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

09th July, 2025

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

Sub: Annual Report for the Financial Year 2024-25 and Notice convening the 13TH Annual General Meeting of the Company.

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

The 13th Annual General Meeting of the Company will be held on Tuesday, August 5th, 2025 at 12:00 P.M.(IST) through Video Conferencing (VC) /Other Audio Visual Means (OAVM).

Pursuant to Regulations 30, 53(2) and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed
herewith the Integrated Annual Report of the Company for Financial Year 2024-25 along with the Notice of the 13th Annual General Meeting and other Statutory Reports.

The said Integrated Annual Report 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 Annual Report is uploaded on website.

The Integrated Annual Report is also available on the Company's website at https://tirupatiforge.com/file/2025-26/Annual-Report-2024-25-Tirupati-Forge.pdf

Kindly take the same on your record and oblige.

Thanking You,

Yours Faithfully,

For, TIRUPATI FORGE LIMITED

Hitesh Gordhanbhai Thummar

Digitally signed by Hitesh Gordhanbhai Thummar
Date: 2025.07.09 12:04:30 +05'30'

HITESHKUMAR GORDHANBHAI THUMMAR
Managing Director – DIN : 02112952

Tirupati Forge Limited

Works & Regd. Office :
Survey No. 92/1, Nr. Shan Cement,
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Encl: As above
CC to:

National Securities Depository Limited	**Central Depository Services (India) Limited**
Trade World, 4th Floor, "A" Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, MUMBAI - 400 013.	17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001.

NOTICE OF AGM 2025

Tirupati

FORGE LIMITED

CIN No. L27320GJ2012PLC071594

TIRUPATI FORGE LIMITED

CIN: L27320GJ2012PLC071594

Registered office Address : Plot No. 1-5, Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Hadamtala , Kotda Sangani, Rajkot, Gujarat-360311
Tel Phon No. +91 2827270512 Email ID: Info@tirupatiforge.com

NOTICE OF ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the **13th Annual General Meeting (AGM)** of the Members of **TIRUPATI FORGE LIMITED ("the Company")** will be held on **Tuesday**, **August 5th, 2025 at 12:00 P.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 2025 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, 2025 including Balance Sheet of the Company as at March 31, 20245, Statement of Profit and Loss for the year ended on March 31, 2025 and Cash Flow Statement along with Audit Report for the year ended on March 31, 2025 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 2025, together with all annexure thereto be and is hereby considered and adopted.

2) To appoint a director in place of **Shri. Bhaveshbhai Tulsibhai Barasiya – Whole time Director [DIN: 05332180]**, who retires by rotation and being eligible, offers herself 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 provision of section 152 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, **Shri. Bhaveshbhai Tulsibhai Barasiya – Whole time Director [DIN: 05332180],** who retires by rotation at this meeting, be and is hereby appointed as a director of the company, liable to retire by rotation.

SPECIAL BUSINESS:

3) **Appointment of Mr. CS Piyush Jethva [ICSI Membership No.: F6377] [Proprietor] as Secretarial Auditor of the Company for Financial Year 2025-26 to 2029-30:**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company/Member be and is hereby accorded for appointment of Mr. CS Piyush Jethva [ICSI Membership No.: F6377] [Proprietor] , Practicing Company Secretary, as the Secretarial Auditor of the Company for a period of five (5) years, commencing on April 01st, 2025, until March 31st, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and Out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized 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."

4) <u>TO APPOINT SHRI. MALLAPPA BELERI [DIN: 10512254] AS AN INDEPENDENT DIRECTOR OF THE COMPANY</u>:

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 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Regulation 17(1C), 25 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") as amended from time to time, and the Articles of Association of the Company, **Shri. Mallappa Beleri [DIN: 10512254]**, who was appointed as an Additional Director and designated as an Non-Executive Independent Director of the Company by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee, in their meeting held on 13th May, 2025, pursuant to the provisions of Section 161 of the Act, and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from May 14th, 2025.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Regulation 17(1C), 25 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") as amended from time to time, and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, **Shri. Mallappa Beleri (DIN: 10512254),** who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from **14th May, 2025** and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and SEBI Listing Regulations and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, **not liable to retire by rotation** to hold office for a term of five (5) consecutive years with effect **from 14th May, 2025.**

"**RESOLVED FURTHER THAT,** the Board of Directors of the Company [which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised "committee" thereof] be and is hereby authorized to do and perform all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution."

5) <u>TO APPROVE REMUNERATION OF SHRI. HITESHKUMAR GORDHANBHAI THUMMAR [DIN: 02112952] MANAGING DIRECTOR UNDER SECTION 196 AND 197 READ WITH SCHEDULE V OF THE COMPANIES ACT, 2013:</u>

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the and pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Persons) Rules, 2014 (including any amendments thereto or re-enactment thereof for the time being in force) and such other approvals, permissions, and sanctions of such authorities and/or agencies as may be required in this regard and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, approval of the members be and is hereby accorded for payment of remuneration to Shri. Hiteshkumar Gordhanbhai Thummar [DIN: 02112952], Managing Director of the Company up to limit of Rs. 4,50,000/- (Rs. Four Lakh Fifty Thousand Only) per month inclusive of all perquisite, benefits and amenities with effect from July 31st, 2025 up to the remaining period of his tenure ending on 30th July, 2027 or the revision in remuneration by Board of Directors whichever is earlier.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board, be and is hereby authorised to vary, alter and modify the terms and conditions including designation, remuneration/ remuneration structure of Shri. Hiteshkumar Gordhanbhai Thummar [DIN: 02112952], Managing Director within the limits approved by the Members.

RESOLVED FURTHER THAT where in any financial year during the currency of term of Shri. Hiteshkumar Gordhanbhai Thummar [DIN: 02112952], Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Shri. Hiteshkumar Gordhanbhai Thummar [DIN: 02112952],Managing Director, remuneration by way of Salary and Perquisites up to the limit as specified above as remuneration, notwithstanding such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or under any other law for the time being in force, if any.

RESOLVED FURTHER THAT the Board of Directors and/ or Committee of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as maybe necessary, desirable or expedient to give effect to this

resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution."

6) Ratification of remuneration of the Cost Auditor for the Financial Year 2024-25 & 2025-26.

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 2024-25 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 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 2025-26 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: July 04th, 2024
Place: Hadamtala (Rajkot)

Registered Office:

Plot No. 1-9, 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 is annexed with 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 ("Meeting") is annexed hereto.

   (ii) Instructions for e-voting & joining virtual meeting.

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

5. Institutional/Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said Resolution to attend and vote on their behalf at the Meeting.

6. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

7. 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 15th Annual General Meeting of the Company to be held in the year 2027. Pursuant to the notification dated 7th May, 2018, issued by 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. In view of the above, ratification by the members for continuance of their appointment in the ensuing Annual General Meeting is not being sought.

8. In terms of the provisions of Section 152 of the Act, **Shri. Bhaveshbhai Tulsibhai Barasiya – Whole time Director [DIN: 05332180],** retire by rotation at the Meeting. Nomination and Remuneration Committee and Board of Directors of the Company recommend her respective re-appointment.

9. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') in respect of the Director seeking appointment and re-appointment(s) at the AGM is attached hereinafter forming part of this Notice.

10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

12. Non-Resident Members: Non Resident Indian Members are requested to inform Registrar and Transfer Agents, immediately of:

    a) Change in their residential status on return to India for permanent settlement.

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

13. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.

14. In support of the Green Initiative and in compliance with the MCA general circular no. 20/2020 dated 05.05.2020, 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25th September, 2023 and SEBI Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, the notice of AGM along with Annual Report for 2023-24 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s). For Members who have not received the Notice of 13th AGM along with the Annual Report for Financial Year 2024-25 due to change/ non-registration of their e-mail address with the Company / RTA / Depository Participants, they may request for the said Notice and Annual Report, by sending an email at cs@tirupatiforge.com. Post receipt of such request and verification of details of the Shareholder, the Shareholder would be provided a soft copy of the said Notice and Annual Report unless the members has requested for a physical copy of the same. Physical copies are being sent by the permitted mode, if requested for the same.

15. This notice along with Annual Report for 2024-25 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on **Friday, 04th July 2025.**

16. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed. Duplicate attendance slips will not be issued.

17. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management &Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website at www.tirupatiforge.com.

18. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to

email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.

19. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them.

20. No gifts shall be provided to members before, during or after the AGM.

21. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

22. Members seeking any information with regard to the accounts are requested to write to the Company at an early date i.e. at least 10 days before the annual general meetings through mail at cs@tirupatiforge.com, so as to enable the Management to keep the information ready at the AGM.

23. A specimen of Attendance Slip, Proxy form and the route map showing direction to reach the venue of the 13th AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting so as to enable shareholders to attend meeting with complete documents.

24. 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) and Regulation 44 of

25. SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), 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 NSDL for facilitating voting through electronic means, as the authorized agency. It is clarified that it is not mandatory for a Member to vote using remote e-voting facility. In order to facilitate those Members, who do not wish to use the remote e-voting facility, the Company is providing facility for voting through ballot paper.

    The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

    The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

26. The Notice of AGM can also be accessed from the website of the company at www.tirupatiforge.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at 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. https://www.evoting. nsdl.com.

27. All the work related to share registry in terms of both physical and electronic is being conducted by Company's Registrar and Share Transfer Agent, Link Intime India Private Limited. The Shareholders are requested to send their communication to the RTA.

28. The person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on closing of Tuesday, 29th July, 2025 i.e. cut-off date only shall be entitled to vote at the meeting.

29. Members desirous of making a nomination in respect of their shareholding, under Section 72 of the Companies Act, 2013, are requested to send their request to the Secretarial Department by sending an e-mail to cs@tirupatiforge.com.

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 **02nd August, 2025 at 09:00 A.M.** and ends on **04th August, 2025 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. **29th July, 2025,** 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 **29th July, 2025.**

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	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

CDSL	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 Saturday, 02nd August, 2025 (9:00 a.m. IST) and Monday, 04th August, 2025(Both Day Incudes) (5:00 p.m. IST). 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 APPOINTMENT OF MR. CS PIYUSH JETHVA, PRACTISING COMPANY SECRETARIES AS SECRETARIAL AUDITORS AND FIX THEIR REMUNERATION

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on July 04th, 2025 have approved subject to approval of Members, appointment of Mr. CS Piyush Jethva [ICSI Membership No.: F6377] [Proprietor] Peer Reviewed Firm of Company Secretaries in Practice [ICSI COP No.:5452] as Secretarial Auditors for a term of 5(Five) consecutive years from April 1, 2025 till March 31, 2030.

Mr. CS Piyush Jethva, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Terms and conditions of appointment & remuneration:

a) Term of appointment:

5(Five) consecutive years commencing from April 1, 2025 upto March 31, 2030.

b) Remuneration

Rs. 1,00,000/- (Rupees One Lacs only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Years 2025-26 to 2029-30. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

Fee for subsequent year(s): As determined by the Audit Committee and/or the Board of Directors.

C) Basis of recommendations:

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Partners in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.3.

Basis the rationale and justification provided above, the Board recommends Ordinary resolution under Item No. 3 of the accompanying Notice for approval of Members.

ITEM NO.4: <u>TO APPOINT SHRI. MALLAPPA BELERI (DIN: 10512254) AS AN INDEPENDENT DIRECTOR OF THE COMPANY</u>:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on **May 13, 2025,** has appointed **Shri. Mallappa Beleri (DIN: 10512254)** as an **Additional Director** and designated him as a **Non-Executive Independent Director** of the Company for a consecutive term of five years with effect from **May 14, 2025,** subject to the approval of the members of the Company.

Further, pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the appointment of Director by the Board of Directors has to be approved by the members within a period of three months from the date of appointment or at the next general meeting, whichever is earlier. Considering that the holding of the next General Meeting of the Company will be beyond three months from the date of appointment of the Additional Director, the approval of the members is therefore sought through this postal ballot to comply with the said Regulation for appointment by members within three months from the date of appointment by the Board of Directors.

The Company has received a notice in writing under the provision of Section 160 of the Act, from a member proposing the candidature of **Shri. Mallappa Beleri (DIN: 10512254)** as a Non-Executive Independent Director of the Company.

Shri. Mallappa Beleri (DIN: 10512254) has given a declaration to the Board of Directors that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Shri. Mallappa Beleri fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and he is independent of the management. He has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and is not debarred from holding or being appointed to the office of director pursuant to any SEBI order or any other authority or

department, and has not been convicted of any offence in connection with the said appointment.

He shall be paid remuneration by way of fees for attending meetings of the Board or its Committees, or for any other purpose as may be decided by the Board, along with reimbursement of expenses for participating in the Board and other meetings, if any.

The Board recommends passing of the Special Resolution as set out in item no. 01 of the Notice for approval by the Members.

None of the directors, or key managerial personnel or their relatives, except Shri. Mallappa Beleri (whose appointment is proposed in the resolution) and his relatives, are concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

The details of Director recommended for appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – Secretarial Standards on General Meetings are as under.

Sr. No.	Particular	Details
1.	Name	**Mallappa Beleri**
2.	Director Identification Number (DIN)	10512254
3.	Designation	Non-Executive Independent Director
4.	Date of Birth	15th July, 1977
5.	Age	48 years
6.	Nationality	Indian
7.	Date of appointment on the Board (Original)	14th May, 2025
8.	Shares held as on date	Nil
9.	Profile, Experience and Expertise in specific functional areas	Shri. Mallappa Beleri is a seasoned industry professional with over 20 years of experience in the forging and oil & gas industries. His expertise spans a broad range of technical and operational domains, including manufacturing processes, quality control, and project execution in high-demand industrial environments. Throughout his career, Shri. Beleri has demonstrated strong leadership in managing complex engineering projects, optimizing production lines, and ensuring compliance with international industry standards. In

		addition to his core competencies in forging and oil & gas, he possesses sound technical knowledge across various other industrial sectors, enabling him to contribute effectively in cross-functional and multidisciplinary roles. His deep understanding of materials, machining processes, and customer requirements has made him a valuable contributor to both strategic planning and on-ground implementation within diverse engineering environments.
10.	Directorship held in other companies(excluding foreign companies)	Nil
11.	Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	As on date, he is no chairman or member of committee of other public company.
12.	Relationship with other Directors/ Key Management Personnel of the Company.	He is not relative of directors/Key Managerial Personnel of the Company.
13.	Terms and Conditions of Appointment/re-appointment	As set out in Resolution and Explanatory Statement.
14.	Details of Remuneration sought to be paid	He is eligible for remuneration by way of sitting fees as may be decided by the Board, along with reimbursement of expenses for participating in the Board and other committee meetings, if any
15.	In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer to the Item No. 4(Point No. 9) of the explanatory statement.
16.	Person shall not debarred from holding the office of Director pursuant to any SEBI order	They have been not debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority

ITEM NO 5: 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:

Mr. Hiteshkumar Gordhanbhai Thummar (DIN: 02112952), the Chairman & Managing Director of the Company, has been associated with the Company since March 25, 2017. He holds a Master's degree in Business Administration (International Marketing) from Queensland University, London, and has been instrumental in shaping the strategic direction and strengthening the business operations of the Company. With his deep industry knowledge and visionary leadership, he has significantly contributed to the growth and expansion of the Company in the forging sector. Considering his continued contribution and the responsibilities shouldered by him, the Board of Directors at its meeting held on 04th July, 2025 has approved subject to the approval of shareholders, a remuneration of up to Rs. 4,50,000/- (Rs. Four Lakh Fifty Thousand Only) per month to Mr. Hiteshkumar Gordhanbhai Thummar for a period of three financial years commencing from July 31, 2025 to July 30, 2027.

