Tirupati Forge Limited

Works & 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

TÜV NORD TÜV India Private Ltd. ISO 9001
TÜV NORD TÜV India Private Ltd. IATF 16949

Date: 31.08.2026

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**

Sub: Notice convening the 14TH Annual General Meeting of the Company.

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

The 14th Annual General Meeting of the Company will be held on **Friday, September 25, 2026 at 11:00 A.M. (IST)** through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 14th Annual General Meeting of the Company.

The said Notice is being sent through electronic mode to the Members whose email addresses are registered with the Company / MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) – Registrar and Transfer Agent / National Securities Depository Limited and/or Central Depository Services (India) Limited. In addition, pursuant to Regulation 36(1)(b) of the Listing Regulations, a letter is also being sent to the Members whose email addresses are not registered, stating the web-link where the Notice is uploaded on the website.

The Notice of the 14th Annual General Meeting is also available on the Company's website at
https://tirupatiforge.com/file/2026-27/NOTICE-OF-THE-14TH-AGM-TIRUPATI-FORGE-LIMITED.pdf

Kindly take the same on your record and oblige.

Thanking you,
For, Tirupati Forge Limited

Hitesh Gordhanbhai Thummar

Digitally signed by Hitesh Gordhanbhai Thummar
DN: c=IN, o=Personal, title=7437, pseudonym=13354185053043824Op11vMV6PeXZgC6, 2.5.4.20=f580d19c4bc72a8cd9d0ff754d81da0f6424dc0df840afd0525177c9daf7204b, postalCode=360005, st=Gujarat, serialNumber=b8973954a39db4fd98c620f62aed05307aac956347a271bbab9209696e6e4bb6, cn=Hitesh Gordhanbhai Thummar
Date: 2026.08.31 16:41:30 +05'30'

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

Tirupati FORGE LIMITED

NOTICE OF AGM 2026

NOTICE OF ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the **14th Annual General Meeting (AGM)** of the Members of **TIRUPATI FORGE LIMITED ("the Company")** will be held on **Friday**, **September 25th, 2026 at 11:00 A.M.(IST) through Video Conferencing/Other Audio Visual Means,** to transact the following businesses:

ORDINARY BUSINESS:

1) To Receive, Consider and adopt the financial Statement including Audited Balance Sheet as on 31st March 2026 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.

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

   "**RESOLVED THAT,** Audited Financial Statement for financial year ended on March 31, 2026 including Balance Sheet of the Company as at March 31, 2026, Statement of Profit and Loss for the year ended on March 31, 2026 and Cash Flow Statement along with Audit Report for the year ended on March 31, 2026 and notes to the results annexed thereto be and are hereby considered and adopted."

   "**RESOLVED FURTHER THAT,** pursuant to provision of section 134 and other applicable provisions, if any of the companies Act 2013, read with relevant rules made there under including any statutory modification or re-enactment thereto, the report of Board of Directors of the company for the year ended on 31st March 2026, together with all annexure thereto be and is hereby considered and adopted.

2) To appoint a Director in place of **Shri Hiteshkumar Gordhanbhai Thummar (DIN: 02112952),** Managing Director, who retires by rotation and, being eligible, offers himself for re-appointment.

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, **Shri Hiteshkumar Gordhanbhai Thummar (DIN: 02112952), Managing Director,** who retires by rotation at this meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3) **RE-APPOINTMENT OF SHRI HITESHKUMAR GORDHANBHAI THUMMAR (DIN: 02112952) AS CHAIRMAN & MANAGING DIRECTOR AND APPROVAL OF REMUNERATION:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and other applicable laws, rules and regulations, if any, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the **re-appointment of Shri Hiteshkumar Gordhanbhai Thummar (DIN: 02112952) as Chairman & Managing Director** of the Company for a further period of **five (5) consecutive** years commencing from **31st July, 2027 and ending on 30th July, 2032**, both days inclusive, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors, including the Nomination and Remuneration Committee, to alter and vary the terms and conditions thereof in accordance with the provisions of the Act and applicable laws.

