

Tirupati Forge Limited

CIN: L27320GJ2012PLC071594

Regd. Office: Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Vill.: Hadamtala Tal: Kotda Sangani Dist.: Rajkot – 360 311

Phn. No. : +91 – 2827-270512

Email: info@tirupatiforge.com

Web: www.tirupatiforge.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**), read with the Companies (Management and Administration) Rules, 2014 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, that the resolutions appended below are to be passed by the Members of Tirupati Forge Limited (**'the Company'**) by way of Postal Ballot including voting by electronic means (**'e-voting'**).

The Company, in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **'Listing Regulations'**), Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the members with the facility to exercise their right to vote on the matters included in the postal ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL). **The e-voting will commence on Saturday, February 8, 2020 (9.00 a.m.) and will end on Sunday, March 8, 2020 (5.00 p.m.)**. Please read carefully and follow the instructions as printed in this Notice for e-voting.

The notice is sent to all members / beneficiaries whose names appear on the Record of Depositories as on **Friday, January 31, 2020 ('Cut-off date')**.

The members are requested to peruse the proposed resolution along with the explanatory statement and carefully read the instructions printed in the Postal Ballot Notice and Form and return the duly completed form in all respects in the attached self-addressed business reply envelope so as to reach the Scrutinizer on or before **5:00 p.m. on Sunday, March 8, 2020**. Please note that any postal ballot form received after the said date and time will be strictly treated as if a reply from such Member has not been received.

Members desiring to opt for e-voting facility are requested to read the notes to the Notice of Postal Ballot and instructions given there-under for e-voting purpose. Kindly note that the members can opt for only one mode of voting i.e. either physical postal ballot or e-voting. However, in case members cast their vote by physical postal ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical postal ballot will be treated as invalid.

The Board of Directors of the Company (**'the Board'**) at its meeting held on Thursday, January 30, 2020, had appointed CS Piyush Jethva, (FCS No. 6377, C.P. No. 5452), Practicing

Company Secretary, as the Scrutinizer ('**Scrutinizer**') for conducting the Postal Ballot (physical and e-voting process) in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or in his absence any person, duly authorised by him after completion of the scrutiny of Postal Ballots. **The Chairman shall countersign the report and declare the results of postal ballot and e-voting on or before 5.00 p.m. on Monday, March 9, 2020** at the Registered Office of the Company. The said results will also be displayed at the notice board of the Registered Office of the Company and intimated to the National Stock Exchange of India Limited ('NSE') where the Company's securities are listed, and displayed on the website of the Company i.e. www.tirupatiforge.com as well as on the website of NSDL at www.evoting.nsdl.com.

The explanatory statement, as required under Section 102 of the Companies Act 2013, pertaining to the proposed resolution setting out the material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or e-voting.

SPECIAL BUSINESS:

1. MIGRATION OF EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED.

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

Note: In accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

"RESOLVED THAT pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('**ICDR Regulations**'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**') and other applicable provisions, if any, the Companies Act, 2013 ('**the Act**') and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, and subject to the approval of National Stock Exchange of India Limited ('**NSE**'), the consent of the Members of the Company be and is hereby accorded for migration of the Company's present listing from Emerge Platform of NSE to the Main Board of NSE and to follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the this resolution."

"RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby authorised jointly and/or severally to deal with any government or semi-

government authorities or any other concerned intermediaries including but not limited to NSE, Securities and Exchange Board of India, Registrar of Companies, etc. to apply, modify, rectify and submit any application(s) and/or related documents on behalf of the Company and to do all such acts, deeds and things as may be necessary and expedient to give effect to the this resolution."

By Order of the Board of Directors
For TIRUPATI FORGE LIMITED

Date: January 30, 2020
Place: Rajkot

SD/-
Jalpa Doshi
Company Secretary and Compliance Officer

NOTES:

