

Tirupati Foam Limited
ANNUAL REPORT 2021-2022
CIN NO: L25199GJ1986PLC009071

<u>BOARD OF DIRECTORS</u>	:	MR. VENIBHAI B PUROHIT MR. MANHARLAL A MEHTA MR. ROSHAN P SANGHAVI MR. SATISHKUMAR A MEHTA MR. DEEPAK T MEHTA MR. MUKESH B SHAH MRS. MINABEN R SANGHAVI MR. VIRAL S MEHTA MR. ARVINDBHAI T GANDHI MR. DIPAKKUMAR B KOTADIA MR. AVANISH R SHAH MR. PARESH D KOTHARI MR. MUKESHKUMAR M SHAH MR. MANISHKUMAR R PATEL	CHAIRMAN VICE CHAIRMAN MANAGING DIRECTOR WHOLE-TIME DIRECTOR WHOLE-TIME DIRECTOR NON- EXECUTIVE DIRECTOR NON- EXECUTIVE WOMEN DIRECTOR INDEPENDENT DIRECTOR INDEPENDENT DIRECTOR INDEPENDENT DIRECTOR INDEPENDENT DIRECTOR (w.e.f. 29th June, 2021) INDEPENDENT DIRECTOR (w.e.f. 13th August, 2021) INDEPENDENT DIRECTOR (w.e.f. 6th October, 2021) INDEPENDENT DIRECTOR (w.e.f. 31st March, 2022)
<u>AUDITORS</u>	:	F. P. & ASSOCIATES CHARTERED ACCOUNTANTS, 708, MAHAKANT, OPP. V.S. HOSPITAL, ELLISBRIDGE,	
<u>CHIEF FINANCIAL OFFICER</u>	:	MR. GOPALSINH RATANSINH ZALA	
<u>COMPANY SECRETARY</u>	:	MS. MEMON AKSHA ACS 46288	
<u>BANKERS</u>	:	BANK OF INDIA ELLISBRIDGE BRANCH AHMEDABAD – 380 006 AXIS BANK LTD CORPORATE BANKING BRANCH, C G ROAD, AHMEDABAD - 380 006	
<u>REGISTERED OFFICE</u>	:	TIRUPATI HOUSE, 4 TH FLOOR, NR. TOPAZ RESTAURANT, UNIVERSITY ROAD, POLYTECHNIC CHAR RASTA, AMBAWADI, AHMEDABAD – 380 015	
<u>FACTORY</u>			
UNIT 1	:	PLOT NO. 4, BLOCK NO. 65, KHATRAJ, KALOL, GANDHINAGAR GUJARAT 382721	
UNIT 2	:	PLOT NO. 4 & 5, ECHOTECH I, EXTENSION GREATER NODIA IND AREA DIST: GAUTAMBUDDH NAGAR, UTTAR PRADESH 201308	
REGISTRARS	:	LINK INTIME INDIA PRIVATE LIMITED 5 TH FLOOR AMARNATH BUSINESS CENTRE – 1(ABC-1) , BESIDES GALA BUSINESS CENTRE, NR. ST. XAVIERS COLLEGE CORNER, OFF C G ROAD, ELLISBRIDGE, AHMEDABAD, 380006	
GSTIN	:	KHATRAJ: 24AAACT5741NIZ4 NOIDA: 09AAACT5741NIZW	
ISIN	:	INE115G01015	

NOTICE

NOTICE is hereby given that 35TH Annual General Meeting of the Members of **Tirupati Foam Limited**, will be held on Tuesday, 20TH SEPTEMBER, 2022 at 03.30 P.M. through Video Conferencing ("VC") or Other Audio Visual Means ("OVAM") and deemed venue will be considered as registered office of the company at TIRUPATI HOUSE, 4TH FLOOR, NR. TOPAZ RESTAURANT, UNIVERSITY ROAD, POLYTECHNIC CHAR RASTA, AMBAWADI, AHMEDABAD – 380 015 to transact following business.