RESOLVED FURTHER THAT pursuant to Sections 197, 198 and other applicable provisions of the Act read with Schedule V thereto, the SEBI Listing Regulations, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, approval of the Members be and is hereby accorded for payment of

remuneration to **Shri Hiteshkumar Gordhanbhai Thummar (DIN: 02112952) up to ₹4,50,000**/- (Rupees Four Lakh Fifty Thousand only) per month, together with such perquisites, benefits, allowances and reimbursement of expenses as may be approved by the Board/Nomination and Remuneration Committee from time to time, subject to the overall limits prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and other applicable provisions of law.

RESOLVED FURTHER THAT the Board of Directors of the Company, including the Nomination and Remuneration Committee thereof, be and is hereby authorised to determine, alter, vary, revise, increase or decrease from time to time the salary, allowances, perquisites and other terms of remuneration payable to Shri Hiteshkumar Gordhanbhai Thummar within the maximum remuneration of ₹4,50,000/- per month, subject at all times to the applicable limits and conditions prescribed under the Companies Act, 2013, Schedule V thereto, the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the tenure of Shri Hiteshkumar Gordhanbhai Thummar the Company has no profits or its profits are inadequate, the remuneration specified above, including salary, allowances and perquisites, may be paid to him as minimum remuneration, subject to and in accordance with Section 197 read with Section II of Part II of Schedule V to the Companies Act, 2013, including the limits and conditions specified therein, for a period not exceeding three years as permitted under Schedule V, and subject to obtaining such further approval of the Members as may be required for any subsequent period and/or for payment in excess of the limits specified therein.

RESOLVED FURTHER THAT the remuneration stated herein shall be exclusive of such perquisites and payments as are specifically excluded from the computation of managerial remuneration under the Companies Act, 2013 and Schedule V thereto, to the extent applicable.

RESOLVED FURTHER THAT the Board of Directors, including the Nomination and Remuneration Committee or any other Committee thereof, be and is hereby authorised to settle any question, difficulty or doubt that may arise in connection with the aforesaid re-appointment and remuneration and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as it may, in its absolute discretion, deem necessary, expedient or desirable for giving effect to this Resolution, including filing of necessary e-forms and returns with the Registrar of Companies and making necessary intimations/disclosures to the Stock Exchange(s) and other statutory/regulatory authorities"

4) **Ratification of remuneration of the Cost Auditor for the Financial Year 2026-27.**

To consider and if thought fit, pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Mitesh Suvagiya &Co. Cost Accountants (Firm Registration No. 101470 & Membership No. 32559), appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-27 amounting to Rs. 40,000/- (Rupees Forty Thousand only)plus applicable taxes and the reimbursement of outof-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper and expedient to give effect to this Resolution."

By Order of Board of Directors
For, TIRUPATI FORGE LIMITED

SD/-
Milan Sakhiya
Company Secretary and Compliance Officer

Date: August 24th,2026
Place: Hadamtala (Rajkot)

Registered Office:
Plot No. 1-5, Survey No. 92/1, Near Shan Cement,
Hadamtala Industrial Area, Taluka: Kotda Sangani,
Hadamtala, Rajkot 360 311Gujarat. India.
Tel. No.: +91 2827 270512
E-mail: info@tirupatiforge.com
Website: www.tirupatiforge.com

Notes:

1. The following are annexed to this Notice:

I. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("AGM" or "Meeting"), is annexed hereto.

II. Instructions for remote e-voting, e-voting during the AGM and joining the AGM through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

2. Based on the consent received from **CS Piyush Jethva (FCS No. 6377, C.P. No. 5452),** Practicing Company Secretary, the Board of Directors has appointed him as the **Scrutinizer** to scrutinize the remote e-voting and e-voting process during the AGM in a fair and transparent manner.

3. Institutional/Corporate Members intending to authorise their representatives to attend and participate in the Annual General Meeting through VC/OAVM and to vote through e-voting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board Resolution/Authority Letter together with the specimen signature(s) of the duly authorised representative(s), in the manner specified in this Notice.

4. All relevant documents referred to in this Notice and the Explanatory Statement shall be available for electronic inspection by the Members up to the date of the AGM and during the AGM. Members seeking to inspect such documents may send a request from their registered e-mail address to **cs@tirupatiforge.com**, mentioning their name, DP ID and Client ID/Folio No., as applicable.

