



TIRUPATI FORGE LIMITED

CIN:L27320GJ2012PLC071594

Registered Office: Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industries Area, N.H. 27,
Taluka: Kotda Sangani, Hadamtala, Rajkot 360 311 Gujarat India

Contact: 02827- 270512

e-Mail: info@tirupatiforge.com

Website: www.tirupatiforge.com

EGM No.: 19-20/EGM/01

NOTICE OF EXTRA ORDINARY GENERAL MEETING (EOGM)

NOTICE is hereby given that the **Extra Ordinary General Meeting (EOGM)** of the Members of **TIRUPATI FORGE LIMITED ("the Company")** is scheduled to be held on **Tuesday, March 31, 2020 at 11:00 a.m.** at the Registered Office of the Company situated at **Plot No. 1-9, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala, Rajkot 360 311 Gujarat India** to transact the following businesses:

SPECIAL BUSINESSES:

- 1. Re-appointment of Mr. Ramesh Patel (DIN: 02738359) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings and pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for rectification of re-appointment of Mr. Ramesh Patel (DIN: 02738359) who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. August 01, 2019 up to July 31, 2024."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."



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2. Re-appointment of Mr. Sachin Ravani (DIN: 07874835) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings and pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for rectification of re-appointment of Mr. Sachin Ravani (DIN: 07874835) who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. August 01, 2019 upto July 31, 2024."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

3. Appointment of Mr. Anand Mohan Shrivastava (DIN: 08684010) as an Independent Director 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 Mr. Anand Mohan Shrivastava (DIN: 08684010), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 14, 2020 in terms of Section 161 of the Companies Act, 2013 ("Act") but who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Anand Mohan Shrivastava (DIN: 08684010), a non-executive Director of the Company, who meets the criteria for



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independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed an Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing with effect from February 14, 2020 to February 13, 2025.

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

4) Revision in Remuneration of Mr. Hiteshkumar G. Thummar (DIN: 02112952), Managing Director of the Company:

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the and pursuant to the provisions of Sections 196, 197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Persons) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re-enactment thereof, for the time being in force and as may be enacted from time to time read with Schedule V thereto, and such other approvals, permissions, and sanctions of such authorities and/or agencies as may be required in this regard, approval of the members be and is hereby accorded to the revision in the remuneration of Mr. Hiteshkumar G. Thummar (DIN: 02112952), Managing Director of the Company i.e. Remuneration to be paid at Rs. Rs. 2,00,000/- (Rs. Two Lacs Only) per month inclusive of all perquisite, benefits and amenities with effect from August 01, 2020 for a period of 3 years or the revision in remuneration by Board of Directors or till the continuation of his term as Managing Director of the Company, whichever is earlier.

"RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as set out in Explanatory Statement shall nevertheless be paid and allowed to Mr. Hitesh Thummar (DIN 02112952) as remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and Rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof subject to change as Board may deemed fit as per profitability of the Company, provided that the amount of remuneration includes all perquisite."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."



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5) **Appointment of Mr. Bhavesh Barasiya (DIN: 05332180) as Whole Time Director and Approval of Remuneration under section 196 and 197 Read with Schedule V**

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

"**RESOLVED THAT** the Company hereby accords its approval and consent under Sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, to the appointment of Mr. Bhavesh Barasiya (DIN: 05332180) as the Whole Time Director of the Company for a period of 5 (five) years with effect from February 14, 2020 on the remuneration of Rs. 2,00,000/- (Rs. Two Lacs Only) per month inclusive of all perquisite, benefits and amenities as Whole Time Director of the Company as and terms and conditions and stipulations set out in the Explanatory Statement annexed to the Notice of this Meeting.

