

TIRUPATI SARJAN LIMITED

1ST FLOOR M K PATEL MARKETKANSA CHAR RASTA, VISNAGAR - 384315.

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholder(s)

Notice is hereby given that pursuant to Section 192A of the Companies Act, 1956 ('the Act') read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, TirupatiSarjan Limited (hereinafter referred to as the 'Company') is seeking consent of its members through Ordinary Resolution proposed to be passed by Postal Ballot:

1. Increase in the Borrowing limits of the company

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

“RESOLVED THAT subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, including any statutory modifications or re-enactments thereof (herein referred to as the Act) and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow such sum or sums of monies in any manner from time to time as may be required for the purpose of business of the Company, with or without security, in Indian or in any other currency and upon such terms and conditions as they may think fit, from any one or more of the Company's Bankers and/or from any one or more other persons, firms, body corporates, or financial institutions whether by way of cash credit, advance or deposit, loans or bill discounting, External Commercial Borrowings or otherwise notwithstanding that monies to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed and outstanding at any time, shall not exceed Rs. 120 Crores (Rupees One Hundred and Twenty Crores Only) excluding interest thereon.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalise and execute agreements, documents, papers and to do all such acts, deeds, things and matters as may be necessary to give effect to the above resolution and to settle, resolve any matter or difficulty or doubt in relation thereto or otherwise considered necessary or appropriate by the Board.”

2. Creation of Charge on Movable and Immovable properties of the Company, both present and future

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

“RESOLVED THAT subject to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, including any statutory modifications or re-enactments thereof (herein referred to as the Act) and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized for mortgaging and / or charging all or any of the immovable and movable properties of the Company, present and future and / or the whole or substantially the whole of the undertaking or undertakings of the Company on such terms and conditions and at such time or times and in such form or manner as the Board may think fit in favour of Bank(s)/Financial Institution(s)/Corporate(s) and / or consents as may be necessary to secure various facilities granted or to be granted to the Company from time to time under one or more sanctions together with interest at agreed rate, additional interest, commitment charges, premium on pre-payment or on redemption, liquidated damages, costs, charges or expenses and all other moneys payable by the Company to Bank(s) and / or Financial Institution(s), in terms of the respective loan agreement(s), hypothecation agreement(s), letter(s) of sanction, memorandum of terms and conditions entered into or to be entered into by the Company in respect of the said facilities.”

“RESOLVED FURTHER THAT the charge and / or mortgage to be created by the Company as aforesaid may have such ranking for priority or otherwise as the Board of Directors of the Company may decide and as may be agreed to by the concerned Bank(s) and / or Financial Institution(s).”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize and execute agreements, documents, papers and to do all such acts, deeds, things and matters as may be necessary to give effect to the above resolution and to settle, resolve any matter or difficulty or doubt in relation thereto or otherwise considered necessary or appropriate by the Board.”

By order of the Board of Directors
For Tirupati Sarjan Limited

Sd/-
(Jitendrakumar Ishvarlal Patel)
Managing Director

Date: 06.03.2014
Place: Visnagar

Notes:

1. Explanatory Statement under section 173(2) read with Section 192A(2) of the Companies Act, 1956 for the proposed resolution is annexed herewith.
2. The resolution as set out in notice is proposed to be passed by means of Postal Ballot, and other applicable provisions, if any. The Board of Directors has appointed Mrs. Sweta Patel, Practicing Chartered Accountant, residing at 3/22 Sharddhadeep Flats, Near Naranpura Tele Ech, Shastrinagar, Ahmedabad as Scrutinizer for conducting the Postal Ballot process in a fair & transparent manner.

3. A Postal Ballot Form and a self-addressed pre-paid postage envelope are enclosed for use of members. The attached self - addressed envelope is only for the limited purpose of this Postal Ballot process and the same should not be used by the Members for sending any other correspondence to the Company.
4. Voting rights are reckoned on the shares in the name of the Members / Beneficial holders as on date of Notice.
5. In case the form is signed by the Power of Attorney holder for and on behalf of the Members, it must be accompanied by a certified true copy of the Power of Attorney. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Forms should be accompanied by a certified true copy of the Board Resolution/ Authority.
6. Members are requested to read carefully the instructions printed in the Postal Ballot Form and return the Form, duly completed and signed, in the enclosed self-addressed pre-paid postage envelope directly to scrutinizer so as to reach the Scrutinizer on or before the close of working hours on 05.04.2014. Postal Ballot Forms received after this date will not be considered.
7. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
8. Members who have misplaced/ lost their pre-printed and serially numbered ballot papers can seek duplicate Form from R & T Agents, Sharepro Services India Private Limited, 13 AB Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai – 400072.
9. The Scrutinizer will submit his report to the Chairman/ Managing Director after completion of the scrutiny of the Postal Ballot Form.
10. The result of the voting by Postal Ballot will be announced on 07.04.2014 on Monday at 3:00 p.m. by the Chairman/ Managing Director of the company at the registered office of the company at 1ST FLOOR M K PATEL MARKET, KANSA CHAR RASTA, VISNAGAR - 384315 and will also be informed to the Stock Exchanges, posted on the Company's website www.tirupatisarjan.com and published in newspapers.

