

December 28, 2023

To,

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G - Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir/Madam,

Symbol : TIRUPATIFL Series : EQ
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Subject: Voting Results of the Extra Ordinary General Meeting of the Company held on 27th December 2023

This is to inform you that Extra Ordinary General Meeting (EGM) of Tirupati Forge Ltd. was held on 27TH December 2023 at the registered office of the company to transact the business as stated in the Notice convening the EGM.

In this regard, please find enclosed the following:

1. Voting results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended); and
2. Consolidated Report of the Scrutinizer dated 27th December 2023 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Voting Results along with the Scrutinizer's Report are also being uploaded on the Company's website at www.tirupatiforge.com.

Kindly take the same on your record and oblige the same.

Thanking You,

For, TIRUPATI FORGE LIMITED

Hitesh Thummar
Managing Director

Encl: As above

Voting Results of Extra Ordinary General Meeting of Members of the Company

[As per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of the AGM/EGM	Wednesday 27 th December 2023
Total number of shareholders on record date	42813
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	05 29
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A. N.A.

Resolution 1: To Increase the Authorised Capital of the Company

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	56535757	32813557	58.0404	32813557	0	100.0000%	0.0000%
	Ballot Paper		18407200	32.5585	18407200	0	100.0000%	0.0000%
	Postal Ballot (if applicable)		0	0	0	0	0.0000%	0.0000%
	Total		51220757	90.5989	51220757	0	100.0000%	0.0000%
Public-Institutions	E-Voting	911715	0	0	0	0	0.0000%	0.0000%
	Ballot Paper		0	0	0	0	0.0000%	0.0000%
	Postal Ballot (if applicable)		0	0	0	0	0.0000%	0.0000%
	Total		0	0	0	0	0.0000%	0.0000%
Public-Non Institutions	E-Voting	40552528	831853	2.0513	831803	50	99.994%	0.006%
	Ballot Paper		854902	2.1081	854902	0	100.0000%	0.0000%
	Postal Ballot (if applicable)		0	0	0	0	0.0000%	0.0000%
	Total		1686755	4.1594	1686705	50	99.997%	0.003%
Total		98000000	52907512	53.9873	52907462	50	99.9999%	0.0001

Resolution 2: To Approve the Issue of Equity Shares on basis of Preferential Issue.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	56535757	32813557	58.0404	32813557	100	100.0000%	0.0000%
	Ballot Paper		18407200	32.5585	18407200	100	0.0000%	0.0000%
	Postal Ballot (if applicable)		0	0	0	0	0.0000%	0.0000%
	Total		51220757	90.5989	51220757	100	100.0000%	0.0000%
Public-Institutions	E-Voting	911715	0	0	0	0	0.0000%	0.0000%
	Ballot Paper		0	0	0	0	0.0000%	0.0000%
	Postal Ballot (if applicable)		0	0	0	0	0.0000%	0.0000%
	Total		0	0	0	0	0.0000%	0.0000%
Public-Non Institutions	E-Voting	40552528	832019	2.0517	0	99.994	99.9998%	0.006%
	Ballot Paper		854902	2.1081	0	100	100.0000%	0.0000%
	Postal Ballot (if applicable)				0	0	0.0000%	0.0000%
	Total		1686921	4.1598	1686871	99.997	99.9999%	0.003%
Total		98000000	52907678	53.9874	52707628	99.9999	99.9999%	0.0001

Note :

- 1) Some of the Shareholder including some promoters voted online so their presence counted in the quorum but they have not voted through ballot.

For, TIRUPATI FORGE LIMITED

Hitesh Thummar
(Managing Director)



CS PIYUSH JETHVA

(Practising Company Secretary)

806- The Imperia, Opp: Shashtri Maidan, Above Federal Bank, Limda Chowk, Rajkot 360001 (Gujarat) India

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SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

To,
The Chairman,
Tirupati Forge Limited,
Plot No. 1-5; Survey No. 92/1,
Near Shan Cement, Hadamtala,
Rajkot – 360 311, Gujarat (India)

Sub: Consolidated Scrutinizer's Report on voting by Remote E-voting and Ballot Voting conducted at the Extra Ordinary General Meeting ("EGM") of Tirupati Forge Limited (The Company") held at the Registered Office of the Company on Wednesday – 27th December 2023

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

INFORMATION OF THE COMPANY	
NAME OF THE COMPANY	TIRUPATI FORGE LIMITED
CORPORATE IDENTIFICATION NO.	L27320GJ2012PLC071594
ADDRESS OF THE COMPANY	Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Tal: Kotda Sangani Hadamtala Rajkot- 360311, (Gujarat) India
ISIN NUMBER	INE319Y01024
SCRIP SYMBOL	TIRUPATIFL
E-VOTING START DATE & TIME	23 rd December 2023 (10.00 a.m.)
E-VOTING END DATE & TIME	26 th December 2023 (5.00 p.m.)
DATE OF NOTICE	02 nd December 2023
TOTAL NUMBER OF SHARE HOLDER AS ON RECORD DATE OF VOTING (20 nd December 2023)	42813 **
TOTAL NUMBER OF SHARE HOLDER PHYSICALLY PRESENT AT MEETING	Promoters and Promoters Group 5 Public 29
TOTAL NUMBER OF SHARE HOLDER ATTEND MEETING THROUGH VIDEO CONFERENCING	Promoters and Promoters Group NA Public NA

** Note: It may happen that shareholders may have more than one de-mat account, we gave number of shareholders as per list provided by Registrar and Transfer Agent.



SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

This is with reference to my appointment as Scrutinizer by the Board of Directors at their meeting held on 27TH November 2023 for the purpose of scrutinizing the process of voting through electronic means ("e-voting") and physical voting on the resolutions contained in the notice dated 02nd December 2023 ("Notice") issued in accordance with Section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and General Circular No. 14/2020, 17/2020 and 20/2020 dated 08th April 2020, 13th April 2020 and 5th May 2020 and 03/2022 dated 05.05.2022 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Extra Ordinary General Meeting of its Equity Shareholders ("the Meeting" /"EGM") at the registered office of the company. The EGM was convened on Wednesday 27th December 2023 at 12:00 p.m. IST at registered office of the Company.

Resolution Number	Type of Resolution	Short details of Resolution
1	Ordinary Resolution	To Increase the Authorised Capital of the Company
2	Special Resolution	To approve the Allotment shares on Preferential Basis.

We submit our report, as under:

Responsibility of the Management

The Management of the Company is responsible to ensure the compliance with the requirements of

- (i) The Companies Act, 2013 and Rules made there under; and
- (ii) the Listing Agreement with the Stock Exchanges,
- (iii) All other allied law and regulation to the extent applicable.

Responsibility as a scrutinizer

My responsibility, as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions set out in the notice, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (herein after called as "NSDL") the authorized agency engaged by the Company for Electronic voting (E-Voting) and ballot voting conducted at the Extra-Ordinary General Meeting.



SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

Other Necessary Information

1. The Company completed dispatch of notice(s), forms/or electronic notice on December 4, 2023 to its Members whose name(s) appeared in the Register of Members / List of beneficial owners as on cut-off date.
2. The Members of the Company holding Equity Shares, as on cut-off date, i.e., Wednesday – 20th December 2023 were entitled to vote on the proposed resolutions as set out in the Notice of Extra Ordinary General Meeting dated December 2, 2023 through Remote E-voting and Physical Voting at Extra Ordinary General Meeting.
3. The Company has provided remote e-voting facility offered by NSDL for conducting remote e-voting of the shareholders of the Company. Further I am also duly registered with the NSDL as a Scrutinizer.
4. As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company each in “**Indian Express (English)** and **Financial Express (Gujarati)**” on Wednesday – 6th December, 2023, informing about the completion of despatch/electronic transmission of notices, to the Members along with other related matters mentioned therein.
5. I monitored the process of electronic voting through the Scrutinizer's secured link provided by NSDL on the designated website.
6. I have downloaded data for e-voting from the NSDL website for the Members who have voted through e-voting.
7. The e-voting period commenced on Saturday – 23rd December 2023 (10.00 a.m.) to Tuesday 26th December 2023 (5.00 p.m.)
8. Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Notice(s) to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from Linkintime India Private Limited as on the Cut-off date i.e. and whose e-mail IDs was available with the Company and Depositories, through electronic means only and has not dispatched physical notices to any member. However, the Company vide the Notice dated December 2, 2023, had also requested its shareholders to register their email addresses with the Registrar and Transfer Agent of the Company. We have relied on the confirmation of NSDL for confirmation of sending of notice to all shareholders.



SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

9. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-voting website of <https://www.evoting.nsdl.com>.
10. The Votes were unblocked on December 27, 2023 at approximately 01.10 P.M. in the presence of two witnesses, Mr. Nirav Maradiya residing at Gondal (Gujarat) India, AND Mr. Pinakin Trivedi, residing at Jetpur (Gujarat) India, who are not in employment of the Company and who acted as witnesses at the time of downloading of e-voting results, as prescribed in Sub Rule 4(xii) of the said Rule 20.
11. My responsibility as scrutinizer for the remote e-voting and physical voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.
12. Text of the Resolution is annexed herewith as **Annexure-A**.
13. Details of e-voting received are as under;

RESOLUTION NO. : 1

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

DETAILS OF TOTAL VOTING

(i) Voting in Favour of Resolution

Type of Voting	No. of Members voted	No. of valid votes cast by them	% of total no. of valid votes cast
Remote E-voting	50	33645360	99.9999 %
Poll at the EGM	30	19262102	
Total	80	52907462	

(ii) Voted against the resolution:

Type of Voting	No. of Members voted	No. of valid votes cast by them	% of total no. of valid votes cast
Remote E-voting	1	50	0.0001 %
Poll at the EGM	0	0	
Total	1	50	



SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of Invalid votes cast by them
NIL	NIL

RESOLUTION NO.: 2

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS.

DETAILS OF TOTAL VOTING

(ii) Voting in Favour of Resolution

Type of Voting	No. of Members voted	No. of valid votes cast by them	% of total no. of valid votes cast
Remote E-voting	51	33645526	99.9999 %
Poll at the EGM	30	19262102	
Total	81	52907628	

(ii) Voted against the resolution:

Type of Voting	No. of Members voted	No. of valid votes cast by them	% of total no. of valid votes cast
Remote E-voting	1	50	0.0001 %
Poll at the EGM	0	0	
Total	1	50	

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of Invalid votes cast by them
NIL	NIL

Date: December 27, 2023

Place: Rajkot

PIYUSH JETHVA
Practising Company Secretary
FCS: 6377 C.P. NO.: 5452
UDIN: F006377E003049131
Peer Review Certificate Number: 1333/2021



CS PIYUSH JETHVA

(Practising Company Secretary)

806- The Imperia, Opp: Shashtri Maidan, Above Federal Bank, Limda Chowk, Rajkot 360001 (Gujarat) India

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SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

“ANNEXURE –A “ (TEXT OF RESOLUTION)

RESOLUTION NO: 1	<p>“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:</p> <p>V. <i>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.”</i></p> <p>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.”</p>
RESOLUTION NO: 2	<p>“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</p>



SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

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 Friday 24th November, 2023 being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on Wednesday 27th December, 2023 to approve this offer."



SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

“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.”



CS PIYUSH JETHVA

(Practising Company Secretary)

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SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

“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.”