"**RESOLVED FURTHER THAT** the remuneration including benefits, amenities and perquisites as set out in Explanatory Statement shall nevertheless be paid and allowed to Mr. Bhavesh Barasiya (DIN: 05332180) as remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof subject to change as board may deemed fit as per profitability of the Company, provided that the amount of remuneration includes all perquisites."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

By Order of Board of Directors
For, TIRUPATI FORGE LIMITED

sd/-

Hiteshkumar G. Thummar
Chairman & Managing Director
[DIN: 02112952]

Hadamtala (Rajkot)
March 06, 2020

Registered Office:

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Extra-Ordinary General Meeting ("EOGM") is also annexed.
2. A Member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other Member.

Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said Resolution to attend and vote on their behalf at the Meeting.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by appropriate resolutions/ authority, as applicable.

3. All the documents referred to in the accompanying notice and the explanatory statement is open for inspection at the Registered Office of the Company during business hours from Monday to Friday up to the date of this Extra-ordinary General Meeting of the Company.
4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
5. 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 electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.



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6. The notice of EOGM is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
7. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.
8. This notice is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on February 28, 2020.
9. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorised representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed. Duplicate attendance slips will not be issued.
10. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, www.tirupatiforge.com for download.
11. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them.
13. No gifts shall be provided to members before, during or after the EOGM.



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14. In case of joint holders attending the EOGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
15. A route map showing direction to reach the venue of the EOGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.
16. **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules issued there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its Members through the remote e-voting platform provided by Link Intime India Private Limited (LIPL).

The person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on closing of Tuesday, March 24, 2020 i.e. cut-off date, only shall be entitled to avail the facility of remote e-voting as well as the voting in the EOGM. The Members may cast their votes on electronic voting system from place other than the venue of the meeting ("remote e-voting").

The remote e-voting period will commence at 9:00 a.m.(IST) on Saturday, March 28, 2020 and will end at 5:00 p.m.(IST) on Monday, March 30, 2020. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. The Members attending the EOGM who have not cast their vote by remote e-voting shall be eligible to vote at the EOGM by Ballot.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, March 24, 2020, may obtain the login ID and password by sending a request to us or oyr RTA.

Instructions for shareholders to vote electronically:

❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:



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- a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:
If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none">• Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).



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If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE:

The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

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

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.



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Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.



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The Company has appointed **CS Piyush Jethva, Practising Company Secretary** to act as the Scrutinizer & shall scrutinize the entire e-voting process and ballot voting to be conducted at the Venue of Extra-ordinary General Meeting. The Scrutinizer, **CS Piyush Jethva, Practising Company Secretary** Email ID: piyushrjethva@gmail.com shall scrutinize the process in fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report on the votes cast to the Chairman of the meeting.

A member may participate in the EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM.

All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours 10:00 a.m. to 05:00 p.m. on any working days except Wednesday, up to and including the date of the Extra-Ordinary General Meeting of the Company.

Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.

By Order of Board of Directors
For, TIRUPATI FORGE LIMITED

sd/-

Hiteshkumar G. Thummar
Chairman & Managing Director
[DIN: 02112952]

Hadamtala (Rajkot)
March 06, 2020



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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 and 2

As per the provisions of Section 149, Section 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, the Company had appointed Mr. Ramesh Patel and Mr. Sachin Ravani as Independent Directors as per the requirement of the Companies Act, 2013 at the Extraordinary General Meeting of the Company held on July 31, 2017 for a term of 2 years. Since, all the Independent Directors of the Company have completed one term, they are further eligible for re-appointment for one more term.

The Performance evaluation of the Independent Directors were conducted by the entire Board (excluding the Director being evaluated) on the basis of criteria such as Transparency, Performance, Leadership, Ethics etc.

Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and Board of Directors of the Company at their meetings have approved the appointment of the aforesaid Independent Directors, subject to approval of the Shareholder, for a second term of 5 years, as provided in the resolutions, and they shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declarations from all the Independent Directors confirming that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfill the conditions specified in the said Act for reappointment as Independent Directors.

The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from the appointee directors themselves proposing the candidature for appointment as Independent Directors.

