

September 04, 2020

To,
Listing Department
National Stock Exchange of India Limited

Plot No. C/1, G - Block,
BandraKurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir/Madam,

SCRIPT SYMBOL: TIRUPATIFL
SERIES: EQ

Sub: Annual Report for the Financial Year 2019-20 and Notice convening the 8th Annual General Meeting of the Company.

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

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the soft copy of the Annual Report which comprises of Directors' Report, Audited Financial Statements, and Auditor's Reports thereon, for the Financial Year ended 31st March, 2020, and the Notice convening the 8th Annual General Meeting of the Company scheduled to be held on Saturday, 26th September, 2020 at 04:00 p.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

You are requested to take the same on record.

For Tirupati Forge Limited,


Jalpa Doshi

Company Secretary and Compliance Officer



NOTICE

NOTICE OF ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the **Eighth Annual General Meeting (AGM)** of the Members of **TIRUPATI FORGE LIMITED ("the Company")** is scheduled to be held on **Saturday September 26, 2020 at 04:00 p.m.** through Video Conferencing(VC)/ Other Audio Visuals Means (OVAM) to transact the following businesses:

ORDINARY BUSINESS:

- 1) To Receive, Consider and Adopt the Financial Statement including Audited Balance Sheet as on 31st March 2020 and Profit & Loss Account for the year ended on that date and reports of Board of Directors and Auditor thereon and Cash Flow Statement and other various schedule prescribed under the Companies Act, 2013.
- 2) To appoint a Director in place of **Mr. Hiteshbhai G. Thummar, Director [DIN: 02112952]**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3) TO APPROVE RELATED PARTY TRANSACTIONS:

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

RESOLVED FURTHER THAT pursuant to the provisions of Section 188 of Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), transaction of taking on lease, the land situated at - Plot No. 6, Revenue Survey No. 92/P1/P1, Taluka: Kotda Sangani, Village: Hadamtala, Rajkot 360 311 (Gujarat) India, from Mr. Hitesh Thummar, Chairman & Managing Director (DIN 02112952), which was approved by the Board of Directors of the Company, subject to approval of Shareholders, be and is hereby ratified & approved by the Members of the Company."

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

sd/-

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

Hadamtala (Rajkot)
August 17, 2020

Registered Office :

Plot No. 1-9, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area,
Kotda Sangani Hadamtala, Rajkot - 360 311 Gujarat. India.

Tel. No. : +91 2827 270512

E-mail: info@tirupatiforge.com Website : www.tirupatiforge.com

NOTES

1. The following is annexed with this Notice :
 - (I) Explanatory Statement and reasons for the proposed resolutions 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. Based on the consent received from CS Piyush Jethva, (FCS No. 6377, C.P. No. 5452), Practicing Company Secretary, the Board has appointed him as the Scrutinizer to scrutinize the process in a fair and transparent manner.
3. Members may note that M/s Maharishi & Co., Chartered Accountants (Firm Reg. No. 124872W) were appointed as Statutory Auditors of the company at the 7th Annual General Meeting (AGM) held on 20th September, 2019, to hold their office for a period of 3 consecutive years till the conclusion of the 10th AGM to be held during the year 2022. The Ministry of Corporate Affairs vide notification dated 7th May, 2018 had amended Section 139 of the Companies Act, 2013 by omitting the requirement of seeking ratification of the members for appointment of statutory auditors at every AGM. Hence, no resolution is being proposed for ratification of the appointment of Statutory Auditors at this 8th Annual General Meeting.
4. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
6. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
7. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
11. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

12. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

13. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice calling the AGM has been uploaded on the website of the Company at www.tirupatiforge.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
14. For receiving all communication (including Annual Report) from the Company electronically Members are requested to register / update their email addresses with the relevant Depository Participant/RTA.

