

## **NOTICE OF EXTRA ORDINARY GENERAL MEETING (EOGM)**

NOTICE is hereby given that the Extra Ordinary General Meeting (EOGM or EGM) of the Members of TIRUPATI FORGE LIMITED (“the Company”) is scheduled to be held on Wednesday – 27<sup>th</sup> December, 2023 at 12.00 p.m. at the Registered Office of the Company situated at Plot No. 1-9, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala, Rajkot 360 311 Gujarat India to transact the following businesses:

### **SPECIAL BUSINESSES:**

#### **1. INCREASE IN AUTHORISED CAPITAL AND CHANGED THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, Sections 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (each including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Memorandum and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 10,00,00,000/- (Ten Crore) equity shares of Rs.2/- (Rupees Two Only) each to Rs. 24,00,00,000/- (Rupees Twenty-Four Crore Only) comprising of 12,00,00,000 (Twelve Crore) equity shares of Rs. 2/- (Rupees Two Only) each, and to alter and substitute the Capital Clause of the Memorandum of Association of the Company as under:

V. *The Authorized Share Capital of the Company is Rs.24,00,00,000/- (Rupees Twenty-Four Crore Only) divided into 12,00,00,000 (Twelve Crore) equity shares of Rs.2/- (Rupees Two Only) each.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company or Chief Financial officer, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be necessary or desirable including without limitation to filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

#### **2. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS.**

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

“**RESOLVED THAT** pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as

amended (“SEBI (ICDR) Regulations, 2018”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2021, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot by way of Preferential Allotment, up to 56,80,000 (Fifty Six Lacs Eighty Thousand) Equity Shares of Face Value of Rs. 2.00/- (Rupee Two only) each at a premium of Rs. 10.50/- (Rupees Ten and Fifty Paise Only) each aggregating to Rs. 7,10,00,000/- (Rupees Seven Crore Ten Lacs Only) to the investors (Promoter and Non-Promoters) on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Details of Subscribers	Number of Shares	Status	Price per Shares	Total Consideration	Ultimate Beneficial owner
01	Mr. Hiteshkumar Thummar	3,60,000	Individual	12.50	45,00,000/-	Hitesh Thummar
02	Mrs. Bhargavi Thummar	4,60,000	Individual	12.50	57,50,000/-	Bhargavi Thummar
03	Mrs. Chetna Thummar	4,60,000	Individual	12.50	57,50,000/-	Chetna Thummar
04	M/s Alliance Securities	44,00,000	Partnership Firm	12.50	5,50,00,000/-	Alpesh Bhimjibhai Mendpara (Partner) & Ritesh Parsotambhai Vekaria (Partner)

**“RESOLVED FURTHER THAT** in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be Tuesday 28<sup>th</sup> November, 2023 being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on Wednesday 27<sup>th</sup> December, 2023 to approve this offer.”

**“RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

**“RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Stock Exchange / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

**“RESOLVED FURTHER THAT** The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

**“RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.”

**“RESOLVED FURTHER THAT** the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, any Director from the Board of Directors or/ And Chief Financial Officer or/ and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“**RESOLVED FURTHER THAT** the Board of Directors, Company Secretary or Chief Financial Officer be and is hereby authorised to apply for the listing of New Equity Shares issued under the said preferential allotment to the National Stock Exchanges and do all acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, Practising Company Secretary and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**For, TIRUPATI FORGE LIMITED**

sd/-

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

Hadamtala (Rajkot)  
December 2, 2023

**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](mailto:info@tirupatiforge.com)  
Website: [www.tirupatiforge.com](http://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 Extra Ordinary 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 on 27<sup>th</sup> November 2023 as the Scrutinizer to scrutinize the remote e-voting and voting process at EGM in a fair and transparent manner.
3. **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. Institutional/Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said Resolution to attend and vote on their behalf at the Meeting.
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. 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 from time to time.
8. 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.

9. 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.
10. 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.
11. In support of the Green Initiative and in compliance with the MCA general circular no. 10/2022 dated 28.12.2022 and SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023, the notice of EGM is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s). For Members who have not received the Notice of Extra Ordinary General Meeting due to change/ non-registration of their e-mail address with the Company / RTA / Depository Participants, they may request for the said Notice by sending an email at [cs@tirupatiforge.com](mailto:cs@tirupatiforge.com). Post receipt of such request and verification of details of the Shareholder, the Shareholder would be provided a soft copy of the said Notice and Annual Report unless the members has requested for a physical copy of the same. Physical copies are being sent by the permitted mode, if requested for the same.
12. This notice is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on Friday, 01<sup>st</sup> December, 2023.
13. 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.
14. 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](http://www.tirupatiforge.com).
15. 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.
16. 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.

