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: 19th August, 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: Submission of Notice of 40th Annual General Meeting of the Company for the FY 2025-26

Dear Sir/Madam,

This is to inform that 40th Annual General Meeting ('40th AGM') of the Members of **Tirupati Starch & Chemicals Limited** will be held Physically as well as through Video Conferencing (VC)/Other Audio Visual Means (OAVM) on **Monday,** on the **21st day of September, 2026** at **01:00 PM (IST)** at the Registered Office of the Company at Shree Ram Chambers, 12-Agrawal Nagar, Main Road, Indore, (MP) 452001 IN, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of 40th Annual General Meeting is enclosed herewith. The Notice of 40th AGM and Annual Report for FY 2025-26 can be assessed / downloaded from the Company's website www.tirupatistarch.com at following link:

NOTICE OF 40th AGM	http://www.tirupatistarch.com/wp-content/uploads/2026/08/Notice-of-40th-AGM_21.09.2026.pdf
ANNUAL REPORT FOR FINANCIAL YEAR 2025-26	http://www.tirupatistarch.com/wp-content/uploads/2026/08/Annual-Report-FY-2025-2026.pdf

In accordance with the circulars issued by the MCA and SEBI, the Annual Report of the Company for the financial year 2025-26 along with the Notice convening 40th AGM is being sent through electronic mode to those members of the Company whose email address are registered with the RTA/Company/Depositories; and for Members who have not registered their e-mail address, a letter containing web-link of the website where details pertaining to the entire Annual Report is hosted is being sent at the address registered in the records of RTA/Company/Depositories.

The Company is providing the facility to the Members, to exercise their right to vote through remote e-voting in respect of the resolution proposed as set-forth in the Notice through the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) during the remote e-voting period.

Particulars	Day, Date & Time
"Cut-off Date" for identifying the members who shall be eligible for voting either through remote e-voting during the remote e-voting period and for participation in the AGM.	Monday, 14th September, 2026
Commencement of remote e-voting during which members may cast their vote.	**From:** Friday, 18th September, 2026 (09:00 A.M. IST) **To:** Sunday, 20th September, 2026 (5:00 P.M. IST)

This above is for your information and dissemination please.

Thanking You.

Yours faithfully,
***For* Tirupati Starch & Chemicals Limited**
SOURABH VISHNOI
Digitally signed by SOURABH VISHNOI
Date: 2026.08.19 15:06:45 +05'30'
Sourabh Vishnoi
(Company Secretary cum Compliance Officer)
M. No.: A-57433

Encl.: ***Notice of 40th Annual General Meeting***

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

NOTICE is hereby given that the 40th Annual General Meeting of the Members of **Tirupati Starch & Chemicals Limited** will be held Physically as well as through Video Conferencing (VC)/Other Audio Visual Means (OAVM) on **Monday, on the 21st day of September, 2026** at 01:00 PM (IST) at the registered Office of the Company at Shree Ram Chambers, 12-Agrawal Nagar, Main Road, Indore (MP) 452001 IN to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon;**
   and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Standalone Audited Financial Statement of the Company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. **To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Auditors thereon;**
   and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Consolidated Audited Financial Statement of the Company for the financial year ended 31st March, 2026 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

3. **To appoint a Director in place of Mrs. Pramila Jajodia (DIN: 01586753) who liable to retire by rotation and, being eligible, offers herself for re-appointment;**
   and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 of Companies Act, 2013, and on the basis of recommendation by the Nomination & Remuneration Committee and Board of Directors, Mrs. Pramila Jajodia (DIN: 01586753), who retires by rotation at this meeting and being eligible, offers herself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

4. **To appoint a Director in place of Mr. Yogesh Kumar Agrawal (DIN: 00107150) who liable to retire by rotation and, being eligible, offers himself for re-appointment;**
   and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 of Companies Act, 2013, and on the basis of recommendation by the Nomination & Remuneration Committee and Board of Directors, Mr. Yogesh Kumar Agrawal (DIN: 00107150), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

SPECIALBUSINESS:

5. **To confirm the Re-appointment of Mr. Yogesh Kumar Agrawal (DIN: 00107150) as Whole-time Director of the Company for the further period of 3 years w.e.f. 01.01.2027;**
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 Section 164,196,197,198,203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Regulation 17, 17(1D) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and other applicable Regulation(s), if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Provisions(s), if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modifications or re-enactment thereof for the time being in force & Articles of Association of the Company and on the basis of recommendation of Nomination and Remuneration Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded to re-appoint **Mr. Yogesh Kumar Agrawal (DIN: 00107150)** as Whole-time Director of the Company for the further period of 3 years commencing from 01.01.2027 to till 31.12.2029 on the following terms, conditions & remuneration with authority to the Board to alter and vary the terms & conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board and Mr. Yogesh Kumar Agrawal:

a) Salary & other allowances: upto Rs. 84,00,000/- p.a. plus Leave Encashment.
b) Contributions to the Provident Fund, Gratuity & Leave Travel Concessions within the limit prescribed in Schedule V of the Companies Act, 2013.