The proposed remuneration is in accordance with the provisions of Sections 196, 197, 198, and 203 of the Companies Act, 2013 read with the applicable rules framed thereunder and Schedule V of the Act. It also complies with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, considering that the Company is listed and is following good governance practices. The remuneration has been decided based on industry benchmarks, taking into account comparable roles and responsibilities in similar companies in the forging sector, and is considered appropriate given Mr. Hiteshkumar Gordhanbhai Thummar's experience and role in driving the Company's performance.

Under Mr. Hiteshkumar Gordhanbhai Thummar's leadership, the Company has also undertaken a major strategic initiative by commissioning a 4.80 MW Solar Power Project for captive consumption as part of its long-term sustainability and cost-optimization roadmap. Spread over 18 acres and equipped with cutting-edge dual glass bifacial modules and TP-TSAT (Tilted Single Axis Tracker) systems, the solar plant began operations on May 16, 2025. It is expected to generate approximately 85 lakh units annually, significantly

lowering electricity cost from ₹10.50 to ₹3.50 per unit—resulting in a saving of ₹7 per unit. Additionally, the surplus energy generation offers an annual revenue potential of ₹5 crore. The project is estimated to deliver ₹50 million in total annual cost savings through direct reductions in power costs and integration with new plant operations. Backed by tax incentives and government subsidies, this initiative reflects Mr. Hiteshkumar Gordhanbhai Thummar's foresight in aligning business goals with sustainable development.

The Company has demonstrated consistent profitability, and with the execution of such visionary projects, management expects further increases in productivity by 30% to 38%, along with enhanced margins. In view of these contributions and strategic achievements, the Board recommends the **special resolution** for approval of Mr. Hiteshkumar Gordhanbhai Thummar's remuneration for the said term.

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

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
2024-25	Rs. 18,00,000/- per annum
2023-24	Rs. 18,00,000/- per annum
2022-23	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, 2025 till 30th July, 2027. 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.

Item no. 5: 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 2024-25 & 2025-26, 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 26.09.2024 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. 6 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: July 04th, 2025

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	Information
01	Name of Director	Mallappa Beleri	Shri. Bhavesh Tulsibhai Barasiya
02	Director Identification Number	10512254	05332180
03	Category of Directorship	Non-Executive Independent Director	Whole-time Director
04	Date of Birth/Age	15/07/1977	10/03/1978
05	Date of First Appointment	14/05/2025	17/08/2012
06	Brief Resume, qualification, experience of Director	Shri. Mallappa Beleri is a seasoned industry professional with over 20 years of experience in the forging and oil & gas industries. His expertise spans a broad range of technical and operational domains, including manufacturing processes, quality control, and project execution in high-demand industrial environments. Throughout his career, Shri. Beleri has demonstrated strong	Mr. Bhavesh Barasiya (DIN: 05332180) is engaged with the company since its incorporation. He is whole time Director of the Company with effect from 14/02/2020. He educated till Secondary School Certificate. He is having depth knowledge about forging industries. He is managing compliance, taxation and legal issues of our Company.

		leadership in managing complex engineering projects, optimizing production lines, and ensuring compliance with international industry standards. In addition to his core competencies in forging and oil & gas, he possesses sound technical knowledge across various other industrial sectors, enabling him to contribute effectively in cross-functional and multidisciplinary roles. His deep understanding of materials, machining processes, and customer requirements has made him a valuable contributor to both strategic planning and on-ground implementation within diverse engineering environments.	
07	Disclosure of relationships between Directors inter-se	No relationship with other Director, Manager and Key Managerial Personnel.	No relationship with other Director, Manager and Key Managerial Personnel.
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.	Except Tirupati Forge Limited, he does not hold directorship in any Listed Company.
09	Chairman/ Member of the Committees of the	Membership in Committee - 2 Chairmanship in	Nil

	Board of Directors of the Company. #	Committee - 0	
10	The membership of Committees of the board	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee 4. Complaints Committee for Sexual Harassment Complaints Redressal	1. Complaints Committee for Sexual Harassment Complaints Redressal 2. Corporate Social Responsibility Committee
11	Disclosure of Disqualification	he is not disqualified from being appointed as a Director	he is not disqualified from being appointed as a Director
12	No. of Shares held in the Company as on 31st March, 2025	Nil	Nil

13	Terms and conditions for appointment/re-appointment	Independent Director, not liable to retire by rotation	Whole-time Director, liable to retire by rotation
14	Remunerations Last drawn	Not Applicable	7,20,000/-
15	Number of Board Meetings attended during the year	1	15
16	Justification for choosing the Independent Director	Not Applicable	Not Applicable
17	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per the Explanatory Statement of Notice.	Refer point no. 2 (iii) of Corporate Governance Report

18	Listed Entities from which the Director has resigned in past 3 years	Nil	Nil

Audit Committee and Stakeholders Relationship Committee have been considered.

Mr. Mallappa Beleri appointed as additional non-executive Independent director of the company w.e.f. 14.05.2025.

By Order of Board of Directors
For, TIRUPATI FORGE LIMITED

SD/-
Milan Sakhiya
Company Secretary and Compliance Officer

Place: Hadamtala (Rajkot)
Date: July 04th, 2025



Tirupati

FORGE LIMITED

Manufacturers & Exporters of Forging Products

Regd. Office : Survey No.92/1, Nr. Shan Cement, Hadamtala Industrial Area, N.H.27,
Vill.: Hadamtala, Tal.: Kotda Sangani, Dist: Rajkot- 360 311 – Gujarat.

E-mail.: info@tirupatiforge.com | Contact.: +91 98250 93907
Web.: www.tirupatiforge.com

ANNUAL REPORT 2025

to Shareholders

Tirupati

FORGE LIMITED

CIN No. L27320GJ2012PLC071594

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COMPANY PROFILE



ABOUT US

Tirupati was incorporated in the year 2012 with focus to manufacturing mass quantity of Carbon Steel Forged Flanges, Forged components and other automotive components. **Tirupati** is equipped with the modern CNC Machine Shop and technology upgraded infrastructure required for the meticulous machining center to be supported by quality assurance department. We had astounding growth focusing its activities for catering the need of international market.

Having installed capacity of 15000 TONS per annum. Our stringent quality control measure and full proof system got us accredited with ISO-9001:2015 certification, certificate of IATF-16949/2016 PED - AD 2000 and CRN (Canadian Registration Number) with **Tirupati** brand name. Our forged flanges and forged components largely shipped to U.S.A., European and African Countries, Canada, Malaysia.

We are equipped with the modern forge shop, Hydraulic Extrusion Shoppe and machining facilities available under one roof adhering to stringent quality control measures. The entire system is backed by proper documentation, traceability until the end product, with quality checks as required under ISO & PED regulations.

A Strong motivated team of engineers, responsive marketing, and solid support from our manufacturing shop resulting CUSTOMER-DELIGHT catapulting TIRUPATI to a position of LEADERSHIP TODAY. Our installation stands testimony of our standing industry.

Tirupati will achieve complete satisfaction of customers by providing quality forgings/finished flanges and product related services, through continuous improvement in quality management system.

TIRUPATI believes QUALITY is not just about a good product, but it's about good attitude which encompasses all spheres of corporate.

FLANGES





Steel Flange

Types : ASTM, DIN, Plate Flange, Long Weld Neck.

Size Range : 0.5" to 24"

Pressure : 150 - 2500 LBS

Types : Slip-On, Weld-Neck, Blind, Lap-Joint, Threaded & Socket Weld

Material : Carbon Steel & Stainless Steel.



Ensure Upgradability in All Our Products

- Closer Tolerance
- Reasonable Pricing
- Timely Delivery
- Best Packing



SLIP - ON



WELD - NECK



BLIND



SOCKET



THREADED



LAP - JOINT



DIN



PLATE

FORGED FITTINGS

HAMMER UNION



Tirupati specialized in producing fully assembled Hammer Unions as well as individual components (Male, Female and Nut) for all pressure ratings (Flange 100 - 1502 and size ratingrom 1" through 6" with NPT Threads confirms to ANSI B1.20.1

HAMMER UNION



Type : Elbow, Tee, Cross, Coupling, Half Coupling, Cap, Plug, Bushing, Union, HEX, Nipple, Swag Nipple.

Rating Pressure : Threaded End - 2000 / 3000 / 6000 LBS
Socket Weld Eng - 3000 / 6000 / 9000 LBS

Size : NPS 1/8" - 4"



PRODUCTS









APPLICATIONS















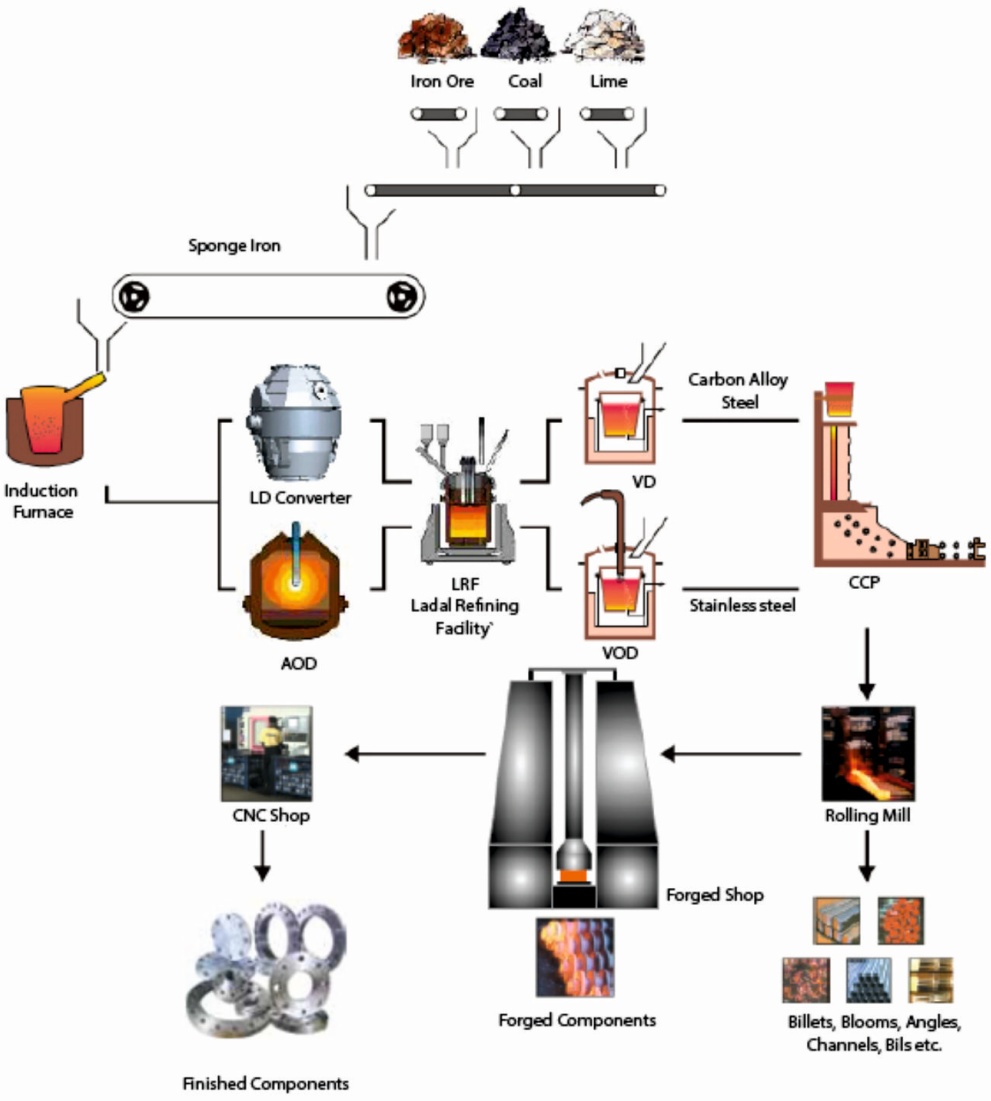
PRODUCTS










Iron Ore
Coal
Lime
Sponge Iron
Induction Furnace
LD Converter
AOD
LRF
Ladal Refining Facility`
VD
VOD
Carbon Alloy Steel
Stainless steel
CCP
Rolling Mill
Billets, Blooms, Angles, Channels, Bils etc.
Forged Shop
Forged Components
CNC Shop
Finished Components

PROCESS



MANUFACTURING CAPACITY

FORGINGS

- ✓ Capacity: 7000 Tons PA 0.5 kg to 115kg Single Piece
- ✓ Circular shape forging to Near Net Forgings, Flanges, Bearing, Gears, Crown Wheels & Rings etc.

RING ROLLING MACHINES

- ✓ Capacity : 5,000 MT PA
- ✓ Size : 150 mm to 800 mm OD
- ✓ Grade : MS, Carbon Steel, Alloy Steel, etc...
- ✓ Automatic production line from Induction to Presses

CNC SHOP

- ✓ Capacity 800 mm OD
- ✓ Achieving OPERATIONAL EXCELLENCE through technical upgradation.
- ✓ Best range of fully automatic Numerically Controlled Machines to meet customers' TECHNICAL requirement consistently.

MULTI SPINDLE DRILLING MACHINES

- ✓ Capacity: 800mm OD
- ✓ Size: Mass Scale Precision Handling Machines
- ✓ Fully Automatic Drilling Machines





Website : www.tirupatiforge.com



PAINT SHOP

- ✓ 40 Tons Per Day ready to pack material
- ✓ Fully automatic dipping & drying paint line
- ✓ Super smooth coated mass process

AUTOMATIC STAMPING MACHINES

- ✓ Capacity 800 mm OD
- ✓ 200-500 pcs/hour Fully automatic stamping
- ✓ Grooves harmoniously a niche of CLARITY

PACKING & LOGISTICS

- ✓ Water proof WOOD packing
- ✓ Inner with PVC bags to avoid corrosion-humidity & dent during transportation
- ✓ Pampered like BABY HANDLING









SLIP - ON



THREADED



WELD - NECK



LAP - JOINT



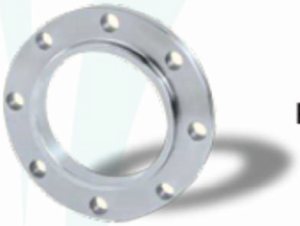
BLIND



DIN



SOCKET



PLATE

CERTIFICATES



TÜV NORD

CERTIFICATE

Quality Assurance System
for Material Manufacturer
acc. to Pressure Equipment Directive 97/23/EC

Certificate no.: 07-202-1409-WZ-2118/16

Name and address of manufacturer: Tirupati Forge Pvt. Ltd.
Survey No: 92/1, Plot No: 1-5, Hadamtala Industrial Area
N.H. No: 27, Village: Hadamtala, Ta: Kotda Sanghani
Dist. Rajkot – 360 024, Gujarat, India

This is to certify that the manufacturer has implemented and applies a QA System.
This QA System has been subjected to a specific assessment for material acc. to Directive 97/23/EC, annex I, sec. 4.3 with regard to the materials mentioned within the scope of approval.