The brief profile of all the Directors eligible to be re-appointed as Independent Directors, is provided as below:

1	A brief resume of the director; 1. Name 2. DIN 3. Email ID	Mr. Ramesh Patel 02738359 patel.824@gmail.com	Mr. Sachin Ravani 07874835 sachinravani@gmail.com
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Taluka: Kotda Sangani, Hadamtala, Rajkot 360 311 Gujarat India

Contact: 02827- 270512

e-Mail: info@tirupatiforge.com

Website: www.tirupatiforge.com

	4.Present Address	3 - Somnath Appartment, Opp. Padmanabha Tower, University Road, Rajkot – 360 005	B - 401, Bilipatra Apartment, Off. 150 Feet Ring Road, Near Dholakiya School, Maha Pooja Dham C Howk, Rajkot 360004
2	Nature of his expertise in specific functional areas	Mr. Ramesh Patel is a Qualified Chartered Accountant by Profession and started his Practice in Year 2004. He is founder of M/s Ramesh Patel & Co., (A well Known Firm) and having expertise in field of Finance and Direct taxation. He has been 22nd Rank Holder (AIR) in the Intermediate Exam conducted by Institute of Chartered Accountant of India in year 2002. He has also completed ISA Course in year 2006 which is also conducted by Institute of Chartered Accountant of India. He has having more than 10 Years of Experience in finance filed and regularly conduct bank Audit.	Mr. Sachin Ravani completed his diploma in Engineering. He is having experience in the field of Engineering for more than 10 Years.
3	Disclosure of relationships between directors inter-se	NIL	NIL
4.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	Committees in which Director is Member: 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders' Relationship Committee	Committees in which Director is Member: 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders' Relationship Committee 4. Corporate Social Responsibility Committee
5.	shareholding of non-executive directors	NIL	NIL



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The Board recommends the Resolutions as set out in item nos. 1 and 2 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are in any way concerned or interested in the Resolutions, as set out in item nos. 1 and 2 of the Notice.

ITEM NO: 3

Mr. Anand Mohan Shrivastava (DIN: 08684010) was appointed as an Additional Director of the Company with effect from February 14, 2020 by the Board of Directors under Section 161 of the Act and Article 134 of the Articles of Association of the Company. In terms of Section 161(1) of the Act, Mr. Anand Mohan Shrivastava (DIN: 08684010) holds office only upto the date of the forthcoming General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from himself signifying his intention to be appointed as an Independent Director.

In terms of Section 149 and other applicable provisions of the Act, Mr. Anand Mohan Shrivastava (DIN: 08684010) is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The Brief profile of the appointee director is provided as below:

Sr. No.	Particulars	Particulars
1	A brief resume of the director; 1. Name 2. DIN 3. Email ID 4. Present Address	ANAND MOHAN SHRIVASTAVA 08684010 amshrivastava@rediffmail.com S/o Shayamnarayanlal Shrivastava, A-49, Manglya Park, Opp. Shiv Vatika, Harini Warsiya Ring Road, Vadodara, Gujarat-GJ, 390006
5	Nature of his expertise in specific functional areas;	Mr. A.M. Shrivastava is having experience of more than 38 years in the field of steel melting shop (induction, furnace, LRF, AOD) and continuous casting machine of different



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		specifications. He have been handling independently technical as well as commercial fields since last 11 years.
6.	Disclosure of relationships between Directors inter-se	NIL
7	Names of listed entities in which the person also holds the Directorship and the membership of the Committee of the Board	NIL
8	Disclosure of Disqualification	He is not disqualified from being appointed as a Director
9	Shareholding of the Director in the Company	NIL

Except Mr. Anand Mohan Shrivastava, appointee director, None of the Directors and/or Key Managerial Personnel [KMP] of the Company and their relatives is concerned or interested in the resolution set out at Item no. 3 of the Notice except to the extent of Shareholding in the Company.

