

TIRUPATI REELS PRIVATE LIMITED

**Registered Office:- E-107, FIRST FLOOR, GREATER KAILASH, NEW DELHI, South
Delhi, Delhi, India, 110048**

E-mail ID: info@ttplgroup.in, Contact No.: 9054921142, Website:

https://www.tirupatiireels.com/

CIN: U20232DL2015PTC275797

NOTICE is hereby given that the 1st EXTRA ORDINARY GENERAL MEETING of the members of TIRUPATI REELS PRIVATE LIMITED. ("the Company") is scheduled to be held on Monday, November 10, 2025, at 04:00 P.M at Factory office Survey No. 79/1,2,3 and 80/2 NH 8A, Opp, Panchratna Market, Padana, Gandhidham, Gujarat, India, 370201 to transact the following business:-

SPECIAL BUSINESS:

Item No. 1

Approval for revision in remuneration of Mr. Pratik Jajodia (DIN:06392340), Director of the company.

To consider, and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197,198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and subject to such other necessary approval(s), consent(s) or permission(s),as may be required, the consent of the Members of the Company be and is hereby accorded to revise the prescribed limit of remuneration of Mr. Pratik Jajodia (DIN:06392340), Director of the Company from Rs.3,840,000/- to Rs.46,08,000/- fixed and Rs.9,60,000/- to Rs.1,152,000/- variable for for the financial year 2024-25 and 2025-26 even in case of absence of adequate profits.

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is/are hereby authorized, singly and/or jointly to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

Item No. 2

Approval of revision in remuneration of Mr. Nikhil Jajodia holding an office / place of profit, as Chief Operating Officer of the company and son of Mr. Suresh Kumar Jajodia & Brother of Mr. Pratik Jajodia, Directors of the company, ,.

To consider, and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meetings of Board and its powers) Rules, 2014 and any other applicable provisions, if any, including statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded, to revise the prescribed limit of remuneration of Mr. Nikhil Jajodia holding an office or place of profit, as Chief Operating Officer of the company and son of Mr. Suresh Kumar Jajodia and brother of Mr. Pratik Jajodia, Directors of the company, from Rs.3,840,000/- to Rs.46,08,000/- fixed and Rs.9,60,000/- to Rs.1,152,000/- variable for for the financial year 2024-25 and 2025-26 even in case of absence of adequate profits.

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“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is/are hereby authorized, singly and/or jointly to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

By Order of the Board of Directors

TIRUPATI REELS PRIVATE LIMITED

x

SURESH KUMAR JAJODIA

Director

DIN. 00201854

Place: Gandhidham

Date: 09/10/2025

NOTES:

- 1.The statement of material facts pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the business is annexed hereto as Annexure-I.
- 2.A member entitled to attend and vote at the Extra Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. Proxy Form is attached as Annexure-II.
- 3.Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4.Members are requested to bring their attendance slip attached as Annexure-III along with their copy of Notice to the Meeting.
- 5.With reference to SS-2 for the easy convenience of recipients of notice, Route Map to the venue of Extra Ordinary General Meeting of the company is as under as Annexure-IV.
- 6.Members seeking any information with regard to the proposed resolutions are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Extra Ordinary General Meeting.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating to the Item No.1 and 2 of the accompanying Notice dated November 09, 2025.

In respect of Item No. 1

The Board on the recommendation of Nomination and remuneration Committee at its meeting held on Thursday, October 09, 2025 has revised remuneration of Mr. Pratik Jajodia, Director of the company from Rs.3,840,000/- to Rs.46,08,000/- fixed and Rs.9,60,000/- to Rs.1,152,000/- variable for the financial year 2024-25 and 2025-26, for which approval of the members is required.

The remuneration proposed to be paid to Mr. Pratik Jajodia (DIN:06392340) Director has been recommended by Nomination and Remuneration Committee and approved by the Board of Directors.

Keeping in view, time devoted by Mr. Pratik Jajodia (DIN:06392340), Director, the Board of Directors has approved the revised payment of remuneration from Rs.3,840,000/- to Rs.46,08,000/- fixed and Rs.9,60,000/- to Rs.1,152,000/- variable for the financial year 2024-25 and 2025-26.

Except for Mr. Suresh Kumar Jajodia, Mr. Nikhil Jajodia (Chief Operating Officer), who is the brother of Mr. Pratik Jajodia and son of Mr. Suresh Kumar Jajodia, none of the other Directors, Key Managerial Personnel, or their relatives are in any way, financially or otherwise, concerned or interested in the proposed resolution.

The Board recommends the special resolution set out at Item Number 1 for approval of the Members.