ORDINARY BUSINESS

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022, AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON;**

2. **RE-APPOINTMENT OF DIRECTOR WHO RETIRE BY ROTATION**

To appoint a Director in place of MR. MUKESH B SHAH (DIN: 01711956), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

3. **RE-APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY AND TO FIX THEIR REMUNERATION AND IN THIS REGARD PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, F P & ASSOCIATES Chartered Accountants, (Firm Registration No. 0143262W), be and is hereby re-appointed as the Statutory Auditors of the Company for a second term of five consecutive years to hold office from the conclusion of this Thirty Fifth Annual General Meeting until the conclusion of the Thirty Ninth Annual General Meeting of the Company to be held in the financial year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

4. **TO DECLARE DIVIDEND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022.**

5. **To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 148 read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, ("Act") including any amendment(s), statutory modification(s) or re-enactment(s) thereof, the remuneration of decided by the board in consultation with **M/s. B R & ASSOCIATES., Cost Accountants**, Ahmedabad, (Firm Registration No. 000823), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2023, be and is hereby ratified.

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, ROSHAN P SANGHAVI (DIN: 01006989) Managing Director of the Company &/or AKSHA MEMON (Mem. No. A46288) Company Secretary & Compliance Officer of the Company be and are hereby authorized, severally, to digitally sign and submit all necessary e forms with the registrar of the Company and to do all acts, deeds, matters and things as deemed necessary."

SPECIAL BUSINESS:

6. **RE-APPOINTMENT OF INDEPENDENT DIRECTOR MR. VIRAL S MEHTA (DIN:00834903) AND PASS FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:**

"RESOLVED that in partial modification of the resolution passed by the members at the Thirtieth Annual General Meeting of the Company held on September 29th, 2017 and pursuant to Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for modification of the date of expiry of the second term of Mr. VIRAL S MEHTA (DIN:00834903)) as Independent Director of the Company.

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, ROSHAN P SANGHAVI (DIN: 01006989) Managing Director of the Company &/or AKSHA MEMON (Mem. No. A46288) Company Secretary & Compliance Officer of the Company be and are hereby authorized, severally, to digitally sign and submit all necessary e forms with the registrar of the Company and to do all acts, deeds, matters and things as deemed necessary.”

Date: 22.08.2022
Place: Ahmedabad

By order of the Board
For, Tirupati Foam Ltd.,

Roshan P Sanghavi
(DIN: 01006989)
Managing Director

Regd. Office:
Tirupati House, 4th Floor,
Nr. Topaz Restaurant, University Road,
Polytechnic Char Rasta, Ambawadi,
Ahmedabad – 380 015

NOTES

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 (collectively referred to as 'MCA Circulars') and in continuation **General Circular no. 02/2021 dated 13th January, 2021, and May 5, 2022** (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India vide their circulars dated May 12, 2020, January 15, 2021 and **May 13, 2022** (collectively referred to as "SEBI Circulars") have permitted the holding of the Annual General Meeting ('AGM') through VC or OAVM without the physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 34th AGM of the Company is being held through VC or OAVM on Tuesday, 20th September, 2022 at 3.30 p.m. The deemed venue for the 35th AGM shall be the Registered Office of the Company. Therefore, members can attend and participate in the 35th AGM through VC or OAVM mode only.
2. The explanatory statement pursuant to Section 102(1) of the Act with respect to the special business as set out in the Notice is annexed hereto. Also, necessary explanatory statement in accordance with Regulation 36(5) of SEBI Listing Regulations as required for **Item No. 5** of the Notice is also annexed hereto.
3. SINCE THE 35th AGM OF THE COMPANY IS BEING HELD THROUGH VC OR OAVM PURSUANT TO THE ABOVE CITED MCA CIRCULARS, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND LISTING REGULATIONS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE 35th AGM ARE NOT ANNEXED TO THIS NOTICE.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notes to the Notice. The facility of participation at the 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 AGM without restriction on account of first come first served basis.