17. No gifts shall be provided to members before, during or after the EGM.
18. In case of joint holders attending the EGM, 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.
19. Members seeking any information with regard to the transaction of EGM are requested to write to the Company at an early date i.e. at least 10 days before the extra ordinary general meetings through mail at cs@tirupatiforge.com, so as to enable the Management to keep the information ready at the EGM.
20. A specimen of Attendance Slip, Proxy form and the route map showing direction to reach the venue of the Extra Ordinary General Meeting 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.
21. 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), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited for facilitating voting through electronic means, as the authorized agency. It is clarified that it is not mandatory for a Member to vote using remote e-voting facility. In order to facilitate those Members, who do not wish to use the remote e-voting facility, the Company is providing facility for voting through ballot paper at the venue of meeting.  
  
The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.  
  
The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
22. The Notice of EGM can also be accessed from the website of the company at [www.tirupatiforge.com](http://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](http://www.nseindia.com).
23. 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, Link Intime India Private Limited. The Shareholders are requested to send their communication to the RTA.
24. 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 Wednesday, 20<sup>th</sup> December, 2023 i.e. cut-off date only shall be entitled to vote at the meeting.
25. The Register of Members and Share Transfer Books shall remain closed from Thursday, 21<sup>st</sup> December, 2023 to Wednesday – 27<sup>th</sup> December, 2023 (both days inclusive).
26. The remote e-voting facility was commenced on Saturday – 23<sup>rd</sup> December 2023 (10.00 a.m.) to Tuesday 26<sup>th</sup> December 2023 (5.00 p.m.)

## THE INSTRUCTIONS FOR REMOTE E-VOTING:

The remote e-voting period begins on Saturday – 23<sup>rd</sup> December, 2023 at 10:00 A.M. and ends on Tuesday – 26<sup>th</sup> December, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday - 20<sup>th</sup> December 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20<sup>th</sup> December, 2023.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by</li> </ol>



typing the following URL: <https://www.evoting.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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- If the user is not registered for Easi/Easiest, option to register

	<p>is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [piyushrjethva@gmail.com](mailto:piyushrjethva@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. at [evoting@nsdl.com](mailto:evoting@nsdl.com)

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@tirupatiforge.com](mailto:cs@tirupatiforge.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@tirupatiforge.com](mailto:cs@tirupatiforge.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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.1: INCREASE IN AUTHORISED CAPITAL AND CHANGED THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION.**

The current Authorized Capital of the Company Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 2/- (Rupees Two Only) each and the paid-up share capital of the Company is Rs. 19,60,00,000/- (Rupees Nineteen Crore Sixty Lacs Only) divided into 9,80,00,000 (Nine Crore Eighty Lacs) equity shares of Rs. 2/- (Rupees Two Only) each. In order to undertake the proposed preferential issue at Item 2 and a capital raising activity in the future and for other business requirements that arise from time to time, it is proposed to increase the Authorized Share Capital to Rs. 24,00,00,000/- (Rupees Twenty-Four Crore Only) divided into 12,00,00,000 (Twelve Crore) equity shares of INR 2/- (Rupees Two Only) each.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the capital Clause of the Memorandum of Association of the Company. Pursuant to Section 13 and 61 the Act, alteration of the Capital Clause requires approval of the members of the Company by way of an Ordinary Resolution to that effect.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members and the same may be sought by any member within the timeline and by following the procedure as given in the 'Notes' to this notice.

The Board recommends the Ordinary Resolution set forth in Item No. 1 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

## **ITEM NO.2: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS.**

The Board of the Directors of the Company at its meeting held on 27<sup>th</sup> November, 2023 has given their consent subject to approval of Members by way of Special Resolution to issue 56,80,000 Equity Shares to Investors (Promoter & Non-Promoters) on Preferential Allotment basis to the following proposed allottees.

Sr. No.	Details of Subscriber	No. of Equity Shares	Value per Shares	Total Consideration	Category
1.	Mr. Hiteshkumar Thummar	3,60,000	12.50	45,00,000/-	Promoter
2.	Mrs. Bhargavi Thummar	4,60,000	12.50	57,50,000/-	Promoter
3.	Mrs. Chetna Thummar	4,60,000	12.50	57,50,000/-	Promoter Group
4.	M/s Alliance Securities	44,00,000	12.50	5,50,00,000/-	Public
	Total	56,80,000	12.50	7,10,00,000/-	

The Investor has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of the SEBI (ICDR) Regulations.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution. Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

### **1. Objects of the preferential issue:**

The proposed issue of 56,80,000 Equity Shares to Proposed Allottees (being Promoters and Non- Promoters) on Preferential allotment basis is being made for cash aggregating to Rs. 7,10,00,000 /- (Rupees Seven Crore Ten Lacs Only) with the object of meeting funding for margin money of New Windmill/ Solar project and the balance will be utilised for capital expenditure. The bifurcation is providing as under;

