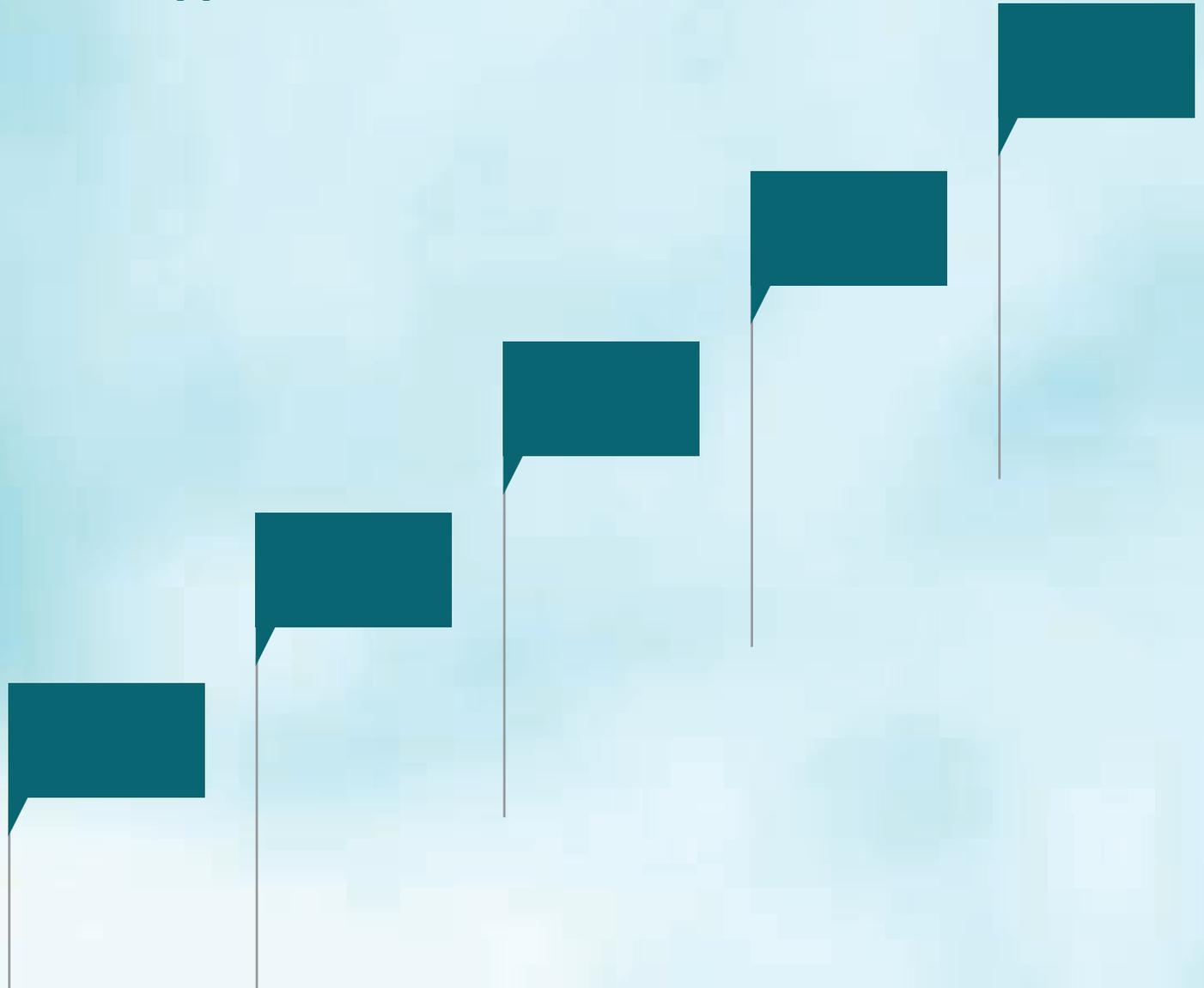




Tirupati

Forge Limited



Notice to the
AGM 2020-21

NOTICE

NOTICE OF ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the **Ninth Annual General Meeting (AGM)** of the Members of **TIRUPATI FORGE LIMITED (“the Company”)** is scheduled to be held on **Tuesday September 28, 2021 at 12:00 p.m.** to transact the following businesses:

ORDINARY BUSINESS:

- 1) To Receive, Consider and adopt the financial Statement including Audited Balance Sheet as on 31st March 2021 and Profit & Loss Account for the year ended on that date and reports of Board of Directors and Auditor thereon and Cash Flow Statement and other various schedule prescribed under the Companies Act, 2013.