1. The following is annexed with this Notice:
 - (i) Explanatory Statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS – 2) issued by the Institute of Company Secretaries of India in respect of the special business.
 - (ii) Instructions for e-voting.
2. Documents referred to in the accompanying notice and explanatory statement thereto, will be open for inspection for the members at the Registered Office of the Company during office hours between 10:00 am to 5:00 pm, on all working days except, Sunday and National Holiday until the last date for receipt of votes by Postal Ballot/ e-voting i.e. **Sunday, March 8, 2020.**
3. Based on the consent received from CS Piyush Jethva, (FCS No. 6377, C.P. No. 5452), Practising Company Secretary, the Board has appointed him as the Scrutinizer to scrutinize the e-voting and postal ballot process in a fair and transparent manner.
4. Notice is being sent to all Members/beneficiaries, whose names appear on the Record of Depositories as on Cut-off Date i.e. Friday, January 31, 2020, and a person whose name is not appearing on the Record of Depositories as on Cut-off Date should treat this Notice for information purposes only. Voting rights shall be reckoned on the shares registered in the name of members as on that date. The Postal Ballot Notice is being sent by e-mail to the members who have registered their email addresses for receipt of documents in electronic form with their Depository Participants (in case of electronic shareholding) /the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For members of the Company whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice and the Postal Ballot Form are being sent by permitted mode along with self-addressed business reply envelope. The Postal Ballot Notice may also be accessed on Company's website i.e. www.tirupatiforge.com.
5. After the postal ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper.
6. Pursuant to Sections 108 and 110 of Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide facility to the members to exercise their right to vote using an electronic voting system in respect of resolutions proposed to be considered through this Notice of Postal Ballot. The Company has engaged services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility of casting the votes by the members.

7. The members may cast their votes using an electronic voting system ("e-voting"). Members who do not have access to e-voting facility have the option to request for physical copy of the Ballot Form by sending an e-mail to info@tirupatiforge.com by mentioning their DP ID and Client ID No or download from Company's website www.tirupatiforge.com. However, the duly completed Ballot Form should reach the Scrutinizer not later than Sunday, March 8, 2020 at 5:00 PM. A Member can opt for only one mode of voting i.e. either through e-voting or by postal ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and the postal ballot shall be treated as invalid.
8. Duly completed Postal Ballot Form should reach Scrutinizer by 5:00 p.m. on Sunday, March 8, 2020 at the following :

To,
Mr. Piyush Jethva, Scrutinizer
Practising Company Secretary
"The Imperia", Office No. 806,
Opp. Shastri Maidan,
Near Everest Building, Subhash Road,
Rajkot – 360 001, Gujarat
9. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
10. The Scrutinizer shall prepare a consolidated Scrutinizer's Report on the total votes cast in favour or against, if any. The said report will be countersigned by the Chairman or a person authorized by him in writing and the results of the voting shall be declared on or before **Monday, March 9, 2020** at 5:00 p.m., and will be displayed at the Registered Office of the Company. The result and Scrutinizer's report shall also be communicated to National Stock Exchange and the same along with Scrutinizer's Report will be displayed on the website of the Company at www.tirupatiforge.com as well as on the website of NSDL at www.evotingindia.nsdl.com. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
11. The Resolutions will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. **Sunday, March 8, 2020**. Further, resolutions passed by the members through postal ballot and remote e-voting are deemed to have been passed effectively at a general meeting.
12. Members who opt to vote by postal ballot shall ensure that they carefully read the instructions printed on the Postal Ballot Notice/Postal Ballot Form and return the duly completed and signed Ballot Forms in the enclosed self-addressed business reply envelope (postage whereof shall be borne and paid by the Company) so as to reach the Scrutinizer on or before 5:00 pm on Sunday, March 8, 2020. Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the address given on the self-addressed business reply envelope (at the expense of the Members) shall also be

accepted. Please note that the Ballot Forms received after the aforementioned date shall be treated as if reply from the Members have not been received. Unsigned/blank/incomplete/defaced/mutilated/incorrectly ticked Ballot Forms will be rejected. Members cannot exercise their vote by proxy on Postal Ballot. Members desiring to exercise their vote through e-voting are requested to read the information and other instructions relating to e-voting as mentioned below.

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING:

E-voting period commences on **Saturday, February 8, 2020 at 9:00 am (IST)** and ends on **Sunday, March 8, 2020 at 5:00 pm (IST)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Friday, January 31, 2020**, may cast their votes electronically. The e-voting module shall be disabled by NSDL thereafter.

In case of any queries or grievances relating to e-voting, the Members / Beneficial Owners may contact NSDL through e-mail at evoting@nsdl.co.in or on Toll Free No.: 1800-222-990 / Telephone No.: 022-24994200.