Members are requested to pass the Resolution at Item No. 3 as an Ordinary Resolution

ITEM NO: 4

Mr. Hiteshkumar G. Thummar is appointed as Managing Director and Chairman of the Company by way of shareholders' resolution at their meeting held on July 31, 2017 for the period of 5 years. The remuneration of the Managing Director was approved subject to revision of the remuneration at the expiry of 3 years.

The Board of Director of the Company has, subject to approval of the members, approved the remuneration up to Rs. 2,00,000/- (Rupees Two Lacs Only) per month (for a period of Maximum 3 years) subject to change as per profitability of the company. The remuneration including benefits, amenities and perquisites shall nevertheless be paid and allowed to Mr. Hitesh Gordhanbhai Thummar as remuneration for any financial year in case of absence or inadequacy of profits for such year.



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Website: www.tirupatiforge.com

Particulars required under schedule V for Appointment of Mr. HITESH G. THUMMAR are as under:

❖ GENERAL INFORMATION:

Nature Of Industry	:	Forging Industry
Date Of Commercial Production	:	17/08/2012
In Case of New Companies, Expected Date of Commercial Activities	:	Not Applicable
Financial Performance	:	As mentioned in below table no. 1.2
Foreign Investment	:	Not applicable

(Table no 1.2.)

In Rs.

Particulars	2018-19	2017-18
Revenue from Operation	418,391,640	207,907,254
Other Income	2,549,145	1,281,770
Profit before tax	58,532,616	21,309,954
Profit for the year (After Tax)	41,893,911	15,452,582
EPS	7.21	3.57

❖ INFORMATION ABOUT APPOINTEE:

- BACK GROUND DETAILS:** Mr. Hitesh Gordhanbhai Thummar is engaged with the company since 25th March 2017. He is Master of Business Administration in International Marketing from Queensland University, London. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of our Company.
- PAST REMUNERATION:** Rs. 15,00,000/- Per annum paid During the F.Y. 2018-19
- RECOGNISATION OR AWARD:** Not Applicable



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4. **JOB PROFILE AND SUITABILITY:** Mr. Hitesh Gordhanbhai Thummar is looking all over work of the company. He is a Master of Business Administration in International Marketing from Queensland University, London and have in-depth knowledge of forging industries. Therefore, He is a proper person to justify the present post of "Managing Director & Chairman" and for remuneration payable to him.
5. **PROPOSED REMUNERATION:** Rs. 2,00,000/- (Two Lacs Only) per month with effect from August 01, 2020 subject to profitability of the company i.e the Board of Directors can mutually reduce the remuneration on the base of financial performance of the company subject to upper limit of Rs. 2,00,000/- (Two Lacs Only) Per Month.
6. **REMUNERATION COMPARISON:** The remuneration is proposed after comparison of remuneration package of other industry working on the same level. Further remuneration is decided after the responsibilities shouldered on him as Managing Director & Chairman.;
7. **Pecuniary relationship** directly or indirectly with the company, or relationship with the managerial personnel, if any.

Apart from the remuneration and perquisites paid to him as Managing Director as stated above and their respective shareholding held directly or indirectly in the Company and Mrs. Darshana Thummar being the wife of Mr. Hiteshkumar Thummar, the Director does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

❖ **OTHER INFORMATION:**

1. Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:

During the last three consecutive financial years, the company has reported net profit and further company is looking for and trying to cover new territory across the globe for increase in turnover. Hence there are no specific steps required to take and proposed to be taken for improvement other than working towards resolving some of the external risk constraint.

2. Expected increase in productivity and profits in measurable terms:

The Company has earned the profit of Rs. 32 Lakhs during the half financial year ended on September 30, 2019 and the Company is expected to do well in future.



