

TIRUPATI FINLEASE LIMITED

27TH

ANNUAL REPORT

2019-2020

**REGD OFF: B/10, Madhupura Market, Shahibaug Road,
Ahmedabad - 380 004**

CONTENTS

- BOARD OF DIRECTORS
- NOTICE
- DIRECTOR'S REPORT
- MANAGEMENT DISCUSSION & ANALYSIS
- CEO CERTIFICATION
- SECRETARIAL AUDIT REPORT
- CORPORATE GOVERNANCE CERTIFICATE
- NON DISQUALIFICATION OF DIRECTORS
CERTIFICATE
- AUDITORS' REPORT
- BALANCE SHEET
- PROFIT & LOSS ACCOUNT
- NOTES
- CASH FLOW STATEMENT

BOARD OF DIRECTORS & KMP

SHRI BAJRANGLAL B. AGARWAL

SMT. PUSHPADEVI B. AGARWAL

SHRI SIVANANDINGH INDRASINH CHAUHAN

SHRI MAHESH RAMAVTAR MITTAL

SMT. SWETA DUGGAR

WHOLE TIME DIRECTOR &
CFO

WHOLE TIME DIRECTOR

INDEPENDENT DIRECTOR

INDEPENDENT DIRECTOR

COMPANY SECRETARY &
COMPLIANCE OFFICER

BANKERS

KOTAK MAHINDRA BANK LIMITED
Shahibaug, Ahmedabad

AUDITORS

Pritesh Shah & Co. ,
Chartered Accountants
10/G, Rang Sagar Flat,
P. T. College Road,
Paldi, Ahmedabad

REGISTERED OFFICE

B/10, First Floor, Madhavpura Market
Shahibaug Road, Ahmedabad - 380004 [Gujarat]

RBI CERTIFICATE OF REGISTRATION

01.00023

PERMANENT ACCOUNT NUMBER

AAACT5692G

REGISTRAR & TRANSFER AGENT

Purva Sharegistry (India) Private Limited
9, Shiv Shakti Ind. Estt., J. R. Boricha Marg, Off N. M. Joshi Marg,
Near Lodha Excelus, Lower Parel (E), Mumbai-400011
022-23018261/ 23016761

Redg, Office :
B/10, Madhavpura Market,
Nr. Police Commissioner Office,
Shahibaug Road,
Ahmedabad-380 004.

Phone : 91-79-40097020
91-79-40047476
Mobile : 91-98985 79959
E-mail : tirupati_finlease@yahoo.com
tirupati.finlease@gmail.com
website : tirupatiinlease.com



GSTIN : 24AAACT5692G1Z9

FIN-LEASE LTD.

Ref. No. :

NOTICE

Date :

NOTICE is hereby given that 27th Annual General Meeting of the members of **TIRUPATI FINLEASE LIMITED** will be held on 26th December, 2020 Saturday at 11.00 a.m. through Video Conferencing/other Audio Visual means (VC/OAVM) facility to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the financial year Ended on 31st March, 2020 and the Reports of the Board of Directors and auditors thereon.
2. To re-appoint Mrs. Pushpadevi Agarwal, a Director who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint Statutory Auditor and to fix remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s. Meet B Shah & Associates, Chartered Accountants (Firm Registration No.: 150627W), as Statutory Auditors of the Company to hold office for a period of one term of five years from the conclusion of this Annual General Meeting till conclusion of the Annual General Meeting to be held in Financial year 2024-25, at such remuneration including applicable taxes and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198, and 203 read with schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the company the shareholder be and is hereby approve the reappointment of Bajranglal Balkishan Agarwal [DIN : 00605957], whole time director of the company for a further period of 5 year on the terms and condition agreed between company and him for previous terms. There is no other perquisite paid by the company except out of pocket expenses. Salary mentioned above including perquisites payable, if any to Mr. Bajranglal Agarwal but in any case the total managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act, 2013."

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions."

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

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198, and 203 read with schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the company the shareholder be and is hereby approve the re-appointment of Mrs. Pushpadevi Bajranglal Agarwal [DIN:00606296] , whole time director of the company for a further period of 5 year on the terms and condition agreed between company and her for previous terms. There is no other perquisite paid by the company except out of pocket expenses. Salary mentioned above including/ perquisites payable, if any to Mrs. Pushpadevi Bajranglal Agarwal but in any case the total managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act, 2013"

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to do all such acts, deeds, matters and thing as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions."

