

September 20, 2019

To,
Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C-1, Block – G,
Bandra Kurla Complex, [BKC], Bandra [East],
Mumbai – 400 051, Maharashtra, India.

SCRIPT SYMBOL: TIRUPATIFL

Dear Sir/Madam,

Subject: Voting results and Scrutinizer Report for the resolutions passed at the 7th Annual General Meeting held on September 20, 2019

We are pleased to inform that at the 7th Annual General Meeting [AGM] of the Shareholders of Company held on Friday, September 20, 2019 at 11: 00 A.M: at Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Tal: Kotda Sangani, Hadamtala, Rajkot – 360 311, Gujarat, India, all the resolutions set out in the AGM Notice dated August 20, 2019, have been passed by Shareholders.

In compliance with requirement of Regulations 44(3) of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 please find enclosed the scrutinizers report along with voting result of the aforesaid meeting.

Further, Board of Directors of the Company has appointed CS Piyush Jethva, Practicing Company Secretary, as a scrutinizer for the purpose of conducting the remote e-voting and ballot at the 7th Annual General Meeting of the Company. The copy of the scrutinizer report received by the Company is attached herewith.



P. Jethva



Tirupati
Forge Limited

Wrks & 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

E-mail : info@tirupatiforge.com

Web : www.tirupatiforge.com

CIN No. L27320GJ2012PLC071594



The voting results for the resolutions passed at 7th AGM is available on company's website, www.tirupatiforge.com and is also placed at the registered office of the Company, for Shareholder's information.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

**For and behalf of
Tirupati Forge Limited**



CS Jalpa Doshi
Company Secretary and Compliance Officer
ICSI Membership No.: A54465

Encl.: As above

Voting Results of 7th Annual General Meeting of Members of the Company

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

Date of Annual General Meeting	Friday, September 20, 2019
Total No. of Shareholders as on Record Date	103
No. of Shareholders present in the Meeting either through person or proxy	
- Promoter and Promoter Group	8
- Public	9
No. of Shareholders attended the Meeting through Video Conferencing	
- Promoter and Promoter Group	NIL
- Public	NIL

RESOLUTION NO. 1

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the F.Y. 2018-19, together with Directors' Report and Audit Report thereto. .

Resolution Required [Ordinary/Special]					Ordinary			
Whether Promoter/Promoter Group are interested in the Agenda/Resolution?					No			
Category	Mode of Voting	No. of Share held [1]	No. of Votes polled [2]	% of Votes [3] = [2]/Total of [1]*100	No. of votes in favour [4]	No. of votes in against [5]	% of Votes in favour in voted polled ([6] = [4]/[2]*100)	% of Votes against on voted polled ([7] = [5]/[2]*100)
Promoter and Promoter Group	E-voting	3801800	3801800	78.40	3801800	0	100	0
	Ballot Paper	38400	38400	0.79	38400	0	0	0
	Total	3840200	3840200	79.1	3840200	0	100	0
Public Institutions	Evoting	286000	286000	5.90	286000	0	100	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	286000	286000	5.90	286000	0	100	0



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Public Non - Institutions	E-voting	0	0	0	0	0	0	0
	Ballot Paper	723200	723200	14.91	723200	0	100	0
	Total	723200	723200	14.91	723200	0	100	0
Total		4849400	4849400	100	4849400	0	100	0

RESOLUTION NO. 2

To appoint a Director in place of Mr. Ajay Sardhara, Whole-time Director [DIN: 06386557], who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required [Ordinary/Special]					Ordinary			
Whether Promoter/Promoter Group are interested in the Agenda/Resolution?					Yes			
Category	Mode of Voting	No. of Share held [1]	No. of Votes polled [2]	% of Votes [3] = [2]/Total of [1]*100	No. of votes in favour [4]	No. of votes in against [5]	% of Votes in favour in voted polled ([6] = [4]/[2]*100)	% of Votes against on voted polled ([7] = [5]/[2]*100)
Promoter and Promoter Group	E-voting	3986400	3986400	80.48	3986400	0	100	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	3986400	3986400	80.48	3986400	0	100	0
Public Institutions	E-voting	286000	286000	5.77	286000	0	100	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	286000	286000	5.77	286000	0	100	0
Public Non - Institutions	E-voting	0	0	0	0	0	0	0
	Ballot Paper	680800	680800	13.74	680800	0	100	0
	Total	680800	680800	13.74	680800	0	100	0
Total		4953200	4953200	100	4953200	0	100	0