FACILITIES:
a) Car: The Company shall provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be payable as per actual on the basis of claims made by him.
b) Telephone: Free use of mobile by the Company to the Director.

RESOLVED FURTHER THAT in addition of the aforesaid remuneration, Mr. Yogesh Kumar Agrawal as Whole-time Director of the Company shall also be entitled for the above mentioned benefits which shall not be considered for the purpose of calculation of the maximum permissible remuneration as it covers under the exempted category;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to decide the breakup of the Salary and allowances within the aforesaid limits and to do all such acts, matters, deeds and things to give effect to the aforesaid Resolution."

6. **To confirm the Re-appointment of Mr. Ramesh Chandra Goyal (DIN: 00293615) as Whole-time Director of the Company for a further period of 3 years w.e.f. 28.06.2027;**
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 Section 164,196,197,198,203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment & Remuneration of

Managerial Personnel) Rules, 2014, Regulation 17, 17(1D) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and other applicable Regulation(s), if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Provisions(s), if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modifications or re-enactment thereof for the time being in force & Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded to re-appoint **Mr. Ramesh Chandra Goyal (DIN: 00293615)** as Whole-time Director of Company for the further period of 3 years commencing from 28.06.2027 to till 27.06.2030 on the following terms, conditions & remuneration with authority to the Board to alter and vary the terms & conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board and Mr. Ramesh Chandra Goyal:

a) Salary & other allowances: upto Rs. 84,00,000/- p.a. plus Leave Encashment.
b) Contributions to the Provident Fund, Gratuity & Leave Travel Concessions within the limit prescribed in Schedule V of the Companies Act, 2013.

FACILITIES:
a) Car: The Company shall provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be payable as per actual on the basis of claims made by him.
b) Telephone: Free use of mobile by the Company to the Director.

RESOLVED FURTHER THAT in addition of the aforesaid remuneration, Mr. Ramesh Chandra Goyal, as Whole-time Director of the Company shall also be entitled for the above mentioned benefits which shall not be considered for the purpose of calculation of the maximum permissible remuneration as it covers under the exempted category;

RESOLVED FURTHER THAT pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby also accorded for continuation of holding of office as Whole-time Director by Mr. Ramesh Chandra Goyal, who have attained the age of 70 (Seventy) years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to decide the breakup of the Salary and allowances within the aforesaid limits and to do all such acts, matters, deeds & things to give effect to the aforesaid Resolution."

7. **To approve Re-appointment Mr. Yashwant Jain Nandecha (DIN: 09646541) as an Independent Director of the company for the Second term of 5 consecutive years w.e.f. 07.07.2027;**
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 Section 149, 150, 152 read with schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b), 17 and 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 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 re-appointment of **Mr. Yashwant Jain Nandecha (DIN:**

09646541), being eligible and has submitted a declaration for his independence, as a Non-executive Independent Director of the Company to hold office from a Second term of 5 (five) consecutive years, w.e.f. 07.07.2027 to 06.07.2032, 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."

8. **To approve Re-appointment Mr. Sandeep Agrawal (DIN: 09648527) as an Independent Director of the company for the Second term of 5 consecutive years w.e.f. 07.07.2027;**
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 Section 149, 150, 152 read with schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b), 17 and 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 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 re-appointment of **Mr. Sandeep Agrawal (DIN: 09648527)**, being eligible and has submitted a declaration for his independence, as a Non-executive Independent Director of the Company to hold office from a Second term of 5 (five) consecutive years, w.e.f. 07.07.2027 to 06.07.2032, 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

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

PLACE: INDORE
DATE: 14.08.2026
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. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. The AGM is being held physically as well as through Video Conferencing (VC) or Other Audio Visual Means (OAVM). In accordance with Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.

2. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Integrated Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/RTA/Depositories.

3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tirupatistarch.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e.www.evotingindia.com.

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the Annual General Meeting; and Details required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) and in respect of the Director seeking re-appointment at the AGM is annexed to the Notice and forms part of the Notice.

5. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself, and the proxy need not be a member. A blank form of proxy is enclosed at the end of the report and if intended to be used, it should be returned duly completed and signed at the registered office of the Company not less than forty-eight (48) hours before the scheduled time of the commencement of 40th Annual General Meeting i.e. by 01:00 PM on 21st September 2026.

6. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a member. The proxy holder shall provide identity proof at the time of attending the Meeting.

7. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. Only bonafide members of the Company whose names appear on the Register of Members/Proxy Holders, in possession of valid attendance slips duly filed and signed will be permitted to attend the meeting. In case of joint holders attending the Meeting, only one

such joint holder whose name appears first in the joint holders list will be entitled to vote. The attendance slip is enclosed at the end of the report.

8. Corporate members etc. intending to attend the Meeting through their authorised representatives are requested to send to the Company, a certified true copy of the Board Resolution, Power of Attorney or such other valid authorisation, authorising them to attend and vote on their behalf at the Meeting not later than 48 (forty-eight) hours before commencement of the meeting authorizing such person to attend and vote on its behalf at the meeting. The route map for the venue of the AGM is enclosed at the end of the report.

9. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since, this AGM is being held physically as well as through VC/OAVM hence, the facility for appointment of proxies by the members is available for the members intending to attend AGM physically.

10. Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility to attend the AGM through VC/OAVM will be made available for 1000 members on first-come-first-served basis. The large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first-come-first-served basis.

11. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

12. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All the above documents will also be available electronically for inspection upto the date of AGM. Members seeking to inspect such documents can send an e-mail to **tirupati@tirupatistarch.com** at least seven days before the date of the Meeting.

13. Members seeking any information or clarification on the Annual Report 2025-26 are requested to send written query, if any to the Company at its registered office, at least seven days before the date of the Meeting, to enable the Company to compile the details and provide replies at the Meeting.

14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid email address to **M/s Ankit Consultancy Private Limited.** Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

15. Members may kindly note that the SEBI vide its circular/s has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination by holders of physical securities to the RTA. In compliance with the circular, the Company has dispatched the intimation letters for the financial year to the shareholders of the Company holding shares in physical form sensitizing them regarding mandatory furnishing/updating of PAN, KYC and Nomination details etc. Shareholders holding shares in physical form are requested to use the below forms for updating their PAN, KYC, Nomination details etc:
    a. Form ISR-1 (Register/Change PAN & KYC Details);
    b. Form ISR-2 (Confirmation of Signature of securities holder by Bank);
    c. Form ISR-3 (Declaration to Opting out Nomination);
    d. Form SH-13 (Nomination Form);
    e. Form SH-14 (Cancellation of Nomination).

    These forms are available on the Company's website at **www.tirupatistarch.com** and on Company's Share Transfer Agent's website at **www.ankitonline.com.**

16. The members holding shares in demat are requested to update with respective depository participant, changes, if any, in their registered addresses, mobile number, bank account details, email address and nomination details.

17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrars and Transfer Agents of the Company for consolidation into a single folio. Non-Resident Indian Members are requested to inform to the Registrars and Transfer Agents of the Company, immediately of:
    a. Change in their residential status on return to India for permanent settlement.
    b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin-code number, if not furnished earlier.

18. Member may note that as per Regulation 40 of the Listing Regulations read with SEBI Circular No SEBI/HO/MIRSD/ MIRSD-RTAMB/P/CIR/2022/8 dated 25th January, 2022, requests for effecting share transfer, share transmission, duplicate, renewal/exchange, sub-division/splitting, consolidation of shares certificate etc. shall not be processed unless the shares are held in dematerialised form with a depository. In compliance with the Circular, Form ISR-4 (Request for issue of Duplicate Certificate and other Service Requests) & Form ISR-5 (Request for transmission of securities by Nominee or legal heir) are available on the Company's website at www.tirupatistarch.com and on Share Transfer Agent's website at www.ankitonline.com.

19. Pursuant to the SEBI Circular No. SEBI/HO/OIAE/2023/03391 dated January 27, 2023, the Company hereby inform that incase of any disputes against the Company and/or the Registrar and Share Transfer Agent (RTA) on delay or default in processing your request, as per SEBI Circular dated 30th May 2022, the investors can file for arbitration with Stock Exchange.

20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company or to the Share Transfer Agent as described in the above mentioned points.

21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, the Company is pleased to provide members the facility to exercise their right to vote through remote

e-voting in respect of the resolution proposed as set-forth in the Notice through the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) during the remote e-voting period.

22. The remote e-voting facility will be available during the following period:
    a. Day, date and time of commencement of remote e-voting: Friday, 18th September, 2026 at 9.00 a.m. (IST)
    b. Day, date and time of end of remote e-voting: Sunday, 20th September, 2026 at 5.00 p.m. (IST).

23. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

24. The Company has fixed Monday, 14th September, 2026, as the "Cut-off date" for identifying the members who shall be eligible for participation in the AGM and voting either through remote e-voting during the remote e-voting period or through e-voting during the AGM. A person whose name is recorded in the register of members or in depositories as on the cut-off date shall be entitled to attend the AGM and to vote on the resolutions as set forth in the notice. The Register of Members and Share Transfer books will remain closed from Tuesday, 15th September, 2026 to Monday, 21st September 2026 (both days inclusive) for the purpose of the AGM.

25. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

26. The voting rights of the members shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date. A person who is not a member as on the cut-off date should treat notice of this meeting for information purposes only.

27. Details of Scrutinizer: **Mr. Ankit Dhanotia (COP-25667), Partner of M/s ADJ & Associates,** Company Secretaries, Indore has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer's decision on the validity of the vote shall be final.

28. Once the vote on a resolution stated in this notice is cast by a member through remote e-voting, the member shall not be allowed to change it subsequently.

29. The scrutinizer after scrutinizing the votes cast by remote e-voting and voting during the AGM will make a consolidated scrutinizer's report and submit the same forthwith not later than Two Working days of conclusion of the AGM to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The results declared along with the consolidated scrutinizer's report shall be hosted on the Company's website at www.tirupatistarch.com. The results shall simultaneously be communicated to BSE Limited.

30. The resolutions shall be deemed to be passed at the registered office of the company on the date of the AGM, subject to receipt of the requisite number of votes in favour of the resolutions.

31. The Company is registered with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for dematerialization of its Equity Shares and Company's ISIN is INE314D01011. M/s Ankit Consultancy Private Limited is the Registrar &Share Transfer Agents of the company. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares.
32. SEBI vide Circular No. Circular No. HO/38/13/11(2)2026- MIRSD-POD/I/3750/2026 dated January 30, 2026 in readwith SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 02nd July

2025 announced a special window for re-lodgement of transfer deeds of physical shares, which were lodged prior to the deadline of 01st April, 2019 and rejected/ returned/ not attended to due to deficiency in the documents/process/or otherwise. The said window shall remain open from 05th February, 2026 to 04th February, 2027. Shareholders are requested to re-lodge such cases, with the Registrar & Share Transfer Agent (RTA) of the Company M/s Ankit Consultancy Private Limited, 60, Electronic Complex, Pardeshipura, Indore, M.P.,452010, Contact: 0731-4065799, 4065797, 4949444, E-mail: investor@ankitonline.com. Transferred Shares will only be issued in demat mode once all the documents are found in order by RTA. The lodger must have a demat account and provide its Client Master List ('CML'), along with the transfer documents and share certificate, while lodging the documents for transfer with RTA.

Company has through its website and newspaper advertisements informed the investors who had purchased physical shares of the Company prior to April 1, 2019, to avail the Special Window open up to 04th February, 2027, for re-lodgment of transfer deed / transfer & dematerialisation of physical shares of the Company.

33. As per amended Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter which providing the web link including the exact path, where complete details of Annual Report are available, will be sent by the Registrar and Share Transfer of the Company to those shareholders who have not registered their email address(es), at their address registered with the Company.

34. Members who are holding shares in physical form are advised to submit particulars of their PAN details, e-mail address, Mobile Number, bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number etc. to our Registrar and Share Transfer Agent in prescribed Form ISR-1 quoting their folio number and enclosing the self-attested supporting document and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/ HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023 and as amended by SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.

35. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/131 dated 31st July 2023 (updated as on August 04, 2023) has specified that a shareholder shall first takeup his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same. The Company has designated an e-mail ID i.e. tirupati@tirupatistarch.com to enable the investors to register their complaints/send correspondence, if any.

36. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at www.evotingindia.com using the login credentials. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

37. **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

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

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

(i) The voting period begins on **Friday, 18th September, 2026 at 9.00 a.m. (IST)** and ends on **Sunday, 20th September, 2026 at 5.00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) **Monday, 14th September, 2026** of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of 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.

(iv) 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 above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **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**	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 cdsl

Type of shareholders	Login Method
	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**	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 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. 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.
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.comor 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.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

a. The shareholders should log on to the e-voting website www.evotingindia.com.
b. Click on "Shareholders" module.
c. Now enter your User ID
   - For CDSL: 16 digits beneficiary ID,
   - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
d. Next enter the Image Verification as displayed and Click on Login.
e. 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.
f. 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) • 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. • 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant company <**TIRUPATI STARCH & CHEMICALS LIMITED**> on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- 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 and to the Company at the email address viz; tirupati@tirupatistarch.com(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

38. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at tirupati@tirupatistarch.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. 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.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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.

40. 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

41. 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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to **helpdesk.evoting@cdslindia.com** or call toll free no. 1800 21 09911.