5. M/s. Kamlesh Rathod & Associates [Firm Reg. No. 117930W], Chartered Accountants, the Statutory Auditors of the Company, will hold office until the conclusion of the 16th Annual General Meeting of the Company to be held in the year 2027. Pursuant to the notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, the requirement for ratification of appointment of Statutory Auditors by the shareholders at every Annual General Meeting has been done away with. Accordingly, ratification by the Members for continuance of their appointment at the ensuing Annual General Meeting is not being sought.

6. In terms of the provisions of Section 152 of the Act, **Shri Hiteshkumar Gordhanbhai Thummar (DIN: 02112952)** retires by rotation at the Meeting and, being eligible, offers himself for re-appointment. The

Nomination and Remuneration Committee and the Board of Directors of the Company recommend **his re-appointment**.

7. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the applicable provisions of Secretarial Standard on General Meetings (SS-2), in respect of the Director seeking re-appointment at the AGM, are provided in the Annexure forming part of this Notice.

8. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/RTA of any change in their address or demise of any Member, as applicable, at the earliest. Members are also advised not to leave their demat account(s) dormant for long and to periodically verify their holdings with their respective Depository Participant(s).

9. The Securities and Exchange Board of India ("SEBI") has mandated submission of Permanent Account Number ("PAN") by participants in the securities market. Members holding shares in electronic form are requested to ensure that their PAN and other applicable KYC details are duly updated with their respective Depository Participant(s).

10. Non-Resident Indian Members are requested to immediately inform the Registrar and Share Transfer Agent/Depository Participant, as applicable, of:

(a) any change in their residential status on return to India for permanent settlement; and

(b) particulars of their bank account maintained in India, including the name and address of the bank, branch, account type, account number, IFSC Code and MICR No., if not furnished earlier.

11. Members are requested to address all correspondence relating to shares held by them directly to the Company/RTA, quoting their Folio No. or DP ID and Client ID, as applicable.

12. In support of the **Green Initiative** and in compliance with the applicable MCA and SEBI circulars, the Notice of the AGM along with the Annual Report for Financial Year 2025-26 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/RTA/Depository Participant(s).

Members who have not received the Notice of the AGM along with the Annual Report for Financial Year 2025-26 due to non-registration/change of their e-mail address may request the same by sending an e-mail to **cs@tirupatiforge.com**. Upon receipt of such request and verification of the Member's details, the Company shall provide the Notice and Annual Report in the manner permitted under applicable law.

13. This Notice along with the Annual Report for Financial Year 2025-26 is being sent to the Members of the Company whose names appear in the Register of Members/list of beneficial owners received from the Depositories as on **Friday, August 21st,2026**.

14. Members are requested to support the Green Initiative of the Ministry of Corporate Affairs, Government of India, and register/update their e-mail addresses with their respective Depository Participant(s)/RTA, as applicable, for receiving communications and documents electronically from the Company. The aforesaid documents are also available on the Company's website at **www.tirupatiforge.com**.

15. Members are requested to ensure that their details, including e-mail address, PAN, nomination, bank account details and other KYC particulars, as applicable, are updated with their respective Depository Participant(s)/RTA.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile number, PAN, mandates, nominations, power of attorney and bank account details, including bank name, branch, account number, MICR Code and IFSC Code, to their respective Depository Participant(s)/RTA, as applicable.

17. No gifts shall be provided to Members before, during or after the AGM.

18. In case of joint holders attending the AGM through VC/OAVM, the Member whose name appears as the first holder in the order of names as per the Register of Members/list of beneficial owners of the Company shall be entitled to vote, subject to the applicable e-voting provisions.

19. 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 at **cs@tirupatiforge.com** at least 10 days before the date of the AGM, mentioning their name, DP ID and Client ID/Folio No., as applicable, so as to enable the Management to keep the information ready.

20. 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, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Secretarial Standard on General Meetings (SS-2) and other applicable provisions, the Company is providing its Members the facility to exercise their right to vote on the resolutions proposed to be considered at the AGM by electronic means.