Sr. No.	Particulars	Amount	Purpose
01	New Project of Windmill/ Solar	Approximately 4.00 Cores	for Margin Money of proposed credit facility from Bank/ Financial Institution in matter of installation of New Wind Mill / Solar Project
02	Capital Expenses	Balance amount	The capital expenditure for expansion of new shed and building etc.,

**2. Maximum number of specified securities to be issued and price of the securities:**

The resolution set out in the accompanying notice authorizes the Board to issue 56,80,000 Equity Shares of Re. 2/- each at a price of Rs. 12.50 /-(Rupees Twelve and Fifty Paise Only) each including premium of Rs. 10.50 /- (Rupees Ten and Fifty Paise Only) each on preferential basis for Cash consideration.

**3. Basis on which the price of the Preferential Issue has been arrived at:**

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018 and NSE being the Stock Exchange with higher trading volumes for the said period, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares to be issued shall not be less than higher of the following:

- i) Rs. 9.91/- each- The Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
- ii) Rs. 12.50/- each- The Average of 10 Trading day's volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Accordingly, the minimum issue price of Equity Shares on Preferential basis shall be at a price of Rs. 12.50/- each (Face Value Re.2.00/- each + Premium Rs. 10.50/- each).



**4 Relevant date with reference to which the price has been arrived at:**

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is Tuesday - 28<sup>th</sup> November 2023.

**5. The class or classes of persons to whom the allotment is proposed to be made:**

The proposed preferential allotment of Equity Shares is made to Individuals and Partnership firm etc. belonging to Promoters, Promoters group & Non-Promoters category as mentioned hereabove;

**6. Intention of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:**

Mr. Hitesh Thummar Promoter and Managing Director, Mrs. Bhargavi Thummar – Promoter, Mrs. Chetna Thummar – Promoters Group are willing to subscribe to the proposed preferential issue.

**7. The change in control if any in the company that would occur consequent to the preferential offer;**

The proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company.

**8. Time frame within which the preferential allotment shall be completed:**

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

**9. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:**

Not Applicable, as the proposed allotment is made for Cash consideration

**10. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018.**

Disclosure is not applicable in the present case as neither the company nor its promoters/directors are wilful defaulters or fraudulent borrower.

**11. Name and the address of Valuer who performed valuation-**

Not Applicable.

**12. The Current and Proposed status of the allottees post the preferential issue: (namely, promoter or non-promoter)**

Sr. No.	Name of the Allottee	Current Status	Proposed Status
01	Mr. Hiteshkumar Thummar	Promoter	Promoter
02	Mrs. Bhargavi Thummar	Promoter	Promoter
03	Mrs. Chetna Thummar	Promoter Group	Promoter Group
04	M/s Alliance Securities	NA	Public

**13. Shareholding pattern before and after Preferential Issue would be as follows:**
**PRE AND POST ALLOTMENT HOLDING DETAILS**

Sr. No.	Category	Pre – Issue			Post Issue	
		No. of Equity Shares	% of Equity Shares	Proposed Allotment	No. of Equity Shares	% of Equity Shares
<b>Promoters and Promoter Group (A)</b>						
1	Indian Individuals	5,65,35,757	57.69 %	12,80,000	5,78,15,757	55.76 %
2	Foreigner	NA	0.00 %	NA	NA	0.00 %
3	Bodies Corporate	NA	0.00 %	NA	NA	0.00 %
4	Others	NA	0.00 %	NA	NA	0.00 %
	Total of (1+2+3+4)	5,65,35,757	57.69 %	12,80,000	5,78,15,757	55.76 %
<b>Public (B)</b>						
1	Indian Individuals	3,79,44,011	38.72 %	NA	3,79,44,011	36.60 %
2	Bodies Corporate	11,02,644	1.13 %	NA	11,02,644	1.06 %
2	Foreigner	13,26,281	1.35 %	NA	13,26,281	1.28 %
3	Others	10,91,307	1.11 %	44,00,000	54,91,307	5.30 %
4	Director and Relative	NA	0.00 %	NA	NA	0.00 %
5	Institutional Investor	NA	0.00 %	NA	NA	0.00 %
	Total of (1+2+3+4+5)	4,14,64,243	42.31 %	44,00,000	4,58,64,243	44.24 %
	<b>Grand Total of (A+B)</b>	<b>9,80,00,000</b>	<b>100.00 %</b>	<b>56,80,000</b>	<b>10,36,80,000</b>	<b>100.00 %</b>

- **Pre-shareholding dated 26.11.2023 as per benpos**

**14. Consequential Changes in the Voting Rights:**

Voting rights will change according to the change in the shareholding pattern mentioned above but there is no change in control.