RESOLUTION NO.3

To appoint Maharshi & Co., Chartered Accountants as a Statutory Auditor of the Company to hold office from conclusion of this Annual General Meeting until the conclusion of the 10th Annual General Meeting of the Company at such remuneration as may be recommended by the Audit Committee and decided by the Board of Directors of the Company



Jalpa

Resolution Required [Ordinary/Special]					Ordinary			
Whether Promoter/Promoter Group are interested in the Agenda/Resolution?					No			
Category	Mode of Voting	No. of Share held [1]	No. of Votes polled [2]	% of Votes [3] = [2]/[1]*100	No. of votes in favour [4]	No. of votes in against [5]	% of Votes in favour in voted polled ([6] = [4]/[2]*100)	% of Votes against on voted polled ([7] = [5]/[2]*100)
Promoter and Promoter Group	E-voting	3986400	3986400	79.19	3986400	0	100	0
	Ballot Paper	38400	38400	0.76	38400	0	0	0
	Total	4024800	4024800	79.95	4024800	0	100	0
Public Institutions	Evoting	286000	286000	5.68	286000	0	100	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	286000	286000	5.68	286000	0	100	0
Public Non Institutions	E-voting	0	0	0	0	0	0	0
	Ballot Paper	723200	723200	14.37	723200	0	100	0
	Total	723200	723200	14.37	723200	0	100	0
Total		5034000	5034000	100	5034000	0	100	0

RESOLUTION NO.4

Amendment in memorandum of association for Increasing in Authorised Capital of the Company from the existing Rs. 7,00,00,000/- (Rupees Seven Crore Only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 11,50,00,000/- (Rupees Eleven Crore Fifty Lacs Only) divided into 1,15,00,000 (One Crore Fifteen Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Resolution Required [Ordinary/Special]					Ordinary			
Whether Promoter/Promoter Group are interested in the Agenda/Resolution?					No			
Category	Mode of Voting	No. of Share held [1]	No. of Votes polled [2]	% of Votes [3] = [2]/[1]*100	No. of votes in favour [4]	No. of votes in against [5]	% of Votes in favour in voted polled ([6] = [4]/[2]*100)	% of Votes against on voted polled ([7] = [5]/[2]*100)
Promoter	E-	3986400	3986400	79.19	3986400	0	100	0



and Promoter Group	voting							
	Ballot Paper	38400	38400	0.76	38400	0	0	0
	Total	4024800	4024800	79.95	4024800	0	100	0
Public Institutions	Evoting	286000	286000	5.68	286000	0	100	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	286000	286000	5.68	286000	0	100	0
Public Non Institutions	E-voting	0	0	0	0	0	0	0
	Ballot Paper	723200	723200	14.37	723200	0	100	0
	Total	723200	723200	14.37	723200	0	100	0
Total		5034000	5034000	100	5034000	0	100	0

RESOLUTION NO.5

Amendment in Articles of Association to enable the Members of the Company including Promoters & Promoters Group, who hold the Equity Shares in the Company to waive/Forgo his/her/their right to receive the Dividend, interim or Final, by him/her/them for any financial year which may be recommended or declared respectively by the Board of Directors of the Company or Members of the Company.

Resolution Required [Ordinary/Special]					Special			
Whether Promoter/Promoter Group are interested in the Agenda/Resolution?					No			
Category	Mode of Voting	No. of Share held [1]	No. of Votes polled [2]	% of Votes [3] = [2]/Total of [1]*100	No. of votes in favour [4]	No. of votes in against [5]	% of Votes in favour in voted polled ([6] = [4]/[2]*100)	% of Votes against on voted polled ([7] = [5]/[2]*100)
Promoter and Promoter Group	E-voting	3986400	3986400	79.19	3986400	0	100	0
	Ballot Paper	38400	38400	0.76	38400	0	0	0
	Total	4024800	4024800	79.95	4024800	0	100	0
Public Institutions	Evoting	286000	286000	5.68	286000	0	100	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	286000	286000	5.68	286000	0	100	0
Public Non Institutions	E-voting	0	0	0	0	0	0	0
	Ballot Paper	723200	723200	14.37	723200	0	100	0
	Total	723200	723200	14.37	723200	0	100	0
Total		5034000	5034000	100	5034000	0	100	0