For this purpose, the Company has engaged **National Securities Depository Limited ("NSDL")** for facilitating remote e-voting before the AGM and e-voting during the AGM.

Members who have not cast their vote through remote e-voting prior to the AGM and who attend the AGM through VC/OAVM shall be entitled to cast their vote through the e-voting system during the AGM.

Members who have already cast their vote through remote e-voting prior to the AGM may attend and participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

21. The Notice of the AGM and Annual Report can also be accessed on the website of the Company at **www.tirupatiforge.com**, on the website(s) of the Stock Exchange(s) on which the securities of the Company are listed, and on the website of NSDL at **www.evoting.nsdl.com**.

22. All work relating to the share registry of the Company, in both physical and electronic form, is being handled by the Company's Registrar and Share Transfer Agent, **MUFG Intime India Private Limited**. Members are requested to send communications relating to their shareholding to the RTA/Depository Participant, as applicable.

23. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, i.e. **Friday, 18 September 2026**, shall be entitled to avail the facility of remote e-voting and e-voting during the AGM.

24. Members desirous of making a nomination in respect of their shareholding pursuant to Section 72 of the Companies Act, 2013 are requested to submit/update their nomination with their respective Depository Participant/RTA, as applicable.

THE INSTRUCTIONS FOR REMOTE E-VOTING & VIDEO CONFERENCING (VC):

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being

in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. 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 authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. 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. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. 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.

5. 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) the Secret arial St andard on General Meet ings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been

uploaded on the website of the Company at **https://www.tirupatiforge.com**. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **22nd September, 2026 at 09:00 A.M.** and ends on **24th September, 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, 18 September 2026,** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, 18 September 2026.**

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual

	meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) 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 to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) 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'.

(ii) 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:

a) 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.

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

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. 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 piyushjethva@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
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 : 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@tirupatiforge.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@tirupatiforge.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 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 by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting 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.

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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@tirupatiforge.com. The same will be replied by the company suitably.

6. Members who would like to express their views/ask questions as a Speaker at the AGM may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to **cs@tirupatiforge.com** between **Tuesday, 22nd September, 2026 (9:00 a.m. IST)** and **Thursday, 24th September, 2026 (5:00 p.m.** IST**) (both days inclusive)**. Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Further, the sequence in which the Members will be called upon to speak will be solely determined by the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

ITEM NO 3: TO APPROVE THE REMUNERATION OF MR. HITESHKUMAR G. THUMMAR [DIN: 02112952] AS MANAGING DIRECTOR UNDER SECTION 196 AND 197 READ WITH SCHEDULE V OF THE COMPANIES ACT, 2013:

The Members of the Company had earlier approved the appointment/re-appointment of Shri Hiteshkumar Gordhanbhai Thummar (DIN: 02112952) as Chairman & Managing Director of the Company for a period of five years commencing from 31st July, 2022 and ending on 30th July, 2027. The existing material supplied by the Company records that he has been associated with the Company since 25th March, 2017 and has played an important role in the Company's strategy, business development and overall management.

Accordingly, his existing tenure as Chairman & Managing Director will expire on 30th July, 2027. Considering his experience, knowledge of the Company's business and operations, leadership capabilities and contribution to the growth and development of the Company, the Nomination and Remuneration Committee, at its meeting re-appointment as Chairman & Managing Director for a further period of five years with effect from 31st July, 2027 to 30th July, 2032, both days inclusive, and remuneration up to ₹4,50,000/- per month.

The Board of Directors, at its meeting after considering the recommendation of the Nomination and Remuneration Committee and taking into account his qualifications, experience, responsibilities, performance, prevailing industry standards and the financial position of the Company, approved, subject to the approval of the Members, his re-appointment and the remuneration proposed herein.

Shri Hiteshkumar Gordhanbhai Thummar holds a Master of Business Administration in International Marketing and has been associated with the Company since 25th March, 2017. The earlier explanatory statement records that he is the guiding force behind various strategic decisions of the Company and has been instrumental in planning and formulating the overall business strategy and developing business relationships of the Company.

