

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF TIRUPATI FORGE LIMITED WILL BE HELD ON FRIDAY - FEBRUARY 23, 2018 AT 11:00 A.M. AT THE 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 360 011 GUJARAT INDIA TO TRANSACT THE FOLLOWING SPECIAL BUSINESS

ITEM NO. 1: APPOINTMENT OF MAHARISHI & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED DUE TO RESIGNATION OF EXISTING STATUTORY AUDITORS

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 Section 139 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and Board of Directors, **Maharishi & Co., Chartered Accountants [Firm Registration No. 124872W]**, be and is hereby appointed as Statutory Auditors of the Company for financial year 2017-18, to fill casual vacancy caused due to resignation of existing auditor of the Company and the said auditor shall hold office from conclusion of this Extra-Ordinary General Meeting till the conclusion of Annual General Meeting to be held in the year 2018 at a remuneration recommended by the Audit Committee and decided by Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all other things, deeds, acts as may be required in this connection.”

Date: 15/01/2018
Place: Hadamtala (Rajkot)

<<<By Order of the Board>>>
For, Tirupati Forge Limited




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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business set out at Item No. 1 above is annexed hereto
2. A Member entitled to attend and vote at the Extra Ordinary General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote on poll and the proxy need not be a member of the Company. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital may appoint a single person as proxy and such person shall not act as a proxy for any other person or member..
4. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.



5. Government of India insisted for "Green initiative in the Corporate Governance" by permitting the Companies to send the Balance Sheet, Profit & Loss Account, Directors' Report, Auditor's Report etc. to their members through email instead of mailing physical copies. Members are requested to support the Green Initiative by the Government and get their email addresses registered with their Depository Participants in case of shares held in demat form or with Link Intime India Private Limited (Registrars) in case of shares held in physical form.
6. The Notice is being sent to all the Members, whose names appeared in the Register of Members of the Company as on the close of business hours on Friday, January 12, 2018 ("Cut-off Date").
7. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes. The Notice of the EGM is also posted on the website of the Company, www.tirupatiforge.com at the link <https://www.evoting.nsdl.com>, and that of National Securities Depository Limited (NSDL), <https://www.evoting.nsdl.com/>.
8. 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulation 2015, the company is pleased to provide members the facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).
9. A member may exercise his votes at any EGM by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.
10. During the e-voting period, members of the company holding shares either in physical form or dematerialised form, as on the cut off date i.e. Friday, 16th February, 2018, may cast their votes electronically. The e-voting period commences at 10.00 am on Tuesday, 20th February, 2018 and ends at 5.00 pm on Thursday, 22nd February, 2018. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.
11. The Company has appointed **CS Piyush Jethva, Practising Company Secretary** to act as the Scrutinizer & shall scrutinize the entire e-voting process and ballot voting to be conducted at the Venue of Extra Ordinary General Meeting. The Scrutinizer **CS Piyush Jethva, Practising Company Secretary** Email ID: piyushrjethva@gmail.com shall scrutinize the process in fair and transparent manner.
12. The instructions for e-voting with User Id and Password are attached with this Notice itself at the annexure "Instruction Notice For E-Voting Process With Login Id And Password"
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
14. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
15. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
16. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 16th February, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.





Tirupati
Forge Limited

Works & Regd. Office :
Survey No. 92/1, Nr. Shan Cement,
Hadamtala Industrial Area, N.H. - 27,
Vill.: Hadamtala, Tal. : Kotdasangani,
Dist. Rajkot - 360 311. (Gujarat)

Tele. : +91 - 2827-270512/13
E-mail : info@tirupatiforge.com
Web : www.tirupatiforge.com
CIN No. U27320GJ2012PLC071594



17. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
18. Any documents referred to in the aforesaid Resolution at Item No 1 are available for inspection for any member between 10:00 a.m. to 5:00 p.m. during any working day (Monday to Sunday except Wednesday) at the registered office of the Company.
19. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.

Date: 15/01/2018

Place: Hadamtala (Rajkot)

<<<By Order of the Board>>>
For, Tirupati Forge Limited




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

Enclosures:

Explanatory Statement, Attendance Slip and Proxy Form, Route Map of the Venue of EOGM

Explanatory Statement under Section 102 (1) of the Companies Act, 2013:

ITEM NO. 1: APPOINTMENT OF MAHARISHI & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED DUE TO RESIGNATION OF EXISTING STATUTORY AUDITORS

The Annual General Meeting with context to Financial Year 2016-17 was held on June 25, 2017 where the appointment of M. B. Sardhara & Associates, Chartered Accountants, Rajkot, was ratified as a Statutory Auditor of the Company. However, looking at the pre-occupancy elsewhere, M. B. Sardhara & Associates, Chartered Accountants, has shown his unwillingness to continue as Statutory Auditor of the Company. In context to the said matter, the Company has received resignation letter from CA Mahendra B. Sardhara, Partner of M. B. Sardhara & Associates, Chartered Accountants, Rajkot dated December 1, 2017.