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

“**RESOLVED THAT**, Audited Financial Statement financial year ended on March 31, 2021 including Balance Sheet of the Company as at March 31, 2021, Statement of Profit and Loss for the year ended on March 31, 2021 and Cash Flow Statement along with Audit Report for the year ended on March 31, 2021 and notes to the results annexed thereto be and are hereby considered and adopted.”

“**RESOLVED FURTHER THAT**, pursuant to provision of section 134 and other applicable provisions, if any of the companies Act 2013, read with relevant rules made there under including any statutory modification or re-enactment thereto, the report of Board of Directors of the company for the year ended on 31st March 2021, together with all annexure thereto be and is hereby considered and adopted.

- 2) To appoint a Director in place of **Smt. Darshna Hiteshbhai Thummar, Non-Executive Director [DIN: 07869257]**, who retires by rotation and being eligible, offers herself for re-appointment.

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

“**RESOLVED THAT**, pursuant to provision of section 152 and other applicable provisions, if any of the companies Act 2013, read with relevant rules made there under including any statutory modification or re-enactment thereto, **Smt. Darshna Hiteshbhai Thummar, Non-Executive Director [DIN: 07869257]**, who retires by rotation at this meeting, be and is hereby appointed as Non-Executive director of the company, liable to retire by rotation.

SPECIAL BUSINESS:

3. TO APPROVE REQUESTS OF RECLASSIFICATION FROM 'PROMOTER AND PROMOTER GROUP' CATEGORY TO 'PUBLIC' CATEGORY:

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 Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members be and is hereby accorded to reclassify the following person(s) / entity(ies) (hereinafter individually and jointly referred to as the applicants) from “Promoter and Promoter Group” category to “Public” category -

Sr. No.	Name of the Person	Number of Equity Shares Held	% of Shareholding
1	Ajay Vithalbhai Sardhara	61,440	0.55
2	Vishal Ramjibhai Sorathiya	72,640	0.65

RESOLVED FURTHER THAT, in supersession of any provision etc., their special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT, Mr. Hiteshkumar G. Thummar - Chairman and Managing Director, Mr. Bhavesh T. Barasiya - Wholetime Director and Mr. Vivek M. Moliya, Company Secretary and Compliance officer of the Company, be and are hereby severally authorised to intimate stock exchange post members approval, and to submit a reclassification application to the stock exchanges within the permitted time, and to do all such acts and deeds as may be necessary to complete procedure of reclassification and give effect to this resolution.”

4. SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- EACH TO FACE VALUE OF RS. 2/- PER SHARE:

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 sections 61 and all other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder including the statutory modification(s) or re-enactment(s) thereof for the time being in force and the relevant provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities and Exchange Board of India (SEBI) and the other Rules, Regulations, Circulars, Notifications, etc. and subject to approvals, consents, permissions and sanctions as may be necessary from any authority, whether statutory or otherwise, the Authorized Share Capital of the Company comprising of 1,15,00,000 (One Crore Fifteen Lakh) Ordinary Shares of the face value of Rs.10/- (Rupees Ten Only) each aggregating to Rs.11,50,00,000/- (Rupees Eleven Crore Fifty Lakh Only) be and is hereby subdivided into 5,75,00,000 (Five Crore Seventy Lakh only) Ordinary Shares of face value of Rs. 2/- (Rupees Two Only) each, with effect from the 'Record Date' to be determined or as determined by the Board of Directors (hereinafter referred to as 'the Board', which expression shall be deemed to include the existing Committee of Directors thereof) from time to time.” Accordingly, the existing Clause V of the Memorandum of Association of the Company substituted with the following new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 11,50,00,000 (Rupees Eleven Crore Fifty Lakh only) divided into 5,75,00,000 equity shares of face value of Rs. 2/- each."

"RESOLVED FURTHER THAT, The issued, subscribed and fully paid-up Ordinary Share Capital of the Company Rs. 11,20,00,000 (Rupees Eleven Crore Twenty Lakh Only), comprising of 1,12,00,000 (One Crore Twelve Lakh Only) Ordinary Shares of the face value of Rs. 10/- (Rupees Ten Only) each be sub-divided into 5,60,00,000 (Five Crore Sixty Lakh Only) Ordinary Shares of the face value of Rs. 2/- (Rupees Two Only) each as on the Record Date to be determined or as determined by the Board or any Committee thereof from time to time."