Explanatory statement pursuant to section 102(1) of the Companies Act, 2013

Item No. 1

As per section 180(1)(c) of the Companies Act 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

With a view to meet the funds requirements for both short term as well as long term, the Company may require to borrow from time to time by way of loans and/or issue of Bonds, Debentures or other securities and it is therefore recommended to enhance the borrowing limits of the Company upto Rs. 120 Crores (Rupees One Hundred Twenty Crores Only).

The Directors recommends the resolution for members' approval as an **Ordinary Resolution**.

None of the directors is in any way concerned or interested in this resolution.

Item No. 2

The Company is required to create security for the said facilities in favour of the Lenders/ Trustees for the loans/ financial assistance availed by the Company, by way of creation of mortgage and/ or charge on the assets of the Company, as stated in the resolution.

In furtherance to the Resolution No. 1 of this notice, the said borrowings may be required to be secured by way of mortgage/ charge over all or any part of the movable and/or immovable assets of the Company and as per provisions of Section 180(1)(a) of the Companies Act, 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the shareholders of the Company.

Accordingly, it is proposed to pass an enabling resolution authorizing the Board to create charge on the assets of the Company.

Your Directors recommend the resolution for your approval as an **Ordinary Resolution**.

None of the Directors of the Company is concerned or interested in this resolution.

By order of the Board of Directors
For Tirupati Sarjan Limited

Sd/-
(Jitendrakumar Ishvarlal Patel)
Managing Director

Date: 06.03.2014
Place: Visnagar

TIRUPATI SARJAN LIMITED
1ST FLOOR, M. K. PATEL MARKET,
KANSA CHAR RASTA,
VISNAGAR - 384315.

POSTAL BALLOT FORM

Sr. No.

1. Name(s) of Shareholder(s)
(in block letters)
(Including Joint holders, if any)
2. Registered address of the Sole/
First named Shareholder
- 3 Registered Folio No./
DP ID No./ Client ID No.*
*(Applicable to Investors holding Shares
in dematerialized form)
- 4 No. Of Share(s) held

I / We hereby exercise my / our vote in respect of the Ordinary Resolution to be passed through postal ballot for the business stated in the notice dated 10/07/2013 of the Company by sending my / our assent or dissent to the said resolution by placing the tick [√] mark at the appropriate box below:

Description	No. of shares	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
Ordinary Resolution under Section 180(1)(C) of the Companies Act, 2013 to increase the borrowing limits UptoRs. 120 Crores.			
Ordinary Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charge or mortgage On assets of the company.			

Place:

Date:

(Signature of the Shareholder /Beneficial holder)

Notes:

1. Please read the instructions printed overleaf before exercising the vote.
2. Please send your Postal Ballot Form in the envelope enclosed herewith.

INSTRUCTIONS:

1. A member desiring to exercise votes by postal ballot may complete this Postal Ballot Form in all respect and send it after signature to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. The postal ballot form should be signed by the shareholder as per specimen signature with the company. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder. Holder of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the Registration No. of the POA and enclosing an attested copy of POA. Unsigned Postal Ballot Form(s) will be rejected
4. Incomplete, or incorrectly tick marked Postal Ballot Forms will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 05.04.2014. Postal Ballot Form received after this date will be strictly treated as if reply from the member has not been received. Facility of voting through electronic mode is not provided by the Company.
6. Voting rights shall be reckoned in proportion of the paid up value of the shares registered in the name of the shareholders on the date of Notice.
7. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form.
8. Members are requested not to send any paper (other than the resolution/authority as mentioned in item no.3 & 7above) along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope. If any extraneous paper(s) is(are) found, the same would not be considered and would be destroyed by the scrutinizer.
9. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
10. The exercise of vote by Postal Ballot is not permitted through proxy.

11. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purpose of passing of the resolution.
12. The scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. Mr. JitendrakumarIshvarlal Patel, Managing Director of the Company shall announce the result of the Postal Ballot resolution at the Registered Office of the Company On Monday, 07th March, 2014 at 3.00 P.M. The results will thereafter be also informed to the stock exchanges, posted on the Company's website www.tirupatisarjan.com and published in newspapers. The date of declaration of the result of the Postal Ballot will be taken to be the date of passing of the resolution.