Approved: QA System acc. to AD2000-Merkblatt W0 and EN 764-5, sec. 4.3

Audit report no.: 811 326 0062 (TN India)

Scope of approval: Carbon Steel, Alloy Steel and Austenitic Stainless Steel Forgings

Details of the scope are mentioned in the annex of the certificate AC2000-Merkblatt W0.

Production site: Survey No: 92/1, Plot No: 1-5, Hadamtala Industrial Area, N.H. No: 27, Village: Hadamtala, Ta: Kotda Sanghani, Dist. Rajkot – 360 024, India

The manufacturer disposes of the essential procedures and equipments as well as the required qualified personnel to ensure quality of manufacturing and testing the materials and products mentioned in the scope of approval.

Essen, 17.05.2016

Notified Body
for Pressure Equipment
TÜV NORD Systems GmbH & Co. KG

Neuberg



TÜV NORD

CERTIFICATE

The TÜV NORD Systems GmbH & Co. KG

certifies that the company

Tirupati Forge Pvt. Ltd.
Survey No: 92/1, Plot No: 1-5, Hadamtala Industrial Area
N.H. No: 27, Village: Hadamtala, Ta: Kotda Sanghani
Dist. Rajkot – 360 024, Gujarat, India

has been verified and recognised as material manufacturer according to

AD 2000-Merkblatt W0

Certificate-No.: 07-203-1409-WP-2118/16

The scope of approval is available in the annex "scope of approval", file no.: SEI-027/16 / 011 287 7080.

The company fulfils the following essential requirements:
Facilities permitting appropriate manufacturing and inspection corresponding to the present technical standards, quality assurance, which guarantees that manufacturing and inspection of products stated in our scope of approval are carried out in accordance with technical regulations, competent supervising and inspecting personnel.

This certificate is valid until

May 2019

Essen, 17.05.2016

Neuberg
TÜV NORD Systems GmbH & Co. KG



TÜV NORD

CERTIFICATE

Management system as per
ISO 9001 : 2015

In accordance with TÜV NORD CERT procedures, it is hereby certified that

TIRUPATI FORGE LIMITED
Survey No. 92/1, Plot No.1-5, Nr. Shan Cement,
Hadamtala Industrial Area, N.H. 27,
Vill.: Hadamtala, Tal. Kotdasangani,
Dist.: Rajkot - 360 311, Gujarat,
India

Tirupati
Forge Limited

applies a management system in line with the above standard for the following scope:

Manufacture and Supply of Forged and Machined Components

Certificate Registration No. 44 100 183097
Audit Report No. 3-6013/0013

Valid until 06.11.2021

Certification Body
at TÜV NORD CERT GmbH

Issue 06.11.2018
Place Mumbai

This confirmation was conducted in accordance with the TÜV NORD CERT auditing and certification procedures.
It shall be valid subject to regular Surveillance Audits.

TÜV NORD CERT GmbH Langemarckstrasse 20 45141 Essen www.tuev-nord-cert.com

TÜV India Pvt. Ltd. 901, Kamala Plaza – 1, J.B.S. Marg Ghatkopar (W), Mumbai - 400 086, India www.tuv-nord.com/in

IAF DAkkS



भारत सरकार
GOVERNMENT OF INDIA
वाणिज्य एवं उद्योग मंत्रालय
MINISTRY OF COMMERCE & INDUSTRY
विदेश व्यापार महानिदेशालय
DIRECTORATE GENERAL OF FOREIGN TRADE
मान्यता प्रमाण पत्र
Certificate of Recognition
एक सितारा निर्यात सदन
ONE STAR EXPORT HOUSE

Regd. TIRUPATI FORGE PVT. LTD.
235, ATUL COMM. COMPLEX, OPP.BOMBAY HOTEL, GONDAL
ROAD, RAJKOT-GUJARAT-360002

M/s TIRUPATI FORGE PVT. LTD.
235, ATUL COMM. COMPLEX, OPP.BOMBAY HOTEL, GONDAL
ROAD, RAJKOT-GUJARAT-360002

are hereby accorded the status of One Star Export House in accordance with the provisions of the Foreign Trade Policy, 2015-2020. This Certificate is valid for a period of ..... years effective from ..... to ..... subject to the conditions laid down in Para 2.23(c) of the Handbook of Procedures (2015-2020).

Sd/-
Additional Joint Deputy
Director General of Foreign Trade/
Development Commissioner (EOU)

Dated: 11.05.2016
Place: Rajkot

ACHIEVEMENTS









"Small daily improvements over time lead to stunning results."

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri. Hiteshkumar G. Thummar	**Chairman & Managing Director**
Shri. Bhavesh T. Barasiya	Whole Time Director
Smt. **Darshna H. Thummar**	Non-Executive Director
Shri. Smita Sachin Ravani	Independent Director
Mr. Malappa Belari	Independent Director
Smt. Jagruti N. Erda	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Atul L. Natu	E-mail: cfo@tirupatiforge.com

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Milan Sakhiya **[Appointed w.e.f. 10/09/2024]**	E-mail: cs@tirupatiforge.com

REGISTERED OFFICE

Plot No. 1-5, Survey No. 92/1, Near Shan Cement,
Hadamtala Industrial Area, Taluka: Kotda Sangani
Hadamtala, Rajkot 360311 (Gujarat) India.
Tel. No.: +91 2827 270512
E-mail: info@tirupatiforge.com
Website: www.tirupatiforge.com

AUDIT COMMITTEE

Chairman:	Mrs. Jagruti Nitinkumar Erda
Member:	Mrs. Darshna H. Thummar
Member:	Ms. Smita Sachin Ravani
Member:	Mr. Malappa Belari

NOMINATION & REMUNERATION COMMITTEE

Chairman:	Ms. Smita Sachin Ravani
Member:	Mrs. Darshna H. Thummar
Member:	Mrs. Jagruti Nitinkumar Erda
Member:	Mr. Malappa Belari

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Chairman:	Ms. Smita Sachin Ravani
Member:	Mrs. Darshna H. Thummar
Member:	Mrs. Jagruti Nitinkumar Erda
Member:	Mr. Malappa Belari

COMPLAINTS COMMITTEE FOR SEXUAL HARASSMENT COMPAINTS REDRESSAL

Chairman:	Mrs. Darshna H. Thummar
Member:	Mr. Hiteshkumar G. Thummar
Member:	Mr. Bhavesh T. Barasiya

CORPORATE SOCIAL RESPONSIBLITY COMMITTEE

Chairman:	Mr. Hiteshkumar G. Thummar
Member:	Mrs. Jagruti Nitinkumar Erda
Member:	Mr. Bhavesh T. Barasiya

STATUTORY AUDITOR

M/S. KAMLESH RATHOD & ASSOCIATES,
Chartered Accountants
Firm Registration No.: 117930W
"Rathod House", Near Bhid Bhanjan Temple Ground,
Jamnagar 361001 (Gujarat) India.
E-mail: sagar@krathod.com

SECRETARIAL AUDITOR

Mr. Piyush Jethva,
Practicing Company Secretary
ICSI Membership No.: F6377
COP No.: 5452
The Imperia, Office No. 806, Opp: Shashtri Maidan,
Above: Federal Bank, Limda Chowk, Subhash Road,
Rajkot – 360 001Gujarat. India.
E-mail: piyushjethva@gmail.com

INTERNAL AUDITOR

M. B. Sardhara & Associates,
Chartered Accountants
Firm Registration No.: 127974W
"Sardhara House", Bhaktinagar Soc., Marg-1,
Near Vrundavan Dairy, KantaStri Vikas Gruh Road,
Rajkot 360 002 (Gujarat) India.
E-mail: mbsardhara@gmail.com

COST AUDITOR

Mitesh Suvagiya & Co.
Cost Accountants
Firm Registration No.: 101470
503, RK Empire, Near Mavdi Circle,
150 Feet Ring Road,
Rajkot 360 004 (Gujarat) India.
E-mail: miteshsuvagiya@gmail.com

STOCK EXCHANGE

National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1,
G Block Bandra-Kurla Complex, Bandra (E),
Mumbai-400051, Maharashtra, India.
Website: www.nseindia.com

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited
C 101, 247 Park, L.B.S. Marg,
Vikhroli(West),
Mumbai 400 083,Maharashtra, India.
E-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

BANKERS TO THE COMPANY

Indian Overseas Bank
Vaniyavadi Branch, Near, Bhaktinagar Circle,
Rajkot - 360 002 (Gujarat) India.
E-mail: iob0427@iob.in
Website: www.iob.in



CHAIRMAN AND MANAGING DIRECTOR'S MESSAGE

"Continuing our legacy of Excellence by expanding Our presence across Global markets"

Dear valued Shareholders,

"We see immense potential in the global market across the sectors we operate in and remain confident in our capability to create long-term value for all our stakeholders."

It is a privilege to welcome you all to the 13th Annual General Meeting of Tirupati Forge Limited. I take great pride in the fact that our company continues to make a meaningful difference for our customers by consistently delivering forging products that meet the highest standards of quality. Today's consumers are increasingly gravitating toward reliable and branded solutions as long as they are assured of value for their money. We are proud to meet those expectations.

Tirupati Forge Limited is currently undergoing a significant phase of transformation, driven by the need to adapt to an evolving global economic environment. The company has been particularly impacted by the prevailing U.S. tariff regime, which has exerted downward pressure on its traditionally export-led revenue streams. Recognizing these external challenges as a catalyst for change, Tirupati has taken decisive and forward-looking steps to recalibrate its business strategy, ensuring resilience and sustainable growth in the long term.

As part of its strategic realignment, Tirupati is actively diversifying its product offerings and exploring new, high-growth market verticals. A notable development in this direction is the company's entry into the defence manufacturing sector, a domain characterized by strong governmental backing, favourable policy frameworks, and rapidly increasing domestic demand. This strategic foray is expected to unlock significant growth opportunities and strengthen Tirupati's position in the value-added manufacturing ecosystem.

To facilitate this expansion and support its strategic initiatives, Tirupati has successfully raised capital, demonstrating robust investor confidence in the company's refreshed vision and its ability to execute effectively. The funds raised will be deployed towards scaling up production capacity, enhancing technological capabilities, and broadening its manufacturing base. In line with these goals, the company has commissioned new CNC machines, which are expected to improve operational efficiency, enhance precision, and ultimately contribute to healthier profit margins.

Furthering its commitment to environmental stewardship and cost efficiency, Tirupati has commissioned a 4.8 MW solar power plant. This green initiative not only underscores the company's dedication to reducing its carbon footprint but is also projected to deliver substantial long-term savings in energy costs thereby improving overall operational economics.

As Tirupati embarks on this ambitious growth journey, it is strategically investing in sectors that promise high returns and align with the national agenda of self-reliance and sustainable development. With a sharpened focus on innovation, diversification, and environmental responsibility, the company is well-positioned to chart a high-growth trajectory. Tirupati aims to create enduring value for its shareholders, employees, and stakeholders while emerging as a future-ready enterprise in India's industrial landscape.

Automobile Industry

The global automotive forging industry is on a promising growth trajectory, driven by rising innovation, increasing vehicle production, and the accelerating shift toward electric mobility. Despite recent global challenges such as inflation, supply chain disruptions, and volatility in raw material prices, the sector has shown remarkable resilience and adaptability. Momentum has picked up in recent years, with electric vehicles especially battery-powered models emerging as a major force driving demand for precision-forged components. In response to the global push for energy efficiency and emissions reduction, automakers are increasingly relying on lightweight materials like aluminum and magnesium alloys in their designs. At the same time, advances in forging technologies such as automation and high-precision closed-die processes are transforming the industry's manufacturing capabilities. The broader automotive market is also rebounding steadily, reflecting renewed consumer demand and positive sentiment. These developments collectively position the forging sector as a key enabler in the future of mobility, with opportunities across traditional and emerging automotive markets.

India's forging industry is experiencing strong and sustained growth, closely linked to the country's expanding automotive sector and supportive government policies. With India continuing to lead global economic growth, the demand for forged automotive components is increasing across both domestic and international markets. The country's role as a manufacturing hub has become more prominent, with rising vehicle production and exports fueling the need for forged parts such as crankshafts, connecting rods, and gears. Government initiatives to promote electric mobility and advanced manufacturing like the FAME and PLI schemes are creating new avenues for specialized, high-performance forging solutions. Additionally, the adoption of automation and digital technologies is elevating quality standards and operational efficiency across the sector. A notable area of emerging opportunity lies in the defence manufacturing segment, where the demand for indigenously produced, high-strength forged components is gaining momentum under the 'Atmanirbhar Bharat' initiative. As the focus sharpens on cleaner mobility, national security, and domestic value creation, Tirupati Forge is well-positioned to support this transition through our diverse offerings across automotive, renewables, aerospace, defence, agriculture, and industrial applications.

Milestones and Momentum

It gives me great pride to report that your Company has demonstrated a strong and resilient performance during the financial year 2024–25. Despite an evolving macroeconomic environment and shifting industry dynamics, Tirupati Forge Limited has remained steadfast in its commitment to operational excellence, customer satisfaction, and sustainable growth. These principles have been the driving force behind our achievements, allowing us to deliver consistent value to our stakeholders. In FY 2024–25, we registered one of the most robust growth periods in our company's history. Our total revenue stood at ₹11,629.64 lakh, marking a year-on-year growth of 4.84%. This performance underscores the efficiency of our business model, the agility of our operations, and the trust that our customers continue to place in us. It is not just a number—it reflects strategic planning, disciplined execution, and the tireless efforts of our team across all levels.

Our Net Profit stood at ₹785.54 lakh, compared to ₹664.21 lakh in FY 2023–24, reflecting significant improvement in our operational and cost efficiencies. Earnings per Share (EPS) rose to ₹0.74 from ₹0.67 in the previous year.

We have further solidified our market position across key end-user industries such as automotive, agriculture, renewables, aerospace, engineering, and defence. Our diverse portfolio and the confidence of our customers have positioned us as a preferred partner for precision-forged components.

A landmark milestone this year has been the commissioning of our 4.8 MW solar power plant. Operational from May 16, 2025, this initiative is expected to generate 8.5 million units of electricity annually and deliver ₹50 million in annual savings upon full integration. This project not only improves our cost structure but significantly enhances our ESG profile by reducing carbon emissions and aligning with renewable energy goals.

Looking ahead, we are strategically investing in our defence manufacturing capabilities with a ₹670 million facility for 155mm artillery shell body production. This forward-looking step aligns us with India's Atmanirbhar Bharat vision and is poised to deliver high EBITDA margins and long-term growth. Our progress stands as a testament to our team's unwavering dedication. I extend my sincere thanks to our Board, shareholders, employees, partners, and customers for their continued support. Together, we are building a stronger, more sustainable Tirupati Forge.

It gives me great pride to report that your Company has demonstrated a strong and resilient performance during the financial year 2024–25. Despite an evolving macroeconomic environment and shifting industry dynamics, Tirupati Forge Limited has remained steadfast in its commitment to operational excellence, customer satisfaction, and sustainable growth. These principles have been the driving force behind our achievements, allowing us to deliver consistent value to our stakeholders.