"RESOLVED FURTHER THAT, incase of fractional shares, if any arising out of the issue and allotment of the subdivided Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and shall be allotted by the Board or any Committee thereof in either dematerialized form or in physical form or partly in dematerialized form and partly in physical form to one of the Directors of the Company, whether executive or otherwise, by whatever name called, as had been nominated or to be nominated by the Board or any Committee thereof for this purpose, who shall hold the same as trustee(s) for the members entitled thereto, and distribute the same to Members in proportion to their fractional entitlements post issue of bonus share thereon or otherwise."

RESOLVED FURTHER THAT, pursuant to the sub-division of the Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares having face value of 10/- Each (Rupee Ten Only) held in the physical form, if any, shall be deemed to have been automatically cancelled and be of no effect on and from the record date (as determined by the Board of Directors of the Company) and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 amended from time to time and in the case of equity shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the equity shares of the Company before sub-division and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any other Key Managerial Personnel or any other Officer(s) of the Company."

5. TO CONSIDER AND APPROVE INCREASE AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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, pursuant to the provisions of Section 13, 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 10,00,00,000 (Ten Crore only) Equity Shares of Rs. 2/- (Rupees Two Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company;

“RESOLVED FURTHER THAT, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

- V. The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 10,00,00,000 (Ten Crore Only) Equity Shares of Rs. 2/- (Rupees Two) each.

“RESOLVED FURTHER THAT, the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

6. ISSUE OF BONUS SHARES:

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

“RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorised in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares not exceeding 4,20,00,000 (Four Crore Twenty Lakh Only) of Re. 2/- (Rupee Two only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company post subdivision, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as fixed in this regard by the Board, in the proportion of [3:4] 3 (Three) equity share for every 4 (Four) existing equity share held by the Members.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.

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

**Sd/-
Vivek M. Moliya
Company Secretary and Compliance Officer
Hadamtala (Rajkot)
August 26, 2021**

Registered Office:

Plot No. 1-9, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area,
Taluka: Kotda Sangani Hadamtala, Rajkot 360 311 Gujarat. India.
Tel. No.: +91 2827 270512 E-mail : info@tirupatiforge.com Website : www.tirupatiforge.com

NOTES

1. The following is annexed with this Notice:
 - (i) A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
 - (ii) Instructions for e-voting.
2. Based on the consent received from CS Piyush Jethva, (FCS No. 6377, C.P. No. 5452), Practicing Company Secretary, the Board has appointed him as the Scrutinizer to scrutinize the process in a fair and transparent manner.
3. Members may note that M/s Maharishi & Co., Chartered Accountants (Firm Reg. No.124872W) were appointed as Statutory Auditors of the company at the 7th Annual General Meeting (AGM) held on 20th September, 2019, to hold their office for a period of 3 consecutive years till the conclusion of the 10th AGM to be held during the year 2022. The Ministry of Corporate Affairs vide notification dated 7th May, 2018 had amended Section 139 of the Companies Act, 2013 by omitting the requirement of seeking ratification of the members for appointment of statutory auditors at every AGM. Hence, no resolution is being proposed for ratification of the appointment of Statutory Auditors at this 9th Annual General Meeting.
4. **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.

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.

5. Corporate Members intending to send their authorized representatives to attend the Annual 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.
6. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

7. In terms of the provisions of Section 152 of the Act, Smt. Darshna Hiteshkumar Thummar-Non-executive director, is liable to retire by rotation at the Meeting. Nomination and Remuneration Committee and Board of Directors of the Company commend her respective re-appointment.
8. Details of Directors retiring by rotation/seeking appointment/re-appointment at the ensuing Meeting are provided in the “**Annexure**” to the Notice.
9. 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.
10. 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.
11. Non-Resident Members: Non Resident Indian Members are requested to inform Registrar and Transfer Agents, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier.
12. The notice of AGM along with Annual Report for 2020-21 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.
13. 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.
14. This notice along with Annual Report for 2020-21 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 20th August 2021.
15. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorized 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.
16. 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 at www.tirupatiforge.com.

17. 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.
18. 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.
19. No gifts shall be provided to members before, during or after the AGM.
20. In case of joint holders attending the AGM, 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.
21. Members seeking any information with regard to the accounts are requested to write to the Company at an early date i.e. at least 10 days before the annual general meetings through mail at cs@tirupatiforge.com, so as to enable the Management to keep the information ready at the AGM.
22. A specimen of Attendance Slip, Proxy and the route map showing direction to reach the venue of the 9th AGM form is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting so as to enable shareholders to attend meeting with complete documents.
23. 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 AGM. For this purpose, the Company has entered into an agreement with Linkintime India Private Limited for facilitating voting through electronic means, as the authorized agency.

24. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

25. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, along with new circular, Notice of the AGM along with the Annual Report 2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice calling the AGM has been uploaded on the website of the Company at www.tirupatiforge.com The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of Linktime (agency for providing the Remote e-Voting facility) i.e. www.instavote.com.

1. Procedure for registration of e-mail address by the Members of the Company:-

i. For Temporary Registration:

The Members of the Company holding Equity Shares of the Company in Demat Form or Physical Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with the RTA / LIIP L, by clicking the link :https://linkintime.co.in/EmailReg/Email_Register.html and follow the registration process as guided therein. The members are requested to provide details such as Name, Address, DPID, ClientID/ Folio No., PAN. Post successful registration of the e-mail address, the member would get soft copy of the AGM Notice and Annual Report 2020-21 and the procedure for e-voting along with the user-id to enable e-voting. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in and/ or to the Company at cs@tirupatiforge.com

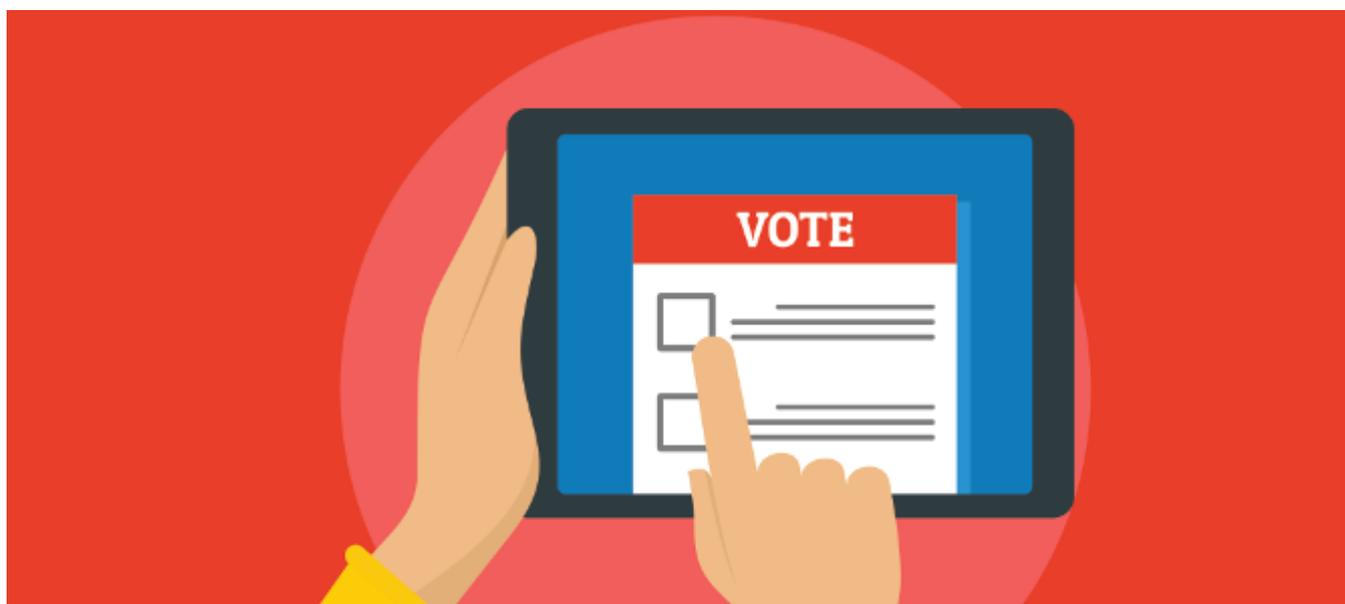
ii. For Permanent Registration

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) and in respect of physical holdings, with the RTA of the Company by following the procedure prescribed by the Depository Participant or the RTA, respectively.

iii. Validation of e-mail ids

Those members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants / the Company's RTA, to enable servicing of notices / documents / Annual Reports electronically to their e-mail address.

26. All the work related to share registry in terms of both physical and electronic are being conducted by Company's Registrar and Share Transfer Agent, Linkintime India Private Limited. The Shareholders are requested to send their communication to the RTA.
27. 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 Monday, September 20, 2021 i.e. cut-off date only shall be entitled to vote at the meeting.
28. The Register of Members and Share Transfer Books shall remain closed from Tuesday, September 21, 2021 to Tuesday, September 28, 2021 (both days inclusive).



THE INSTRUCTIONS FOR REMOTE E-VOTING:

Pursuant to SEBI Circular dated December 9, 2020, on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post June 9, 2021.

