

September 05, 2022

To,

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G - Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir/Madam,

Symbol : TIRUPATIFL
Series : EQ

Sub: Annual Report for the Financial Year 2021-22 and Notice convening the 10th Annual General Meeting of the Company.

Ref: Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the soft copy of the Annual Report along with the Notice convening the 10th Annual General Meeting of the Company scheduled to be held on Friday, 30th September, 2022 at 12:30 p.m. at registered office of the Company.

Please find enclosed copy of the Notice of the 10th Annual General Meeting along with Annual Report for the Financial Year 2021-22, which is also being uploaded on the website of the Company at www.tirupatiforge.com

To support Green Initiative and as permitted by MCA and SEBI Circulars, the copy of Notice of AGM and Annual Report 2021-22 are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

Kindly take the same on your record and oblige.

Thanking You,

Yours Faithfully,

For, TIRUPATI FORGE LIMITED

VIVEK
MANISHBHAI
MOLIYA

Digitally signed by VIVEK
MANISHBHAI MOLIYA
Date: 2022.09.05 19:04:51 +05'30'

Vivek M. Moliya
Company Secretary & Compliance Officer

Encl: As above

CC to:

National Securities Depository Limited

Trade World, 4th Floor, "A" Wing, Trade World,
Kamala Mills Compound, Senapati Bapat
Marg, Lower Parel, MUMBAI - 400 013.

Central Depository Services (India) Limited

17th Floor, Phiroze Jeejeebhoy Towers, Dalal
Street, Fort, Mumbai - 400 001.



REPORT 2021-22

NOTICE OF ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the **Tenth Annual General Meeting (AGM)** of the Members of **TIRUPATI FORGE LIMITED ("the Company")** is scheduled to be held on **Friday, September 30, 2022 at 12:30 p.m.** at registered office of the company situated at Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala, Rajkot 360311 (Gujarat) India, to transact the following businesses:

ORDINARY BUSINESS:

- 1) To Receive, Consider and adopt the financial Statement including Audited Balance Sheet as on 31st March 2022 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, 2022 including Balance Sheet of the Company as at March 31, 2022, Statement of Profit and Loss for the year ended on March 31, 2022 and Cash Flow Statement along with Audit Report for the year ended on March 31, 2022 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 2022, together with all annexure thereto be and is hereby considered and adopted.

- 2) To appoint a Director in place of **Shri. BHAVESHBHAI TULSIBHAI BARASIYA, Whole-time Director [DIN: 05332180]**, who retires by rotation and being eligible, offers himself 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, **Shri. BHAVESHBHAI TULSIBHAI BARASIYA, Whole-time Director [DIN: 05332180]**, who retires by rotation at this meeting, be and is hereby appointed as Whole-time director of the company, liable to retire by rotation.

- 3) To appoint M/s. Kamlesh Rathod & Associates, Chartered Accountants, [Firm Registration No.: 117930W] as Statutory Auditors of the Company and to fix their remuneration, for a first term of five consecutive years.

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable rules, if any, and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. KAMLESH RATHOD & ASSOCIATES -a peer reviewed firm, having Firm Registration No.:

117930W, be and are hereby appointed as the Statutory Auditors of the Company, to hold the office for a period of five consecutive years commencing from the conclusion of 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2027 on such remuneration as may be mutually agreed by and between the Board of Directors of the Company and the Auditors of the Company."

"RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by Board be and is severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary, expedient & desirable for the purpose of giving effect to the above."

SPECIAL BUSINESS:

4. TO APPOINT SMT. JAGRUTI NITINKUMAR ERDA [DIN: 09680025] AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('The Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Smt. Jagruti Nitinkumar Erda [DIN: 09680025], who was appointed as an Additional Director under the category of an Independent Director w.e.f. 26th July, 2022 by the Board of Directors pursuant to provision of Section 161(1) of the Act and the Article of Association of the Company, who has consented to act as a Director of the Company and submitted a declaration that she meets the criteria for independence as provided in the Act, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable for retirement by rotation, to hold office for a period of 5 (five) consecutive years w.e.f 26th July, 2022."

"RESOLVED FURTHER THAT, the Board of Directors of the Company [which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised "committee" thereof] be and is hereby authorized to do and perform all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution."