RESOLUTION NO.6

Issue of Bonus Shares to the Existing Shareholders of the Company in the ratio of 6:10 i.e. 6 Bonus Equity Shares are to be issued for every 10 Fully paid up Equity Shares of the Company

Resolution Required [Ordinary/Special]					Special			
Whether Promoter/Promoter Group are interested in the Agenda/Resolution?					No			
Category	Mode of Voting	No. of Share held [1]	No. of Votes polled [2]	% of Votes [3] = {2/}Total of [1]*100	No. of votes in favour [4]	No. of votes in against [5]	% of Votes in favour in voted polled ([6]= [4]/ [2]*100)	% of Votes against on voted polled ([7]= [5]/ [2]*100)
Promoter and Promoter Group	E-voting	3986400	3986400	79.19	3986400	0	100	0
	Ballot Paper	38400	38400	0.76	38400	0	0	0
	Total	4024800	4024800	79.95	4024800	0	100	0
Public Institutions	E-voting	286000	286000	5.68	286000	0	100	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	286000	286000	5.68	286000	0	100	0
Public Non - Institutions	E-voting	0	0	0	0	0	0	0
	Ballot Paper	723200	723200	14.37	723200	0	100	0
	Total	723200	723200	14.37	723200	0	100	0
Total		5034000	5034000	100	5034000	0	100	0



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CS PIYUSH JETHVA

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SCRUTINISER'S REPORT - COMBINED

Combined report of Scrutinizers' on remote e-voting and Voting by poll at the ANNUAL GENERAL MEETING of TIRUPATI FROGE LIMITED held on 20th September 2019.

[Pursuant to Section 108 and 109 of the Companies Act 2013, and rules 20 and 21 of the Companies (Management and Administration) Rule 2014,

BASIC INFORMATION	
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 GJ 360311 IN
VENUE OF MEETING	PLOT NO. 1-5, SURVEY NO. 92/1, NEAR SHAN CEMENT, HADAMTALA INDUSTRIAL AREA, TAL: KOTDA SANGANI HADAMTALA Rajkot GJ 360311 IN
ISIN NUMBER	INE319Y01016
SCRIP SYMBOL	TIRUPATIFL
E-VTING START DATE & TIME	17 th September, 2019 (9.00 a.m.)
E-VOTING END DATE & TIME	19 th September, 2019 (5.00 p.m.)
DATE OF MEETING	20 th September, 2019

SUB : Combined Scrutinizer's Report on remote e-voting and voting by poll in terms of provision of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Secretarial Standard -2 (SS-2) on General Meeting issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for Annual General Meeting (AGM) of Tirupati Forge Limited held on Friday -20th September 2019 at 11.00 a.m.





CS PIYUSH JETHVA

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To,
The Chairman
Tirupati Forge Limited (CIN: L27320GJ2012PLC071594)
Plot No. 1-5; Survey No. 92/1, Near Shan Cement,
Hadamtala Industrial Area, Tal: Kotda Sangani,
Hadamtala, District: Rajkot
Gujarat (India)

This is with reference to my appointment as Scrutinizer by the Board of Directors at their meeting held on 20th August, 2019 in terms of Section 108 of the Companies Act, 2013 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 for voting by Electronics Means and Poll Ballots in respect of the Annual General Meeting of the Shareholders of the Company for passing following resolution

Resolution Number	Type of Resolution	Short details of Resolution (Text of Resolution is Attached as Annexure –A)
01	Ordinary Resolution	To Receive Consider and adopt the financial statement of the Company for the Financial year ended on 31st March 2019
02	Ordinary Resolution	To Appoint Mr. Ajay Sardhara – Whole Time Director, who retires by rotation and being eligible, offers himself for re-appointment.
03	Ordinary Resolution	To Appoint Statutory Auditor
04	Ordinary Resolution	Amendment in Memorandum of Association
05	Special Resolution	Alternation of Articles of Association
06	Special Resolution	Issue of Bonus Shares

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 thereunder; and
- (ii) the Listing Agreement with the Stock Exchanges,
- (iii) All other allied law and regulation to the extent applicable.