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

I. For Temporary Registration:

The Members of the Company holding Equity Shares of the Company in Demat Form or Physical Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with the RTA/LIPL, by clicking the link: https://linkintime.co.in/EmailReg/Email_Register.html and follow the registration process as guided therein. The members are requested to provide details such as Name, Address, DPID, ClientID/ Folio No., PAN. Post successful registration of the e-mail address, the member would get

soft copy of the AGM Notice and Annual Report 2019-20 and the procedure for e-voting along with the user-id to enable e-voting. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in and/ or to the Company at cs@tirupatiforge.com

ii. For Permanent Registration

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

iii. Validation of e-mail ids

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

15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 14, 2020 through email on cs@tirupatiforge.com. The same will be replied by the Company suitably. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
16. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email Id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. to the Company at cs@tirupatiforge.com between 14th September, 2020 to 19th September, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers and Questions depending on the availability of time for the AGM.
17. 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.
18. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@tirupatiforge.com
19. 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.

20. This notice along with Annual Report for 2019-20 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 28th August 2020.
21. 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 Saturday, September 19, 2020 i.e. cut-off date only shall be entitled to vote at the meeting.
22. The Register of Members and Share Transfer Books shall remain closed from Saturday, September 19, 2020 to Saturday, September 26, 2020 (both days inclusive).

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on September 23, 2020 at 09:00 A.M. and ends on September 25, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as at the cut-off date of 19th September, 2020 may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of this Notice and holding shares as on 19th September, 2020, may obtain the login Id and password by sending request at evoting@nsdl.co.in.

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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password? ” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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 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.
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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using theremote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for eVoting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Manner for registering/ updating e-mail address:

- In case the Member's e-mail ID is already registered with the Company/ LinkIntime India Private Limited ("LI IPL") ("Registrar and Transfer Agent")/ Depositories, log in details for e-Voting shall be sent on the registered e-mail address.
- The process for registration of Email Addresses is as under:
Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote E voting for this AGM, Shareholders who have not registered their Email Address and in consequence the Evoting services could not be serviced may temporality get their Email Address registered with the Company's Registrar and Transfer Agent, Link Intime India Private Limited by clicking the Link: https://linkintime.co.in/emailreg/email_register.html and follow the process as guided thereafter.
- In the case of Shares held in Demat mode, the Members may contact the Depository Participant ("DP") and register the e-mail address in the demat account as per the process followed and advised by the DP.

ITEM NO. 3: TO APPROVE RELATED PARTY TRANSACTIONS:

Members are informed that the Company is considering expansion and development of a plant for increase in production capacity. The Company is in need of land for installing the new plant & machineries, for the purpose of increasing production capacity. Mr. Hitesh G. Thummar, Managing Director [DIN: 02112952] of the Company and owner of the said land situated at Plot No. 6, Revenue Survey No. 92/P1/P1, Taluka: Kotda Sangani, Village: Hadamtala, Rajkot 360 311 (Gujarat) which is adjacent to existing plant of the Company. Further, Mr. Hitesh Thummar, Managing Director [DIN: 02112952] agreed to give the land on lease to the Company on nominal rent amounting to Rs. 15,000/- per month. The rent to be paid can be reduced if and then mutually agreed by the Board of the Company and the land owner. This transaction of leasing of property with Mr. Hitesh G. Thummar, Managing Director [DIN: 02112952] falls under the purview of Section 188 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 where approval of

None of the Directors, Key Managerial Personnel(s) and their relatives are concerned or interested in the said Resolution except Mr. Hitesh Thummar- Managing Director [DIN: 02112952] and Mrs. Darshna Thummar – Non Executive Director [DIN:07869257] being relative of Mr. Hitesh Thummar.

Members are requested to pass the Resolution at Item No. 3 as an Ordinary Resolution.

By Order of Board of Directors
For, TIRUPATI FORGE LIMITED

Sd/-
Hiteshkumar G. Thummar
Chairman & Managing Director
[DIN: 02112952]

Hadamtala (Rajkot)

August 17, 2020