Considering the increased scale of operations of the Company, responsibilities attached to the position of Chairman & Managing Director, his experience and contribution and remuneration prevailing for comparable executive positions, the Board considers remuneration of up to ₹4,50,000/- per month (₹54,00,000/- per annum) to be fair and reasonable and commensurate with his responsibilities.

Section 196 of the Companies Act, 2013 permits appointment of a Managing Director for a term not exceeding five years and stipulates that a re-appointment cannot be made earlier than one year before expiry of the existing term. Section 197 governs the overall managerial remuneration payable by a company and remuneration in cases of absence or inadequacy of profits.

In the event that the Company has no profits or its profits are inadequate during any financial year, remuneration to the Managing Director is governed by Section II of Part II of Schedule V. Remuneration exceeding those limits may be paid where the shareholders pass a Special Resolution, subject to the remaining Schedule V conditions.

Importantly, Schedule V requires shareholder approval for minimum remuneration in the case of no/inadequate profits for a period not exceeding three years. It also requires Board approval, and where

Section 178(1) applies, approval/recommendation of the Nomination and Remuneration Committee, besides specified creditor-default conditions. The Resolution has therefore been structured accordingly.

The Company is also required to comply with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The SEBI Listing Regulations currently available on SEBI's website incorporate amendments up to 22 January 2026. Further, the revised Secretarial Standard on General Meetings (SS-2) effective from 1 April 2024 applies to disclosures concerning appointment/re-appointment of directors

Particulars required under schedule V for Remuneration of Shri. Hiteshkumar Gordhanbhai Thummar as under:

➢ **GENERAL INFORMATION:**

Nature of Industry	:	Forging Industry
Date of Commencement of commercial Activity	:	17th August, 2012
In case of New Companies, Expected date of Commercial Activities	:	Not Applicable
Financial Performance	:	As per financial summary in Director Report
Foreign Investment or collaborations, if any	:	Not Applicable

➢ **INFORMATION ABOUT APPOINTEE:**

1) BACK GROUND DETAILS:
Mr. Hiteshkumar Gordhanbhai Thummar is engaged with the company since 25th March 2017. He is Master of Business Administration in International Marketing from Queensland University, London. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of our Company.

2) PAST REMUNERATION:

Financial Year	**Remuneration**
2025-26	Rs. 18,00,000/- per annum
2024-25	Rs. 18,00,000/- per annum

2023-24	Rs. 18,00,000/- per annum

3) RECOGNISITION OR AWARD: Not Applicable

4) JOB PROFILE AND SUITABILITY:

Mr. Hitesh Gordhanbhai Thummar has been overseeing all key operations of the Company. He holds a Master's degree in Business Administration with a specialization in International Marketing from Queensland University, London. With his extensive knowledge and expertise in the forging industry, he has been instrumental in the Company's significant growth and diversification. Under his visionary leadership, the Company has expanded its scope of work and achieved several milestones. Given his qualifications, experience, and proven track record, he is the most suitable person to hold the position of Managing Director & Chairman. The remuneration proposed to be paid to him is fully justified in light of his contributions and responsibilities.

5) PROPOSED REMUNERATION:

The proposed remuneration limit is up to Rs. 4,50,000/- (Rs. Four Lakh Fifty Thousand Only)per month basis. The Board has approved the remuneration limit for the period **of three financial year** starting with effect from **31st July, 2027 till 30th July, 2030**. The Board may mutually reduce the remuneration on the base of Financial Performance of the Company within the Limit Prescribed under Companies Act, 2013.

6) COMPARISON OF REMUNERATION:

The remuneration is decided after comparison of remuneration package of experienced person of other companies working within same industries. Further remuneration is decided after the responsibilities shouldered on him as Chairman & Managing Director.

7) PECUNIARY RELATIONSHIP:

Directors, their relatives and Members of the Company, may be deemed to be concerned or interested in this Resolution to their respective shareholding in the Company to the same extent as that of every other member of the company.