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

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

PLACE: INDORE
DATE: 14.08.2026

ANNEXURE TO THE NOTICE

[Explanatory Statement pursuant to Section 102 of the Companies Act, 2013]

Item No 5:

To Re-appointment of Mr. Yogesh Kumar Agrawal (DIN: 00107150) as Whole-time Director of the Company for the further period of 3 years w.e.f. 01.01.2027

Mr. Yogesh Kumar Agrawal (DIN: 00107150) was appointed as Whole-time Director of the Company and his tenure of office is upto 31st December 2026. Therefore the Nomination & Remuneration Committee and the Board of Directors of the Company, recommend the reappointment of Mr. Yogesh Kumar Agrawal as Whole-time Director of the Company for a further period of 3 (three) years, commencing from 01.01.2027 to 31.12.2029, to Members of the company in the 40th Annual General Meeting.

Mr. Yogesh Kumar Agrawal born on 12th May, 1963, he holds a B.Sc. and LL.B. degree and has over 39 years of extensive experience in the field of manufacturing, marketing, and sales of maize, starch, dextrose, and allied products. He has been associated with the Company since 1999 and continues to contribute significantly towards its growth and strategic development as a Promoter Shareholder. He holds 4,51,366 Equity Shares and 7,58,333 0% Non-Convertible, Non-Cumulative, Redeemable Preference Shares in the Company.

His re-appointment has been recommended by the Nomination and Remuneration Committee, and he is liable to retire by rotation in accordance with the provisions of the Companies Act, 2013. Mr. Yogesh Kumar Agrawal also serves as a Director in some other organizations. He is not disqualified from being reappointed as Director in terms of Section 164 of the Act and he has given his consent to act as Whole-time Director of the Company.

He shall be paid Remuneration upto the amount of Rs. 84,00,000/- p.a. plus Leave Encashment. He shall also be given the facility of Car, Telephone and Mobile as per Company's policy and shall also be entitled for the Gratuity, Provident Fund and Leave Travel Concessions within the limits prescribed in Schedule V of the Companies Act, 2013.

Accordingly, it is proposed to re-appoint Mr. Yogesh Kumar Agrawal as Whole-time Director of the Company for a further period of 3 (three) years commencing from 01.01.2027 to 31.12.2029.

As required under Regulation 36 of the Listing Regulations and Secretarial Standard-2, other requisite information is attached hereto, and forms a part of this Notice. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ADDITIONAL INFORMATION IN ACCORDANCE WITH SCHEDULE V:-

I. General Information:

1. **Nature of Industry:** Manufacturing Industry.
2. **Date or expected date of commencement of commercial production:** The Company was incorporated on 09/12/1985 and had commenced commercial production in Jan, 1986.
3. **In case of new Company, Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
4. **Financial performance based on given indicators:**

S. No.	Particulars	Standalone		Consolidated	
		F.Y. 2025-26	F.Y. 2024-25	F.Y. 2025-26	F.Y. 2024-25
1.	Total Revenue	36599.12	39023.55	36599.12	39023.55
2.	Total Expenses	35704.94	38005.29	35717.10	38006.14
3.	Profit Before Tax	894.18	1018.26	882.02	1017.40

	4.	Tax Expenses				
		i. Current Tax	172.18	177.90	172.18	177.90
		ii. Deferred Tax	63.96	86.62	63.96	86.62
	5.	Profit After Tax	658.04	753.74	645.88	752.89

5. **Foreign investments or collaborations, if any:** The Company has not made any Foreign Investments or collaborations. However, certain foreign investors have invested in the Company after listing.

II. Information about the Appointee:

1. **Background Information:** Mr. Yogesh Kumar Agrawal born on 12th May, 1963, R/o, 111, Shri Nagar Main, Indore, Madhya Pradesh, 452001. Mr. Yogesh Kumar Agrawal holds B.Sc. and LL.B. degree and has over 39 years of extensive experience in the field of manufacturing, marketing, and sales of maize, starch, dextrose, and allied products.
2. **Past Remuneration:** Remuneration upto the amount of Rs. 84,00,000/- p.a. plus leave encashment and other benefits such as Gratuity, Provident Fund & Leave Travel Concessions etc.
3. **Recognition or awards:** Nil.
4. **Job profile and his suitability:** Have over 39 years of extensive experience in the field of manufacturing, marketing, and sales of maize, starch, dextrose, and allied products.
5. **Proposed Remuneration:** Remuneration upto the amount of Rs. 84,00,000/- p.a. plus leave encashment and other benefits such as Gratuity, Provident Fund and Leave Travel Concessions etc.
6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Not Applicable.
7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Having transaction of Loan and Remuneration with company and holding share capital of the company. Further, he has no relationship with any other managerial personnel.