Our responsibility as Scrutinizers is restricted to making Scrutinizers' Report of the votes casted by the members on the resolutions contained in the above mentioned resolutions, based on the e-voting and scrutiny of physical ballot





Responsibility as a scrutinizer

My responsibility, as a scrutinizer for the e-voting process and poll at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions set out in the notice convening Annual General Meeting, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency engaged by the Company for providing e-voting facilities and also at the time of poll at the Annual General Meeting.

1. The Company completed dispatch of notice(s), forms/or electronic notice to its Members whose name(s) appeared in the Register of Members / List of beneficial owners received from NSDL/CDSL as on Tuesday – 27th August 2019.
2. The Members of the Company had an option to vote either through the physical ballot form or through the e-voting facility. Members opting for e-voting facility, casted their votes on the designated website <https://www.evoting.nsdl.com>.
3. The Company has provided e-voting facility offered by National Security Depository Limited for conducting e-voting by the shareholders of the Company. Further I am also duly registered with the National Security Depository Limited 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 —Financial Express (English) and Financial Express (Gujarati) on Thursday 29th August 2019, informing about the completion of despatch/electronic transmission of ballot notices, to the Members along with other related matters mentioned therein.
5. We had monitored the process of electronic voting through the Scrutinizer's secured link provided by NSDL on the designated website.
6. The electronic ballots were maintained by NSDL in electronic registry.
7. The ballot boxes containing the physical ballot were opened in due course for the scrutiny thereof. We had also downloaded data for e-voting from the NSDL website for the Members who have voted through e-voting.
8. The name of ballot forms was matched with the Register of Members/ List of beneficial owners of the Company as on Friday, 13th September 2019.
9. We did not find any defaced or mutilated ballot paper.





CS PIYUSH JETHVA

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10. The ballot forms and all other related papers are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation till the resolution is given effect to.
11. The Votes on e-voting were unblocked on 20th September 2019, in the presence of two witnesses, Mr. Nirav Vekaria residing at Rajkot (Gujarat) India. AND Mr. Pinakin Trivedi, residing at Jetpur, Dist : Rajkot (Gujarat) India who are not in employment of the Company and who acted as witnesses at the time of unblocking and downloading of e-voting results, as prescribed in Sub Rule 4(xii) of the said Rule 20 and
12. Details of ballot forms/ e-voting received are as under;

RESOLUTION NO. 1

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the F.Y. 2018-19, together with Directors' Report and Audit Report thereto.

Sr. No.	Grouping of Voting	No. of person voted	Number of Vote Cast	% of Total combined vote in favor of resolution	Sr. No.
A	BALLOT				A
1	Voting By Ballot From Promoters	1	38,400	0.79	1
2	Voting By Ballot From Promoters group	0	0	0	2
3	Voting By Ballot from Other than Promoters or Promoters group	9	7,23,200	14.91	3
	Total of A (1+2+3)	10	7,61,600	15.71	
B	E-VOTING				B
1	E-voting from Promoters	2	18,95,200	39.08	1
2	E-voting from Promoters group	4	19,06,600	39.32	2
3	E-voting from Other than Promoters or Promoters group	1	2,86,000	5.90	3
	Total of B(1+2+3)	7	40,87,800	84.30	
C	Toting Voting in Favor of Resolution				C
	Total Voting by Promoters (Total of A1+B1)	3	19,33,600	39.87	
	Total Voting by Promoters Group (Total of A2+B2)	4	19,06,600	39.32	
	Total Voting by Public (Total of A3+B3)	10	10,09,200	20.81	
	TOTAL of A + B	17	48,49,400	100.00	





CS PIYUSH JETHVA

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RESOLUTION NO.2

To appoint a Director in place of Mr. Ajay Sardhara, Whole-time Director [DIN: 06386557], who retires by rotation and being eligible, offers himself for re-appointment.