5. TO RE-APPOINT SHRI. HITESHKUMAR G. THUMMAR [DIN: 02112952] AS CHAIRMAN & MANAGING DIRECTOR AND APPROVAL OF REMUNERATION UNDER SECTION 196 AND 197 READ WITH SCHEDULE V OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V of the Act (including any amendments thereto or re-enactment thereof for the time being in force), and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to any required regulatory approvals and applicable conditions thereof, approval of the Members be and is hereby accorded to the re-

appointment of Mr. Hiteshkumar Gordhanbhai Thummar (DIN: 02112952) as Managing Director and Chairman of the Company, for a period of five (5) years commencing from 31st July 2022 till 30th July, 2027 [both days inclusive], liable to retire by rotation, on the terms and conditions including remuneration not exceeding the limit of Rs. 3,00,000/- (Rupees Three Lakh Only) per month set out in the Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Mr. Hiteshkumar Gordhanbhai Thummar (DIN: 02112952) from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under section 197 of the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, Mr. Hiteshkumar Gordhanbhai Thummar (DIN: 02112952) will be paid minimum remuneration within the ceiling limit prescribed under Part II of Section II of Schedule V of the Act or any modification or re-enactment thereof subject to requisite compliance and disclosure.

RESOLVED FURTHER THAT the Board or any Committee constituted or to be constituted by the Board be and is hereby authorised to delegate the powers to any officer of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit."

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

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

Date: August 30, 2022
Place: Hadamtala (Rajkot)

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. **M/s Maharishi & Co.**, Chartered Accountants (Firm Reg. No. 124872W), Chartered Accountants, the Statutory Auditors of the Company will hold office until the conclusion of the 10th Annual General Meeting of the Company. The Auditor have completed term as statutory auditor of the company. In this regard item no. 3 for appointment of **M/s Kamlesh Rathod & Associates** [Firm Reg. No. 117930W], Chartered Accountants, as statutory Auditors of the Company and fixation of remuneration, for a first term of five consecutive years placed for approval of shareholders as Ordinary Resolution. An explanatory statement pursuant to Regulation 36(5) of Listing Regulations in relation to this, is annexed hereto.
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 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, **Shri. BHAVESHBHAI TULSIBHAI BARASIYA** – Whole-time director, retire by rotation at the Meeting. Nomination and Remuneration Committee and Board of Directors of the Company commend his 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. 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.
13. The notice of AGM along with Annual Report for 2021-22 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.
14. This notice along with Annual Report for 2021-22 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 Friday, 26th August 2022.
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.firupatiforge.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 form and the route map showing direction to reach the venue of the 10th AGM 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.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

24. In view of the COVID-19 pandemic in last couple of years and still continuing, the Ministry of Corporate Affairs ('MCA') through its various circulars from time to time issued during April 2020 and May 2020, read with General Circular Nos. 20/2020 dated 5th May, 2020, and latest being circular no. 02/2022 dated 5th May, 2022, allowed companies whose AGMs were due in the year 2022, to conduct their AGMs on or before 31st December, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 5th May, 2020 ("MCA Circulars"). The Securities and Exchange Board of India ('SEBI') also vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 ("SEBI Circulars) have provided the relaxation up to 31st December, 2022, from compliance of Regulation 36(1)(b) and Regulation 44(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with the above circular, Notice of the AGM along with the Annual Report 2021-22 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 Linkintime (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/ LIPL, 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 2021-22 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.

25. 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.
26. 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 Friday, September 23, 2022 i.e. cut-off date only shall be entitled to vote at the meeting.
27. The Register of Members and Share Transfer Books shall remain closed from Saturday, September 24, 2022 to Friday, September 30, 2022 (both days inclusive).

THE INSTRUCTIONS FOR REMOTE E-VOTING:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL:
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nSDL.com> either on a personal computer or on a 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. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL:
1. 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 URL 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.
 2. After successful login of 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. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

A. User ID: Shareholders 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) (Shareholders 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).

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

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

Cast your vote electronically:

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

2. E-voting page will appear.

3. 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).

4. 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.