III. Other Information

1. **Reasons of loss or inadequate profits:** No such loss during the F.Y. 2025-26, however, there may be inadequate profit in terms of Section 197 of the Companies Act 2013 for payment of Managerial Remuneration.
2. **Steps taken or proposed to be taken for improvement:** Company is trying to reduce the interest cost and increase the margin.
3. **Expected increase in profits in measurable terms:** It is expected that Company shall increase its profit in coming years.

IV. Disclosures:

1. **All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors**: As per Resolution.
2. **Details of fixed component and performance linked incentives along with the performance criteria:** As per Resolution.
3. **Service contracts, notice period, severance fees:** 60 Days.
4. **Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:** Nil.

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. 5 of this Notice to be passed as a Special Resolution.

Save and except Mr. Yogesh Kumar 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 6:

To Re-appointment of Mr. Ramesh Chandra Goyal (DIN: 00293615) as Whole-time Director of the Company for the further period of 3 years w.e.f. 28.06.2027

Mr. Ramesh Chandra Goyal (DIN: 00293615) was appointed as Whole-time Director of the Company and his tenure of office is upto 27th June, 2027. Therefore the Nomination & Remuneration Committee and the Board of Directors of the Company, recommend the reappointment of Mr.

Ramesh Chandra Goyal as Whole-time Director of the Company for a further period of 3 (three) years, commencing from 28.06.2027 to 27.06.2030, to Members of the company in the 40th Annual General Meeting.

Mr. Ramesh Chandra Goyal born on 11th March, 1951 and has over 38 years of extensive experience in the field of manufacturing, purchase management, vendor relations, marketing and sale of Maize Starch, Dextrose and other chemicals. He has been associated with the Company since 1993 and continues to contribute significantly towards its growth and strategic development as a Promoter Group Shareholder. He holds 1,76,683 Equity Shares and 3,01,852 0% Non-Convertible, Non-Cumulative, Redeemable Preference Shares in the Company.

His re-appointment has been recommended by the Nomination and Remuneration Committee, and he is liable to retire by rotation in accordance with the provisions of the Companies Act, 2013. Mr. Ramesh Chandra Goyal also serves as a Director in some other organizations. He is not disqualified from being reappointed as Director in terms of Section 164 of the Act and he has given his consent to act as Whole-time Director of the Company. Further Mr. Ramesh Chandra Goyal already attained the age of 70 years, therefore the consent of the members by way of special resolution also required under the provisions of Section 196 (3) (a) of the Companies Act, 2013.

He shall be paid Remuneration upto the amount of Rs. 84,00,000/- p.a. plus Leave Encashment. He shall also be given the facility of Car, Telephone and Mobile as per Company's policy and shall also be entitled for the Gratuity, Provident Fund and Leave Travel Concessions within the limits prescribed in Schedule V of the Companies Act, 2013.

Accordingly, it is proposed to re-appoint Ramesh Chandra Goyal as Whole-time Director of the Company for a further period of 3 (three) years commencing from 28.06.2027 to 27.06.2030.

As required under Regulation 36 of the Listing Regulations and Secretarial Standard-2, other requisite information is attached hereto, and forms a part of this Notice. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ADDITIONAL INFORMATION IN ACCORDANCE WITH SCHEDULE V:-

I. General Information:

1. **Nature of Industry:** Manufacturing Industry.
2. **Date or expected date of commencement of commercial production:** The Company was incorporated on 09/12/1985 and had commenced commercial production in Jan, 1986.
3. **In case of new Company, Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
4. **Financial performance based on given indicators:**

S. No.	Particulars	Standalone		Consolidated	
		F.Y. 2025-26	F.Y. 2024-25	F.Y. 2025-26	F.Y. 2024-25
1.	Total Revenue	36599.12	39023.55	36599.12	39023.55
2.	Total Expenses	35704.94	38005.29	35717.10	38006.14
3.	Profit Before Tax	894.18	1018.26	882.02	1017.40
4.	Tax Expenses				
	i. Current Tax	172.18	177.90	172.18	177.90
	ii. Deferred Tax	63.96	86.62	63.96	86.62
5.	Profit After Tax	658.04	753.74	645.88	752.89

5. **Foreign investments or collaborations, if any:** The Company has not made any Foreign Investments or collaborations. However, certain foreign investors have invested in the Company after listing.