Sr. No.	Grouping of Voting	No. of person voted	Number of Vote Cast	% of Total combined vote in favor of resolution	Sr. No.
A	BALLOT				A
1	Voting By Ballot From Promoters	0	0	0.00	1
2	Voting By Ballot From Promoters group	0	0	0.00	2
3	Voting By Ballot from Other than Promoters or Promoters group	8	6,80,800	13.74	3
	Total of A (1+2+3)	8	6,80,800	13.74	
B	E-VOTING				B
1	E-voting from Promoters	2	18,95,200	38.26	1
2	E-voting from Promoters group	5	20,91,200	42.22	2
3	E-voting from Other than Promoters or Promoters group	1	2,86,000	5.78	3
	Total of B(1+2+3)	8	42,72,400	86.26	
C	Toting Voting in Favour of Resolution				C
	Total Voting by Promoters (Total of A1+B1)	2	18,95,200	38.26	
	Total Voting by Promoters Group (Total of A2+B2)	5	20,91,200	42.22	
	Total Voting by Public (Total of A3+B3)	9	9,66,800	19.52	
	TOTAL of A + B	16	49,53,200	100.00	





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RESOLUTION NO.3

To appoint Maharshi & Co., Chartered Accountants as a Statutory Auditor of the Company to hold office from conclusion of this Annual General Meeting until the conclusion of the 10th Annual General Meeting of the Company at such remuneration as may be recommended by the Audit Committee and decided by the Board of Directors of the Company

Sr. No.	Grouping of Voting	No. of person voted	Number of Vote Cast	% of Total combined vote in favor of resolution	Sr. No.
A	BALLOT				A
1	Voting By Ballot From Promoters	1	38,400	0.76	1
2	Voting By Ballot From Promoters group	0	0	0.00	2
3	Voting By Ballot from Other than Promoters or Promoters group	9	7,23,200	14.37	3
	Total of A (1+2+3)	10	7,61,600	15.13	
B	E-VOTING				B
1	E-voting from Promoters	2	18,95,200	37.65	1
2	E-voting from Promoters group	5	20,91,200	41.54	2
3	E-voting from Other than Promoters or Promoters group	1	2,86,000	5.68	3
	Total of B(1+2+3)	8	42,72,400	84.87	
C	Toting Voting in Favour of Resolution				C
	Total Voting by Promoters (Total of A1+B1)	3	19,33,600	38.41	
	Total Voting by Promoters Group (Total of A2+B2)	5	20,91,200	41.54	
	Total Voting by Public (Total of A3+B3)	10	10,09,200	20.05	
	TOTAL of A + B	18	50,34,000	100.00	





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RESOLUTION NO.4

Amendment in memorandum of association for Increasing in Authorised Capital of the Company from the existing Rs. 7,00,00,000/- (Rupees Seven Crore Only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 11,50,00,000/-(Rupees Eleven Crore Fifty Lacs Only) divided into 1,15,00,000 (One Crore Fifteen Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Sr. No.	Grouping of Voting	No. of person voted	Number of Vote Cast	% of Total combined vote in favor of resolution	Sr. No.
A	BALLOT				A
1	Voting By Ballot From Promoters	1	38,400	0.76	1
2	Voting By Ballot From Promoters group	0	0	0.00	2
3	Voting By Ballot from Other than Promoters or Promoters group	9	7,23,200	14.37	3
	Total of A (1+2+3)	10	7.61,600	15.13	
B	E-VOTING				B
1	E-voting from Promoters	2	18,95,200	37.65	1
2	E-voting from Promoters group	5	20,91,200	41.54	2
3	E-voting from Other than Promoters or Promoters group	1	2,86,000	5.68	3
	Total of B(1+2+3)	8	42,72,400	84.87	
C	Toting Voting in Favour of Resolution				C
	Total Voting by Promoters (Total of A1+B1)	3	19,33,600	38.41	
	Total Voting by Promoters Group (Total of A2+B2)	5	20,91,200	41.54	
	Total Voting by Public (Total of A3+B3)	10	10,09,200	20.05	
	TOTAL of A + B	18	50,34,000	100.00	





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RESOLUTION NO.5

Amendment in Articles of Association to enable the Members of the Company including Promoters & Promoters Group, who hold the Equity Shares in the Company to waive/Forgo his/her/their right to receive the Dividend, interim or Final, by him/her/them for any financial year which may be recommended or declared respectively by the Board of Directors of the Company or Members of the Company.