➢ **OTHER INFORMATION:**

01.	Reason of loss or inadequate profits	Although the Company is profit-making, the Board has passed a Special Resolution in

		accordance with Section II of Part II of Schedule V of the Companies Act, 2013, to ensure better compliance and corporate governance.
02.	Steps taken or proposed to be taken for improve	The Management is consistently undertaking continuous and progressive measures to enhance the overall performance of the Company. These efforts include strategic planning, operational efficiency improvements, adoption of advanced technologies, strengthening of internal controls, and expanding market presence. By focusing on sustainable growth and long-term value creation, the Management remains committed to improving productivity, profitability, and stakeholder satisfaction.
03.	Expected increase in Productivity and Profit in Measurable terms	The Management expecting increase in the productivity. The profit will also increase accordance with turnover subject to other distinct features and other aspect prevailing in the business.

Information Pursuant To 1.2.5 of the Secretarial Standard on General Meeting (SS-2) Regarding Director Seeking Appointment/ Re-Appointment

Age	45 Years [Date of Birth: 27/08/1981]
Qualification	Master of Business Administration in International Marketing
Experience	MBA in International Marketing; associated with the Company since 25th March, 2017; experienced in business strategy, marketing, technology and management of the Company's operations
Terms and Conditions of Appointment or re-appointment	The substantial terms and conditions of re-appointment of Shri Hiteshkumar Gordhanbhai Thummar (DIN: 02112952)as Chairman & Managing Director of the Company are as under:

	1. Period of Re-appointment Shri Hiteshkumar Gordhanbhai Thummar (DIN: 02112952) shall be re-appointed as the Chairman & Managing Director of the Company for a further period of five (5) years with effect from 31st July, 2027 up to 30th July, 2032, both days inclusive, subject to the provisions of the Companies Act, 2013, Schedule V thereto, the Articles of Association of the Company and other applicable laws. 2. Duties, Powers and Responsibilities The Chairman & Managing Director shall, subject to the supervision, direction and control of the Board of Directors of the Company, be entrusted with substantial powers of management of the affairs and business of the Company. He shall exercise and perform such powers, duties and functions as may be entrusted or delegated to him by the Board of Directors from time to time and shall be responsible, inter alia, for the overall management, administration, operations, business development, strategic planning and implementation of the policies and business plans of the Company. The exercise of such powers shall at all times be subject to the provisions of the Companies Act, 2013, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and such directions, restrictions or limitations as may be imposed by the Board from time to time. 3. Specific Powers Without prejudice to the general powers vested in him and subject to such approvals as may be required under applicable law and/or by the Board of Directors, the Chairman & Managing Director shall be entitled to: (i) operate the banking accounts of the Company jointly or severally with such authorised person(s) and in

	such manner as may be approved by the Board and to sign, draw, accept, endorse, execute, negotiate and/or issue cheques, drafts, bills of exchange, promissory notes and other negotiable instruments on behalf of the Company; (ii) arrange or negotiate borrowings and financial facilities for the purposes of the Company's business, subject to the borrowing limits and approvals prescribed under Sections 179 and 180 and other applicable provisions of the Companies Act, 2013, and subject to such limits and conditions as may be approved by the Board and/or Members, wherever required; (iii) deploy and invest the funds of the Company in the ordinary course of business, subject to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the authority granted by the Board; (iv) negotiate and enter into agreements, contracts, arrangements and commercial transactions in the ordinary course of business of the Company, subject to the applicable provisions of the Companies Act, 2013, including Sections 184 and 188 wherever applicable, and such limits as may be prescribed by the Board; (v) appoint dealers, distributors, agents, contractors, consultants, professionals and other intermediaries for the business of the Company on such terms and conditions as may be considered appropriate, subject to the authority granted by the Board; (vi) appoint, engage, transfer, promote, suspend or terminate employees and other personnel of the Company and determine their remuneration and other terms of employment, subject to the policies and limits approved by the Board; (vii)ensure timely compliance with applicable statutory requirements and payment of taxes, duties, levies and other statutory dues payable by the Company;