5. 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 Companies Act, 2013.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members are requested to send to the Company on the email id: tfl.cs@tirupatifoam.com, a certified true copy of Board Resolution pursuant to the provisions of Section 113 of the Companies Act, 2013 authorizing their representatives to attend the AGM on their behalf through VC or OAVM and to vote through e-Voting in the AGM or through remote e-Voting.
7. Details as required, pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard -2 on General Meetings in respect of the Directors seeking appointment/ re-appointment at the AGM are provided in Annexure –A to this Notice.
8. Dividend as recommended by the Board of Directors, if declared at the AGM will be paid within 7 days from the date of declaration to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Tuesday 13th September, 2022. (Record Date)
9. In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/ GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories.

Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.]

11. A. The Securities and Exchange Board of India ("SEBI") had earlier mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities/Registrar and Share Transfer Agents with effect from April 1, 2019.

B. Further, SEBI had also mandated the listed entities to issue shares only in dematerialized mode, with effect from January 25, 2022 to Shareholder(s)/ claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares.

C. Further, SEBI vide its circular dated November 3, 2021 has also mandated that the Shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC document

Necessary prior intimation(s) in this regard was provided to the Shareholders. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details/ dematerialize their shareholding in the Company. A copy of the said circular(s) is available on the Company's website www.tirupatifoam.com.

12. The Securities and Exchange Board of India ("SEBI") has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities/Registrars and Share Transfer Agents with effect from April 1, 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.

13. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company/RTA of the Company. Members are requested to note that pursuant to Section 126 of the Act, dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Act. The details of unpaid/unclaimed dividend can be viewed on the Company's website www.elgi.com. As per the provisions of Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Details of shareholders whose shares are liable to be transferred to IEPF are available at the Company website: www.tirupatifoam.com. The shareholders whose unclaimed dividend/share has been transferred to the IEPF may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents. **Mrs. Aksha Memon, Company Secretary & Compliance Officer**, is the Nodal Officer of the Company for the purpose of verification of such claims.
14. Compulsory transfer of Equity Shares to IEPF Authority: Pursuant to the provisions of Section 124(6) of the Act and Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the IEPF Rules") and amendments thereto, the Company has transferred the shares in respect of Members who have not claimed/encashed dividend for the last seven consecutive years to the Demat Account of the IEPF Authority. Details of the Members whose shares have been transferred to the Demat account of the IEPF Authority are available at the Company's website at www.tirupatifoam.com

15. Voting through electronic means:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically, on all proposed resolutions set forth in this Notice, in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time

being in force). For this purpose, the Company has availed the services of Central Depository Services (India) Limited (CDSL) for e-voting facility. Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 17.09.2021 at 09.00 A.M. and ends on 19.09.2021 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date 13.09.2022**, may cast their vote electronically. The e-voting module shall be disabled by **INSTA-VOTE** facility provided by RTA **LINK INTIME INDIA PVT LIMITED** for voting thereafter.
- ii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the **Cut-off date i.e. Tuesday, 13th September, 2022**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the ensuing Annual General Meeting. Such members may obtain Sequence No. for remote e-voting by sending a request at tfl.cs@tirupatifoam.com and cast vote after following the instructions for remote e-voting as provided in the Notice convening the meeting, which is available on the website of the Company and Link Intime India Pvt Ltd. However, if you are already registered under **INSTA-VOTE** for remote e-voting then you can use your existing User ID and Password for casting your vote.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- Select the “**Company**” and “**Event Date**” and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request **3 DAYS IN ADVANCE** with the company on **the specific email id** created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