Guidelines for 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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For 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 time till they have voted on the resolution(s) for a particular "Event". 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 Friday, September 23, 2022.
2. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cut-off date for voting i.e. Friday, September 23, 2022, may obtain the login ID and password by following the instructions of Remote e-voting.
3. Process at the AGM is conducted in a fair and transparent manner.
4. 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.
5. 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 LIPL 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 APPOINT M/S. KAMLESH RATHOD & ASSOCIATES, CHARTERED ACCOUNTANTS, [FIRM REGISTRATION NO.: 117930W] AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION, FOR A FIRST TERM OF FIVE CONSECUTIVE YEARS:

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 term of the existing auditor of the company to be completed at this annual general meeting of the Company. Therefore, in compliance with provision of the Companies Act, 2013, it is require to appoint new auditor of the company at the annual general meeting. The Board of Directors, on the recommendation of the Audit Committee, recommended for the approval of the members of the Company, the appointment of M/s Kamlesh Rathod & Associates, Chartered Accountants (Firm Registration No. 117930W), as Statutory Auditors for the first term of 5 consecutive years commencing from the conclusion of 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2027.

While recommending the appointment of M/s Kamlesh Rathod & Associates, Chartered Accountants as Statutory Auditors, various parameters like capability to serve a Company's business, audit experience in the Company's operating segments, market standing of the firm, Clientele served, technical knowledge etc., were considered and found M/s Kamlesh Rathod & Associates to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

Brief Profile of M/s. Kamlesh Rathod & Associates, Chartered Accountants is as under:

Name of Firm	M/s. Kamlesh Rathod & Associates
Constitution of Firm	Partnership Firm
Name of Auditor	CA Sagar Shah
Membership No.	131261
Firm Registration No	117930W
Qualification	B.Com, D.I.S.A. (I.C.A.I), F.C.A.
Accomplishments	<ol style="list-style-type: none">1. Kamlesh Rathod & Associates is established by CA Mr. Kamlesh Rathod in the year 1998.2. It has emerged as one of the leading practice unit. It has developed sufficient infrastructure to render comprehensive professional services on various fields of Audit & Assurance Service, Advisory Services, Knowledge / Business Process Outsourcing, Project Financing to the various clients, firm also caters it services under foreign trade policy, Labour Laws, Arbitration and litigation under any business laws.3. The firm has also carried out internal audit of Reliance Petroleum Limited a refinery set up in SEZ unit & other group companies in Power projects in DTA & SEZ. The firm has also carried out internal audit of Essar Steel outlets of Gujarat Region.4. The firm is peer reviewed in the year 2006, 2010, 2014, 2018 & 2021.

The remuneration proposed to be paid to statutory auditor during the first term would be in line with the existing remuneration and shall commensurate with the services to be rendered by them during the said tenure. The Board of Directors upon recommendation of Audit Committee may alter & vary the terms & conditions of appointment, including remuneration in such manner & to such extent as may be mutually agreed with the Statutory Auditors.

The Company has received confirmation from the Auditors to the effect that their appointment, if made, will be in accordance with the limits specified under the Act and they satisfy the criteria with respect to their eligibility, provided in Section 141 of the Act read with rules made thereunder. They have also stated that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the "Peer Review Board" of ICAI.

None of the Director/ Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution set out at item No. 3 for the approval of members.

ITEM NO.4: TO APPOINT SMT. JAGRUTI NITINKUMAR ERDA [DIN: 09680025] AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors of the Company in their Meeting held on 26th July, 2022, based on recommendations of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Article of Association of the Company, had approved appointment of Smt. Jagruti Nitinkumar Erda [DIN: 09680025] as an Additional Director under the Category of Independent Director for a term of 5 (Five) years w.e.f. 26th July, 2022, subject to approval of members at the ensuing Annual General Meeting of the company. The company had received consent from Smt. Jagruti Nitinkumar Erda, to act as a Director of the Company along with a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The company had also received a declaration from him that he meets the criteria of independence as prescribed under Section 149 (6) of the Act, rule 6 (3) of Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations. In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Smt. Jagruti Nitinkumar Erda has confirmed that she has registered her name in the data bank with the Indian institute of corporate Affairs.

In accordance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Independent Director requires approval of members of the Company. Further, in terms of Regulation 17 (1C) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 effective from 01st January, 2022, the listed Companies are required to obtain the approval of the shareholders for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 effective from 01st January, 2022, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of Ms. Jagruti Nitinkumar Erda would require the approval of the members of the Company on or before 25th October, 2022.