Shareholders are advised to update their mobile number and e-mail in their demat accounts to access e-Voting facility.

Individual Shareholders holding securities in demat mode with NSDL

- If you are already a registered User for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: <https://eservices.nsd.com> either on a Personal Computer or mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. Please enter your User ID and Password.
- After successful authentication, you will see 'e-Voting services'. Click on 'Access to e-Voting' under 'e-Voting services' and you will see the 'e-Voting page'. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining the virtual meeting and voting during the meeting.
- If the User is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select 'Register Online for IDeAS' portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
- Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsd.com/> either on a Personal Computer or mobile. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. Please enter your User ID i.e.

your sixteen-digit demat account number (held with NSDL), Password/OTP and the Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining the virtual meeting and voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL

Existing Users, who have opted for Easi/Easiest, can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URLs for Users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

After successful login on Easi/Easiest, the User will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, CDSL, LINKINTIME, KARVY. Click on e-Voting service provider name to cast your vote.

If the User is not registered on Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

Alternatively, Users can directly access e-Voting page by providing Demat Account Number and PAN No. from the link www.cdslindia.com home page. The system will authenticate the User by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, User will be provided links for the respective ESP where e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) and login through their depository participants

Users can also login using the login credentials of their Demat Account through their Depository Participant registered with NSDL/CDSL for e-Voting facility.



When you login, you will see e-Voting option. Once you click on the same, you will be redirected to NSDL/CDSL sites after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.

Individual Shareholders holding securities in Physical mode and e-Voting service Provider is LINKINTIME.

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

- Click on 'Sign Up' under 'SHARE HOLDER' tab and register with your following details:-

A. **User ID:** Shareholders/members holding shares in **physical form shall provide** Event No + 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. **DOB/DOI:** Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format).

D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- Set the password of your choice (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).

- Click "confirm" (Your password is now generated).

2. Click on 'Login' under '**SHARE HOLDER**' tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

4. After successful login, you will be able to see the notification for e-voting. Select '**View**' I icon.

5. E-voting page will appear.

6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour/ Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

7. After selecting the desired option i.e. '**Favour/ Against**' 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.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

Individual Shareholders, holding securities in physical mode, whose evoting service provider is LINKINTIME and who have forgotten their password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- Shareholders/Members having valid email address, the Password will be sent to his/her registered e-mail address.
- Shareholders/Members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.

Individual Shareholders, holding securities in demat mode, with NSDL/CDSL and have forgotten their password:

- Shareholders/Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned depository / depository participant's website.
- It is strongly recommended not to share your Password with any other person and take utmost care to keep your password confidential.
- Shareholders/Members holding shares in physical form, the details can be used only for voting on the Resolutions contained in this Notice.
- During the voting period, Shareholders/Members can login any number of times till they have voted on the Resolutions for a particular 'Event'.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case Shareholders/Members holding securities in demat mode have technical issues related to login through Depository i.e. NSDL/CDSL, they may contact the respective helpdesk given below:-

Login Type	Help Desk Details
Individual Shareholders Holding securities in demat mode with NSDL	Members facing technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders Holding securities in demat mode with CDSL	Members facing technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 2305 8738 or 022 - 2305 8542/43.

Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders and e-Voting service Provider is LINKINTIME.

In case Shareholders/Members holding securities in physical mode/Institutional shareholders have any queries regarding e-Voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help Section or send an email to enotices@linkintime.co.in or contact on:- Tel: 022 - 4918 6000.

GENERAL INSTRUCTIONS:

1. 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 of Monday, September 20, 2021.
2. process at the AGM is conducted in a fair and transparent manner.
3. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
4. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.tirupatiforge.com and on the LI IPL website <https://instavote.linkintime.co.in> and shall also be forwarded to National Stock Exchange of India Ltd (NSE).

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

ITEM NO. 3 : TO APPROVE REQUESTS OF RECLASSIFICATION FROM 'PROMOTER AND PROMOTER GROUP' CATEGORY TO 'PUBLIC' CATEGORY:

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides a mechanism regarding reclassification from "Promoter and Promoter Group" category to "Public" category. In terms of the said Regulation, the Company received requests on 25th August, 2021 for reclassification from the following shareholders regarding their respective shareholding into the Company –

Sr. No.	Name of the Person	Number of Equity Shares Held	% of Shareholding
1	Ajay Vithalbhai Sardhara	61,440	0.55
2	Vishal Ramjibhai Sorathiya	72,640	0.65

On the basis of the requests received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of the SEBI Listing Regulations, 2015, the aforesaid shareholders seeking reclassification have confirmed that –

- i) They, together do not hold more than ten per cent of the total Voting Rights in the Company;
- ii) They do not exercise control over the affairs of the Company directly or indirectly;
- iii) They do not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- iv) They do not represent on the board of directors (including not having a nominee director) of the Company;
- v) They do not act as a key managerial person in the Company;
- vi) They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- vii) They are not fugitive economic offenders.