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

- **Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>**
- **Step 2: Cast your vote electronically on NSDL e-Voting system.**

Step 1: Log-in to NSDL e-voting system

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- I. 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
- II. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
- III. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed modify your vote.

General Guidelines for Members:

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 with a copy marked to evoting@nsdl.co.in.
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 to reset the password.

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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

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

Resolution No. 1:

MIGRATION OF EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED.

The equity shares of the Company are listed and actively traded on the EMERGE Platform of National Stock Exchange of India Limited. The Company intends to migrate to the Main Board of National Stock Exchange of India Limited as per the guidelines laid down under Chapter IX of SEBI (ICDR) Regulations, 2018.

Listing on the Main Board of National Stock Exchange of India Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

The Migration of the Company from EMERGE Platform to Main Board of National Stock Exchange of India Limited is also subject to approval of Members by way of passing Special Resolution in terms of Chapter IX of ICDR Regulations. Provided Special Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Accordingly, the Board recommends the resolution set forth in Item No. 1 to be passed as Special Resolution by the Members of the Company through Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolutions set forth in Item No. 1 of this Notice except to the extent of their shareholding held by them in the Company.

By Order of the Board of Directors
For TIRUPATI FORGE LIMITED

Date: January 30, 2020
Place: Rajkot

SD/-
Jalpa Doshi
Company Secretary and Compliance Officer

POSTAL BALLOT FORM
(To be returned to the Scrutinizer appointed by the Company)

Sr. No.	Particulars	Details of Shareholders(s)
1.	Name(s) of Shareholder(s) including joint holder(s), if any (in block letters)	
2.	Registered address of sole/first named shareholder	
3.	Registered DP Id No./Client Id No.* (*Applicable to shareholders holding shares in dematerialised form)	
4.	No. of share(s) held	

I/We hereby exercise my/our vote in respect of the Special resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated January 30, 2020 by conveying my/our assent or dissent to the said special resolution by placing the tick (√) mark at the appropriate box below:

Sr. No.	Description of Resolutions	No. of equity shares for which votes cast	I/We assent to the Special Resolution (FOR)	I/We assent to the Special Resolution (AGAINST)
1.	Migration of the securities of Company from EMERGE Platform of National Stock Exchange of India Limited To Main Board of National Stock Exchange of India Limited			

Place:

Date:

(Signature of the Shareholder /
Authorised Representative)

ELECTRONIC VOTING PARTICULARS

Electronic Voting Particulars		
EVSN (Electronic Voting Sequence No.)	User ID	Password

Notes:

1. Kindly read the instructions printed overleaf before filing the form.
2. Please return the duly filled and signed postal ballot form in the envelope enclosed herewith.
3. In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/ Power of Attorney should be sent along with the Ballot Form.
4. Last date for receipt of Postal Ballot Form by Scrutinizer is Sunday, March 8, 2020 at 5:00 p.m. (IST).

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope.
2. The self-addressed business reply envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Registrar and Share Transfer Agent / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 05:00 P.M. on or before Sunday, March 8, 2020. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
5. There will be only one Postal Ballot Form for every DP ID irrespective of the number of joint Shareholder(s).
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. Votes will be considered invalid on the following grounds:
 - a. The Postal Ballot form other than one issued by the company has been used;
 - b. The Postal Ballot Form has not been signed by or on behalf of the Member;
 - c. The signature of the member / authorized representative does not tally with the records of the Registrar & Share Transfer Agent / Depository Participants;
 - d. It is not possible to determine without any doubt the assent or dissent of the Member;
 - e. Neither assent nor dissent is mentioned;
 - f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - g. The envelope containing the postal ballot form is received after the last date prescribed;
 - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - j. Member has made any amendment to the Resolutions or imposed any condition while exercising his vote.

8. Members are requested not to send any paper (other than the resolutions/authority) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer and the Company will not be able to act on the same.
9. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
10. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. Kindly note that the members can opt for only one mode of voting i.e. either Postal Ballot Form or E-voting. However, in case the members cast their vote both by Postal Ballot Form and E-voting, then voting done through valid E-voting shall prevail and the voting done by Postal Ballot Form will be treated as invalid.