In the opinion of the Board, Smt. Jagruti Nitinkumar Erda fulfills the Conditions for appointment as an Independent Director of the Company as specified in the Act and SEBI Listing Regulations. Smt. Jagruti Nitinkumar Erda is a person of integrity and independent of the management and possesses appropriate skills, experience and knowledge.

Considering the extensive knowledge and experience in the field of engineering, Finance, General management, Human Resource Development, Education, her appointment is in the best interest of the company.

Upon the confirmation of the appointment of her as Independent Non-Executive Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Non-Executive Independent Director. Accordingly, the Board of Directors of the Company recommend the passing of the **Special Resolution** at Item No. 4 to this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

ITEM NO 5: TO RE-APPOINT HITESHKUMAR G. THUMMAR [DIN: 02112952] AS CHAIRMAN & MANAGING DIRECTOR AND APPROVAL OF REMUNERATION UNDER SECTION 196 AND 197 READ WITH SCHEDULE V OF THE COMPANIES ACT, 2013:

Mr. Hiteshkumar G. Thummar [DIN: 02112952] was appointed as the Managing Director of the company for a period of five years with effect from July 31, 2017, after obtaining due approval of the members of the company in their Extra-ordinary General Meeting held on July 31, 2017. Accordingly, the present term of Mr. Hiteshkumar G. Thummar [DIN: 02112952] comes to an end on July 30, 2022.

Mr. Hiteshkumar G. Thummar [DIN: 02112952] is Master of Business Administration in International Marketing - Queensland University - London. Looking towards experience, knowledge of Mr. Hitesh Thummar in the field of Marketing and Technology, the company was designated Mr. Hitesh Gordhanbhai Thummar as Chairman & Managing Director. The present proposal is for seeking members' approval for the re-appointment of Mr. Hiteshkumar G. Thummar [DIN: 02112952] as a Managing Director & chairman and approval of the remuneration payable to Mr. Hiteshkumar G. Thummar [DIN: 02112952] of the Company in terms and the applicable provision of the Companies Act 2013,

The Board of Director of the Company at its meeting held on 26th July, 2022 has, subject to approval of the members, approve the remuneration up to Rs. 3,00,000/- (Rupees Three Lakh Only) per month 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.

Particulars required under schedule V for Appointment of Shri. Hiteshkumar Gordhanbhai Thummar as under:

➤ **GENERAL INFORMTION:**

Nature of Industry	:	Forging Industry
Date of Commencement of commercial Activity	:	17 th August, 2012
In case of New Companies, Expected date of Commercial Activities	:	Not Applicable
Financial Performance	:	As per financial summary in Director Report
Foreign Investment	:	Not Applicable

➤ **INFORMATION ABOUT APPOINTEE:**

1) BACK GROUND DETAILS:

Mr. Hiteshkumar 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.

2) PAST REMUNERATION:

Financial Year	Remuneration
2021-22	Rs. 18,00,000/- per annum
2020-21	Rs. 15,00,000/- per annum
2019-20	Rs. 15,00,000/- per annum

3) RECOGNISATION OR AWARD: Not Applicable

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. The Company has grown too many folds and has also expanded its scope of work which can be successfully implemented under his leadership Therefore, He is a proper person to justify the present post of "Managing Director & Chairman" and for remuneration payable to him.

5) PROPOSED REMUNERATION:

The proposed remuneration limit is up to INR 3,00,000/- per month basis. The Board has approved the remuneration limit for the period of three financial year starting with effect from 31st July, 2022 till 30th July, 2025. The Board may mutually reduce the remuneration on the base of Financial Performance of the Company within the Limit Prescribed under Companies Act, 2013.

6) COMPARISION OF REMUNERATION:

The remuneration is decided after comparison of remuneration package of experienced person of other companies working within same industries. Further remuneration is decided after the responsibilities shouldered on him as Chairman & Managing Director.

7) PECUNARY RELATIONSHIP:

Directors, their relatives and Members of the Company, may be deemed to be concerned or interested in this Resolution to their respective shareholding in the Company to the same extent as that of every other member of the company.