In FY 2024–25, we registered one of the most robust growth periods in our company's history. Our total revenue stood at ₹11,629.64 lakh, marking a year-on-year growth of 4.84%. This performance underscores the efficiency of our business model, the agility of our operations, and the trust that our customers continue to place in us. It is not just a number it represents the outcome of strategic planning, disciplined execution, and the tireless efforts of our dedicated team across all levels of the organization.

More importantly, this growth has translated into tangible gains in our market position. We have not only surpassed internal benchmarks but also secured an expanded share in a competitive forging landscape. Today, Tirupati Forge stands as a preferred and trusted supplier of high-quality forging components, recognized for our reliability, product integrity, and responsiveness to customer needs.

We have continued to strengthen our presence across multiple end-user industries including automotive, agriculture, renewables, aerospace, engineering, and increasingly, defence. These achievements lay a strong foundation for the future and reflect our readiness to scale new heights in both domestic and international markets.

At this juncture, I take pride in presenting the significant milestones and key performance indicators achieved over the past year:

- During the financial year under review, the Company's total revenue from operations increased by 4.53% to Rs. 11,498.30/- Lakhs as compared to Rs. 11,000.15/- Lakhs in the previous financial year.

- Tirupati recorded Net Profit of Rs. 785.54/- Lakhs for the year, against the profit Rs. 664.21/- Lakhs of previous F.Y. 2023-24 .

- Earnings per Share (EPS) for the F.Y. 2024-25 is Rs. 0.74/- as compared to Rs. 0.67/- of F.Y. 2023-24.

Our products are built on the foundation of cutting-edge technology, designed to deliver unmatched comfort, reliability, and performance to our customers. As we look ahead, we are energized by the immense opportunities emerging in the global manufacturing landscape. With a positive long-term outlook, we are strategically investing in expanding our manufacturing capabilities to ensure we are future-ready and able to meet the rising demand with excellence.

At Tirupati Forge Limited, we are committed to delivering sustained value by capitalizing on our diverse product portfolio and focusing on the core drivers of growth. Over the years, our transformation from a specialist in critical auto components to a trusted supplier of high-performance systems across sectors including automotive, aerospace, renewables, defence, and agriculture has positioned us as a leading force in the forging industry.

Our progress is a direct result of the unwavering dedication and expertise of our exceptional team. Their drive for innovation and excellence fuels our success and strengthens our reputation as a dependable partner to our customers across the globe.

I take this opportunity to sincerely thank my esteemed colleagues on the Board for their invaluable guidance, and express my deep gratitude to our investors, customers, employees, and strategic partners. Your continued trust and support empower us to aim higher and achieve more. Together, we are building a stronger, more resilient Tirupati Forge poised for a future of accelerated growth, sustainability, and shared success.

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

DIRECTOR'S REPORT 2025-26

DIRECTORS' REPORT

To,
Members,
Tirupati Forge Limited

The Board of Directors takes pleasure in presenting their **13th Annual Report** on the business and operations of the Company, together with the audited financial statements for the Financial Year (F.Y.) ended March 31,2025.

1. FINANCIAL PERFORMANCE:

The Audited Standalone Financial Statements of your Company as on 31st March, 2025, are prepared in accordance with the relevant applicable Ind AS and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

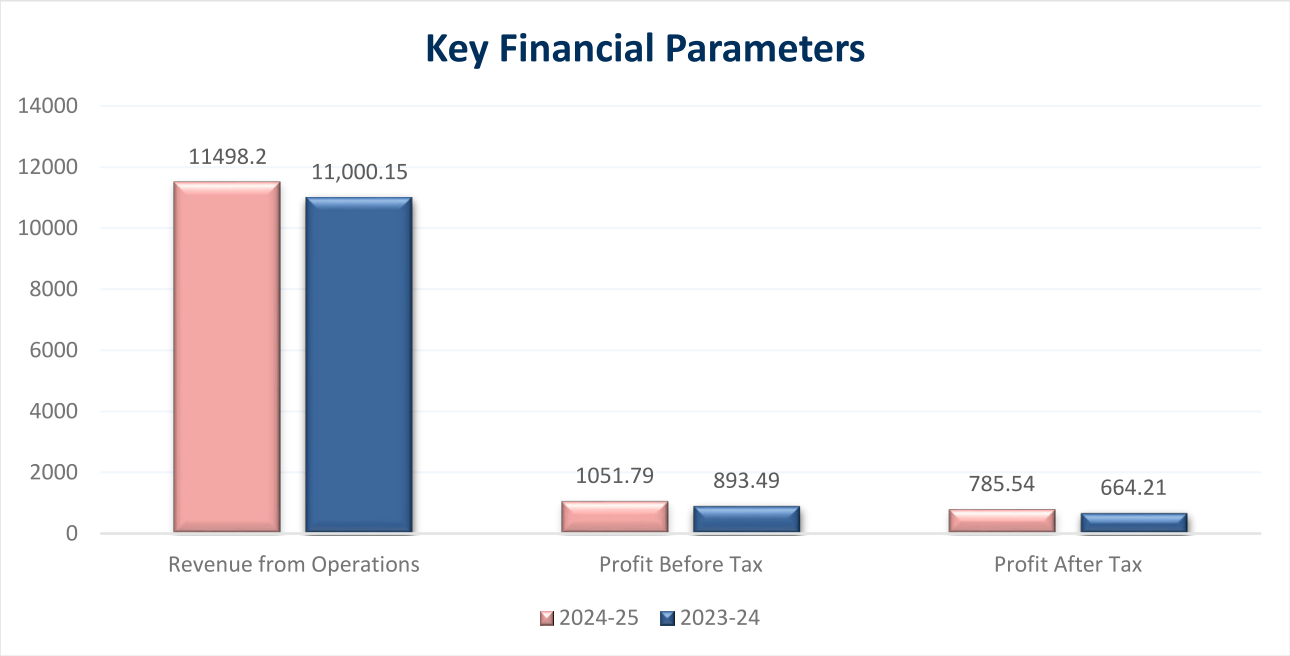
(Amount in Lakhs.)

		F.Y. 2024-25	F.Y. 2023-24
1.	Revenue from Operations	11498.30	11,000.15
2.	Other Income	131.34	92.44
3.	**Total Revenue**	**11629.64**	**11,092.59**
4.	Cost of Materials Consumed	6,148 28	6,530.81
5.	Purchase of traded goods	716 61	749.65
6.	(Increase) in inventories of finished goods, work-in-progress and scrap	(241.38)	(462.95)
7.	Employees Benefit Expenses	632.49	483.98
8.	Finance Costs	164.53	131.24
9.	Depreciation and Amortization Expenses	437.01	345.47
10.	Other Expenses	2,720.31	2,420.90
11.	**Total Expenses**	**10,577.85**	**10,199.10**
12.	Profit Before Tax	1051.79	893.49
	Tax Expenses		
	Current Tax	268.03	222.97
	Deferred Tax	(1.78)	6.31
13.	**Total Tax Expenses**	**266.25**	**229.28**
14.	**NET PROFIT FOR THE YEAR**	**785.54**	**664.21**
15.	Other Comprehensive Income	-	-
16.	**Total Comprehensive Income for the Year attributable to equity holders**	**785.54**	**664.21**
	Earnings Per Share	**0.74**	**0.67**

- The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS).

2. OPERATIONAL RESULTS AND STATE OF COMPANY'S AFFAIRS:

The Highlights of Company's performance for the year ended on **March 31, 2025**: [**In Lakhs**]



During the financial year under review, the Company achieved a 4.84% growth in revenue from operations, which stood at Rs. 11,629.64 Lakhs as compared to Rs. 11,092.59 Lakhs in the previous financial year.

Total expenses increased to Rs. 10,577.85 Lakhs during the year from Rs. 10,199.10 Lakhs in the prior year, reflecting a disciplined approach to cost management while supporting business growth.

The Profit before Exceptional Items, Extraordinary Items, and Tax improved to Rs. 1,051.79 Lakhs, compared to Rs. 893.49 Lakhs recorded in the previous financial year, demonstrating enhanced operational efficiency

The Company reported a net profit of ₹785.54 lakhs for the year under review, reflecting a good increase of **approximately 18.24%** compared to ₹664.21 lakhs in the previous year.

Correspondingly, the Earnings per Share (EPS) improved to Rs. 0.74 for the financial year, as against Rs. 0.67 in the previous year, reflecting the Company's consistent focus on delivering value to its shareholders.

3. CHANGE IN THE NATURE OF BUSINESS:

There was no change in the nature of business of the Company during the financial year ended 31st
March 2025.

4. DIVIDEND:

For the year under review, for furtherance of business and to meet day-to-day operational

recommend any dividend for the F.Y.2025-26.

5. DIVIDEND DISTRIBUTION POLICY:

As per the provisions of Regulation 43A of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the Company is not required to formulate and disclose its Dividend Distribution Policy. However, for better governance practices, the Board of Directors (the "Board") of Tirupati Forge Limited (the "Company") had approved the Company's Dividend Distribution Policy. The Dividend Distribution Policy is attached as **Annexure I, which** form part of this Annual Report and s also available on the website of the Company at https://www.tirupatiforge.com/file/Dividend%20Distribution%20Policy.pdf.

6. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

During the year under review, there were no instances incurred pursuant to which Company would required to transfer any amount to Investor Education and Protection Fund. Hence no reporting under this is required.

7. TRANSFER TO RESERVE:

During the year under review, there was no amount transferred to any of the reserves by the Company. You may refer notes to the financial statements of the company.

8. SUBSIDIARIES/JOINT VENTURES/ASSOCIATES:

The Company does not have Subsidiary, Joint Venture and Associate Company as on 31st march, 2025.

9. LISTING:

- Your Company is listed at National Stock Exchange of India Limited:

Stock Exchange where Tirupati shares are listed	Scrip Symbol / Code
National Stock Exchange of India Ltd.	TIRUPATIFL

- Your Company has paid the requisite Annual Listing Fees to National Stock Exchange of India Limited), where its securities listed.

10.MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE YEAR AND UNTIL THE DATE OF THE REPORT:

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between March 31, 2025, and the date of this Report.

However, the following event has occurred which are as under:

The company will commence its 4.8 MW solar power project in the first quarter of FY26, which is expected to positively impact its financial position by reducing energy costs, generating additional revenue from surplus power, and benefiting from government subsidies and interest concessions.

11. SHARE CAPITAL:

Authorized, subscribed, paid-up share capital of the company as on 31st March, 2025 are as per the following:

- **Authorised Share Capital:**

The Authorised capital of the Company is Rs. Rs. 26,50,00,000/- (Rupees Twenty-Six Crores Fifty Lacs Only) comprising of 13,25,00,000 (Thirteen Crores Twenty-Five Lacs) equity shares of Rs. 2/- (Rupees Two Only) as on 31st March 2025.

During the year under review, Authorised Share Capital of the company increased from Rs. 24,00,00,000/- (Rupees Twenty-Four Crores Only) comprising of 12,00,00,000 (Twelve Crore) equity shares of Rs. 2/- (Rupees Two Only) each to Rs. 26,50,00,000/- (Rupees Twenty-Six Crores Fifty Lacs Only) comprising of 13,25,00,000 (Thirteen Crores Twenty-Five Lacs) equity shares of Rs. 2/- (Rupees Two Only) each by passing ordinary resolution at the Extra Ordinary General Meeting of the Company held on Saturday, November 16, 2024.

- **Issued, Subscribed, Paid up Share Capital:**

The issued, subscribed and fully paid-up share capital of the Company is Rs. 23,65,60,000 (Rupees Twenty-Three Crore Sixty-Five Lakh Sixty Thousand Only), divided into 11,82,80,000 (Eleven Crore Eighty-Two Lakh Eighty Thousand) equity shares of Rs. 2/- each. As on 31.03.2025

During the year under review, the Board of Directors, at its meeting held on Thursday, October 17, 2024, approved the raising of the Company's share capital by approving the proposal to create, offer and issue 1,46,00,000 (One Crore Forty-Six Lakh) equity shares of face value Rs. 2/- each at an issue price of Rs. 32/- per share (including a premium of Rs. 30/- per share) to the non-promoters of the Company (hereinafter referred to as the "Proposed Allottees/Investors"), and further approved to create, offer and issue 1,17,60,000 (One Crore Seventeen Lakh Sixty Thousand) convertible warrants having face

value of Rs. 2/- each at an issue price of Rs. 32/- per warrant (including a premium of Rs. 30/- per warrant) on a preferential basis to the promoters and non-promoters of the Company.

Subsequently, the shareholders of the Company, at the Extraordinary General Meeting (EGM) held on Saturday, November 16, 2024, approved the proposed preferential allotment.

Further, the Board of Directors, at their meeting held on Wednesday, January 16, 2025, allotted the 1,46,00,000 (One Crore Forty-Six Lakh) equity shares of face value Rs. 2/- each at an issue price of Rs. 32/- per share (including a premium of Rs. 30/- per share) to the non-promoters and 1,17,60,000 (One Crore Seventeen Lakh Sixty Thousand) convertible warrants having face value of Rs. 2/- each at an issue price of Rs. 32/- per warrant (including a premium of Rs. 30/- per warrant) on a preferential basis to the promoters and non-promoters of the Company.

Accordingly, the issued, subscribed, and fully paid-up share capital of the Company increased from Rs. 20,73,60,000 (Rupees Twenty Crore Seventy-Three Lakh Sixty Thousand Only), divided into 10,36,80,000 (Ten Crore Thirty-Six Lakh Eighty Thousand) equity shares of Rs. 2/- each, to Rs. 23,65,60,000 (Rupees Twenty-Three Crore Sixty-Five Lakh Sixty Thousand Only), divided into 11,82,80,000 (Eleven Crore Eighty-Two Lakh Eighty Thousand) equity shares of Rs. 2/- each.

"Subsequent after the closure of the financial year, the Company allotted 10,00,000 (Ten Lakh) equity shares to Mr. Hiteshkumar Gordhanbhai Thummar by way of conversion of warrants. As a result, the paid-up share capital of the Company increased from Rs. 23,65,60,000 (Rupees Twenty-Three Crore Sixty-Five Lakh Sixty Thousand Only), divided into 11,82,80,000 (Eleven Crore Eighty-Two Lakh Eighty Thousand) equity shares of Rs. 2/- each, to Rs. 23,85,60,000 (Rupees Twenty-Three Crore Eighty-Five Lakh Sixty Thousand Only), divided into 11,92,80,000 (Eleven Crore Ninety-Two Lakh Eighty Thousand) equity shares of Rs. 2/- each."

- **Details of Equity Shares and convertible warrants issued by way of Preferential Issue:**

During the year under review, the Board of Directors, at its meeting held on Thursday, October 17, 2024, approved the raising of the Company's share capital by approving the proposal to create, offer and issue 1,46,00,000 (One Crore Forty-Six Lakh) equity shares of face value Rs. 2/- each at an issue price of Rs. 32/- per share (including a premium of Rs. 30/- per share) to the non-promoters of the Company (hereinafter referred to as the "Proposed Allottees/Investors"), and further approved to create, offer and issue 1,17,60,000 (One Crore Seventeen Lakh Sixty Thousand) convertible warrants having face value of Rs. 2/- each at an issue price of Rs. 32/- per warrant (including a premium of Rs. 30/- per warrant) on a preferential basis to the promoters and non-promoters of the Company.