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Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment

Mr. Hitesh Gordhanbhai Thummar

Age	39 Years
Qualifications	Master of Business Administration in International Marketing
Experience	More than 10 Years
Terms and conditions of appointment or re-appointment	<p>Substantial Terms and Conditions of revision in Remuneration are as under;</p> <ol style="list-style-type: none">1) The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits of Rs. 2,00,000/- (Two Lacs Only) per month as specified.2) The company shall pay remuneration to the Managing Director as per decision of the Board of Director which should be as prescribed by The Companies Act, 2013 or any modification or alteration or replacement of the Such Act. The company shall reimburse of actual expenses incurred by the managing director in connection with the company's business.3) Proposed remuneration is payable to the Managing Director subject to profitability of the company i.e the Board of Directors can mutually reduce the remuneration on the base of financial performance of the company subject to upper limit of Rs. 2,00,000/- (Two Lacs Only) Per Month.
Last drawn remuneration	Nil
Date of first appointment on the Board	March 25, 2017
No. of share held	12,24,000 Equity Shares



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Website: www.tirupatiforge.com

Relationship with Directors, Managers & KMP	Husband of Mrs. Darshana Thummar
Number of Board Meeting attended during Previous Financial Year	14
Chairman/ Member of the Committees of Boards	1. Committee for Sexual Harassment Complaints Redressal 2. Corporate Social Responsibility Committee

Except Mr. Hiteshkumar G. Thummar, Managing Director and Mrs. Darshana Thummar, None of the Directors and/or Key Managerial Personnel [KMP] of the Company and their relatives is concerned or interested in the resolution set out at Item no. 4 of the Notice except to the extent of Shareholding in the Company.

Members are requested to pass the Resolution at Item No. 4 as Special Resolution

ITEM NO: 5

Mr. Bhavesh Barasiya (DIN: 05332180) is engaged with the company since its incorporation. Considering the devotion of time and dedication towards work it is recommended by the Board of Directors to appoint Mr. Bhavesh Bareasiya as Whole Time Director for the period of 5 (five) years. The present proposal is for seeking members' approval for the appointment of Mr. Bhavesh Barasiya as a Whole Time Director and approval of his remuneration in terms and the applicable provision of the Companies Act 2013.

The Board of Director of the Company at its meeting held on February 14, 2020 has, subject to approval of the members, approved the remuneration up to Rs. 2,00,000/- (Rupees Two Lacs Only) per month (For a maximum period of 3 years) subject to change as per profitability of the company. The remuneration including benefits, amenities shall nevertheless be paid and allowed to Mr. Bhavesh Barasiya as remuneration for any financial year in case of absence or inadequacy of profits for such year.

Particulars required under schedule V for Appointment of Mr. HITESH G. THUMMAR are as under:

❖ GENERAL INFORMATION:

Nature Of Industry	:	Forging Industry
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Website: www.tirupatiforge.com

Date Of Commercial Production	:	17/08/2012
In Case of New Companies, Expected Date of Commercial Activities	:	Not Applicable
Financial Performance	:	As mentioned in below table no. 1.2
Foreign Investment	:	Not applicable

able no 1.2.)

In Rs.

Particulars	2018-19	2017-18
Revenue from Operation	418,391,640	207,907,254
Other Income	2,549,145	1,281,770
Profit before tax	58,532,616	21,309,954
Profit for the year (After Tax)	41,893,911	15,452,582
EPS	7.21	3.57

❖ INFORMATION ABOUT APPOINTEE:

- BACK GROUND DETAILS:** Bhavesh Barasiya, aged 42 years, has an experience of about more than 17 years in our Industry. His key responsibilities in the Company include compliance, taxation and legal issues of our Company.
- PAST REMUNERATION:** Rs. 6,00,000/- Per annum paid During the F.Y. 2018-19
- RECONGNISITION OR AWARD:** Not Applicable
- JOB PROFILE AND SUITABILITY:** Mr. Bhavesh Barsiya is engaged with the company since Incorporation of the Company. He got education till Secondary School Certificate. He is having depth knowledge about forging industries. Therefore, He is a proper person to justify the present post of "Whole Time Director" and remuneration payable to him.
- PROPOSED REMUNERATION:** Rs. 2,00,000/- (Two Lacs Only) per month with effect from February 14, 2020 subject to profitability of the company i.e the Board of Directors can mutually reduce the remuneration on the base of financial



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Website: www.tirupatiforge.com

performance of the company subject to upper limit of Rs. 2,00,000/- (Two Lacs Only) Per Month.