➤ **OTHER INFORMATION:**

01.	Reason of loss or inadequate profits	Company is Profit making company but for better compliance the board passed the special resolution under schedule V of Section II of Part II.
02.	Steps taken or proposed to be taken for improve	The Management is taking continuous and progressive step to improve the performance
03.	Expected increase in	The Management expecting 25% to 30% increase in

Productivity and Profit in Measurable terms	productivity. The profit will also increase accordance with turnover subject to other distinct features and other aspect prevailing in the business.
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Information Pursuant To 1.2.5 of the Secretarial Standard on General Meeting (SS-2) Regarding Director Seeking Appointment/ Re-Appointment

Age	41 Years [Date of Birth: 27/08/1981]
Qualification	Master of Business Administration in International Marketing
Experience	He has experience of more than 15 years in this filed and he is Associated with the Company since 25 th March, 2017.
Terms and Conditions of Appointment or re-appointment	<p>Substantial Terms and Conditions of Appointment are as under;</p> <ol style="list-style-type: none"> 1. Shri Hiteshkumar G. Thummar (DIN: 02112952) will be appointed as the Managing Director of the company with effect from 31st July 2022. 2. The Managing Director shall exercise and perform such powers and duties as the Board of Directors of the company (hereinafter called "the Board") shall, from time to time, determine, and subject to any directions and restrictions, from time to time, given and imposed by the Board and control, management and superintendence of the business of the company with power to appoint and to dismiss employees and to enter into contracts on behalf of the company in the ordinary course of business and to do and perform all other acts, deeds, and things, which in the ordinary course of business, he may consider necessary or proper or in the interest of the company provided however, that nothing shall be done by the Managing Director which by the Act or the articles of the company shall be transacted at a meeting of the Board by resolution or which shall not be effective unless approved by the Board or which are not expressly provided. 3. Without prejudice to the generality of the powers vested in the Managing Director hereinabove the Managing Director shall be entitled to exercise the following powers: - <ul style="list-style-type: none"> (i) With the Board's approval, together with the person in charge of finance for the time being of the company and other personnel authorized by the Board, to open and operate any banking or other account and to draw, make, accept, execute, endorse, discount, negotiate, retire, pay, satisfy and assign cheques, drafts, bills of exchange, promissory notes, hundis, interest and dividend warrants and other negotiable or transferable instruments or securities. (ii) To borrow moneys with or without security, for the purpose of business of the company, subject of course to the approvals of the company as required under section 185 and 186 of the Companies Act, 2013 and approval of the Board of directors of the company as required under section 179 of the said Act and subject further to such maximum limit as the Board may impose from time to time while giving its approval.

(iii) To invest funds of the company (other than in the shares of the other companies covered by section 186 of the Act) and fixed deposit with the company's bankers.

(iv) To appoint distributors for the sale of the products of the company subject to prior approval of the Board whenever necessary.

(v) To ensure that all taxes due to the Central and State Governments and Municipal authorities are paid promptly.

(vi) To engage any suitable persons in the employment of the company.

(vii) To increase the salary or remuneration of any employee of the company and to sanction annual increases.

(viii) To enter into contracts for the purchase of goods for the company subject to prior approval of the Board of directors in terms of Sections 188 and 184 of the Companies Act, 2013, wherever necessary.

(ix) To institute, prosecute, defend, oppose, appear or appeal to, compromise, refer to arbitration, abandon and execution, become non-suited in any legal proceedings including trademarks, trade names, trade property and passing off actions and revenue proceedings relating to customs or excise duties, tax on income, profit and capital and taxation generally or otherwise.

4. The Managing Director shall throughout the said term, devote his entire time, attention and abilities to the business of the company and shall carry out the orders, from time to time, of the Board and in all respect conform to the comply with the directions and regulations made by the Board, and shall faithfully serve the company and use his utmost endeavors to promote the interests of the company.

5. The company shall pay any 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.

6. The Managing Director shall not, during the period of his employment and without the previous consent in writing of the Board, engage or indulge himself either directly or indirectly in the business or affairs of any other person, firm, company, body corporate or in any undertaking or business of a nature similar to or competing with the company's business and further, shall not, in any manner, whether directly or indirectly use, apply or utilize his knowledge or experience for or in the interest of any such person, firm company, or body corporate as aforesaid or any such competing undertaking or business as aforesaid.