Subsequently, the shareholders of the Company, at the Extraordinary General Meeting (EGM) held on Saturday, November 16, 2024, approved the proposed preferential allotment.

Further, the Board of Directors, at their meeting held on Wednesday, January 16, 2025, allotted the 1,46,00,000 (One Crore Forty-Six Lakh) equity shares of face value Rs. 2/- each at an issue price of Rs. 32/- per share (including a premium of Rs. 30/- per share) to the non-promoters and 1,17,60,000 (One Crore Seventeen Lakh Sixty Thousand) convertible warrants having face value of Rs. 2/- each at an issue price of Rs. 32/- per warrant (including a premium of Rs. 30/- per warrant) on a preferential basis to the promoters and non-promoters of the Company.

Further, the Company has received the full amount of ₹2,40,00,000/- (Rupees Two Crore Forty Lakhs only), representing 75% of the total consideration towards the conversion of warrants, from Mr. Hiteshkumar Gordhanbhai Thummar, a promoter of the Company. Accordingly, the Board has passed the necessary resolution for the allotment of 10,00,000 (Ten Lakh) equity shares of the Company to Mr. Hiteshkumar Gordhanbhai Thummar pursuant to the conversion of warrants into equity shares, in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as well as the terms of issue of warrants approved earlier.

12. CREDIT RATING:

For Financial year 2024-25, Credit rating is not applicable to the company.

13. Listing of Securities with Stock Exchange:

- **Issue and Listed of Securities:**

  There has been one instances occurred in the year 2024-25 for requirement of listing of Securities with Stock exchange. Therefore, listed capital of the company is same at the end of 31st march, 2025.

Listed Shares on Exchange	Face Value	Listed Capital after listing of Securities
14600000 (Issued through preferential Issue) (The Listed Capital as mentioned above has been admitted b the stock exchange after the year end on 31/03/2025.)	Rs. 2/-	118280000 (The Listed Capital as mentioned above has been taken effect after the year end on 31/03/2025.)

14. MANAGEMENT:

- **DIRECTORS**

The composition of the Board of Directors of the Company is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the Listing Regulations, with an appropriate combination of Executive, Non-Executive and Independent Directors draws fine balance of business acumen and independent judgment on Board's decisions. The Board comprised of 6 (Six) Directors as at 31st March 2025, details of which are tabled below:

Sr. No.	Name of Directors	Designation	Directors Identification Number (DIN)
1.	Mr. Hiteshkumar G. Thummar	Chairman & Managing Director	02112952
2.	Mr. Bhavesh T. Barasiya	Whole Time Director	05332180
3.	Mrs. Darshna H. Thummar	Non-Executive & Non Independent Director	07869257
4.	Mrs. Jagruti Nitinkumar Erda	Independent Director	09680025
5.	Ms. Smita Sachin Ravani	Independent Director	10695275
6.	Mr. Anand Mohan Shrivastava	Independent Director	08684010

- In accordance with the provisions of Companies Act, 2013, Shri. Bhaveshbhai Tulsibhai Barasiya, Whole-time Director [DIN: 05332180] shall liable to retire by rotation at the ensuing 13thAnnual General Meeting of the Company and being eligible, offer herself for re-appointment. The Board hereby recommends her re-appointment for approval of shareholders in the ensuing Annual general Meeting. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2, the detailed information of the director being appointed is provided as an Annexure of the Notice of Annual General Meeting.

- The Company has received declarations from all the directors and with reference to that; there was no disqualification of any Director pursuant to Section 164 (2) of the Companies Act, 2013.

- In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstances or situation, which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based upon the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under section 149(6) of the Act and Regulation 16 (1) (b) of the Listing Regulations and that they are independent of the management. In accordance with the provisions of the Companies Act, 2013, none of the Independent Directors is liable to retire by rotation. They have

complied with the Code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

- In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have confirmed that they have included their names in the data bank with the Indian institute of corporate Affairs.

- In the opinion of Board, Independent Directors fulfill the conditions specified in Companies Act, 2013 read with schedules and rules thereto as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Independent Directors are independent of management.

- The Company has a Code of Conduct for the Directors and Senior Management Personnel. This Code is a comprehensive code applicable to all Directors and members of the Senior Management. A copy of the Code has been put on the Company's website **www.Tirupatiforge.com**

- The Code has been circulated to all the Members of the Board and Senior Management Personnel and they have affirmed compliance of the same.

- The shareholders of the Company at their 12th AGM held on Friday, September 27, 2024, based on the recommendations of the Board of Directors, Nomination and Remuneration Committee and considering the expertise of Mr. Bhavesh T. Barasiya (DIN: 05332180) in the Company's business and his exceptional performance, had approved remuneration as the Whole-time Director of the Company up to limit of Rs. 3,00,000/- (Rs. Three Lacs Only) per month as whole-time director in the company.

- **KEY MANAGERIAL PERSONNEL:**

Pursuant to the provisions of Section 2 (51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following have designated as the Key Managerial Personnel of the company:

Sr. No.	Name of Directors	Designation	Directors Identification Number (DIN)
1.	Mr. Hiteshkumar G. Thummar	Chairman &Managing Director	02112952
2.	Mr. Bhavesh T. Barasiya	Whole Time Director	05332180
3.	Mr. Atul L. Natu	Chief Financial Officer	-
4.	Mr. Milan Sakhiya	Company secretary and compliance officer	-

- During the year under review, Ms. Chanchal Kumari had resigned as a Company Secretary and Compliance Officer of the Company at w.e.f closure of business hour of 06th September, 2024.

- Pursuant to the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on September 8th, 2024 approved appointment of Mr. Milan P. Sakhiya as Company Secretary and Compliance Officer of the Company w.e.f. September 10th, 2024.

15. MEETINGS OF THE BOARD:

The Meetings of the Board are held at regular intervals to discuss, deliberate and decide on various business policies, strategies, governance, financial matters and other businesses. During the year under review, the Board of Directors met 14 times. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013, Secretarial Standards – 1 (SS-1) issued by the Institute of Company Secretaries of India and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. For details, please refer to the report on corporate governance, which forms part of this Annual Report in the form of **Annexure-II**.

- **COMMITTEES OF THE BOARD:**

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority.

The following Committees constituted by the Board function according to their respective roles and defined scope in terms of the provisions of the Companies Act, 2013 & SEBI (LODR) Regulations 2015 read with rules framed thereunder:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders' Relationship Committee
- Complaints Committee for Sexual Harassment Complaints Redressal

Details of composition, terms of reference and number of meetings held for respective committees given in the Report on Corporate Governance, which forms a part of this Annual Report as **Annexure-II**. During the year under review, the Board has accepted all recommendations made by the various committees.

- **MEETING OF INDEPENDENT DIRECTORS:**

In terms of requirements of Schedule IV of the Companies Act, 2013, The Independent Directors of your Company meet before the Board Meetings without the presence of the Executive Chairman or the Managing Director or other Non-Independent Director or Chief Financial Officer or any other Management Personnel. The Independent Directors of the Company met separately on to inter alia review the performance of Non-Independent Directors (including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of information between the Management and the Board. All the Independent directors were attended the meeting.

- **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS/NON-EXECUTIVE DIRECTORS:**

  All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement. Executive Directors and Senior Management provide an overview of the operations and familiarize the new Non-Executive Directors on matters related to the Company's values and commitments. The Directors are provided with all the documents to enable them to have a better understanding of the Company, its various operations and the industry in which it operates. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, the Listing Regulations and other relevant regulations and affirmation taken with respect to the same.

  Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted various familiarization
  programmes for its Directors including review of Industry Outlook at the Board Meetings, Regulatory updates at Board and Audit Committee Meetings covering changes with respect to the Companies Act, 2013, Listing Regulations, Taxation and other matters, Presentations on Internal Control over Financial Reporting, Operational Control over Financial Reporting, Prevention of Insider Trading Regulations, Framework for Related Party Transactions, Plant Visit, Meeting with Senior Executive(s) of your Company, etc. Pursuant to Regulation 46 of the Listing Regulations.

  The details required are available on the website of your Company at **https://www.tirupatiforge.com/file/Independent%20Director%20Familiarisation%20programme.pdf**

16. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The Company has framed a Nomination and Remuneration Policy for selection and appointment of Directors including determining qualifications and independence of a Director, Key Managerial Personnel (KMP), Senior Management Personnel and their remuneration as part of its charter and other matters provided under Section 178(3) of the Companies Act, 2013.

The Nomination and Remuneration Policy Policy has been placed on the website of the Company at

http://www.tirupatiforge.com/file/Nomination%20and%20Remuneration%20Committee_tirupati.pdf.

We affirm that the remuneration paid to Directors, senior management and other employees is in accordance with the remuneration policy of the Company.

The salient features of the Policy are described as per below:

a) Policy on Appointment of Directors, Key Managerial Personnel and Senior Management Personnel:

1. The policy is formulated to identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel and Senior Management personnel and recommend to the Board for his / her appointment.

2. A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment.

3. In case of appointment of Independent Director, the Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company to enable the Board to discharge its function and duties effectively.

b) Policy on remuneration of Directors, KMP and Senior Management Personnel:

The Company's remuneration policy is driven by the success and performance of Directors, KMP and Senior Management Personnel vis-à-vis the Company. The Company's philosophy is to align them with adequate compensation so that the compensation is used as a strategic tool that helps us to attract, retain and motivate highly talented individuals who are committed to the core value of the Company. The Company follows mixed pay of fixed, benefits and performance based variable pay. The Company pays remuneration by way of salary, benefits, perquisites and allowance. The remuneration paid by the Company are within the salary scale approved by the Board and Shareholders.

The details of remuneration paid during the financial year 2025-26 to the Directors of the Company is provided in notes forming part of Financial Statements and given in the **Annexure-II-** Report on corporate Governance, which also part of the Annual report.

17. CODE FOR PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code for practices and procedures for fair disclosure of unpublished price sensitive information, which has been available on the Company's website at https://www.tirupatiforge.com/file/Insider%20Trading%20Policy_Tirupati.pdf.

18. POLICY ON BOARD DIVERSITY:

The Nomination and Remuneration committee has framed a policy for Board Diversity, which lays down the criteria for appointment of Directors on the Board of your Company and guides organization's approach to Board Diversity.

Your Company believes that, Board diversity basis the gender, race, age will help build diversity of thought and will set the tone at the top. It is, therefore, imperative that the Board consists of individuals who together offer an optimal mix of skills, experiences and backgrounds. The Board of Directors is responsible for review of the policy from time to time. Policy on Board Diversity has been placed on the Company's website at https://www.tirupatiforge.com/file/Board-Diversity-%20Policy.pdf.

19. POLICY FOR DETERMINATION OF MATERIALITY OF ANY EVENT/ INFORMATION:

This policy requires the Company to make disclosure of events or information, which are material to the Company as per the requirements of Regulation 30 of the Listing Regulations. Policy has been placed on the Company's website at https://www.tirupatiforge.com/file/Materiality%20Event_Tirupati.pdf

20. POLICY FOR DETERMINING MATERIAL SUBSIDIARIES:

The policy is used to identify material subsidiaries of the Company and to provide a governance framework for such material subsidiaries. Policy on determining Material Subsidiaries has been placed on the Company's website at https://www.tirupatiforge.com/file/material-subsidiaries.pdf

21. CODE OF CONDUCT:

The Board of your Company has laid down two separate Codes of Conduct, one for all the Board Members and the other for Employees of the Company. This Code is the central policy document, outlining the requirements that the employees working for and with the Company must comply with, regardless of their location. Policy on code of conduct has been placed on the Company's website at https://www.tirupatiforge.com/file/Code%20of%20Conduct%20for%20Diretors%20and%20Senior%20Management_Tirupati.pdf

22. ARCHIVAL POLICY:

As per the policy, the events or information which has been disclosed by the Company to the Stock Exchanges pursuant to Regulation 30 of the Listing Regulations shall be hosted on the website of the Company for a period of 5 years from the date ofhosting.

a. ANNUAL EVALUATION OF DIRECTORS, BOARD AND COMMITTEE PERFORMANCE

In line with Corporate Governance of the company, the Board generally performs the major roles such as give directions in the form of strategic decisions, provide control and support through advice to the management of the company. It becomes imperative to evaluate the performance of the board as they are perform their duties on behalf of stakeholders and protection of their interest is supremacy of any organization.

Further, the Board always emphasis the requirements of an effective Board Evaluation process and accordingly conducts the Performance Evaluation every year in respect of the following:

i. Board of Directors as a whole.
ii. Committees of the Board of Directors.
iii. Individual Directors including the Chairman of the Board of Directors.

Board Evaluation helps to identify areas for potential adjustment and provides an opportunity to remind directors of the importance of group dynamics and effective board and committee processes in fulfilling board and committee responsibilities.

The Main object of performance evaluation defined as per the below:

1. Improving the performance of Board towards corporate goals and objectives.
2. Assessing the balance of skills, knowledge and experience on the Board.
3. Identifying the areas of concern and areas to be focused for improvement.
4. Identifying and creating awareness about the role of Directors individually and collectively as Board.
5. Building Teamwork among Board members.
6. Effective Coordination between Board and Management.
7. Overall growth of the organization.

Performance evaluation of the Board based on criteria such as composition and role of the Board, Board communication and relationships, functioning of Board Committees, review of performance of Executive Directors, succession planning, strategic planning, etc.

Performance evaluation of Committees based on criteria such as adequate independence of each Committee, frequency of meetings and time allocated for discussions at meetings, functioning of Board Committees and effectiveness of its advice/recommendation to the Board, etc.

The meeting of Independent Directors held separately to evaluate the performance of non-independent Directors, performance of the board as a whole and performance of the Chairman, taking into account the views of Executive Directors and Non-Executive Director. The same was discussed in the Board Meeting that followed the meeting of the independent directors, at which the performance of the Board, its Committee sand Individual Directors was also discussed. The entire board, excluding the independent director being evaluated, did performance evaluation of Independent Directors.

23. REMUNERATION OF DIRECTORS AND EMPLOYEES:

Pursuant to Section 134(3)(q) and Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2025 and forming part of the Directors' Report for the said financial year is provided in **"Annexure–III".**

24. PARTICULARS OF EMPLOYEES:

The Company has no employee who is in receipt of remuneration of Rs. 8,50,000/- per month or Rs.1,02,00,000/- per annum and hence the Company is not required to give information under sub Rule 2 and 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

25. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(5) of the Companies Act 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

a. In the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards had been followed and there were no material departures;

b. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and of the profit of the Company for that period;

c. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d. The annual accounts have been prepared on a going concern basis;

e. They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively.

f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

26. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System including Internal Financial Controls, commensurate with the size, scale and complexity of its operations as approved by the Audit Committee and the Board. The Company maintains a system of internal controls designed to provide reasonable assurance regarding:

- Effectiveness and efficiency of operations.
- Adequacy of safeguards for assets.
- Reliability of financial controls.
- Compliance with applicable laws and regulations.