	(viii)represent the Company before governmental, statutory, regulatory, judicial, quasi-judicial and other authorities and to institute, prosecute, defend, compromise, settle, refer to arbitration or otherwise deal with legal proceedings for and on behalf of the Company; and (ix)do all such other acts, deeds, matters and things as may be necessary or expedient in the ordinary course of business of the Company and as may be authorised by the Board from time to time. 4. Devotion of Time and Attention The Chairman & Managing Director shall devote his whole time, attention and abilities to the business and affairs of the Company and shall faithfully and diligently perform such duties and exercise such powers as may from time to time be assigned or delegated to him by the Board. He shall use his best endeavours to promote, develop and protect the business and interests of the Company and shall comply with all lawful directions, policies and regulations made by the Board from time to time. 5. Reimbursement of Expenses The Company shall reimburse all travelling, boarding, lodging, conveyance, communication, entertainment and other actual and reasonable expenses incurred by the Chairman & Managing Director wholly and exclusively for the purposes of the business of the Company. Such reimbursement of expenses incurred for official duties shall not be treated as remuneration to the extent permissible under applicable law. 6. Confidentiality The Chairman & Managing Director shall not, either during the continuance of his appointment or thereafter, disclose or divulge to any person any

	confidential information, trade secret, business information, technical know-how or other confidential matter relating to the Company which may come to his knowledge in the course of his employment, except where such disclosure is required in the ordinary course of business or under applicable law. He shall use reasonable endeavours to preserve and protect the confidentiality of the Company's proprietary information and intellectual property. 7. Conflict of Interest / Other Business Activities During the continuance of his appointment, the Chairman & Managing Director shall not, without the prior consent of the Board and subject to applicable law, directly or indirectly engage or participate in any business or activity which is in conflict with or competes with the business of the Company. He shall make all disclosures of interest as may be required under the Companies Act, 2013, SEBI Regulations and other applicable laws from time to time. 8. Termination Either the Company or Shri Hiteshkumar Gordhanbhai Thummar may terminate the appointment by giving three months' prior notice in writing to the other party or salary/remuneration in lieu thereof, subject to the provisions of the Companies Act, 2013 and other applicable laws. The Board may waive or reduce the notice period on such terms as it may consider appropriate. 9. Variation of Terms The Board of Directors, including the Nomination and Remuneration Committee thereof, shall be authorised to alter, vary or modify the terms and conditions of appointment and remuneration from time to time, provided that such alteration, variation or modification

	is in conformity with the Companies Act, 2013, Schedule V thereto, the SEBI Listing Regulations and other applicable laws and is within the limits approved by the Members. 10. Compliance with Applicable Laws The re-appointment and remuneration shall be subject to the provisions of the Companies Act, 2013, Schedule V thereto, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and all other applicable statutory and regulatory requirements, including any amendment, modification or re-enactment thereof for the time being in force. The Company shall obtain such approvals, consents or permissions from the Members and/or any statutory or regulatory authority as may be required under applicable law from time to time. 11. General The Chairman & Managing Director shall perform such other functions and duties as may be entrusted to him by the Board of Directors from time to time and shall comply with the Company's Code of Conduct, policies and applicable statutory and regulatory requirements. The above terms and conditions shall be subject to approval of the Members of the Company and such other approval(s), if any, as may be required under applicable law.
Date of First appointment on the Board	25th March, 2017
No. of Shares held	12,07,11,565/- Equity Shares
Relationship with Directors, Managers & KMP	Related to Smt. Darshna H. Thummar- Wife

No. of Board Meetings Attended during the previous Financial Year (2021-22)	All
Chairman/Member of the Committees of Board of other Companies	Not Applicable

Shri Hiteshkumar Gordhanbhai Thummar (DIN: 02112952) has been associated with the Company since 25th March, 2017 and has made significant contributions towards the growth and development of the Company through his extensive knowledge, experience and expertise in the industry in which the Company operates. Considering his leadership capabilities, experience and familiarity with the business and operations of the Company, the Board of Directors is of the opinion that his continued association would be in the best interests of the Company and its stakeholders. Accordingly, it is proposed to re-appoint him as the Chairman & Managing Director of the Company for a further period of five (5) years commencing from 31st July, 2027 up to 30th July, 2032, both days inclusive.