Sr. No.	Grouping of Voting	No. of person voted	Number of Vote Cast	% of Total combined vote in favor of resolution	Sr. No.
A	BALLOT				A
1	Voting By Ballot From Promoters	1	38,400	0.76	1
2	Voting By Ballot From Promoters group	0	0	0.00	2
3	Voting By Ballot from Other than Promoters or Promoters group	9	7,23,200	14.37	3
	Total of A (1+2+3)	10	7,61,600	15.13	
B	E-VOTING				B
1	E-voting from Promoters	2	18,95,200	37.65	1
2	E-voting from Promoters group	5	20,91,200	41.54	2
3	E-voting from Other than Promoters or Promoters group	1	2,86,000	5.68	3
	Total of B(1+2+3)	8	42,72,400	84.87	
C	Toting Voting in Favour of Resolution				C
	Total Voting by Promoters (Total of A1+B1)	3	19,33,600	38.41	
	Total Voting by Promoters Group (Total of A2+B2)	5	20,91,200	41.54	
	Total Voting by Public (Total of A3+B3)	10	10,09,200	20.05	
	TOTAL of A + B	18	50,34,000	100.00	





CS PIYUSH JETHVA

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RESOLUTION NO.6

Issue of Bonus Shares to the Existing Shareholders of the Company in the ratio of 6:10 i.e. 6 Bonus Equity Shares are to be issued for every 10 Fully paid up Equity Shares of the Company

Sr. No.	Grouping of Voting	No. of person voted	Number of Vote Cast	% of Total combined vote in favor of resolution	Sr. No.
A	BALLOT				A
1	Voting By Ballot From Promoters	1	38,400	0.76	1
2	Voting By Ballot From Promoters group	0	0	0.00	2
3	Voting By Ballot from Other than Promoters or Promoters group	9	7,23,200	14.37	3
	Total of A (1+2+3)	10	7,61,600	15.13	
B	E-VOTING				B
1	E-voting from Promoters	2	18,95,200	37.65	1
2	E-voting from Promoters group	5	20,91,200	41.54	2
3	E-voting from Other than Promoters or Promoters group	1	2,86,000	5.68	3
	Total of B(1+2+3)	8	42,72,400	84.87	
C	Toting Voting in Favour of Resolution				C
	Total Voting by Promoters (Total of A1+B1)	3	19,33,600	38.41	
	Total Voting by Promoters Group (Total of A2+B2)	5	20,91,200	41.54	
	Total Voting by Public (Total of A3+B3)	10	10,09,200	20.05	
	TOTAL of A + B	18	50,34,000	100.00	



Thanking You

PIYUSH JETHVA
PRACITISING COMPANY SECRETARY
FCS 6377 C. P NO. 5452

Date: 20th September, 2019
Place: Rajkot



CS PIYUSH JETHVA

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“ANNEXURE –A “ (TEXT OF RESOLUTION)

RESOLUTION NO: 1	<p>To Receive, Consider and adopt the financial Statement including Audited Balance Sheet as on 31st March 2019 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.</p> <p>“RESOLVED THAT Pursuant to Provision of section 134 and other applicable provision if any of the companies act 2013, including any statutory modification or re-enactment thereto the Audited Balance sheet as on March, 31 2019, statement of Profit and Loss account for the year ended on that date and the reports of the Board of Directors and Auditors thereon as circulated to the shareholders be and are hereby consider, approved and adopted.”</p>
RESOLUTION NO: 2	<p>To appoint a Director in place of Mr. Ajay Vithalbhai Sardhara, Director [DIN: 06386557], who retires by rotation and being eligible, offers himself for re-appointment.</p> <p>“RESOLVED THAT pursuant to provision 152 (6) of the Companies Act 2013 and any other applicable provisions if any of the companies act 2013, Mr. Ajay Vithalbhai Sardhara, Director [DIN: 06386557], is liable to retire by rotation and being eligible for reappointment, be and is hereby appointed as a Director of the Company.”</p>
RESOLUTION NO: 3	<p>Appointment Of Statutory Auditors</p> <p>“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, Maharishi & Co., Chartered Accountants [ICAI Firm Registration No. 124872W], be and are hereby appointed as Statutory Auditors of the Company, to hold office from conclusion of this Annual General Meeting (Seventh Annual General Meeting) until the conclusion of the Ninth Annual General Meeting of the Company to be held in the year 2021, at such remuneration as may be recommended by the Audit Committee and approved by the Board of Directors of the Company.”</p>





