



COMPANY SECRETARIES

**Secretarial compliance report of
TIRUPATI FORGE LIMITED**
For the year ended 31st March 2022

I have examined:

- (a) All the documents and records made available to us and explanation provided by TIRUPATI FORGE LIMITED ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st MARCH 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (there were no events requiring compliance during the Review Period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (there were no events requiring compliance during the Review Period)



CS Piyush Jethva

(B.Com., F.C.S. &
Practising Company Secretary)



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Page 1 of 4

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Gujarat, INDIA



COMPANY SECRETARIES

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (there were no events requiring compliance during the Review Period).
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (there were no events requiring compliance during the Review Period).
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued thereunder;

And based on the above examination and subject to clarification provided in "**Annexure-A**" which should be forming part of this report, I/We hereby report that, during the Review Period:

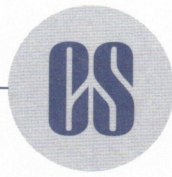
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
01	Regulation 32 of the SEBI (LODR) Regulation, 2015.	The Statement of deviation of fund for first quarter was not filed	It is clarified that there is no deviation of the fund for the reporting period.
02	Regulation 18 (d) of the SEBI (LODR) Regulation, 2015.	The chairman of Audit Committee was not present at the Annual General Meeting	It is clarified that the Chairman of the Audit Committee informed the Company about his inability to attend the Annual General Meeting

Note: In one case the Share Holder has submitted late intimation for change in shareholding under regulation 29(2) of the SEBI (SAST) Regulation 2011 to the Company. However the Company has submitted declaration within specified time limit after receipt of declaration from shareholder.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) There were no actions taken against the Listed Entity/ Its Promoters / Directors / Material Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and Circulars,/ Guidelines issued thereunder in so far as it appears from declaration provided by management and my examination of those records.

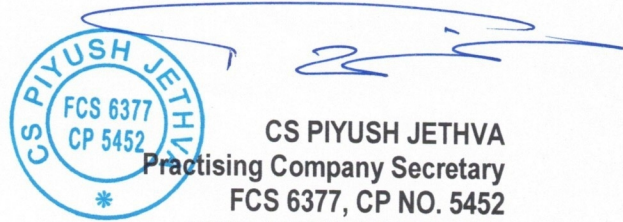




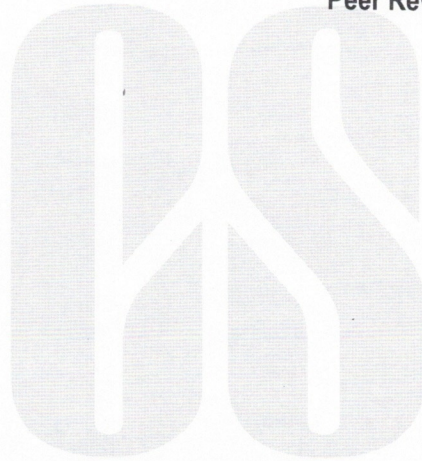
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- (d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period.

Date: 26/05/2022
Place: Rajkot



CS PIYUSH JETHVA
Practising Company Secretary
FCS 6377, CP NO. 5452
UDIN: F006377D000399924
Peer Review Certificate Number: 1333/2021





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ANNEXURE –A

To,
The Members,
TIRUPATI FORGE LIMITED
Plot No. 1-5; Survey No. 92/1,
Near Shan Cement,
Hadamtala Industrial Area,
Tal: Kotda Sangani, Hadamtala - 360311
Dist: Rajkot, Gujarat (India)

Secretarial Compliance Report dated 26th May 2022 is to be read along with this clarification.

1. The Company's Management is responsible for preparation and maintenance of all records and for devising proper systems to ensure compliance with the provision of applicable laws and regulations. Our responsibility is to express an opinion on the records, standards and procedures followed by the Company with respect to compliances by inspecting the records, documents return etc. on **random basis** and check in general whether the compliance of the applicable law/ rules/ regulation are followed by the company in proper manner.
2. We conducted our examination of the statement/ records in accordance with the applicable guidance's issued by the Institute of Company Secretaries of India (the "ICSI"). The guidance's requires that we comply with the ethical requirements of the Code of Conduct issued by ICSI.
3. Where ever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc. and on base of that clarification /representation / information, we provide this report.
4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination is limited to the verification of procedures on **test basis**.

Date: 26/05/2022

Place: Rajkot



CS PIYUSH JETHVA

Practising Company Secretary

FCS 6377, CP NO. 5452

UDIN: F006377D000399924

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