	<p>7. The Managing Director shall not, during the continuance of his employment with the company, divulge or disclose to any person, firm, company or body corporate whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the company or as to any trade secrets or secret processes of the company and the managing director shall, during the continuance of his employment hereunder, also use his best endeavors to prevent any other person, firm, company or body corporate concerned from doing so.</p> <p>8. Either party shall terminate this employment by giving to the other advance notice of three months.</p> <p>9. The Managing Director shall, from time to time, during his employment hereunder fully disclose to the company the progress of investigations and of any discoveries he may make himself or in conjunction with other officials or non-officials with regard to any improvement, invention or discovery arising out of or in connection with the said employment, he shall forthwith disclose to the company a full and complete description of the nature of said improvement, invention or discovery and the mode of performing the same.</p> <p>10. This terms and conditions hereof shall be subject to the approval of the shareholders of the company in general meeting and also of the Central Government under the relevant provisions of the Companies Act, 2013 if necessary.</p>
Date of First appointment on the Board	25 th March, 2017
No. of Shares held	1,07,10,000/- Equity Shares
Relationship with Directors, Managers & KMP	Related to Smt. Darshna H. Thummar- Wife
No. of Board Meetings Attended during the previous Financial Year (2021-22)	All
Chairman/Member of the Committees of Board of other Companies	Not Applicable

Audit Committee and Stakeholders Relationship Committee have been considered.

Mr. Hiteshkumar G. Thummar [DIN: 02112952] has been associated with the company since last 5 years and has contributed a great value in the growth and success of the company with his rich expertise in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to re-appoint him as the Chairman & Managing Director.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Hiteshkumar G. Thummar [DIN: 02112952] as the Chairman & Managing Director of the company.

Save and except Mr. Hiteshkumar G. Thummar [DIN: 02112952], and their relatives to the extent of their shareholding interest, if any, in the company, none of the other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board commends the **Special Resolution** set out at Item No. 5 for the approval of Members.

By Order of Board of Directors
For, TIRUPATI FORGE LIMITED

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

Place: Hadamtala (Rajkot)
Date: August 30, 2022

Annexure

Information on Director retiring by rotation/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	Information	Information
01	Name of Director	Shri. Bhavesh Tulshibhai Barasiya	Shri. Hiteshkumar Gordhanbhai Thummar	Smt. Jagruti Nitinkumar Erda
02	Director Identification Number	05332180	02112952	09680025
03	Category of Directorship	Whole-time Director	Chairman & Managing Director	Independent Director [Non-Executive]
04	Date of Birth	29/12/1985	27/08/1981	10/11/1956
05	Brief Resume, qualification, experience of Director	<p>Mr. Bhavesh Barasiya (DIN: 05332180) is engaged with the company since its incorporation. He is whole time Director of the Company with effect from 14/02/2020.</p> <p>He educated till Secondary School Certificate. He is having depth knowledge about forging industries.</p> <p>He is managing compliance, taxation and legal issues of our Company.</p>	<p>Shri. Hiteshkumar G. Thummar is master of Business Administration in International Marketing from Queensland University-London. He is Chairman & Managing Director of the Company since last 5 years.</p> <p>He possesses vast knowledge in the field of Marketing and Technology. Further, he has expert knowledge in the field of forging industry. He is looking Over management of the Company. He has played instrumental role in growth of the company since their</p>	<p>Smt. Jagruti Nitinkumar Erda holds degree of Diploma in the field of Radio Technology from A.V. Parekh Technical Institute in the year of 1977.</p> <p>She served as clerk typist cum cashier for State bank of India for period of 4 years. Also she was engaged with Associated Road carriers Limited for period of 10 years. Also served as professor in Shantvan School for period of 6 year.</p> <p>She is now happily retired independent women and willing to serve as Independent Director on the</p>