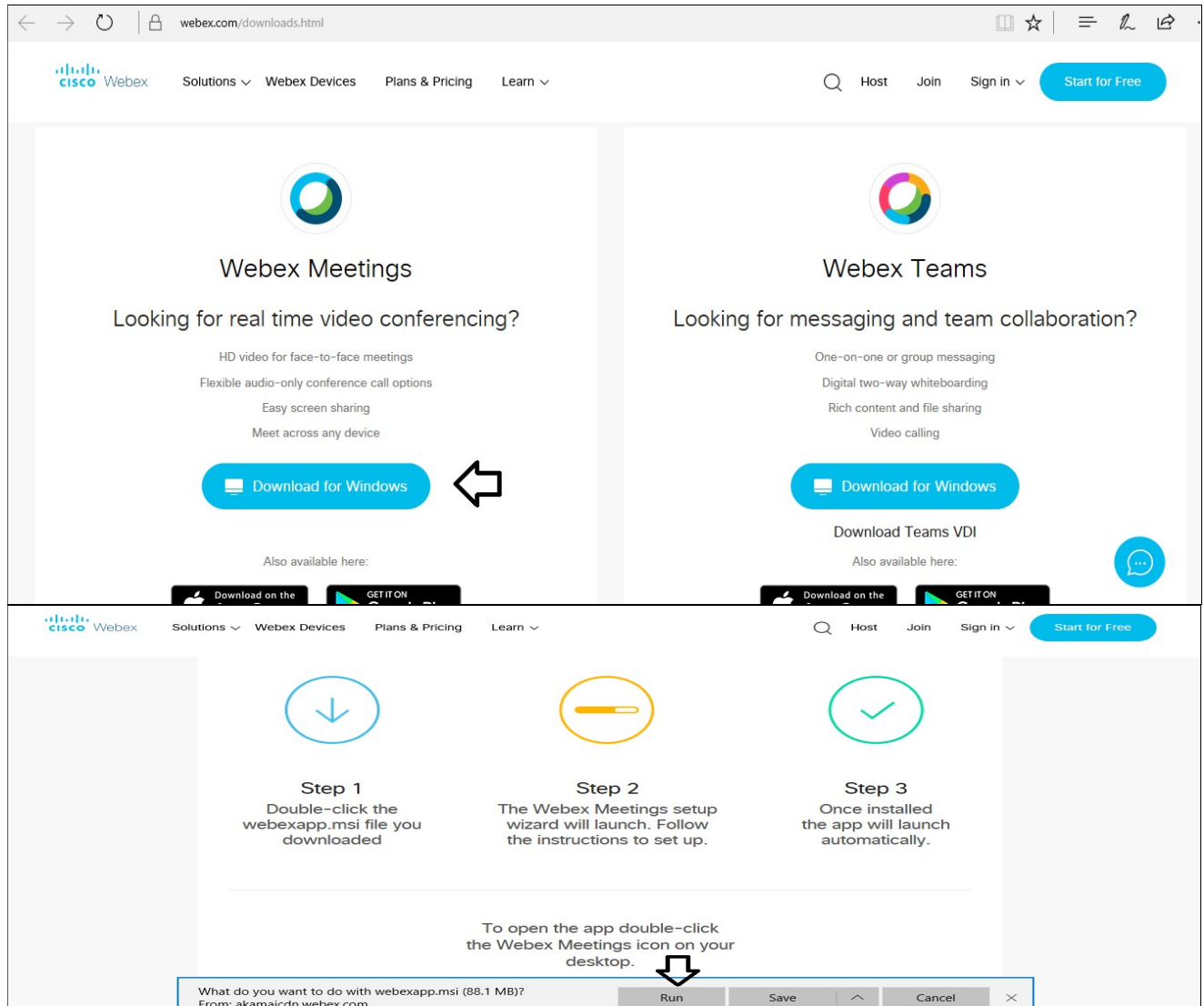
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