Therefore, to fill the vacancy caused by resignation of the Auditor, the Board had considered the recommendation of Audit Committee and contacted **Maharishi & Co., Chartered Accountants [Firm Registration No. 124872W]** for their appointment as Statutory Auditors for the Financial Year 2017-18. The said firm consented to be appointed as Statutory Auditors till the conclusion of next Annual General Meeting. Further, the Board of Directors resolved to appoint Maharishi & Co., Chartered Accountants [Firm Registration No. 124872W] as Statutory Auditors in the meeting held on Tuesday, December 26, 2017 subject to approval of Members of the Company.

As per the provision of Section 139 of the Companies Act, 2013, in case of casual vacancy in the office of an Auditor, approval of Members of the Company is mandatory for appointment of new Auditor who shall hold office till conclusion of next Annual General Meeting of the Company.

Therefore, Members are requested to pass the forwarded Resolution as an Ordinary Resolution.

None of the Directors of the Company or Key Managerial Persons of the Company or their relatives is concerned or interested in the passing of the Resolution.

Date: 15/01/2018

Place: Hadamtala (Rajkot)

<<<By Order of the Board>>>
For, Tirupati Forge Limited




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



ATTENDANCE SLIP

Registered Folio	
Name and Address of the Shareholder	

1. I hereby record my /our presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company being held on **Friday, February 23, 2018 at 11:00 a.m. at Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala Rajkot 360 011 Gujarat India**

2. Signature of the shareholders/ Proxy Present

3. Shareholder/ Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

4. Shareholder/Proxy holder desiring to attend the meeting may bring his /her copy of the Notice of the EOGM for reference at the meeting.

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

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: U27320GJ2012PLC071594]
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;
(2)	Name:		Address:	
	E-Mail Id		Signature:	Or falling him;
(3)	Name:		Address:	
	E-Mail Id		Signature:	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 Friday, February 23, 2018 at 11:00 a.m. at **Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala Rajkot 360 011 Gujarat India**, and any adjournment thereof in respect of such resolutions as are indicated below:

1. Appointment of Maharishi & Co., Chartered Accountants [Firm Registration No.: 124872W] as Statutory Auditors of the Company to fill casual vacancy caused due to Resignation of existing Statutory Auditors.

Signed this day of..... 2018

Signature of Shareholder (s)

Signature of Proxy holder(s)

Affix Revenue
Stamp of
Rs.1/-

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



INSTRUCTION NOTICE FOR E-VOTING PROCESS WITH LOGIN ID AND PASSWORD

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

How to Log-into 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 '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





- (ii) 'User ID' and your 'initial password'.
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:
 - 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.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.

Details on Step 2 are given below:

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





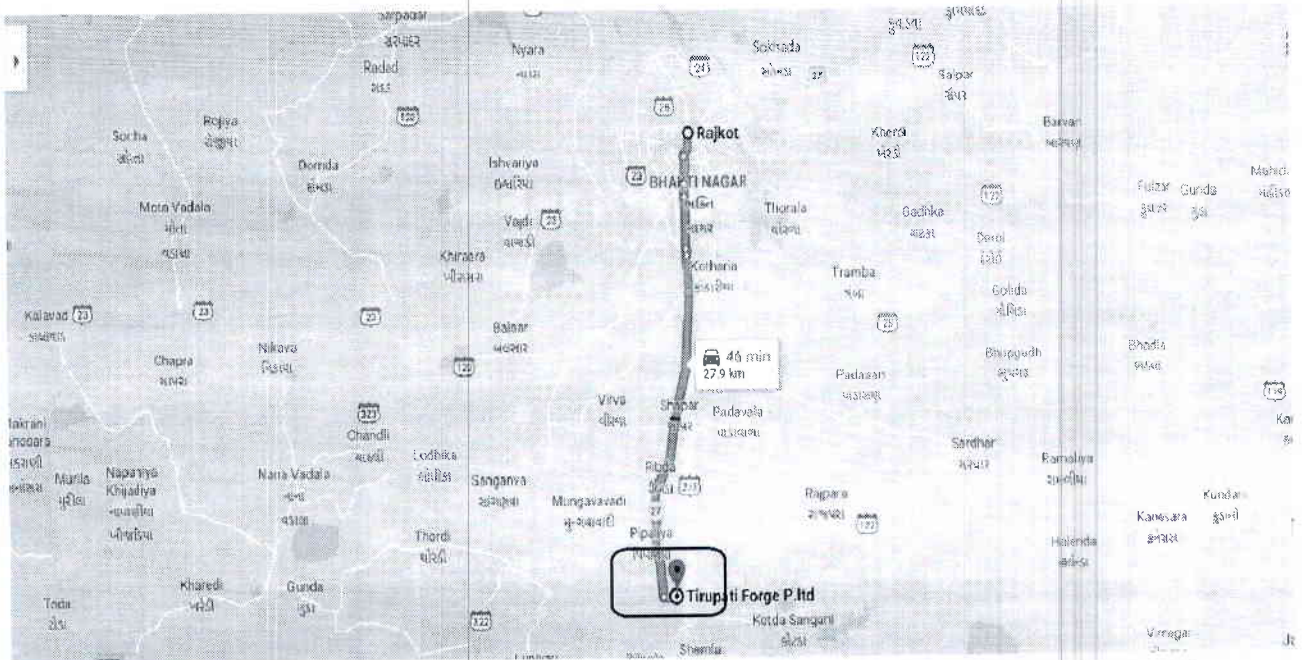
Tirupati
Forge Limited

Works & Regd. Office :
Survey No. 92/1, Nr. Shan Cement,
Hadamtala Industrial Area, N.H. - 27,
Vill.: Hadamtala, Tal. : Kotdasangani,
Dist. Rajkot - 360 311. (Gujarat)

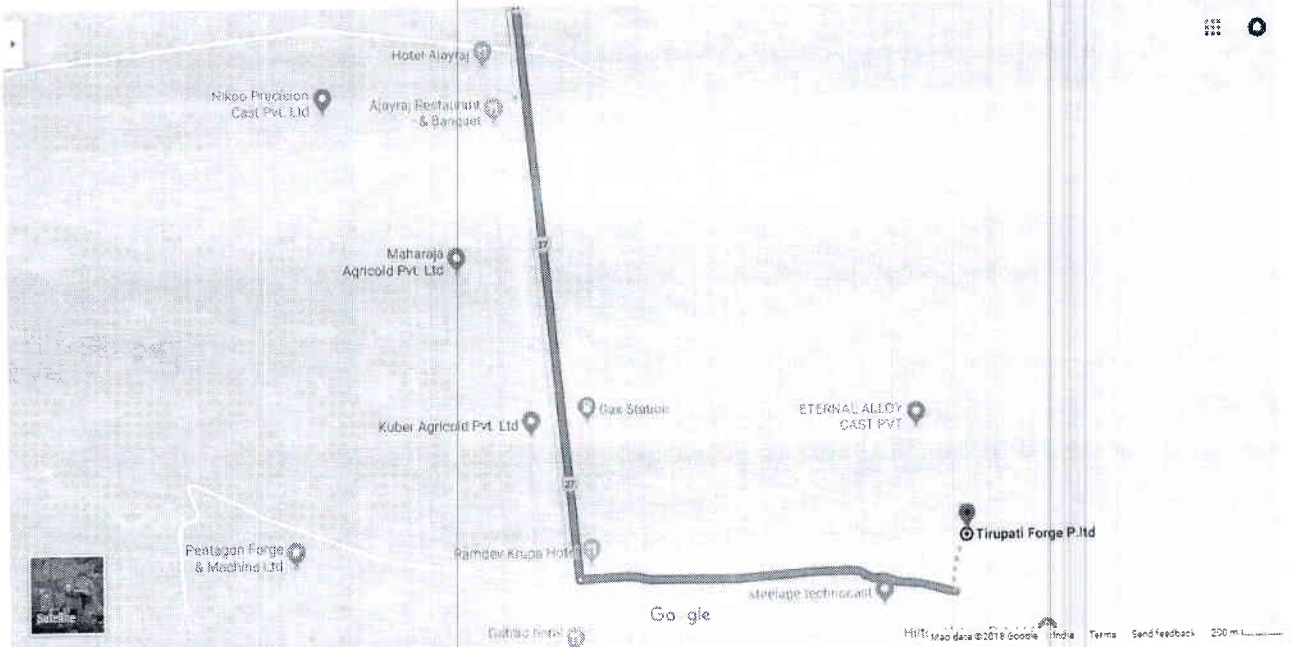
Tele. : +91 - 2827-270512/13
E-mail : info@tirupatiforge.com
Web : www.tirupatiforge.com
CIN No. U27320GJ2012PLC071594



ROUTE MAP OF THE VENUE OF EGM



DETAILED LOCATION OF THE VENUE



Venue of EGM:

TIRUPATI FORGE LIMITED
Plot No. 1-5, Survey No. 92/1,
Near Shan Cement, Hadamtala Industrial Area,
Taluka: Kotda Sangani
Hadamtala Rajkot 360311
Gujarat. India