II. Information about the Appointee:

1. **Background Information:** Mr. Ramesh Chandra Goyal born on 11th March, 1951 R/o, House No. 74, Old Agrawal Nagar, Indore, Madhya Pradesh, 452001. He is Graduate and has over 38 years of

	extensive experience in the field of manufacturing, purchase management, vendor relations marketing and sale of Maize Starch, Dextrose and other chemicals. 2. **Past Remuneration:** Remuneration upto the amount of Rs. 84,00,000/- p.a. plus leave encashment and other benefits such as Gratuity, Provident Fund & Leave Travel Concessions etc. 3. **Recognition or awards:** Nil. 4. **Job profile and his suitability:** Having 38 years of extensive experience in the field of manufacturing, purchase management, vendor relations, marketing and sale of Maize Starch, Dextrose and other chemicals. 5. **Proposed Remuneration:** Remuneration upto the amount of Rs. 84,00,000/- p.a. plus leave encashment and other benefits such as Gratuity, Provident Fund and Leave Travel Concessions etc. 6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Not Applicable. 7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Having transaction of Loan and Remuneration with company and holding share capital of the company. Further, he has no relationship with any other managerial personnel.
III.	**Other Information** 1. **Reasons of loss or inadequate profits:** No such loss during the F.Y. 2025-26, however, there may be inadequate profit in terms of Section 197 of the Companies Act 2013 for payment of Managerial Remuneration. 2. **Steps taken or proposed to be taken for improvement:** Company is trying to reduce the interest cost and increase the margin. 3. **Expected increase in profits in measurable terms:** It is expected that Company shall increase its profit in coming years.
IV.	**Disclosures:** 1. **All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors**: As per Resolution. 2. **Details of fixed component and performance linked incentives along with the performance criteria:** As per Resolution. 3. **Service contracts, notice period, severance fees:** 60 Days. 4. **Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:** Nil.

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. 6 of this Notice to be passed as a Special Resolution.

Save and except Mr. Ramesh Chandra Goyal 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 7:

To Re-Appoint Mr. Yashwant Jain Nandecha (DIN: 09646541) as an Independent Director of the company for the Second term of 5 consecutive years w.e.f. 07.07.2027;

Mr. Yashwant Jain Nandecha (DIN: 09646541) was appointed as an Independent Director of the Company for a first term of five consecutive years, which is valid up to 06th July, 2027. Therefore the Nomination & Remuneration Committee and the Board of Directors of the Company, recommend the reappointment of Mr. Yashwant Jain Nandecha as Independent Director of the Company for a second term of 5 consecutive years, commencing from 07.07.2027 to 06.07.2032, to Members of the company in the 40th Annual General Meeting.

Mr. Yashwant Jain Nandecha (DIN: 09646541), born on October 1, 1961, holds a graduate degree and possesses experience in specific functional areas of business. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and he has given his consent to act as

Independent Director of the Company and he is not liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

The Company has also received declaration from him stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Nomination & Remuneration Committee and the Board, he fulfills the criteria of independence and the conditions for his appointment as an Independent Directors as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015. The copy of draft letter of appointment setting out the terms and conditions of the appointment is available for inspection by the members at the Registered Office of the Company.

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 he ability to discharge his duties.

As per Section 149 and 152 of the Act and the rules made thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, and Independent Director can be re-appointed with the approval of the Members by way of a special resolution. Accordingly, approval of the Members is sought by way of Special Resolution for the re-appointment of Mr. Yashwant Jain Nandecha as an Independent Director of the Company.

As required under Regulation 36 of the Listing Regulations and Secretarial Standard-2, other requisite information is attached hereto, and forms a part of this Notice. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance evaluation of Mr. Yashwant Jain Nandecha was conducted by the Board of Directors on the basis of various criteria as approved by the Nomination and Remuneration Committee and adopted by the Board. 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. 7 of this Notice to be passed as a Special Resolution.

Save and except Mr. Yashwant Jain Nandecha 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 8:

To Re-Appoint Mr. Sandeep Agrawal (DIN: 09648527) as an Independent Director of the company for the Second term of 5 consecutive years w.e.f. 07.07.2027;

Mr. Sandeep Agrawal (DIN: 09648527) was appointed as an Independent Director of the Company for a first term of five consecutive years, which is valid up to 06th July, 2027. Therefore the Nomination & Remuneration Committee and the Board of Directors of the Company, recommend the reappointment of Mr. Sandeep Agrawal as Independent Director of the Company for a second term of 5 consecutive years, commencing from 07.07.2027 to 06.07.2032, to Members of the company in the 40th Annual General Meeting.

Mr. Sandeep Agrawal (DIN: 09648527), born on June 8, 1992, is a postgraduate with experience in specific functional areas related to exports. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and he has given his consent to act as Independent Director of the Company and he is not liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

The Company has also received declaration from him stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Nomination & Remuneration Committee and the Board, he fulfills the criteria of independence and the conditions for his appointment as an Independent Directors as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015. The copy of draft letter of appointment setting out the terms and conditions of the appointment is available for inspection by the members at the Registered Office of the Company.