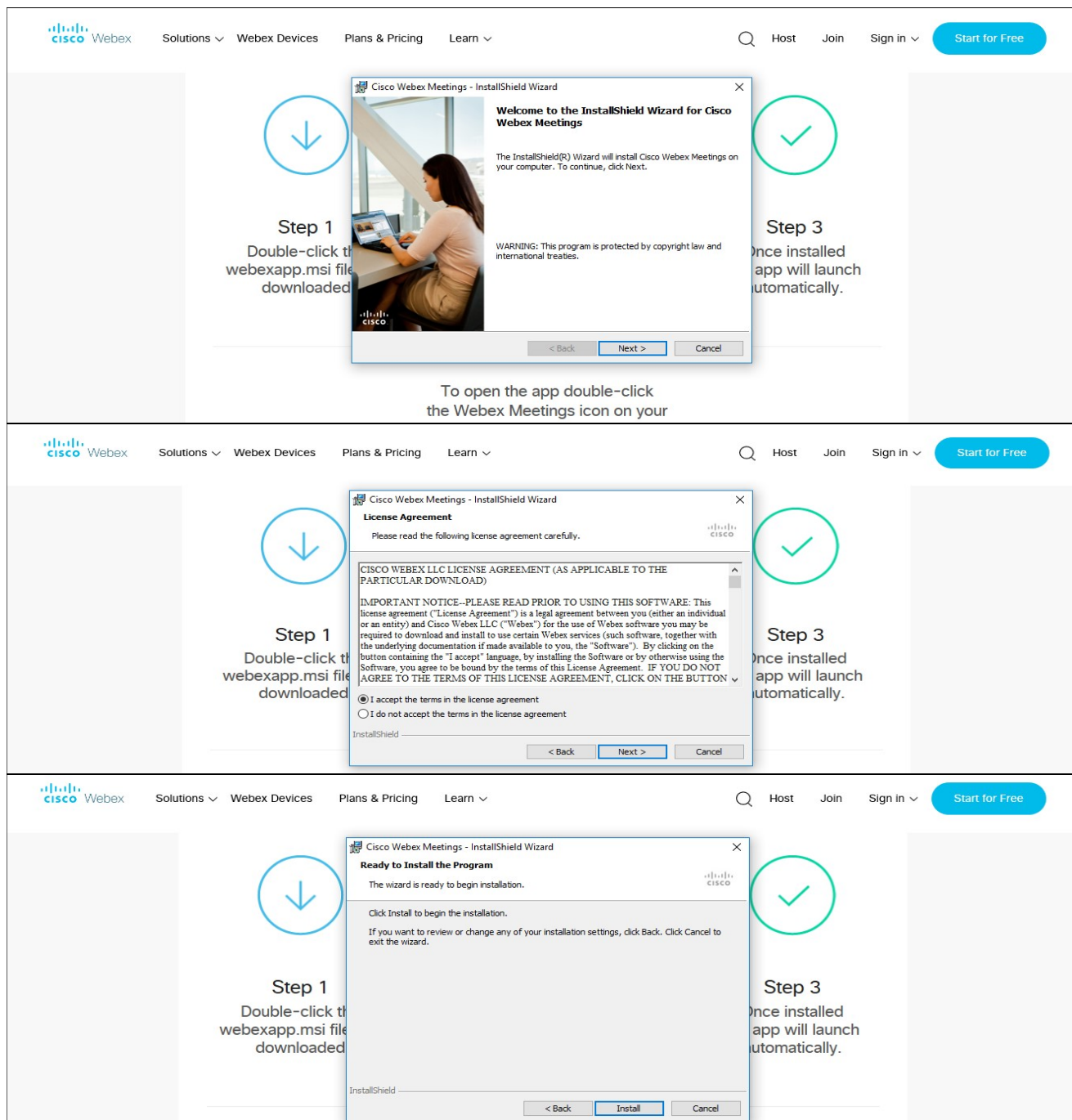
InstaMeet Support Desk
Link Intime India Private Limited

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

The screenshot shows the Cisco Webex 'Join Event Now' interface. On the left, under 'Event Information:', there are fields for 'Event status:', 'Date and time:', 'Duration:', and 'Description:'. Below these is a link: 'By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).' On the right, there is a 'Join Event Now' button. Below it, a message states: 'You cannot join the event now because it has not started.' This is followed by input fields for 'First name:', 'Last name:', 'Email address:', and 'Event password:'. A red arrow points from the text 'Mention your First name, Last name and email address' to the first three input fields. Another red arrow points to the 'Join Event Now' button. Below the button is a link: 'Join by browser NEW!'. At the bottom, it says 'If you are the host, [start your event](#).'

- iii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://instavote.linkintime.co.in>, under help section or write an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

- I. 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 tfl.cs@tirupatifoam.com.
- II. 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 tfl.cs@tirupatifoam.com.

17. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- I. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote evoting.
- II. Only those Members/ shareholders, who will be 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 in the AGM.
- III. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.