The terms and conditions of re-appointment and remuneration of Shri Hiteshkumar Gordhanbhai Thummar, as set out in the Resolution and this Explanatory Statement, constitute the principal terms of his appointment. The Company shall comply with the requirements of Section 190 of the Companies Act, 2013 with respect to keeping at its Registered Office a copy of the contract of service with the Managing Director or, where such contract is not in writing, a written memorandum setting out the terms thereof, for inspection by the Members in accordance with the provisions of the Act.

Shri Hiteshkumar Gordhanbhai Thummar, being the appointee, is concerned or interested, financially or otherwise, in the Resolution relating to his re-appointment and remuneration. Smt. Darshna H. Thummar, being his wife, and their respective relatives may also be deemed to be concerned or interested in the Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors considers the proposed re-appointment and remuneration to be in the best interests of the Company and accordingly recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

Item no. 4: Ratification of remuneration to Cost Auditors

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of **M/s. Mitesh Suvagiya & Co.,** Cost Accountants, as Cost Auditors to conduct the audit of the cost accounts maintained by the Company for the financial year 2026-27, at a remuneration of 40,000/- (Rupees Forty Thousand only), per annum, plus applicable taxes and reimbursement of out-of-pocket expenses.

As per section 148 of the Companies Act, 2013 r.w. The Companies (Audit and Auditors), Rules 2014 (as amended from time to time), the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders;

Please note that the company was coming under the purview of cost audit in last year. The Cost Auditor was appointed on 18.05.2026 i.e after meeting of the Board of Director in which the notice was approved. Therefore, the remuneration was not ratified by the member in last Annual General Meeting. Accordingly, the remuneration of previous year as well as this year both is proposed to ratify by member in this Annual General Meeting.

The Board recommends the approval of the remuneration payable to M/s. Mitesh Suvagiya & Co., Cost Accountants, for conducting the cost audit and the passing of the Ordinary Resolution set out at Item No. 4 of the Notice.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in this resolution.

By Order of Board of Directors
For, TIRUPATI FORGE LIMITED

SD/-
Milan Sakhiya
Company Secretary and Compliance Officer
Place: Hadamtala (Rajkot)
Date: August 24th, 2026

Annexure

Information of directors seeking appointment/re-appointment at the ensuing annual general meeting of the company as per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2:

Sr. No.	Particulars	Information
01	Name of Director	Shri. Hiteshkumar Gordhanbhai Thummar
02	Director Identification Number	02112952
03	Category of Directorship	Chairman & Managing Director
04	Date of Birth/Age	27/08/1981
05	Date of First Appointment	25th March, 2017
06	Brief Resume, qualification, experience of Director	Shri Hiteshkumar G. Thummar holds a Master of Business Administration in International Marketing from Queensland University, London. He has been associated with the Company since 25th March, 2017 and is presently serving as the Chairman & Managing Director of the Company. He possesses extensive knowledge and experience in the fields of marketing, technology, business development and the forging industry. He is actively involved in the overall management, strategic planning and business operations of the Company. Since his association with the Company, he has played an instrumental role in the growth and development of the Company and has

		contributed significantly towards formulation and implementation of business strategies, expansion of business operations and strengthening of the Company's market presence.
07	Disclosure of relationships between Directors inter-se	Related to Smt. Darshna H. Thummar-Wife
08	Names of listed entities in which the person also holds the Directorship	Except Tirupati Forge Limited, he does not hold directorship in any Listed Company.
09	Chairman/ Member of the Committees of the Board of Directors of the Company. #	Nil
10	The membership of Committees of the board	Corporate Social Responsibility Committee
11	Disclosure of Disqualification	he is not disqualified from being appointed as a Director
12	No. of Shares held in the Company as on 31st March, 2026	Nil

13	Terms and conditions for appointment/re-appointment	Managing Director, liable to retire by rotation
14	Remunerations Last drawn	18,00,000/-
15	Number of Board Meetings attended during the year	11
16	Justification for choosing the Independent Director	Not Applicable

17	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer point no. 2 (iii) of Corporate Governance Report
18	Listed Entities from which the Director has resigned in past 3 years	Nil

By Order of Board of Directors
For, TIRUPATI FORGE LIMITED

SD/-
Milan Sakhiya
Company Secretary and Compliance Officer

Place: Hadamtala (Rajkot)
Date: August 24th, 2026

NOTES