

Ref.: TirupatiForge/NSE/Outcome of EOGM/Regulation 30&44

February 24, 2018

To
National Stock Exchange of India Ltd
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051.

Subject: Intimation of Outcome of Extra-Ordinary General Meeting of Members of Company which was held on Friday, February 23, 2018.

Ref.: **TIRUPATI FORGE LIMITED**, Script Symbol: **TIRUPATIFL**

Dear Sir/Madam,

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and all other applicable provisions of the Companies Act, 2013, the Company had provided to its Members the facility to cast their votes by electronic means and ballot voting on an Ordinary Resolution as stated in the Notice of Extra-Ordinary General Meeting (EOGM) dated January 15, 2018.

The Board had appointed **Mr. Piyush Jethva, Practising Company Secretary, Rajkot [FCS 6377 CP 5452]** as a Scrutiniser to scrutinise the remote e-voting process in a fair and transparent manner. The Scrutiniser issued separate Scrutiniser's Report on Remote E-voting and ballot taken on resolution contained in the Notice of EOGM. The Scrutiniser also submitted a combined report on the result of Remote E-voting together with that of Poll. Reports of Scrutinisers were furnished on February 24, 2018.

Remote E-voting was conducted between Tuesday, February 20, 2018 and Thursday, February 22, 2018 and Poll was taken at the EOGM of the Members of the Company.

As per the consolidated Scrutiniser's Report, an Ordinary Resolution as set out in the Notice of EOGM has been duly approved by the Members of the Company with requisite majority.

The EOGM commenced at 11:00 a.m. (IST) and concluded at 02:45 p.m. (IST).

Please find enclosed herewith following documents for the records:

- ✓ Voting Results as per Regulation 44 of SEBI (LODR) Regulations, 2015 (Voting Result is the combined result of Remote E-voting [Section 108 of the Companies Act, 2013 and Rules made thereunder] and Ballot [Section 110 of the Companies Act, 2013 and Rules made thereunder] of EOGM of the Company which was held Friday, February 23, 2018.
- ✓ Scrutiniser's Report on Remote E-voting and Voting on Ballot Paper along with consolidated report on voting of the EOGM of the Company which was held Friday, February 23, 2018.

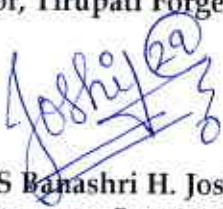


Kindly take the same on your records for compliance of Regulation 30 read with Schedule III, Regulation 44 & other applicable provisions of SEBI (LODR) Regulations, 2015.

Thanking You,

Yours Faithfully,

For, Tirupati Forge Limited



CS Banashri H. Joshi
Company Secretary & Compliance Officer
ICSI Membership Number ACS 52048

Encl.: As mentioned above

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

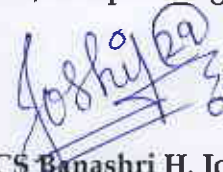
[As per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]

Date of Extra-Ordinary General Meeting	Friday, February 23, 2018
Total No. of Shareholders as on Record Date	110
No. of Shareholders present in the Meeting either through person or proxy	
- Promoter	3
- Promoter Group	5
- Public	10
No. of Shareholders attended the Meeting through Video Conferencing	
- Promoter	None
- Promoter Group	None
- Public	None

Thanking You,

Yours Faithfully,

For, Tirupati Forge Limited



CS Banashri H. Joshi
Company Secretary & Compliance Officer
ICSI Membership Number ACS 52048



SCRUTINISER'S REPORT - COMBINED

Combined report of Scrutinisers' on remote e-voting and Voting by poll at the Extra Ordinary General Meeting held on 23rd February 2018.

[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.	U27320GJ2012PLC071594
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	20 th February 2018, 10.00 a.m.
E-VOTING END DATE & TIME	22 nd February 2018 5.00 p.m.
DATE OF MEETING	23 rd February 2018

SUB : Combined Scrutinisers' 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 Extra Ordinary General Meeting (EOGM) of Tirupati Forge Private Limited held on Friday - 23rd February 2017 at 11.00 a.m.