**15. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:**

Nil

**16. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:**

Sr. No.	Details of Subscribers	Number of Shares	Status	Price per Shares	Total Consideration	Ultimate Beneficial owner	% post Preferential Holding
01	Mr. Hiteshkumar Thummar	3,60,000	Individual	12.50	45,00,000/-	Mr. Hiteshkumar Thummar	10.67 %
02	Mrs. Bhargavi Thummar	4,60,000	Individual	12.50	57,50,000/-	Mrs. Bhargavi Thummar	13.51 %
03	Mrs. Chetna Thummar	4,60,000	Individual	12.50	57,50,000/-	Mrs. Chetna Thummar	15.06 %
04	M/s Alliance Securities	44,00,000	Partnership Firm	12.50	5,50,00,000/-	Alpesh Bhimjibhai Mendpara (Partner) & Ritesh Parsotambhai Vekaria (Partner)	4.24 %

- There is no change in control due to allotment of shares on Preferential Basis.

**17. Undertakings:**

- The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

**18. Pricing:**

As mentioned in Point No. 3 “Basis on which the price of the Preferential Issue has been arrived at”

**19. Lock-in period**

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

**20. Material Terms of Issue of Equity Shares**

Issue and allotment of 56,80,000 Equity Shares at a price of Rs. 12.50/- per share (Face Value of Re. 2.00/- per share and Premium Rs. 10.50/- per share) on preferential allotment basis for cash consideration. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

**23. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:**

It is hereby declared that neither the Company nor its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and none of its directors or Promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

**24. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution:**

Issue of 56,80,000 Equity Shares of Face Value of Re. 2.00/- each at an issue price of Rs. 12.50/- each including premium of Rs. 10.50 /- each on preferential basis for Cash consideration.

Date of passing Board Resolution for aforesaid Preferential Issue is 27<sup>th</sup> November, 2023.

## 25. Practicing Company Secretary' Certificate:

A copy of the certificate from CS Piyush Jethva (FCS 6377, CP NO. 5452) Practicing Company Secretaries certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 10:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the EGM Notice till conclusion of EGM. This certificate is also placed on the website of the company [www.tirupatiforge.com](http://www.tirupatiforge.com).

## 26. Confirmation from Proposed allottees.

The confirmation has been received from the proposed allottees that none of the proposed allottees have sold any equity shares of the company during the 90 trading days preceding the relevant date.

## 27. Amount which the company intends to raise by way of such securities:

The Company intends to raise Rs. 7,10,00,000/- by way of Preferential Issue by issuing 56,80,000/- new Equity Shares.

## 28. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Sr. No.	Details of Subscribers	Number of Shares	Status	Price per Shares	Total Consideration	Ultimate Beneficial owner
01	Mr. Hiteshkumar Thummar	3,60,000	Individual	12.50	45,00,000/-	Mr. Hiteshkumar Thummar
02	Mrs. Bhargavi Thummar	4,60,000	Individual	12.50	57,50,000/-	Mrs. Bhargavi Thummar
03	Mrs. Chetna Thummar	4,60,000	Individual	12.50	57,50,000/-	Mrs. Chetna Thummar

## 29. Principal terms of assets charged as securities:

Not Applicable

**30. Interest of the Promoters/ Directors:**

Mr. Hitesh Thummar, Mrs. Bhargavi Thummar and Mrs. Chetna Thummar being a promoter and part of promoter group are interested in the resolution

Mrs Darshna Thummar – Women Director being a relative of Mr. Hitesh Thummar is also interested in the Resolution

Except above mentioned person none of the existing Promoters, Director(s), Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

**31. Listing**

The Company will make an application to the stock exchange for listing of the securities to be created, offered, issued and allotted, pursuant to current resolution. The equity shares one allotted ranked pari-passu with existing equity share capital in all aspect including dividend and voting rights. Further all shares shall be issued in dematerialised form only.

**For, TIRUPATI FORGE LIMITED**

**HITESH THUMMAR**  
**MANAGING DIRECTOR**  
**(DIN : 02112952)**

**Place: Hadamtala (Rajkot)**  
**Date: 02<sup>nd</sup> December 2023.**

### ATTENDANCE SLIP

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

I hereby record my /our presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company being held on **Wednesday, December 27, 2023 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.

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	

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**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 EGM 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	<b>TIRUPATI FORGE LIMITED [CIN: L27320GJ2012PLC071594]</b>
Registered Office	<b>Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala Rajkot 360 011 Gujarat India</b>

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

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

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

as my /our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the Extra Ordinary General Meeting of the Company to be held on **Wednesday, December 27, 2023 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
	• <b>Special Businesses:</b>		
1.	Increase in Authorised Capital from 20.00 Crore to 24.00 Crore		
2.	Issue of Equity Shares on Preferential Basis.		

Signed this ..... day of..... 2023

\_\_\_\_\_  
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.