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Details of Directors seeking appointment and re-appointment and/or fixation/revision of remuneration of Directors at the Extra Ordinary General Meeting [Pursuant to Secretarial Standard 2 on General Meetings]

Name of Director	Mr. Pratik Jajodia
DIN	06392340
Nationality	Indian
Date of Birth:	01-10-1987
Date of Appointment on the Board	07-02-2015
Qualification	BTech
Expertise in specific functional area	Administration & Finance.
Number of shares held in the Company	N.A.
List of directorships held in other Companies	1.Tirupati Tradelinks Private Limited 2.Tirupati Timber Industries Private Limited
Number of Board Meeting attended during the financial year 2025-26	4 of 4
Chairman/Member in the Committees of the board of companies in which he is a Director	Chairman-CSR Committee (Tirupati Reels Private Limited)
Number of CSR Committee Meeting attended during the financial year 2025-26	1 of 1
Relationship between Directors inter-se	Suresh Kumar Jajodia (Father)
Terms and Conditions of Appointment	Executive, liable to retire by Rotation
Remuneration details (Including Sitting Fees & Commission)	Current remuneration details: ₹3,840,000/- fixed and ₹9,60,000/- variable (Applicable taxes) for the Financial Year 2024-25 and 2025-26. Revised remuneration details: Rs.46,08,000/- fixed and Rs.1,152,000/- variable (Applicable taxes) for the Financial Year 2024-25 and 2025-26

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In respect of Item No. 2

In accordance with the provisions of Section 188(1)(1) of the Companies Act, 2013, which govern the related party transactions, it is required for a company to obtain prior approval of the Board of Director and members/shareholders for the related party's transactions for holding any office or place of profit.

The Nomination and remuneration Committee recommends to the Board of Directors to revise the remuneration of Mr. Nikhil Jajodia, Chief Operating Officer from Rs.3,840,000/- to Rs.46,08,000/- fixed and Rs.9,60,000/- to Rs.1,152,000/- variable for the financial year 2024-25 and 2025-26, holding a place of profit under Section 188(1)(1) of the Companies Act, 2013 and son of Mr. Suresh Kumar Jajodia and brother of Mr. Pratik Suresh Jajodia, directors of the company with the prior approval of Board of Directors and members.

The Board on the recommendation of Nomination and remuneration Committee at its meeting held on October 09, 2025 has approved the revised remuneration of Mr. Nikhil Jajodia, Chief Operating Officer from Rs.3,840,000/- to Rs.46,08,000/- fixed and Rs.9,60,000/- to Rs.1,152,000/- variable for the financial year 2024-25 and 2025-26 with the prior permission of members in the Extraordinary general meeting.

Except Mr. Pratik Jajodia and Mr. Suresh Kumar Jajodia, Directors of the company no other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution

The Board recommends the special resolution set out at Item Number 2 for approval of the Members

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Details of Directors/Relative of director Holding an office / place of profit seeking appointment and reappointment and/or fixation/revision of remuneration at the Extra Ordinary General Meeting [Pursuant to Secretarial Standard 2 on General Meetings and Companies Act 2013]

Name of Director/Relative	Mr. Nikhil Jajodia
Nationality	Indian
Date of Birth:	30/09/1989
Qualification	B.com
Expertise in specific functional area	Production & Planning
Number of shares held in the Company	Nil
List of directorships held in other Companies	01.Tirupati Tradelinks Private Limited 02.Tirupati Timber Industries Private Limited
Position in the company	Holding an office / place of profit, as Chief Operating Officer of the company.
Relationship between Directors inter-se	Son of Mr. Suresh Kumar Jajodia & Brother of Mr. Pratik Jajodia, directors of the company.
Remuneration details	Current remuneration details: ₹3,840,000/- fixed and ₹9,60,000/- variable (Applicable taxes) for the Financial Year 2024-25 and 2025-26. Revised remuneration details: Rs.46,08,000/- fixed and Rs.1,152,000/- variable (Applicable taxes) for the Financial Year 2024-25 and 2025-26
Tenure of Contract	NA

By Order of the Board of Directors

TIRUPATI REELS PRIVATE LIMITED

x **For TIRUPATI REELS (P) LTD.**


SURESH KUMAR JAJODIA Director

Director

DIN. 00201854

Place: Gandhidham

Date: 09/10/2025

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Form No. MGT-11

Proxy form

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

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Name of the Company: TIRUPATI REELS PRIVATE LIMITED

Registered office: E-107, FIRST FLOOR, GREATER KAILASH, NEW DELHI, South Delhi, Delhi, India,
110048

Name of the Member(s):	
Registered address:	
Email address:-	
No. of shares held:-	
Folio No/ Client Id:-	
DP ID:-	

I/We, being the member of TIRUPATI REELS PRIVATE LIMITED holding {No of Share} shares of the above named company, hereby appoint

Name:	
Address:	
Email address:-	
Signature:-	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 01st Extra Ordinary General Meeting of the Company, to be held on Tuesday, 05th August, 2025 AT 4:00 PM at , SURVEY NO. 79/1,2,3 AND 80/2 NH 8A, OPP, PANCHRATN PANCHRATNA MARKET, PADANA, GANDHIDHAM, Gujarat, India, 370201 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Special Business:

1. Revision in Remuneration of Mr. Pratik Jajodia, Director for the financial year 2025-26.
2. Revision in Remuneration to Mr. Nikhil Jajodia, Chief Operating Officer, for the financial year 2025-26.

Signed on this ___ day of _____

Signature of Shareholder

**Signature of Proxy
holder(s)**

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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Attendance Slip

01st Extra Ordinary General Meeting. Tuesday, 05th August, 2025 AT 4:00 PM

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any:	
No. of shares held	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the 01st Extra Ordinary General Meeting of the Company on Monday, 10th November, 2025 AT 4:00 PM at SURVEY NO. 79/1,2,3 AND 80/2 NH 8A, OPP, PANCHRATN PANCHRATNA MARKET, PADANA, GANDHIDHAM, Gujarat, India, 370201.

Member's/Proxy's name in Block Letters

**Member's/Proxy's
Signature**

Note(s): 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

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