The Company recognizes that the Internal Financial Controls cannot provide absolute assurance of achieving financial, operational and compliance reporting objectives because of its inherent limitations. In addition, projections of any evaluation of the Internal Financial Controls to future periods are subject to the risk that the Internal Financial Controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Further, the Internal Financial Control framework is under constant supervision of Audit Committee, Board of Directors and Independent Statutory Auditors. During the year, no reportable material weakness in the design or operations was observed. The stakeholder may refer to the Audit report for comment on internal control system and their adequacy.

27. Frauds reported by the Auditor:

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act, details of which needs to be mentioned in Director's Report.

28. PUBLIC DEPOSITS

During the year under review, the Company has not accepted deposits within the meaning of Section 73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014. The stakeholders may refer notes to the financial statements and audit report part of this report.

29. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:

The Company have not given any loans, made investments, given guarantees, or provided securities, directly or indirectly, to any person or body corporate during the year under review pursuant to the provisions of **Section 186** of Companies Act, 2013. Further, it has not acquired by way of subscription, purchase or otherwise, the securities of any other body corporate and thus disclosures under Section 186 not required. The stakeholders may refer notes to the financial statements in this regard.

The Company has not advanced any loan to any of its Directors or any other person in whom the Director is interested or given any guarantee or provided any security in connection with any loan taken by him/her in terms of **Section 185** of the Companies Act, 2013.

30. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

- Your board of directors informs that the Company has historically adopted the practice of undertaking related party transactions only in the ordinary and normal

course of business and at arm's length as part of its philosophy of adhering to highest ethical standards, transparency and accountability.

- There were no materially significant related party transactions with the Promoters, Directors and Key Managerial Personnel, which may have a potential conflict with the interest of the Company at large.

- The Particulars of contracts, arrangements with related parties entered in ordinary course of business and on arm's length basis referred to in Section 188 (1) and applicable rules of the Companies Act, 2013 in Form AOC-2 is provided as an **Annexure-IV** to this Board Report.

- In line with the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has approved a policy on related party transactions. A policy on related party transactions has been placed on the Company's website at http://www.tirupatiforge.com/file/Related%20Party%20Transaction_Tirupati.pdf. Member may refer to note no. 32 and 33 to the standalone and consolidated financial statement respectively, which sets out related party disclosures pursuant to IND AS-24.

- Pursuant to Regulation 23(9) of SEBI Listing Obligation and Disclosure Requirements] Rules, 2015, your Company has filed the reports on related party transactions with the Stock Exchange [National Stock Exchange of India Limited].

31. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

Your Company is committed to promote a safe and professional work environment that fosters teamwork, diversity and trust across. Your Company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Your Company has constituted its Internal Complaints Committees, set up to redress complaints received in regards to sexual harassment at workplace.

During the year under review, no complaints with allegations of sexual harassment were received as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

32. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 are as stated below:

(A) Conservation of energy-

Your Company is committed to sustainable business practices by contributing to environment protection and considers energy conservation as one of the strong pillars of preserving natural resources. This also helps in reducing carbon footprint across all its operations and improve the bottom-line under our 'Mission Sustainability'.

(i) The steps taken or impact on conservation of energy:-

The Company applies strict control system to monitor day-to-day power consumption in an effort to save energy. The Company ensures optimal use of energy with minimum extent of wastage as far as possible.

(ii) The steps taken by the company for utilizing alternate sources of energy;

The Company has not taken any step for utilizing alternate source of energy.

(iii) The capital investment on energy conservation equipment;

During the year under review, the Company has not made any capital investment on energy conservation equipment.

(B) Technology absorption-

Your Company is committed towards technology driven innovation and inculcating an innovation driven culture within the organization. Your Company continued to work on advanced technologies, upgrade of existing technology and capability development in the critical areas for current and future growth.

(i) The efforts made towards technology absorption;

The Company has not made any special effort towards technology absorption. However, company has always prepared for update its factory for new technology.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Not applicable

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year: Not applicable

(iv) The details of technology imported: Not applicable

(v) The year of import: Not applicable

(vi) Whether the technology been fully absorbed: Not applicable

(vii) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not applicable

(viii) The expenditure incurred on Research and Development- Not applicable

(C) Foreign exchange earnings and Outgo-

[In Lakh]

Particulars	F.Y. 2024-25	F.Y. 2023-24
Foreign Exchange Earnings	7,030.61/-	5,824.77/-
Foreign Exchange Outgo	977.16	733.24/-

33. RISK MANAGEMENT:

The Company is exposed to various potential risks like Economical Risk, Compliance Risk, Operational Risk, Environmental Risk and Financial Risk. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. If any weaknesses identified in the process of review, the same are addressed to strengthen the internal controls, which are also revised at frequent intervals.

The elements of risk as identified by the Company with the impact and mitigation strategy are set out in the Management Discussion and Analysis Report.

The Risk Management Policy has been placed on the website of the Company at **https://www.tirupatiforge.com/file/Risk%20Management%20Policy_Tirupati.pdf**

34. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM/WHISTLE BROWSER PLOICY FOR DIRECTORS AND EMPLOYEES:

As per the provisions of Section 177 (9) and (10) of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a vigil mechanism through which employees and business associates may report unethical behavior, wrong doing, malpractices, fraud, violation of Company's code of conduct, leak or suspected leak of unpublished price sensitive information without fear of reprisal.

The Audit Committee reviews the functioning of the Vigil Mechanism from time to time. None of the Directors or employees has been denied access to the Audit Committee of the Board.

The Policy provides that the Company investigates such reported matters in an impartial manner and takes appropriate action to ensure that requisite standards of confidentiality, professional and ethical conduct are always upheld. During the FY 2024-25, no complaint received under Whistle Blower Policy.

The policy on vigil mechanism of the company is also available on the website of the company
https://www.tirupatiforge.com/file/Vigil%20Mechanism_Whistle%20Blower_Tirupati.pdf.

35. MATERIAL ORDERS OF JUDICIAL BODIES /REGULATORS:

There were no significant and material Orders passed by the Regulators or Courts or Tribunals, which would impact the going concern status and Company's operations in future.

36. ANNUAL RETURN:

Pursuant to the provision of Section 134(3(a) and Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for F.Y. 2024-25 is uploaded on the website of the Company at **www.tirupatiforge.com.**

37. AUDITORS:

A. STATUTORY AUDITORS:

- **M/s Kamlesh Rathod & Associates**, Chartered Accountants (Firm Registration No. 117930W) were appointed as statutory auditor of the company for the first term to hold office for a period of 5 years starting from conclusion of 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting of the company to be held in the year of 2027.

- The Statutory Auditors **M/s Kamlesh Rathod & Associates,** Chartered Accountants, [ICAI Firm Registration No. 124872W] have issued their reports on Financial Statements for the year ended March 31, 2024. There are no adverse remarks or qualifications in the said report. The Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

- As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

- Pursuant to **Section 141** of the Act, the Auditors have represented that they are not disqualified and eligible to act as the Auditor of the Company and not taken up any prohibited non-audit assignments for the Company.

B. INTERNAL AUDITOR:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and The Companies (Accounts) Rules, 2014, during the year under review the Internal Audit of the functions and activities of the Company was undertaken by **M/s. M. B. SARDHARA & ASSOCIATES (FRN: 127974W & Membership No: 120837)**, the Internal Auditors of the Company. There were no adverse remarks or qualification on accounts of the Company from the Internal Auditors.

The Board of Directors of the Company has re-appointed **M/s. M. B. SARDHARA & ASSOCIATES (FRN: 127974W & Membership No: 120837)** to conduct the Internal Audit as per Rule 13 of the Companies (Accounts) Rules, 2014 prescribed under Section 138 of the Companies Act, 2013 for the financial year 2025-26 to 2027-28 .

C. SECRETARIAL AUDITOR

Pursuant to the provisions of **Section 204** of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI Listing Regulations, the Company had appointed **Mr. CS Piyush Jethva [ICSI Membership No.: F6377] [Proprietor]**, Company Secretary in Practice to conduct the Secretarial Audit of the Company for year ended March 31, 2025. The Report of the Secretarial Auditor in the prescribed Form MR-3 annexed herewith as **Annexure-V**. The said Secretarial Audit Report contain the following remarks

1)The form MGT-14 for resolution passed on 27th September 2024 was not filed till 31st March 2025.
2)Form IEPF-2 was not filed by the Company.
3)The Remuneration of cost audit was not ratified by the Share Holder.

The Management clarifies following

1. The Company has already filed the Form MGT-14 for the resolution passed on 27th September 2024. The said form was filed on 10th June 2025, and the delay was unintentional.
2. The non-filing of Form IEPF-2 was due to certain technical issues and an inadvertent oversight. It was not a willful default on the part of the Company. The Company is taking necessary corrective steps and shall ensure that the form is filed at the earliest possible opportunity. Suitable measures are being implemented to avoid such occurrences in the future.
3. The appointment of the Cost Auditor for the Financial Year 2024–25 was made on 26th September 2024, which was after the issuance of the AGM notice for the previous year. Accordingly, the resolution for ratification of Cost Auditor's remuneration was included in the current year's AGM held on 5th August 2025

Further, The observation mentioned in the Annual Secretarial Compliance Report by the Secretarial Auditor has already been addressed and duly clarified by the management. The clarification has also been incorporated in the said Annual Secretarial Compliance Report itself.

Pursuant to the circular issued by the SEBI dated 8th February, 2019, Secretarial Auditor has issued the "Annual Secretarial Compliance Report" for the year ended 31st March, 2025, and the same was submitted to the stock exchanges in time.

Further, pursuant to provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (LODR)2015, the Board of the Company at its meeting held on 04th July, 2025, has recommended to appointed **Mr. CS Piyush Jethva [ICSI Membership No.: F6377] [Proprietor]**, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year 2025-26.

E. COST AUDITOR

As per the provisions of Section 148 of the Companies Act, 2013, and the rules made thereunder, the cost audit is applicable to our Company, and accordingly, the Board of Directors has approved the appointment of M/s. Mitesh Suvagiya & Co, Cost Accountants, Rajkot, as the Cost Auditors to conduct the cost audit for the financial year 2024-25.

38. SECRETARIAL STANDARDS:

Your Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

39. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the financial year under review, as stipulated under Regulation 34(2)(e) of SEBI (LODR) Regulations is presented in a separate section as **Annexure-VI** forming part of the Annual Report.

40. CORPORATE GOVERNANCE:

At Tirupati Forge, we are committed to continuously evolving and adhering to the highest standards of corporate governance. We believe that sound governance practices are not only essential for enhancing long-term shareholder value but also play a vital role in safeguarding the rights and interests of minority shareholders. We view it as our core responsibility to ensure timely, transparent, and accurate disclosure of all material information concerning the Company's operations, financial performance, leadership, and governance framework.

In accordance with the requirements under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Report on Corporate Governance forms an integral part of this Annual Report. This report outlines the governance practices, board structure, committee functions, and compliance measures adopted by the Company during the year under review.

Additionally, a certificate issued by Mr. Piyush Jethva, a Practicing Company Secretary, confirming the Company's compliance with the conditions of corporate governance as stipulated under the SEBI Listing Regulations is annexed to this Report. The detailed Corporate Governance Report is attached herewith as **Annexure II.**

41. Corporate Social Responsibility:

In accordance with the provisions of the Companies Act, 2013, the Board has constituted a Corporate Social Responsibility ("CSR") Committee. Details of composition and meetings of the committee along with terms of reference is part of corporate governance report as **Annexure-II**.

During the financial year 2024–25, the Company fulfilled its CSR obligation in compliance with the provisions of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR obligation for the year amounted to ₹19,54,501/- . Against this, the Company spent ₹1,86,315/- during the year and adjusted an excess amount of ₹1,06,732.37/- carried forward from the previous year, thereby meeting the total CSR requirement. The Annual Report on CSR activities undertaken during the year, prepared in accordance with the applicable provisions is annexed as Annexure-VII to this Report. The Company has successfully completed its CSR obligation for the financial year 2024–25.

Further, the Chief Financial Officer of your Company has certified that CSR spends of your Company for the FY 2024-25 have been used for the purpose and in the manner approved by the Board of the Company.

The CSR policy is available on the website of the Company at https://www.tirupatiforge.com/file/Corporate%20Social%20Responsibility%20Policy_Tirupati%20Forge%20Limted.pdf

42. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR):

Pursuant to Regulation 34 (2) (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015, The Business Responsibility and Sustainability Report ("BRSR") for the year ended 31St March, 2024 is not applicable to the company.

43. GENERAL DISCLOSURE:

The Directors state that no disclosure or reporting is required in respect of the following items, as there were no transactions/events related to these items during the financial year under review:

1. There was no revision made in Financial Statements or the Board's Report of the Company;

2. The Company has not come up with any Right issue, Qualified Institutional Placement, Issue of Employee Stock Options, Issue of Sweat Equity Shares, Issue of Debentures, issue of Bonds etc.

3. Issue of equity shares with differential rights as to dividend, voting or otherwise;

4. Made any change in voting rights;

5. Suspension of trading of equity shares of the Company;

6. One time settlement of loan obtained from the Banks or Financial Institutions;

7. No application for Bankruptcy under the Insolvency & Bankruptcy Code, 2016 was made against the Company during the financial year under review nor are there any pending proceedings for the same.

44. APPRECIATION AND ACKNOWLEDGEMENTS:

We thank our employees, core contributors to our goodwill and growth, for their dedicated efforts and unwavering commitment in achieving our shared goals and helping us to navigate every challenge.

The Directors likes to take this opportunity to thanks Shareholders, customers, vendors, dealers, suppliers, Bankers, government authorities for the support, encouragement and their confidence in the management during the year.

By and on behalf of
TIRUPATI FORGE LIMITED
SD/-
Hiteshkumar G. Thummar
Chairman & Managing Director
[DIN: 02112952]

Date: July 04th, 2025
Place: Hadamtala (Rajkot)

DIVIDEND DISTRIBUTION POLICY

Annexure-I

DIVIDEND DISTRIBUTION POLICY

1. PREAMBLE:

As per the provisions of Regulation 43A of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the Company is not required to formulate and disclose its Dividend Distribution Policy. However, for better governance practices, the Board of Directors (the "Board") of Tirupati Forge Limited (the "Company") had approved the Company's Dividend Distribution Policy.

In the endeavor to provide more clarity to stakeholders on the Company's dividend distribution framework, this revised Dividend Distribution Policy ("Dividend Policy") has been framed for adoption by the Board of the Company. This Dividend Policy shall supersede the earlier policy and shall be effective from April 21, 2022.

2. DIVIDEND DISTRIBUTION PHILOSOPHY AND OBJECTIVE:

This Dividend Policy of the Company aims to strike a balance between the dual objectives of rewarding shareholders through Dividends and ploughing back earnings to support sustained growth. The management endeavors to divide 'net earnings' into dividends and retained earnings in an optimum way to achieve the objective of wealth maximization for shareholders.

3. DIVIDEND:

The dividend represents the profit of the Company, which is distributed to shareholders in proportion to the amount of the paid-up shares they hold. Dividend includes Interim Dividend.