Further, the aforesaid shareholders have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A(4) of the SEBI Listing Regulations, 2015.

The said requests for reclassification were considered and analyzed by the Board of Directors at its meeting held on 26th August, 2021, which require members' approval by way of a Ordinary Resolution, and stock exchanges' approval subsequently.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested in the resolution set out at Item No. 3 of the Notice.

Board of Directors recommends to pass the Resolution at Item No. 3 as an **Ordinary Resolution**.

ITEM NO 4: SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- EACH TO FACE VALUE OF RS. 2/- PER SHARE:

As the shareholders are aware that the Equity Shares of the Company are listed and traded on National Stock Exchange of India Limited [NSE]. In order to provide enhanced liquidity to the Company's equity shares in the Stock Market and to make it more affordable for small investors, it is proposed to sub-divide each equity share of face value of Rs. 10/- each into the face value of Rs. 2/- each pursuant to the provisions of Section 61(1) (d) of the Companies Act, 2013 ("the Act"), the rules made thereunder and other applicable provisions.

The Record Date for the aforesaid sub-division of equity shares shall be fixed by the Board (including any Committee thereof) after the approval of the shareholders is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and the investors, therefore the Board at its meeting held on August 26th, 2021, approved the aforesaid sub-division subject to requisite approval of the shareholders. It is informed that there will not be any change in the amount of authorized, subscribed and paid-up Share capital of the Company on account of sub-division of equity shares.

The Board, therefore, recommends resolutions set out under business item no. 4 for approval of the shareholders by way of Ordinary Resolutions.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out under business item nos. 4

Item No 5 : TO CONSIDER AND APPROVE ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The present Authorized Share Capital of the Company is Rs.11,50,00,000/- (Rupees Eleven Crore Fifty Lakh only). In view of the proposal for issue of sub-divided shares, as referred under Item No. 4, it is proposed to sub-divide the number of equity shares underlying the Authorized Share Capital of the Company from 1,15,00,000 (One Crore Fifteen Lakh only) ordinary shares of Rs. 10/- (Rupees Ten Only) each to 5,75,00,000 (Five Crore Seventy Five Lakh Only) Ordinary Shares of the face value of Rs. 2/- (Rupees Two Only).

The Board of Directors at their meeting held on August 26th, 2021 approved the proposal to increase the Authorized Share Capital of the Company and consequent amendments to the Memorandum of the Company. Increase in Authorized Share Capital would necessitate amendment to Clause V of the Memorandum of Association of Company and would require members' approval by passing ordinary Resolutions. The Authorised Share Capital after increase will be as under:

V. The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 10,00,00,000 (Ten Crore Only) Equity Shares of Rs. 2/- (Rupees Two) each.

The Board of Directors of your Company consider that the proposed resolutions are in the interest of the Company and pursuant to Regulation 17(11) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board recommends them for your approval as **Ordinary Resolution**.

No person, as specified under Section 102(1)(a) of the Companies Act, 2013, is in any way concerned or interested, except their shareholding, in these Resolutions proposed to be passed.

ITEM NO. 6: ISSUE OF BONUS SHARES:

The Company has reserves and surplus of Rs. 9,56,23,709 as on March 31, 2021. The Board of Directors of the Company at their Meeting held on August 26, 2021, considered it desirable to recommend issue of Bonus Shares in the ratio of 3:4 i.e. 3 (Three) equity share for every 4 (Four) existing equity share held by the Members post sub-division by capitalization of Reserves and Surplus of the Company subject to approval of the Shareholders and such other authorities as may be necessary.

Accordingly, the resolution seeks approval of the shareholders for capitalizing Rs. 8,40,00,000/- (Rupees Eight Crore Forty Lakh Only) out of the amount standing to the credit of the Reserves and surplus account and issue of bonus shares out of the same on the terms and conditions set out in the resolution. The paid up capital of the Company after bonus issue will be Rs. 19,60,00,000/- (Rupees Nineteen Crore Sixty Lakh Only).

The Bonus shares on allotment shall rank pari-passu with existing Equity Shares of the Company and the bonus shares are entitled for dividend declared after the allotment shares.

