, her appointment as an Independent Director would be in the best interests of the Company. Accordingly, the approval of the Members is sought for her appointment as a Non-Executive Independent Director of the Company by way of a **Special Resolution**.

A brief profile of Mrs. Lata Garg and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI LODR Regulations read with the secretarial Standard on General Meetings ("SS-2"), issued by the Institute of company secretaries of India are annexed with this Notice.

The Board, based on the recommendation of the Nomination & Remuneration Committee, recommends the resolution for the Member's approval as set out in Item No. 3 of this Notice to be passed as a **Special Resolution**.

Save and except Mrs. Lata Garg and her relatives, none of the Directors/Key Managerial Personnel of the Company/their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

PLACE: INDORE

DATE: 11.07.2026

**By order of the Board of Director
Tirupati Starch & Chemicals Limited**

Registered Office:

Shree Ram Chambers, 12-Agrawal Nagar,
Main Road, Indore, (MP) 452001 IN
CIN: L15321MP1985PLC003181
E-mail: tirupati@tirupatistarch.com; Website: www.tirupatistarch.com
Phone: 0731-4905001/02

**Sourabh Vishnoi
Company Secretary & Compliance Officer
M. No.: A-57433**

DETAILS OF THE DIRECTORS PROPOSED TO BE RE-APPOINTED/ APPOINTED

[Pursuant to Regulations 36 of the Securities and Exchange Board of India (LODR) Regulations, 2015 and Secretarial Standards -2]

Particulars	Item No.1	Item No.2	Item No.3
Name of the Director	Mr. Vipul Jajodia	Mr. Ankush Agrawal	Mrs. Lata Garg
DIN	02994593	05271524	<i>To be applied for</i>
Date of Birth	05/08/1979	16/02/1989	12/07/1965
Date of first Appointment on the Board	15/05/2026	NA	NA
Qualification	Post Graduate- MBA Marketing	Bachelor of Engineering – BE	Master's Degree (MA) - Sociology
Experience / Brief Resume	Mr. Vipul Jajodia, aged 46 years, holds a Post Graduate degree (MBA) with specialization in Marketing. He has over 30 years of extensive experience in marketing management, trading activities and the construction and building materials industry.	Mr. Ankush Agrawal, aged 37 years, holds a Bachelor of Engineering (B.E.) degree in Information Technology from Rajiv Gandhi Proudyogiki Vishwavidyalaya (RGPV), Indore. He has over 14 years of extensive experience in information technology, software development, process digitalization, industry automation and digital transformation.	Mrs. Lata Garg, aged 61 years, holds a Master's degree (M.A.) in Sociology. She has over 12 years of extensive experience in business management, commercial operations, administration and customer relationship management.
Skills and Capabilities required for the Role and the manner in which he meets such requirements	Throughout his professional career, he has developed significant expertise in business development, strategic marketing, sales management, and commercial operations. His rich industry experience and strong understanding of market dynamics enable him to contribute effectively to the growth and strategic direction of the organization.	His strong technical acumen, strategic approach, and extensive experience in information technology enable him to contribute effectively to the Company's digital initiatives, corporate governance, and long-term strategic growth.	Her sound business acumen, entrepreneurial approach and extensive experience in managing business operations enable her to contribute effectively to the Company's corporate governance, strategic decision-making and long-term sustainable growth.
Directorship held in other Companies including Listed Companies	Nil	1. Expletus Technologies Pvt Ltd. 2. Bulwark Risk Protector Pvt Ltd.	Nil
Resignation from listed entity (in India), if any, in the past three years.	Nil	Nil	Nil
Membership/Chairmanships of Committees of other	Nil	Nil	Nil

Companies			
Number of Shares held in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company
Terms and conditions of re-appointment	<p>The term of office of appointment of Mr. Vipul Jajodia, as Non-Executive Independent Director is for five (5) consecutive years commencing from 15.05.2026 to 14.05.2031</p> <p>The appointment is subject to the provisions of the Companies Act 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force. He may also serve as an Independent Director on the Board Committees as may be decided by the Board from time to time</p>	<p>The term of office of appointment of Mr. Ankush Agrawal, as Non-Executive Independent Director is for five (5) consecutive years commencing from 14.08.2026 to 13.08.2031.</p> <p>The appointment is subject to the provisions of the Companies Act 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force. He may also serve as an Independent Director on the Board Committees as may be decided by the Board from time to time</p>	<p>The term of office of appointment of Mrs. Lata Garg, as Non-Executive Independent Director is for five (5) consecutive years commencing from 01.10.2026 to 30.09.2031.</p> <p>The appointment is subject to the provisions of the Companies Act 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof for the time being in force. She may also serve as an Independent Director on the Board Committees as may be decided by the Board from time to time.</p>
Last drawn remuneration and Remuneration proposed to be paid	Nil	Nil	Nil
Number of Meetings of the Board attended during the year	NA	NA	NA