6. **REMUNERATION COMPARISON:** The remuneration is proposed after comparison of remuneration package of other industry working on the same level. Further remuneration is decided after the responsibilities shouldered on him as Whole Time Director.;
7. **PECUNIARY RELATIONSHIP:** Does not have any pecuniary relationship with the Company except remuneration drawn as Whole-time Director

❖ **OTHER INFORMATION:**

1. Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:

During the last three consecutive financial years, the company has reported net profit and further company is looking for and trying to cover new territory across the globe for increase in turnover. Hence there are no specific steps required to take and proposed to be taken for improvement other than working towards resolving some of the external risk constraint.

2. Expected increase in productivity and profits in measurable terms:

The Company has earned the profit of Rs. 32 Lakhs during the half financial year ended on September 30, 2019 and the Company is expected to do well in future.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment
--

Mr. Bhavesh Barasiya

Age	42 Years
Qualifications	S.S.C
Experience	17 Years
Terms and conditions of appointment or re-appointment	Substantial Terms and Conditions of Appointment are as under; 1) Tenure of this appointment shall be Five years with effect from February 14, 2020. 2) Mr. Bhavesh Barasiya- as Whole Time Director of the



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	<p>Company shall liable to retire by rotation. Further The Whole Time Director would be employed on a whole-time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the written permission of the Competent Authority in each case</p> <ol style="list-style-type: none">4) The Whole Time Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits of Rs. 2,00,000/- (Two Lacs Only) as specified.5) The remuneration shall be approved for the maximum period of 3 years, revision in remuneration to be paid to the said director is required on or before the expiry of 3 Years.3) The company shall pay any remuneration to the Whole Time Director as per decision of the Board of Director which should be as prescribed by The Companies Act, 2013 or any modification or alteration or replacement of the Such Act. The company shall reimburse of actual expenses incurred by the Whole Time Director in connection with the company's business.4) Proposed remuneration is payable to the Whole Time Directorsubject to profitability of the company i.e the Board of Directors can mutually reduce the remuneration on the base of financial performance of the company subject to upper limit of Rs. 2,00,000/- (Two Lacs Only) Per Month.5) Whole Time Director will cease to be Director on cessation of his employment with the Company6) The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder7) The separation from this engagement could be effected by either side giving written notice
Last drawn remuneration	Rs. 6,00,000/- p.a. including all perquisites
Date of first appointment on the Board	17/08/2012
No. of share held	61,440 Equity Shares



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Website: www.tirupatiforge.com

Relationship with Directors, Managers & KMP	Not Related
Number of Board Meeting attended during Previous Financial Year	14
Chairman/ Member of the Committees of Boards of other companies	Not Applicable

Except Mr. Bhavesh Barasiya, Appointee Director, None of the Directors and/or Key Managerial Personnel [KMP] of the Company and their relatives is concerned or interested in the resolution set out at Item no. 5 of the Notice except to the extent of Shareholding in the Company.