The proposed Bonus Issue is not in lieu of Dividend.

No allotment letter will be issued. For shares held in Demat mode, the credit of the Bonus shares will be given directly to their Demat Account.

None of the Directors/Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent their eligibility of bonus shares on bases of their shareholding in the Company.

Members are requested to pass the Resolution at Item No. 6 as an **Ordinary Resolution**.

By Order of Board of Directors
For, TIRUPATI FORGE LIMITED

Sd/-
Vivek M. Moliya
Company Secretary and Compliance Officer

Place: Hadamtala (Rajkot)

Date: August 26, 2021

Annexure

Information on Director recommended for appointment / reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 as prescribed by ICSI.

Sr. No.	Particulars	Information
01	Name of Director	Smt. Darshana Hiteshbhai Thummar
02	Director Identification Number	07869257
03	Category of Directorship	Promoter Non Executive
04	Date of Birth	29/12/1985
05	Brief Resume of Director	Smt. Darshana Hiteshbhai Thummar is engaged with the Company since 31st July, 2017. She is Graduate from Saurashtra University. She is having work Experience of more than 05 Years in the Forging Industry.
06	Nature of his expertise in specific functional areas	She is the engaged in strategic Management of our Company and has been instrumental in handling Human Resource Management of our Company.
07	Disclosure of relationships between Directors inter-se	Shri. Hiteshkumar G. Thummar - Husband of Smt. Darshana H. Thummar
08	Names of listed entities in which the person also holds the Directorship	Except Tirupati Forge Limited, she does not hold directorship in any Listed Company.
09.	Chairman / Member of the Committees of the Board of Directors of the Company. #	Membership in Committee - 2 Chairmanship in Committee - 0
10.	Chairman / Member of Committees of the Board	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee 4. Complaints Committee for Sexual Harassment Complaints Redressal
11.	Disclosure of Disqualification	She is not disqualified from being appointed as a Director
12.	No. of Shares held in the Company as on 31st. March, 2021	2,95,360 Shares
13.	Terms and condition for appointment / re-appointment	Non-Executive Director, liable to retire by rotation
14.	Remunerations Last drawn	Nil
15.	Number of Board Meetings attend during the year	11
15.	Justification for choosing the independent Director	Not Applicable

Audit Committee and Stakeholders Relationship Committee have been considered.

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 9th ANNUAL GENERAL MEETING of the Company being held on Tuesday, September 28, 2021 at 12:00 p.m. at Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka : Kotda Sangani, Hadamtala Rajkot - 360 311. Gujarat India

Name 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

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 AGM 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, N.H. 27, Taluka: Kotda Sangani, Hadamtala Rajkot-360 311 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 Annual General Meeting of the Company to be held on **Tuesday, September 28, 2021 at 12:00 p.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.	Resolutions	For	Against
	• Ordinary Businesses:		
1.	To Receive, Consider and adopt the financial Statement including Audited Balance Sheet as on 31st March 2021 and Profit & Loss Account for the year ended on that date and reports of Board of Directors and Auditor thereon and Cash Flow Statement and other various schedule prescribed under the Companies Act, 2013		
2.	To appoint a Director in place of Mrs. Darshna Hiteshbhai Thummar, Non-Executive Director [DIN: 07869257], who retires by rotation and being eligible, offers herself for re-appointment.		
	• Special Businesses:		
3.	To Approve Requests Of Reclassification From 'Promoter And Promoter Group' r Category To 'Public' Category		
4.	Sub-Division Of Equity Shares From The Face Value Of Rs. 10/- Each To Face Value of Rs. 2/-Per Share:		
5.	Approval of Increase in Authorised Capital and Change in Clause V of MOA		
6.	Approval of Issue of Bonus shares		

Signed this day of..... 2021

Signature of Shareholder (s)

Signature of Proxy holder(s)