4. PARAMETERS FOR DECLARATION OF DIVIDEND:

External and Internal factors (strategic and financial) that would be considered for declaration of dividend includes:

External Factors	Internal Factors
• State of Economy in case of uncertain or recessionary economic and business conditions;	• Distributable surplus available and liquidity position of the Company;
• Market conditions and consumer trends;	• Present & future capital requirements of the existing businesses including any acquisition;
• Prevailing taxation policy or any amendments expected thereof, with respect to dividend distribution;	• Expansion / Modernization of existing businesses;
• Statutory Obligations, Government Regulations and Taxation policies;	• Outstanding Borrowings and covenants thereof;

• Dividend pay-out ratios of companies in the same industry; and	• Likelihood of crystallization of contingent liabilities, if any; and
• Other external factors.	• Other internal factors.

Circumstances under which shareholders may not expect a dividend includes:

- Adverse market conditions & business uncertainty;
- Inadequacy of profits earned during the fiscal year;
- Inadequacy of cash balance;
- Large forthcoming capital requirements which are funded through internal accruals;
- Changing Government regulations; and
- Any other relevant circumstances.

Even under such (unfavourable) circumstances, the Board may, at its sole discretion, and subject to applicable rules, choose to recommend a dividend, including out of accumulated profits of any previous financial year(s) in accordance with provisions of the Companies Act, 2013 and SEBI Listing Regulations, as may be applicable.

5. DIVIDEND PAYOUT:

The Board would endeavour to pay a **Dividend pay-out in the range of 5-10 %** of the Company's Profit after Tax on standalone financials. However, the Board, at its sole discretion, may pay dividend which is higher or lower than this dividend pay-out range.

The Board may also consider declaring or recommending special dividends or one or more Interim dividends during the year. Additionally, the Board may recommend final dividend for the approval of the shareholders at the Annual General Meeting.

The date of the Board meeting in which the dividend proposal will be considered shall be intimated to the stock exchanges and post-board meeting, the outcome of the meeting shall also be provided to the stock exchanges, as required under the SEBI Listing Regulations.

6. UTILISATION OF RETAINED EARNINGS:

Subject to the applicable provisions, the retained earnings of the Company shall be applied for:

- Funding Inorganic and Organic Growth needs including working capital requirement, capital expenditure, repayment of the debt, etc. The Company can consider venturing into new markets/geographies/verticals;

- Research and Development of new products, investment in emerging technologies, etc. to increase market share;
- Capital Expenditure by way of state of art factories, technology upgradation, platform development, etc.
- Mergers and acquisitions;
- Buyback of shares subject to applicable limits;
- Payment of dividends in future years;
- Issue of Bonus Shares; and
- Any other permissible purpose.

7. PARAMETERS THAT SHALL BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES:

The Company has only one class of shares at this point.

8. DIVIDEND POLICY EXCLUSION:

The Dividend Policy shall not be applicable in the following circumstances:

a) Any distribution of cash as an alternative to payment of dividend by way of buyback of equity shares.
b) Distribution of dividend in kind i.e. by the issue of fully or partly paid bonus shares or other securities.
c) Determination and declaring dividends on preference shares, if any.

9. DISCLOSURES:

The Dividend Policy shall be disclosed on the website of the Company i.e., www.tirupatiforge.com.

10. REVIEW AND AMENDMENT:

Any or all provisions of this Dividend Policy would be subject to the revision/amendment to the SEBI Listing Regulations or related circular, notification, guidance notes issued by the Securities and Exchange Board of India or relevant authority, on the subject from time to time.

Any such amendment shall automatically have the effect of amending this Dividend Policy without the need for any approval by the Board or any of its Committees. This Dividend Policy is subject to review from time to time.

11. DISCLAIMER:

This Dividend Policy neither solicits investment in the Company's securities nor gives any assurance of guaranteed returns (in any form) for investments in the Company's equity shares.

For and on behalf of the Board of
Tirupati Forge Limited

SD/-

Hiteshkumar G. Thummar
Chairman & Managing Director

Date: July 4th, 2025
Place: Hadamtala (Rajkot)

CORPORATE GOVERNANCE REPORT 2024 - 2025

[Annexure-II]

Report on Corporate Governance for the year ended March 31, 2025

- This report is prepared in accordance with **Regulation 34(3) read with Schedule V** of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the report contains the details of Corporate Governance systems and processes at Tirupati Forge Limited ["Hereinafter called "the Company"].

- The company developed belief that Corporate Governance is integral to the existence of the company. Corporate governance is all about compliance with all the moral & ethical values, legal framework and voluntarily adopted practices. We feel that corporate governance and ethics go hand in hand. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world.

Quote:

"Corporate governance embodies the principles of transparency, accountability, ethical conduct, and legal compliance, ensuring that companies are managed effectively, wealth is distributed equitably, and social responsibilities are fulfilled to achieve long-term sustainable growth for all stakeholders."

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

ROOTED IN ANCIENT WISDOM, THE PRINCIPLE THAT PUBLIC GOOD MUST PREVAIL OVER PRIVATE GAIN REMAINS THE CORNERSTONE OF TRUE CORPORATE GOVERNANCE

- The company's governance framework draws inspiration from the ancient yet remarkably relevant principles of Kautilya's Arthashastra. According to this timeless text, rulers including the king were regarded as servants of the people, and the strength of governance was inseparably linked to accountability and responsiveness. Stability was ensured when leadership was transparent and answerable; when it was not, instability followed. These ideals align closely with modern expectations of corporate leadership.

- In today's corporate landscape, the state may be seen as the corporation, the king as the Board or Managing Director, and the citizens as the shareholders. Central to the philosophy of corporate governance is the belief that the interests of the public must take precedence over private gain. Corporate resources are a trust, not a personal entitlement, and must be managed with integrity, responsibility, and a commitment to ethical values.

- The Corporate Governance in your company based on the key **four pillars**:

Translating Kautilya's Core Tenets into the Corporate Realm:



Raksha
(Protection)

Symbolizes Risk Management, ensuring proactive identification and mitigation of risks that could impact the company's performance, reputation, or stakeholder trust.

Vriddhi
(Growth)

Reflects the pursuit of Sustainable Growth and Stakeholder Value Creation, ensuring the company thrives financially while generating long-term value for all stakeholders.

Palana
(Maintenance)

Stands for Compliance and Governance, emphasizing the importance of adhering to laws, regulations, and ethical standards, not merely in form but in full spirit.

Yogakshema
(Well-being)

Corresponds to Corporate Social Responsibility (CSR), reinforcing the company's commitment to community welfare, environmental care, and inclusive development.

- Corporate Governance refers to a comprehensive system of principles, policies, and practices that guide the management of a company to ensure accountability, transparency, and fairness in all operations and stakeholder interactions. The overarching goal is to fulfill the expectations of stakeholders while aligning with broader societal values. One of the most vital aspects of modern corporate governance is the ability of executive management to respectfully consider and act upon the counsel of independent non-executive directors on the board.

- The management is fully committed to meeting the aspirations of all stakeholders and upholding the highest standards of integrity. We strive to ensure that every investment made by stakeholders is honored with responsibility and diligence. Corporate governance today demands that professionals enhance their skills and capabilities to effectively manage enterprises and their resources with the highest ethical standards.

- To maintain this level of integrity, we have adopted a series of codes and policies designed to ensure ethical conduct and governance excellence. These include:

  1. Code of Conduct for Senior Management.
  2. Code of Conduct for Independent Directors
  3. Policy on Insider Trading policy
  4. Policy on Dividend Distribution Policy
  5. Policy on Related Party Policy
  6. Policy on Whistle Blower Policy
  7. Policy on Corporate Social Responsibility (CSR) Policy
  8. Policy on Material Subsidiaries etc.

The company has complied, in both letter and spirit, with the core principles of corporate governance as outlined under Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ending March 31, 2025. These practices reinforce our commitment to robust governance and ethical business conduct.

2. Board of Directors:

(i) Composition:-

The Board of Directors is the apex body constituted by shareholders, for overseeing the Company's overall functioning. It provides strategic direction, leadership and guidance to the Company's management as also monitors the performance of the Company with the objective of creating long-term value for the Company's stakeholders.

The Board has an appropriate mix of composition of Executive, Non-Executive and Independent Directors. The composition of the Board satisfies the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Section 149 of the Companies Act, 2013, (hereinafter referred to as "the Act").

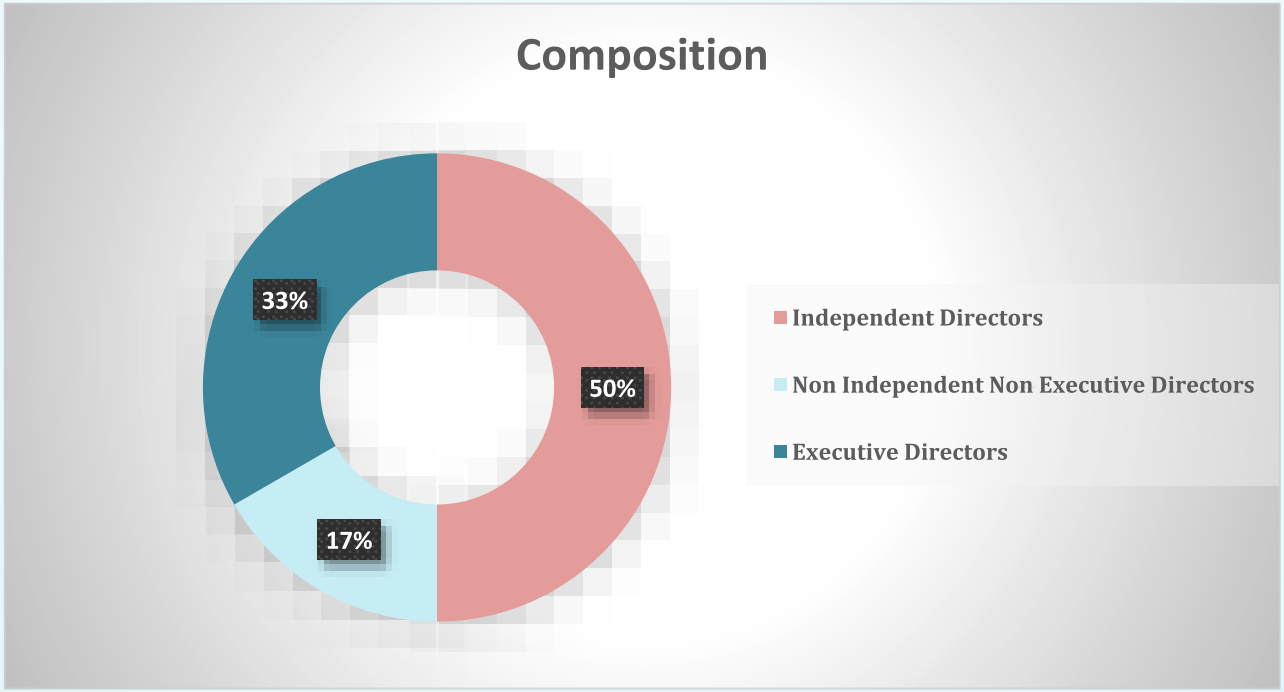
Pursuant to Regulation 27(2) of the SEBI Listing Regulations, the Company also submits a quarterly compliance report on Corporate Governance to the Indian Stock Exchanges,

including details on all material transactions with related parties, if any within 21 days from the close of every quarter. The MD and the CFO have certified to the Board on inter alia, the accuracy of the financial statements and adequacy of internal controls for financial reporting, in accordance with Regulation 17(8) read together with Part B of Schedule II of the SEBI Listing Regulations, pertaining to CEO and CFO certification for the Financial Year ended March 31, 2025.

The required information, including information as enumerated in Regulation 17(7) read together with Part A of Schedule II of the SEBI Listing Regulations is made available to the Board of Directors, for discussions and consideration at Board Meetings.

The Independent Directors on the Board are experienced and competent respective fields. The Independent Directors take active part at the Board and Committee Meetings which adds value in the decision-making process of the Board of Directors. The Independent Directors constitute half of the total strength of Board as on 31st March, 2025, the details are as under:

Category of Directors		No. of Directors	% of Total Directors
Independent Directors		03	50.00
Non-Independent Directors	Non-Executive	01	16.67
Executive Directors		02	33.33
Total		**06**	**100.00**



Details of Composition and category of Directors, Number of Other Directorship, Chairmanship/ Membership of Committee of each director:

Name of Directors	Category of Directorship	No. of other Directorship in Public Ltd	Board Committees	
			Member	Chairman
Hiteshkumar G. Thummar	Chairman-Executive Director	0	0	0
Bhaveshbhai T. Barasiya	Executive Director	0	0	0
Darshna H. Thummar	Non-Executive Director	0	2	0
Jagruti N. Erda	Independent Director	0	1	1
Smita Sachin Ravani	Independent Director	0	1	1
Anand M. Shrivastava	Independent Director	0	2	0

Notes:

1. For calculation of other Directorship/Committee memberships/Chairmanships - Excludes Directorships in Private Limited Companies, Foreign Companies and Section 8 Companies.

2. Only Audit Committee and Stakeholders Relationship Committee have been considered in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("Listing Regulations"). Membership includes Chairmanship.

3. Mr. Sachin P. Ravani ceased to be a Non-Executive Independent Director of the Company with effect from 31st July 2024, upon completion of his 02nd tenure.

4. Mrs. Smita Sachin Ravani, based on the recommendations of the Nomination and Remuneration Committee and the approval of the shareholders at the General Meeting held on 27th September 2024, has been appointed as a Non-Executive Independent Director for a term of five consecutive years commencing from 28th September 2024.

5. Mr. Anand M. Shrivastava completed his first term as an Independent Director of the Company on 13th February 2025. Upon the recommendation of the Nomination and Remuneration Committee, he has been reappointed for a second term of five consecutive years, effective from 14th February 2025, subject to the approval of the shareholders.

6. The Board has, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of shareholders of the Company at the ensuing General Meeting, approved the Appointment of Mr. Mallappa Beleri (DIN: 10512254) as additional non-executive independent director for period of 5 year from 14.05.2025 to 13.05.2030. (both days inclusive).

7. Mr. Anand Mohan Shrivastava (DIN: 08684010) tender their resignation from the position of Independent Director of Tirupati Forge Limited, with effect from closing business hours of 13th May 2025, due to personal reason.