			joining to the Company	Board of the Company. She possesses knowledge in the field of engineering, Finance, General management, Human Resource Development, Education.
06	Disclosure of relationships between Directors inter-se	No relationship with other Director, Manager and Key Managerial Personnel.	Related to Smt. Darshna H. Thummar-Wife	No relationship with other Director, Manager and Key Managerial Personnel.
07	Names of listed entities in which the person also holds the Directorship	Except Tirupati Forge Limited, he does not hold directorship in any Listed Company.	Except Tirupati Forge Limited, he does not hold directorship in any Listed Company.	Except Tirupati Forge Limited, she does not hold directorship in any Listed Company.
08	Chairman/ Member of the Committees of the Board of Directors of the Company.#	Not Applicable	Not Applicable	*Membership in Committee - 2 *Chairmanship in Committee - 1
09	The membership of Committees of the board	1. Complaints Committee for Sexual Harassment Complaints Redressal 2. Corporate Social Responsibility Committee	1. Complaints Committee for Sexual Harassment Complaints Redressal 2. Corporate Social Responsibility Committee	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee
10	Disclosure of Disqualification	he is not disqualified from being appointed as a	he is not disqualified from being appointed as a	She is not disqualified from being appointed as a

	ion	Director	Director	Director
11	No. of Shares held in the Company as on 31 st March, 2022	5,37,600 Shares	1,07,10,000 Shares	Nil
12	Terms and conditions for appointment/re-appointment	Whole-time Director, liable to retire by rotation	Chairman & Managing Director, liable to retire by rotation	Independent Director, not liable to retire by rotation
13	Remunerations Last drawn	7,20,000/-	18,00,000/-	Not Applicable
14	Number of Board Meetings attended during the year	12	12	*Not Applicable
15	Justification for choosing the Independent Director	Not Applicable	Not Applicable	As per Explanatory Statement of Notice.
16	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer point no. 2 (iii) of Corporate Governance Report	Refer point no. 2 (iii) of Corporate Governance Report	As per the Explanatory Statement of Notice.
17	Listed Entities from which the Director has resigned in past 3 years	Nil	Nil	Nil

Audit Committee and Stakeholders Relationship Committee have been considered.

- Smt. Jagruti Nitinkumar Erda was appointed on the Board and various committees of the company with effect from 26th July, 2022 i.e. after completion of financial year 2021-22.

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

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

**Place: Hadamtala (Rajkot)
Date: August 30, 2022**

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 **10th ANNUAL GENERAL MEETING** of the Company being held on **Friday, September 30, 2022 at 12:30 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**

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

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, 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 Annual General Meeting of the Company to be held on **Friday, September 30, 2022 at 12:30 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 2022 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 Shri. BHAVESHBHAI TULSIBHAI BARASIYA, Whole-time Director [DIN: 05332180] , who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To Appoint M/S. Kamlesh Rathod & Associates, Chartered Accountants, [Firm Registration No.: 117930W] As Statutory Auditors Of The Company And To Fix Their Remuneration, For A First Term Of Five Consecutive Years:		
	• Special Businesses:		
4.	To Appoint Smt. Jagruti Nitinkumar Erda [Din: 09680025] As An Independent Director Of The Company		
5.	To Re-Appoint Hitesh Kumar G. Thummar [Din: 02112952] As Chairman & Managing Director And Approval Of Remuneration Under Section 196 And 197 Read With Schedule V Of The Companies Act, 2013:		

Signed this day of..... 2022

Signature of Shareholder (s)