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RESOLUTION NO: 4	Amendment In Memorandum Of Association: "RESOLVED THAT pursuant to the provisions of Section 13, 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 7,00,00,000/- (Rupees Seven Crore Only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 11,50,00,000/-(Rupees Eleven Crore Fifty Lacs Only) divided into 1,15,00,000 (One Crore Fifteen Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 45,00,000 (Forty Five Lacs) Equity Shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company; "FURTHER RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under: V. The Authorised Share Capital of the Company is Rs. 11,50,00,000 (Rupees Eleven Crore Fifty Lakhs only) divided into 1,15,00,000 (One Crore Fifteen Lacs Rupees) Equity Shares of Rs. 10/- (Rupees Ten) each. "FURTHER RESOLVED THAT the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."						
RESOLUTION NO: 5	Alternation Of Articles Of Association "RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below: 5.1 Insert Articles 155 (4) after Articles 155 (3) in the Articles of Association; <table border="1" data-bbox="491 1644 1431 2009"><thead><tr><th data-bbox="491 1644 608 1760">Sr. No.</th><th data-bbox="608 1644 1235 1760">Particulars</th><th data-bbox="1235 1644 1431 1760"></th></tr></thead><tbody><tr><td data-bbox="491 1760 608 2009">155(4)</td><td data-bbox="608 1760 1235 2009">Notwithstanding anything contained in this Articles of the Company, but subject to the provisions of the Companies Act, 2013 and all other applicable rules of the statutory authorities and the rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the</td><td data-bbox="1235 1760 1431 2009">Open to Members to waive/forgo his/her right to receive the</td></tr></tbody></table>	Sr. No.	Particulars		155(4)	Notwithstanding anything contained in this Articles of the Company, but subject to the provisions of the Companies Act, 2013 and all other applicable rules of the statutory authorities and the rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the	Open to Members to waive/forgo his/her right to receive the
Sr. No.	Particulars						
155(4)	Notwithstanding anything contained in this Articles of the Company, but subject to the provisions of the Companies Act, 2013 and all other applicable rules of the statutory authorities and the rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the	Open to Members to waive/forgo his/her right to receive the					





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	<p>Board, it shall be open for the members of the Company who hold the Equity Shares in the Company to waive/forgo his/her/their right to receive the dividend (interim or final) by him/her/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver/forgoing by the members, his/her/their right to receive the dividend (interim or final) by him/her/them under this Article shall be irrevocable immediately after the record date/book closure date fixed for determining the names of members entitled for dividend. The Company shall not be entitled to declare or pay dividend on equity shares to such Members who have waived/forgone his/her/their right to receive the dividend (interim or final) by him/them under this Article.</p>	Dividend.
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5.2 Replace article 156 in the Articles of Association as under

Sr. No.	Particulars	
156	<p>The Company in General Meeting may declare dividends to be paid to the Members other than the Members who have waived/forgone their right of receiving any Dividend (including any interim dividend), declared/to be declared by the Company for Financial Year, in accordance with Rules framed by the Board and amended from time to time, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividend shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in General Meeting.</p>	The Company in General Meeting may declare Dividends.





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5.3 Replace article 158 in the Articles of Association

Sr. No.	Particulars	
158	Subject to the provisions of the Act, the Directors may, from time to time, pay to the members other than the members who have waived/foregone their right of receiving any dividend declared /to be declared by the Company for any financial year, in accordance with Rules framed by the Board and amended from time to time, such interim dividends as in their judgment the position of the Company justifies.	Interim dividend

“RESOLVED FURTHER THAT consent of the Members be and is hereby accorded for authorizing Board of Directors for framing Rules for equity members who want to waive/forgo the right to receive dividend in respect of any financial year and amend the same from time-to-time”

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this regulation to any Committee of Directors of the Company or Officer(s) of the Company in order to give effect to this resolution.

**RESOLUTIONN
NO: 6**

Issue Of Bonus Shares

“RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorised in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities And Exchange Board Of India (Issue Of Capital





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And Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Re.10/- (Rupee Ten only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as fixed in this regard by the Board, in the proportion of 6 (Six) equity share for every 10 (Ten) existing equity share held by the Members.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to make appropriate adjustments on issue of bonus shares as aforesaid, to the outstanding options granted to the warrant holder of the Company pursuant to the Convertible warrant issued on 14th March 2019, subject to exercise the option of conversion the warrant to fully paid equity shares and the bonus granted to such warrant holder shall keep in reserve up to full conversion of convertible warrant in equity shares.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.



PIYUSH JETHVA
PRACITISING COMPANY SECRETARY

FCS 6377

C. P NO. 5452

Date: 20th September, 2019

Place: Rajkot