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 he ability to discharge his duties.

As per Section 149 and 152 of the Act and the rules made thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, and Independent Director can be re-appointed with the approval of the Members by way of a special resolution. Accordingly, approval of the Members is sought by way of Special Resolution for the re-appointment of Mr. Sandeep Agrawal as an Independent Director of the Company.

As required under Regulation 36 of the Listing Regulations and Secretarial Standard-2, other requisite information is attached hereto, and forms a part of this Notice. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance evaluation of Mr. Sandeep Agrawal was conducted by the Board of Directors on the basis of various criteria as approved by the Nomination and Remuneration Committee and adopted by the Board. 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. 8 of this Notice to be passed as a Special Resolution.

Save and except Mr. Sandeep 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.

By order of the Board of Director
Tirupati Starch & Chemicals Limited
Sd/-
Sourabh Vishnoi
Company Secretary & Compliance Officer
M. No.: A-57433

PLACE: INDORE
DATE: 14.08.2026

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

DETAILS OF THE DIRECTORS PROPOSED TO BE RE-APPOINTED/ APPOINTED AT THE ENSUING ANNUAL GENERAL MEETING

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

Particulars	Item No. 3	Item No. 4 & 5	Item No. 6
Name of the Director	**Mrs. Pramila Jajodia**	**Mr. Yogesh Kumar Agrawal**	**Mr. Ramesh Chandra Goyal**
DIN	**01586753**	**00107150**	**00293615**
Date of Birth	09/06/1950	12/05/1963	11/03/1951
Qualification	Graduate	Bachelor of Science & Bachelor of Law	Graduate
Experience / Brief Resume **Skills and Capabilities required for the Role and the manner in which he meets such requirements**	She has wide experience in business and she is also one of the promoters of the Company	He has 39 years of experience in the field of manufacturing, marketing and selling maize, starch, dextrose and other allied products.	He has 38 years of experience in the manufacturing, purchase management, vendor relations marketing and sale of Maize Starch, Dextrose and other chemicals.
Date of first Appointment on the Board	05/09/2003	07/09/2017	01/04/1993
Directorship held in other Companies including Listed Companies	Tirupati Starch Charitable Foundation	a. Shri Babulal Kanhaiyalal Agrawal Charitable Foundation b. Tirupati Starch Charitable Foundation	a. Tirupati Starch Charitable Foundation b. Roopmati Hotels Pvt Ltd
Resignation from listed entity (in India), if any, in the past three years.	Nil	Nil	Nil
Membership/Chairmanships of Committees of other Companies	Nil	Nil	Nil
Number of Shares held in the Company	Equity Shares: 3,08,713	Equity Shares: 4,51,366 Preference Shares: 7,58,333	Equity Shares: 1,76,683 Preference Shares: 3,01,852
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	No changes in existing terms and conditions of appointment.	No changes in existing terms and conditions of appointment.	No changes in existing terms and conditions of appointment.
Last drawn remuneration and Remuneration proposed to be paid	Nil	Rs. 52.65 Lakh p.a. including Leave Encashment	Rs. 52.65 Lakh p.a. including Leave Encashment
Number of Meetings of the Board attended during the year	6/7	5/7	7/7

DETAILS OF THE DIRECTORS PROPOSED TO BE RE-APPOINTED/ APPOINTED AT THE ENSUING ANNUAL GENERAL MEETING

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

Particulars	Item No. 7	Item No. 8
Name of the Director	**Mr. Yashwant Jain Nandecha**	**Mr. Sandeep Agrawal**
DIN	**09646541**	**09648527**
Date of Birth	01/10/1961	08/06/1992
Qualification	Graduate	Post graduate
Experience / Brief Resume **Skills and Capabilities required for the Role and the manner in which he meets such requirements**	He has wide experience in business and Manufacturing Industries.	He has experience in specific functional areas related to exports.
Date of first Appointment on the Board	07/07/2022	07/07/2022
Directorship held in other Companies including Listed Companies	SRI Siddhi Canvassers Private Limited	Nil
Resignation from listed entity (in India), if any, in the past three years.	Nil	Nil
Membership/Chairmanships of Committees of other Companies	Nil	Nil
Number of Shares held in the Company	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
Terms and conditions of re-appointment	No changes in existing terms and conditions of appointment.	No changes in existing terms and conditions of appointment.
Last drawn remuneration and Remuneration proposed to be paid	Nil	Nil
Number of Meetings of the Board attended during the year	7/7	7/7