Dated: 28-11-2020
Place: AHMEDABAD

BY ORDER OF THE BOARD
FOR TIRUPATI FINLEASE LIMITED


Baharajlal B. Agarwal
Director
DIN: 00605957



NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include 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. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM & Annual Report has been uploaded on the website of the Company at www.tirupatfinlease.com. The Notice & the Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. The Deemed Venue for the 27th e-AGM shall be the registered office of the company at B/10, Madhavpura Market, Shahibaug Road, Ahmedabad 380004.
9. The Notice is being electronically sent to all the members of the company, whose name appears on the Registered of members/list of beneficial owners as received from NSDL/CDSL on 27th November 2020 & who have register their email address with the company and/ or with the Depositories and/or with RTA of the company. It is however, clarified that all the persons who are members of the company as on 19th December 2020 (including those members who may not have received this notice due to non-registration of their email ids with the company or the depository or RTA) shall be entitle to vote in relation to the resolution specified in this notice.
10. Explanatory Statement pursuant to Section 102 of the Companies Act 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed.
11. A Copy of the Financial Statements along with the Auditor's Report, Board's Report, Secretarial Audit Report, Corporate governance Certificate, Non Disqualification Certificate & such other matter necessary for the shareholders is annexed to the notice in the Annual Report.
12. The Register of Members and Share Transfers Books shall remain closed from 20th December 2020 to 26th December 2020 (Both Days Inclusive) for the purpose of annual closing and for the 27th Annual General Meeting of the company.
13. The Voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date i.e Saturday 19th December 2020.
14. The Company has appointed M/s Jignesh Dudhat & Associates., a Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and through poll at the Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 22nd December, 2020 AT 09:00 A.M. and ends on 25th December, 2020 AT 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dudhatcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 tirupati_finlease@yahoo.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to tirupati_finlease@yahoo.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at tirupati_finlease@yahoo.com.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at tirupati_finlease@yahoo.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. If you have any queries or issues regarding attending AGM through the link, you may contact Mr. Manish Shah on 9324659811 or write an email to support@purvashare.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

ANNEXURE-I TO ITEM NOS. 2 & 5 OF THE NOTICE

Mrs. Pushpadevi Agarwal is connected with the company since incorporation and she is one of the promoters of the company, the Board Recommended to reappoint her as a Whole time director of the company for the further period of 5 years.

Mrs. Pushpadevi Agarwal has the experience of more than 35 years in finance & Business Management So the Remuneration decided by Board is reasonable.

Board recommends for the approval of Members by Special Resolution, the reappointment of Mrs. Pushpadevi Agarwal as Whole-time Director, subject to the approval of shareholders in Annual General Meeting.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no 2 & 5 except Mr. Bajranglal Agarwal.

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed / re-appointed.

1. Mrs. Pushpadevi Agarwal

Particulars	Details
Name of the director	Pushpadevi Agarwal
Age	60 Years
Date of first appointment on board	Since Incorporation
Qualification	Graduate
Brief resume including experience	Experience of More than 35 Year in Finance Industries
Expertise in specific functional areas	Financial Sector
Other directorships	NIL
Designation	Whole Time Director
Relationship with other Directors, Managers and other Key Managerial Personnel of the company	Relative of Key Managerial Personnel
No. of equity shares held in the company	281400
No. of board meeting attended during the year	6
Terms and conditions of appointment or reappointment	executive rotational director

ANNEXURE-I TO ITEM NOS. 4 OF THE NOTICE

Mr. Bajranglal Agarwal is connected with the company since incorporation and he is one of the promoters of the company, the Board Recommended to re-appoint him as a Whole time director of the company for the further period of 5 years.

Mr. Bajranglal Agarwal has the experience of more than 45 years in finance & Business Management So the Remuneration decided by Board is reasonable.

Board recommends for the approval of Members by Special Resolution, the reappointment of Mr. Bajranglal Agarwal as Whole time Director, subject to the approval of shareholders in Annual General Meeting.

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


Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed / re-appointed.

2. Mr. Bajranglal Agarwal Balkishan

Particulars	Details
Name of the director	Bajranglal Agarwal
Age	64 Years
Date of first appointment on board	Since Incorporation
Qualification	Graduate
Brief resume including experience	Experience of More than 45 Year in Finance Industries
Expertise in specific functional areas	Financial Sector
Other directorships	NIL
Designation	Whole Time Director
Relationship with other Directors, Managers and other Key Managerial Personnel of the company	Relative of Key Managerial Personnel
No. of equity shares held in the company	858100
No. of board meeting attended during the year	6
Terms and conditions of appointment or reappointment	executive rotational director

Dated: 28-11-2020
Place: AHMEDABAD

BY ORDER OF THE BOARD
FOR TIRUPATI FINLEASE LIMITED


Bajranglal B. Agarwal
Director
DIN: 00605957