Members are requested to pass the Resolution at Item No. 5 as Special Resolution

**By Order of Board of Directors
For, TIRUPATI FORGE LIMITED**

sd/-
Hiteshkumar G. Thummar
Chairman & Managing Director
[DIN: 02112952]

Place: Hadamtala (Rajkot)

Date: March 06, 2020



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e-Mail: info@tirupatiforge.com

Website: www.tirupatiforge.com

EGM No.: 19-20/EGM/01

ATTENDANCE SLIP

[Please fill in this attendance slip and hand it over to ENTRANCE OF THE MEETING HALL]

I hereby record my /our presence at the **EXTRA-ORDINARY GENERAL MEETING (EOGM)** of the Company being held on **Tuesday, March 31, 2020 at 11:00 a.m.** at Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala Rajkot 360 011 Gujarat India

Name and Address of the Shareholder	
Address of the Shareholder	
Registered Folio No. /Client ID	
DP ID	
Name of the Authorised Representative/Proxy, if any	
No. of Shares held	

Signature of the shareholders/ Proxy Present/Authorised Representative

ELECTRONIC VOTING PARTICULARS

Event No.	User ID	Default PAN*/Sequence No.
200024		

* Only Members who have not updated their PAN with the Company / Depository Participant shall use the default PAN in the PAN Field.

Notes:

1. Shareholder/ Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
2. Shareholder/Proxy holder desiring to attend the meeting may bring his /her copy of the Notice of the EOGM for reference at the meeting.
3. Strikeout the options which are not applicable.

**PROXY FORM
FORM NO: MGT-11**

[Pursuant to Section 105 (96) of the Companies Act, 2013 and Rules 19(3) of the Companies Management and Administration Rules 2014]

Name of the Company	TIRUPATI FORGE LIMITED [CIN: L27320GJ2012PLC071594]
Registered Office	Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala Rajkot 360 011 Gujarat India

Name of the Member (s)	
Registered Address	
E-mail Id	
Folio No. / Client Id	
DP/ ID	

I /We, being the member(s) of Shares of the above-named Company, hereby appoint:

(1) Name:	Address:		
E-Mail Id	Signature:	Or	falling him/her;
(2) Name:	Address:		
E-Mail Id	Signature:	Or	falling him/her;
(3) Name:	Address:		
E-Mail Id	Signature:		

as my /our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the Extra-Ordinary General Meeting of the Company to be held on **Tuesday, March 31, 2020 at 11:00 a.m.** at **Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala Rajkot 360 011 Gujarat India**, and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars
•	Special Businesses:
1.	Re-appointment of Mr. Ramesh Patel (DIN: 02738359) as an Independent Director of the Company
2.	Re-appointment of Mr. Sachin Ravani (DIN: 07874835) as an Independent Director of the Company
3.	Appointment of Mr. Anand Mohan Shrivastava (DIN: 08684010) as an Independent Director of the Company
4.	Revision in Remuneration of Mr. Hiteshkumar G. Thummar (DIN: 02112952), Managing Director of the Company:
5.	Appointment of Mr. Bhavesh Barasiya (DIN: 05332180) as Whole Time Director and Approval of Remuneration under section 196 and 197 Read with Schedule V

Signed this day of..... 2020

Signature of Shareholder (s) Signature of Proxy holder(s) Signature of Proxy holder(s)