To,
The Chairman
Tirupati Forge Limited (CIN: U27320GJ2012PLC071594)
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 26th December 2016 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 Extra Ordinary General Meeting of the Shareholders of the Company for passing following resolution

Resolution Number	Type of Resolution	Short details of Resolution
01	Ordinary Resolution	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 (Detailed Resolution is as per "Annexure –A")

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.

relating to ballot voting including voting by electronic means. 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 Notice, 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 Extra Ordinary 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 Extra Ordinary 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 Extra Ordinary 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 Friday 12th January 2018.
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 we are 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 Wednesday 31st January 2018, informing about the completion of despatch/electronic transmission of ballot notices, to the Members along with other related matters mentioned therein.
5. I had monitored the process of electronic voting through the Scrutinizer's secured link provided by NSDL on the designated website.
6. The particulars of all, ballot forms received from the Members in physical form(s) and electronic ballot report have been entered in a separate Register maintained for the purpose
7. The electronic ballots were maintained by NSDL in electronic registry.
8. The ballot boxes containing the physical ballot were opened in due course of the scrutiny thereof. We had also downloaded data for e-voting from the NSDL website for the Members who have voted through e-voting.
9. The name of ballot forms was matched with the Register of Members/ List of beneficial owners of the Company as on Friday, 16th February 2018.



10. We did not find any defaced or mutilated ballot paper. However One Ballot Paper is rejected by reason of error in number of Shares written on ballot paper and actual number of shares held by the Share Holder.
11. 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.
12. 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>
13. Details of ballot forms/ e-voting received are as under;

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	3	18,81,600	41.92 %	1
2	Voting By Ballot From Promoters group	5	20,79,200	46.33 %	2
3	Voting By Ballot from Other than Promoters or Promoters group	9	5,27,200	11.75 %	3
	Note: One Ballot Paper is rejected (As per Point No. 10)				
	Total of A (1+2+3 -4)	17	44,88,000	100.00 %	
B	E-VOTING				B
1	E-voting from Promoters	0	0	0	1
2	E-voting from Promoters group	0	0	0	2
3	E-voting from Other than Promoters or Promoters group	0	0	0	3
	Total of B	0	0	0	
C	Toting Voting in Favour of Resolution				C
	Total Voting by Promoters (Total of A1+B1)	3	18,81,600	41.92 %	
	Total Voting by Promoters Group (Total of A2+B2)	5	20,79,200	46.33 %	
	Total Voting by Public (Total of A3+B3)	9	5,27,200	11.75 %	
	TOTAL of A + B	17	44,88,000	100.00 %	





The Votes were unblocked on 23rd February 2013, in the presence of two witnesses, Mr. Romit Shah, "Vazir Building" 7/16 Prahlad Plot, Near Palace Road, Rajkot 360001 (Gujarat) India. AND Ms. Manali Sampat, residing at "Ashirwad" , Vaishali Nagar- 3, Raiya Road Rajkot 360007 (Gujarat) India who are not in employment of the Company, they have signed confirmation of the votes being unblocked in their presence, Further No Shareholder have abstained from voting.

Romit Shah

Manali Sampat



Thanking You

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

Date: 24th February 2018
Place: Rajkot



HITESH A. THUMMAR
DIL CHAIRMAN



"ANNEXURE -A "
(TEXT OF RESOLUTION PASSED)

"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."





SCRUTINISER'S REPORT ON POLL

SCRUTINIZER'S REPORT

FORM NO. MGT-13

[Voting by poll]

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rule 2014]

To,
The Chairman
Tirupati Forge Limited (CIN: U27320GJ2012PLC071594)
Plot No. 1-5; Survey No. 92/1,
Near Shan Cement,
Hadamtala Industrial Area,
Tal: Kotda Sangani,
Hadamtala District: Rajkot
Gujarat (India)

Sub: In matter of Extra Ordinary General Meeting of M/s Tirupati Forge Limited held on 23rd February 2018 at 11.00 a.m. at its registered office situated at Plot No. 1-5; Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Tal: Kotda Sangani, Hadamtala District: Rajkot Gujarat (India)

I, CS PIYUSH JETHVA, Practising Company Secretary (Fellow Membership Number 6377), Rajkot was appointed as the Scrutinizer for the purpose of poll taken in connection with Extra Ordinary General Meeting of the member of "TIRUPATI FORGE LIMITED" (hereinafter Called "Company") held on Friday- 23rd February 2018 at 11.00 a.m. at Registered Office of the Company situated at Plot No. 1-5; Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Tal: Kotda Sangani, Hadamtala District: Rajkot Gujarat (India) for the purpose of scrutinizing the voting in a fair and transparent manner and ascertaining the requisite majority on voting carried out as per the provision of the Companies Act, 2013.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating the voting on the resolution contained in Notice to the Extra Ordinary General Meeting of the Share holder of the Company. My Responsibility as a Scrutinizer for the voting process is restricted to make Scrutinizer report of the votes Cast "in Favour" or "Against" the resolution stated above, based on the valid polling paper in form MGT-12.