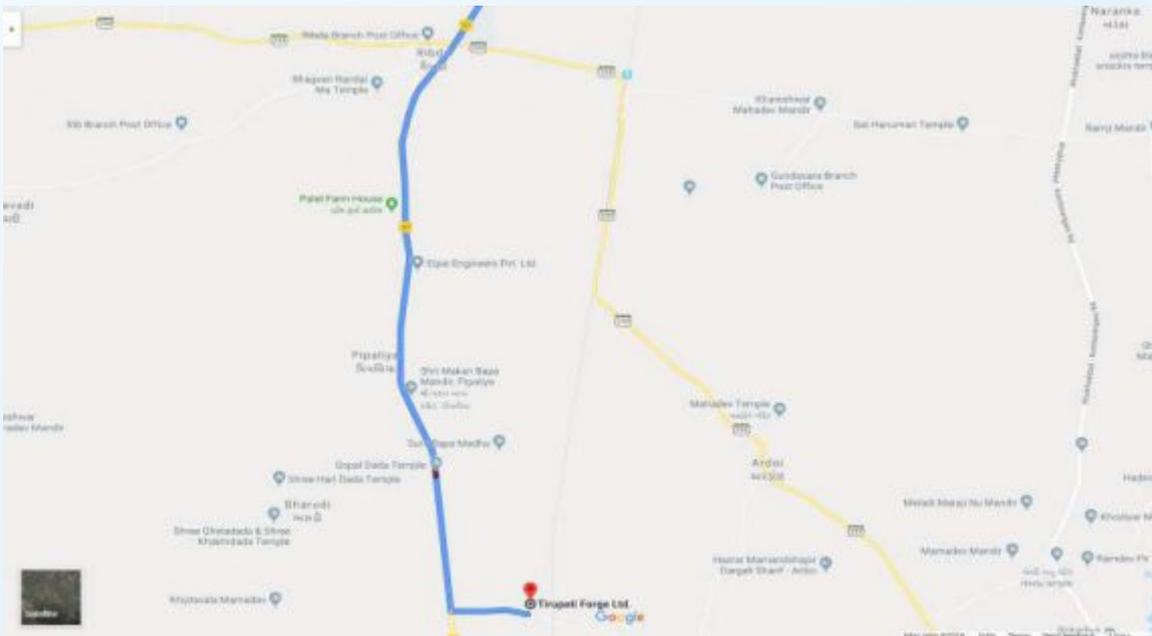
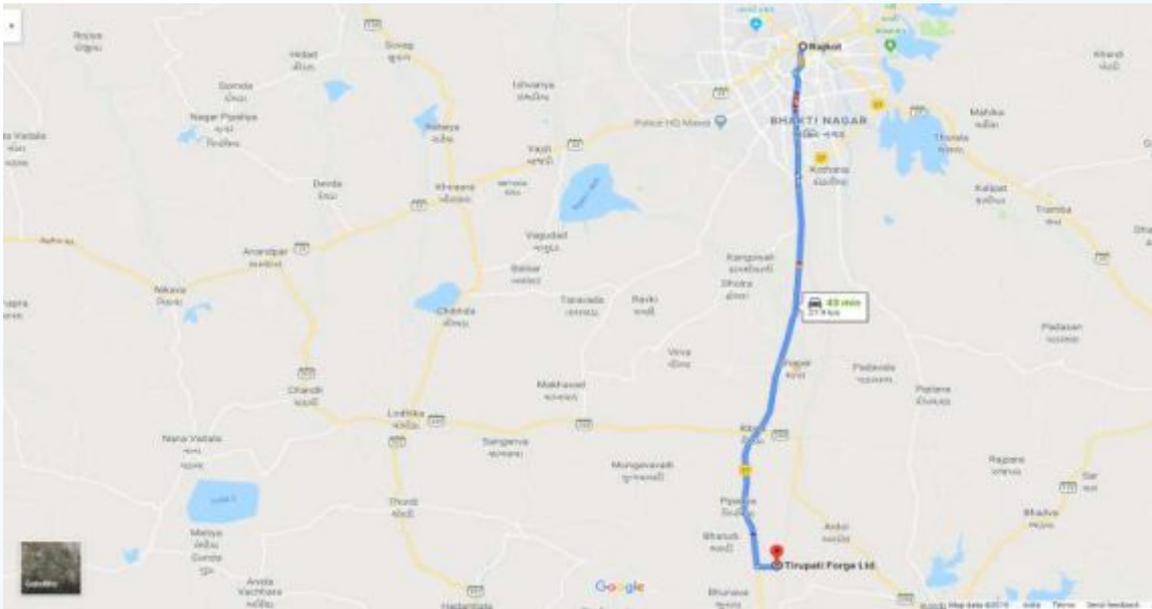
Signature of Proxy holder(s)

Affix Revenue Stamp of Rs.1/-
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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 joint holders, the signature of any one holder will be sufficient, but names of all the joint holders 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. 1-9, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani Hadamtala, Rajkot 360 311 Gujarat. India	
Date of AGM	30 th September, 2022	
Day of AGM	Friday	
Time of AGM	12:30 P.M.	
Remote E-voting	27 th September, 2022 at 09:00 A.M. to 29 th September, 2022 05:00 P.M.	

ROUTE MAP OF THE VENUE OF AGM