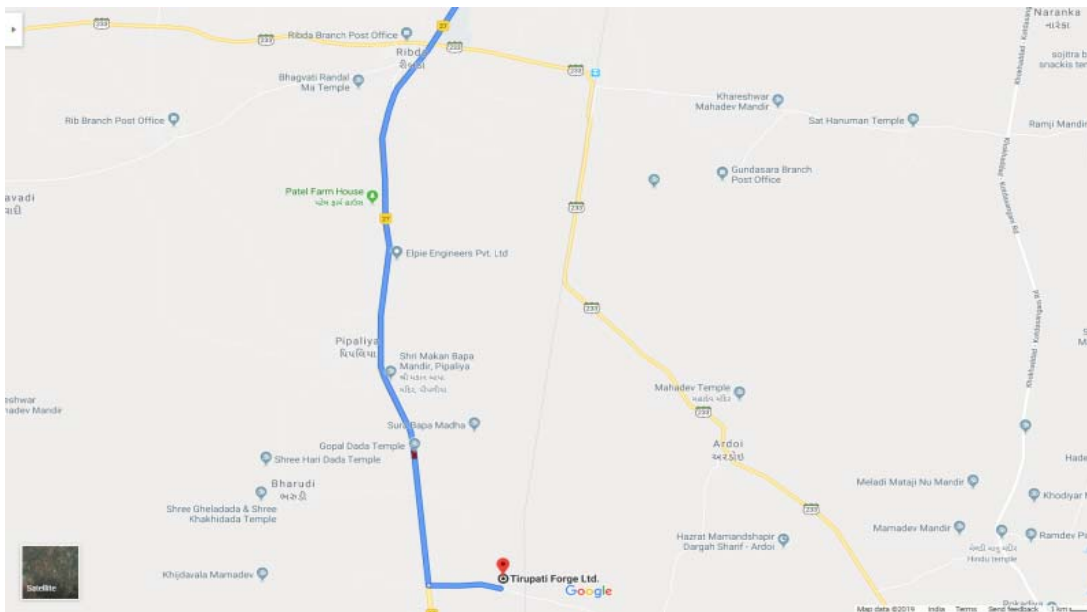
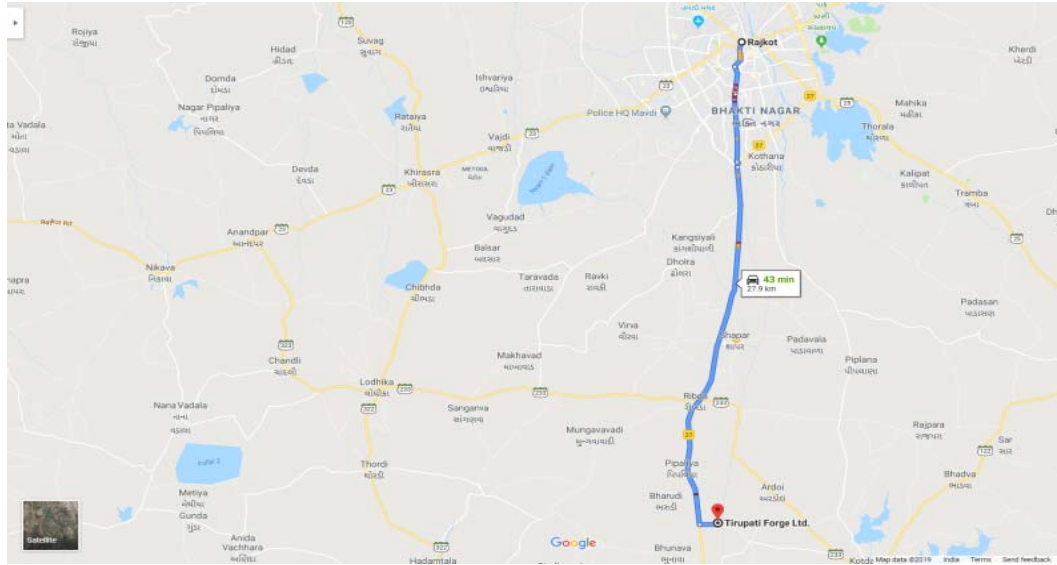
Affix Revenue Stamp of Rs.1/-
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Notes: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the Commencement of the meeting.

ROUTE MAP OF THE VENUE OF EXTRA-ORDINARY GENERAL MEETING

Venue: Registered Office of the Company

Plot No. 1-9, Survey No. 92/1, Near Shan Cement,
Hadamtala Industrial Area, Taluka: Kotda Sangani
Hadamtala, Rajkot 360 311
Gujarat. India.



ROUTE MAP OF THE VENUE OF EXTRA-ORDINARY GENERAL MEETING

Venue: **Registered Office of the Company**

Plot No. 1-9, Survey No. 92/1, Near Shan Cement,
Hadamtala Industrial Area, Taluka: Kotda Sangani
Hadamtala, Rajkot 360 311
Gujarat. India.