SCRUTINISER'S REPORT ON POLL

I submit my report as under

1. After the time fixed for poll by the chairman, one ballot box kept for polling were locked in my presence.
2. The Locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll paper were reconciled with the records maintained and provided to us by company / Registrar and Transfer agent of the Company.
3. I did not find any defaced or mutilated ballot paper. However One Ballot Paper is rejected by reason of error in number of Shares written on ballot paper and actual number of shares held by the Share Holder.
4. No proxy form was received by the Company.

The Result for the poll is as under;

Resolution No. 1

(Ordinary 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."





SCRUTINISER'S REPORT ON POLL

Result of Voting

Number of Members voted thorough ballot paper	Total Number of Vote Casted through ballot paper	Number of votes cast in favour of resolution	Number of votes cast against resolution	Valid Votes	Invalid Votes	% of total number of valid vote cast in favour of resolution
18***	45,20,000	45,20,000	NIL	44,88,000	32,000	100 %



Thanking You
PIYUSH JETHVA

PRACITISING COMPANY SECRETARY
FCS 6377 CP NO. 5452

Date: 24th February 2018
Place: Rajkot

*** Note: Voting of One Ballot Paper is rejected due to mismatch of Number of Share held by that Share holder and Number of Shares actually written on Ballot Paper.



Hitesh Kumar
CHAIRMAN



SCRUTINISER'S REPORT ON E-VOTING

SCRUTINIZER'S REPORT

[E-VOTING]

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule 2014]

To,
The Chairman
Tirupati Forge Limited (CIN: U27320GJ2012PLC071594)
Plot No. 1-5; Survey No. 92/1,
Near Shan Cement,
Hadamtala Industrial Area,
Tal: Kotda Sangani,
Hadamtala District: Rajkot
Gujarat (India)

I, CS PIYUSH JETHVA, Practising Company Secretary (Fellow Membership Number 6377), Rajkot was appointed as the Scrutinizer for the purpose of voting through electronics means in connection with Extra Ordinary General Meeting of the member of "TIRUPATI FORGE LIMITED" (hereinafter Called "Company") held on Friday – 23rd February 2018 at 11.00 a.m. at Registered Office of the Company situated at Plot No.1-5; Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Tal: Kotda Sangani, Hadamtala District: Rajkot Gujarat (India) for the purpose of scrutinizing the e-voting in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provision of the Companies Act, 2013 and sub –rule (xi) of Rule 20 of the Companies (Management and Administration) Rules 2014 on the resolution referred to in this report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating the voting through electronic means on the resolution contained in Notice to the Extra Ordinary General Meeting of the Share holder of the Company. My Responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer report of the votes Cast "in Favour" or "Against" the resolution stated above, based on the report generated from e-voting system provided by National Depository Service (INDIA) Limited, the authorised entity to provide e-voting facilities, engaged by the Company.

Further to above, I submit my report as under





SCRUTINISER'S REPORT ON E-VOTING

1. The Company has provided e-voting facility offered by National Security Depository Limited for conducting e-voting by the share holders of the Company. Further we are also duly registered with the National Security Depository Limited as a Scrutinizer.
2. The share holder holding shares as on 16th February 2018 (cut-off date) were entitled to vote on the proposed resolution.
3. The e-voting period remained open from 20th February 2018 (9.00 a.m). to 22nd February 2018 (5.00 p.m).
4. The Votes were unblocked on 23rd February 2018, in the presence of two witnesses, Mr. Romit Shah, "Vazir Building" 7/16 Prahlad Plot, Near Palace Road, Rajkot 360001 (Gujarat) India. AND Ms. Manali Sampat, residing at "Ashirwad", Vaishali Nagar- 3, Raiya Road Rajkot 360007 (Gujarat) India who are not in employment of the Company, they have signed confirmation of the votes being unblocked in their presence, Further No Shareholder have abstained from voting.
5. Thereafter, the details containing, inter-alia, list of equity share holders, who voted "For" and "Against", were downloaded from the E-voting website of <https://www.evoting.nsdl.com>
6. Based on such report downloaded/ generated from website as motioned above the e-voting result are as under.

Resolution No. 1

(Ordinary 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





SCRUTINISER'S REPORT ON E-VOTING

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."

Result of Voting

Number of Members voted thorough electronic voting systems	Total Number of Vote Casted through electronic voting system	Number of votes cast in favour of resolution	Number of votes cast against resolution	Valid Votes	Invalid Votes	% of total number of valid vote cast in favour of resolution
0	0	0	0	0	0	0



Thanking You
PIYUSH JETHVA

PRACITISING COMPANY SECRETARY

FCS 6377

CP NO. 5452

Date: 24th February 2018

Place: Rajkot



Hitesh C. Thummar
Chairman