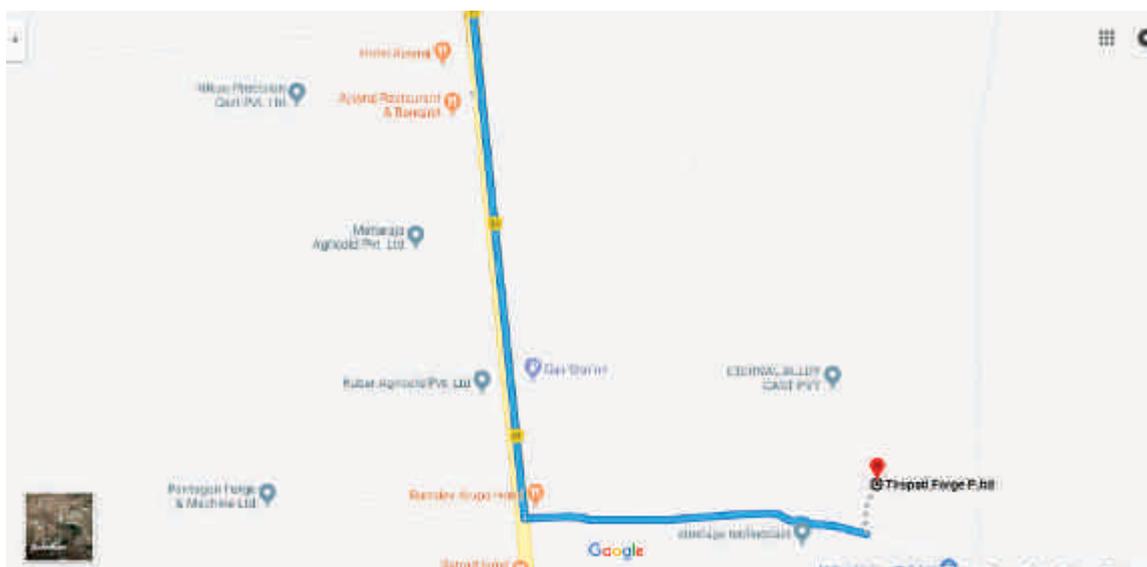
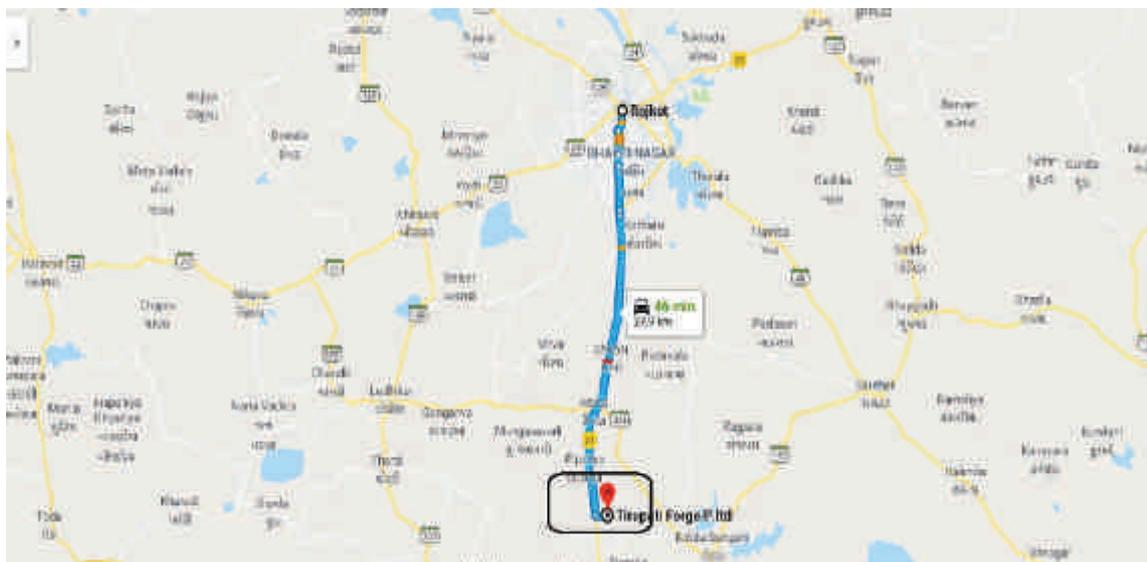
Affix Revenue Stamp of Rs.1/-
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Notes: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the Commencement of the meeting.

Notes:

1. 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 forty-eight hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy will stand automatically revoked.
6. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
7. This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
8. This form of proxy will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. Undated proxy form will not be considered valid.
10. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

ROUTE MAP OF THE VENUE OF AGM



Venue of AGM	Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani Hadamtala, Rajkot 360 311 Gujarat. India.	
Date of AGM	28 th September, 2021	
Day of AGM	Tuesday	
Time of AGM	12:00 p.m.	
Remote E-Voting	25 th September, 2021 at 09:00 a.m. to 27 th September, 2021 05:00 p.m.	

ROUTE MAP OF THE VENUE OF AGM

Venue: **Registered Office of the Company**

Plot No. 1-5, Survey No. 92/1, Near Shan Cement,
Hadamtala Industrial Area, Taluka: Kotda Sangani
Hadamtala, Rajkot 360 311. Gujarat. India.