3. Number of Board Meetings:

Board Meetings are convened at appropriate intervals with a maximum time gap of not more than 120 days between two consecutive meetings. The Board meets at least once in every quarter to review quarterly results and other items on the agenda. Additional meetings are held when necessary. During the year under review, total Fourteen [15] Board meetings were held, as against the statutory requirement of four meetings. The details of Board meetings are given below:

Sr. No.	Date of Board Meeting	No. of Directors attended Board Meeting	Sr. No.	Date of Board Meeting	No. of Directors attended Board Meeting
01.	12.04.2024		**09.**	10.09.2024	
02.	10.05.2024		**10.**	19.09.2024	
03.	18.06.2024		**11.**	26.09.2024	
04.	27.06.2024		**12.**	18.10.2024	
05.	03.08.2024		**13.**	14.11.2024	
06.	05.08.2024		**14.**	16.01.2025	
07.	21.08.2024		**15.**	10.02.2025	
08	31.08.2024				

4. Attendance of each Director at the Meeting of the Board of Directors and the last Annual General Meeting:

Sr. No.	Date of meetings	HITESHKUMAR G. THUMMAR	BHAVESHBHAI T. BARASIYA	DARSHNA H. THUMMAR	JAGRUTI N. ERDA	SMITA SACHIN RAVANI	ANAND M. SHRIVASTAVA	SACHIN RAVANI
01.	12.04.2024	✓	✓	✓	✓	N.A.	✓	✓
02.	10.05.2024	✓	✓	✓	✓	N.A.	✓	✓
03.	18.06.2024	✓	✓	✓	✓	N.A.		✓
04.	27.06.2024	✓	✓	✓	✓	N.A.		✓
05.	03.08.2024	✓	✓	✓	✓	N.A.		N.A.
06.	05.08.2024	✓	✓	✓	✓	N.A.	✓	N.A.
07.	21.08.2024	✓	✓	✓	✓	N.A.	✓	N.A.
08.	31.08.2024	✓	✓	✓	✓	N.A.		N.A.
09.	10.09.2024	✓	✓	✓	✓	N.A.		N.A.
10.	19.09.2024	✓	✓	✓	✓	N.A.		N.A.
11.	26.09.2024	✓	✓	✓	✓	N.A.		N.A.
12.	18.10.2024	✓	✓	✓	✓	✓		N.A.
13.	14.11.2024	✓	✓	✓	✓	✓	✓	
14.	16.01.2025		✓	✓	✓	✓	✓	N.A.
15.	10.02.2025	✓	✓	✓	✓	✓	✓	N.A.
16	27/09/2024 [AGM]	✓	✓	✓	✓			N.A.

Name of Directors	HITESHKUMAR G. THUMMAR	BHAVESHBHAI T. BARASIYA	DARSHNA H. THUMMAR	JAGRUTI N. ERDA	SACHIN P. RAVANI	ANAND M. SHRIVASTAVA	SMITA SACHIN RAVANI
% of Attendance of Board Meetings	13/14=93.33 %	15/15=100%	15/15=92.86 %	15/15=100 %	04/04=100 %	07/15=46.67%	04/04=100%

- All Directors are in compliance with the limit on Directorships as prescribed under Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- None of the Directors are related to each other except Shri Hiteshkumar G. Thummar and Smt. Darshna H. Thummar being Husband and Wife.

- All Independent Directors are Non-Executive Directors as defined under Regulation 16(1) (b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013 ("The Act") along with rules framed thereunder.

- In terms of Regulation 25(8) of Listing Regulations, they have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as Independent Directors.

- Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1) (b) of the Listing Regulations and that they are independent of the management and the Company.

- None of the Directors have attained the age of Seventy-five (75) years.

- None of the Directors on the Board:

  - is a member of more than 10 Board level committees and Chairman of 5 such committees across all the Public Companies in which he or she is a Director;

  - holds directorships in more than ten public companies;

  - serves as Director or as Independent Directors (ID) in more than seven listed entities; and

  - Who are the Executive Directors serves as IDs in more than three listed entities.

5. Matrix of Core Skills/ Expertise/ Competencies of Directors in context of business of the Company:

The Matrix setting out the skills, expertise and competencies of Directors as on **31st March 2025**, in context of business of the Company is as under:

Sr. No.	Name of Directors	Knowledge On Company's businesses, policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities, the industry in which the Company operates and advising on domestic market and overseas market.	Behavioral skills – Attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,	Financial and Management skills	Technical / Professional skills and specialized knowledge in relation to Company's business	Environment, Health and Safety and Sustainability- Knowledge of working on environment, health and safety and sustainability activities.
01.	HITESHKUMAR G. THUMMAR	✓	✓	✓	✓	✓	✓
02.	BHAVESHBHAI T. BARASIYA	✓	✓	✓	✓		✓
03.	DARSHNA H. THUMMAR		✓	✓	✓		✓
04.	JAGRUTI N. ERDA	✓	✓	✓	✓		
05.	SMITA SACHIN RAVANI	✓	✓	✓	✓		✓
06.	ANAND M. SHRIVASTAVA	✓	✓	✓	✓		
07	MALLAPPA BELERI	✓	✓	✓	✓	✓	

6. Shareholding of Non-Executive Directors:

The numbers of Equity Shares of the Company held by Non- Executive Directors of the Company are as under:

Name of director	No. of Equity Shares Held
Smt. Darshna Hiteshkumar Thummar	25,84,400

The Board of Directors, in line with the provisions of the Act, has formed following Committees:

Audit Committee

The Company has formed audit committee in line with the provisions Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Audit Committee meeting is generally held for recommending the Quarterly financial result and for approval of related Party Transactions, if any. The Board has accepted recommendations of Audit Committee, wherever/whenever given. The Chief Financial Officer of the Company is a regular invitee at the Meeting.

Terms of Reference:

The terms of reference of the Audit Committee are as per the governing provisions of the Companies Act, 2013 (section 177) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part C of Schedule II).

A. the Role of the Audit Committee includes the following:

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;

3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

(a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

(b) changes, if any, in accounting policies and practices and reasons for the same;

(c) major accounting entries involving estimates based on the exercise of judgment by management;
(d) significant adjustments made in the financial statements arising out of audit findings;

(e) compliance with listing and other legal requirements relating to financial statements;

(f) disclosure of any related party transactions;

(g) modified opinion(s) in the draft audit report;

5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8. approval or any subsequent modification of transactions of the listed entity with related parties;

9. scrutiny of inter-corporate loans and investments;

10. valuation of undertakings or assets of the listed entity, wherever it is necessary;

11. evaluation of internal financial controls and risk management systems;

12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. discussion with internal auditors of any significant findings and follow up there on;

15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. to review the functioning of the whistle blower mechanism;

19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

B. The audit committee shall mandatorily review the following information:

(1) management discussion and analysis of financial condition and results of operations;

(2) [***] Omitted by SEBI w.e.f. 01.04.2022

(3) management letters / letters of internal control weaknesses issued by the statutory auditors;

(4) internal audit reports relating to internal control weaknesses; and

(5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

(6) statement of deviations:

(a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

(b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The other details with respect to committee composition and meetings are as follow:

Composition of the Committee:

Sr. No.	Name of Director	Designation	Category
1	Mrs. Jagruti N. Erda	Chairman	Independent Director
2	Mrs. Darshna H. Thummar	Member	Non-Executive Director
3	Ms. Smita Sachin Ravani	Member	Independent Director
4	Mr. Anand Mohan Shrivastava	Member	Independent Director

- All these Directors possess knowledge of corporate finance, accounts and corporate laws.

- The Statutory Auditors, Cost Auditors, Secretarial Auditor, Internal Auditors and Senior Executives of the Company are invited to attend the meetings of the Committee, whenever necessary. The Company Secretary acts as the Secretary of the Committee.

- The minutes of the Audit Committee Meetings are reviewed by the Board at its subsequent meetings.

(ii) Meetings and Attendance:

During the financial year ended the 31st March, 2025, Five meetings were held under provisions of Companies Act, 2013 on 12th May, 2024, 05th August, 2024, 14th November, 2024, 17th January,2025 and 10th February, 2025. The attendance at the above Meetings was as under:

Sr. No.	Name of Director	12/05/2024	05/08/2024	14.11.2024	17.01.2025	10.02.2025
01.	Mr. Jagruti N. Erda	✓	✓	✓	✓	✓
02.	Mrs. Darshna H. Thummar	✓	✓	✓	✓	✓
03.	Mr. Sachin P. Ravani	✓	N.A.	N.A.	N.A.	N.A.
04.	Mr. Anand Mohan Shrivastava	✓	✓	✓	✓	✓
05.	Ms. Smita Sachin Ravani	N.A.	N.A.		✓	✓

Nomination and Remuneration Committee

The Company has formed Nomination and Remuneration committee in line with the provisions of Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Nomination and Remuneration Committee Meetings are generally held responsible for identifying the persons who are qualified to become Directors, their remuneration and appointment of personnel at senior level management and their removal.

The terms of reference of the Nomination and Remuneration Committee of the Company inter-alia includes the following:

a) Reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;

a) to recommend to the Board the appointment and removal of Director or KMP or Senior Management Personnel;

b) to carry out evaluation of Director's performance;

c) assessing the independence of Independent Directors;

d) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;

f) making recommendations to the Board on the remuneration/fee payable to the Directors/ KMPs/ Senior Officials so appointed/reappointed and remuneration, in whatever form, payable to senior management;

g) Ensure that level and composition of remuneration of Directors, KMP's and Senior Management is reasonable and sufficient. The relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

h) to devise a policy on Board's diversity;

i) to develop a succession plan for the Board and Senior Management and to regularly review the plan;

j) Specify the manner of effective evaluation of performance of Board, its Committees and Individual Directors to be carried out either by Board, the Nomination and Remuneration Committee or by independent external agency and review its implementation and compliance;

k) Such other key issues/ matters as may be referred by the Board or as may be necessary in view of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provision of the Companies Act, 2013 and Rules thereunder.

The other details with respect to committee composition and meetings are as follow:

Sr. No.	Name of Director	Designation	Category
1	Ms. Smita Sachin Ravani	Chairman	Independent Director
2	Mrs. Darshna H. Thummar	Member	Non-Executive Director
3	Mr. Jagruti N. Erda	Member	Independent Director
4	Mr. Anand Mohan Shrivastava	Member	Independent Director

- The Company Secretary acts as Secretary of the Committee.
- The minutes of NRC Meetings are reviewed by the Board at its subsequent meetings.

(iii) Meetings and Attendance:

During the financial year ended the 31st March, 2025, Four meetings were held under provisions of Companies Act, 2013 on 12th May, 2024, 14th August, 2024, 08th September, 2024, 10th February, 2025. The attendance at the above Meetings was as under:

Sr. No.	Name of Director	12/05/2024	14/08/2024	08/09/2024	10/02/2025
01.	Mr. Sachin P. Ravani		N.A.	N.A.	N.A.
02.	Mrs. Darshna H. Thummar	✓	✓	✓	✓
03.	Mr. Jagruti N. Erda	✓	✓	✓	✓
04.	Mr. Anand Mohan Shrivastava	✓	✓	✓	✓
05.	Ms. Smita Sachin Ravani	N.A.	N.A.	N.A.	✓

Stakeholders' Relationship Committee

The Company has constituted Stakeholder's Relationship Committee in compliance with the requirements of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Broad Terms of Reference:

(1) Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants, annual reports, and statutory notices by the shareholders of the Company.

The other details with respect to committee composition and meetings are given as follows.

Sr. No.	Name of Director	Designation	Category
1	Ms.Smita Sachin Ravani	Chairman	Independent Director
2	Mrs. Darshna H. Thummar	Member	Non-Executive Director
3	Mrs. Jagruti N. Erda	Member	Independent Director
4	Mr. Anand Mohan Shrivastava	Member	Independent Director

- The Company Secretary acts as Secretary of the Committee.
- The minutes of the SHRC Meetings are reviewed by the Board at its subsequent meetings.

Name and Designation of compliance officer:

Ms. Chanchal Kumari - Company secretary is the compliance officer of the company up to 06.09.2024.

Mr. Milan Sakhiya - Company secretary is the compliance officer of the company w.e.f 10.09.2024.

Investor Complaints	No. of Complaints
Pending at the beginning of the year	0
Received during the year	0
Disposed of during the year	0
Remaining unresolved at the end of the year	0

(iv) Meetings and Attendance:

During the financial year ended the 31st March, 2025, one meetings was held under provisions of Companies Act, 2013 on 12th May, 2024. The attendance at the above Meetings was as under:

Sr. No.	Name of Director	12/05/2024
01.	Mr. Sachin P. Ravani	✓
02.	Mrs. Darshna H. Thummar	✓
03.	Mrs. Jagruti N. Erda	✓
04.	Mr. Anand Mohan Shrivastava	✓

a. Complaints Committee for Sexual Harassment Complaints Redressal

The Company upholds a zero-tolerance policy against sexual harassment at the workplace and is fully committed to providing a safe, respectful, and discrimination-free environment for all employees. To ensure this, we have established a Complaints Committee for Sexual Harassment Complaints Redressal, responsible for receiving and investigating all formal written complaints, ensuring fair and confidential handling of each case, and recommending appropriate corrective or disciplinary actions where necessary. The committee also works actively to raise awareness, prevent incidents, and foster a workplace culture where every individual is treated with dignity and respect. The Company reaffirms its commitment to promptly addressing all concerns and maintaining a positive work environment where all employees feel safe and valued.

The other details with respect to committee composition are as follows

Sr. No.	Name of Director	Designation	Category
1	Mrs. Darshna H. Thummar	Chairman	Non-Executive Director
2	Mr. Hiteshkumar G. Thummar	Member	Managing Director
3	Mr. Bhavesh T. Barasiya	Member	Whole-time Director

During the year under review, no incidents of sexual harassment were reported, and accordingly, no committee meetings were held.

b. Corporate Social Responsibility Committee:

Pursuant to Section 135 of the Companies (Amendment) Act, 2017, every Company having Net worth of Rs. 500 Crore or more OR Turnover of Rs. 1000 Crore or more OR Net Profit of Rs. 5 Crore or more during the immediately preceding financial year shall constitute Corporate Social Responsibility (CSR).

In accordance with the provisions of the Companies Act, 2013, to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Act, to recommend the amount of expenditure to be incurred on such activities, action plan and to monitor the Corporate Social Responsibility Policy of the Company from time to time. The policy is available on the website of the Company.
A detail of the Corporate Social Responsibility is given under separate section as **Annexure-VII** and form part of this annual report.

Broad Terms of Reference:

a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

b) Recommend and monitor the amount of expenditure to be incurred on the activities referred to in clause (a),

c) Monitor the Corporate Social Responsibility Policy of the Company from time to time; and

d) Any other functions as may deem fit by the CSR Committee/Board or as may be necessitated by any regulatory framework as amend from time to time.

Sr. No.	Name of Director	Designation	Category
1	Mr. Hiteshkumar G. Thummar	Chairman	Managing Director
2	Mr. Bhavesh T. Barasiya	Member	Whole-time Director
3	Ms. Jagruti Nitinkumar Erda	Member	Independent Director

- The minutes of the CSR Committee Meetings are reviewed by the Board at its subsequent meetings.
- The Company Secretary act as the Secretary of the Committee.

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(v) Meetings and Attendance:

During the financial year ended the 31st March, 2025, One [1] meetings were held under provisions of Companies Act, 2013 on 30th March 2025.

The attendance at the above Meetings was as under:

Sr. No.	Name of Director	30/03/2025
01.	Mr. Hiteshkumar G. Thummar	✓
02.	Mr. Bhavesh T. Barasiya	✓
03.	Ms. Jagruti Nitinkumar Erda	✓

F. Risk management Committee:

As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requirement for the composition of a Risk Management Committee applies to the top 1,000 listed entities, determined on the basis of market capitalization as at the end of the immediately preceding financial year. Since the company does not fall within this category, it is not required to constitute such a committee under SEBI regulations. Additionally, as per the Companies Act, 2013, the constitution of a Risk Management Committee is mandatory only for specified classes of companies, and the company does not fall under the prescribed class; therefore, no such committee has been constituted.

8. Independent Directors' Meeting:

- Independent Directors of the Company met separately on 17th Janauary, 2025 without the presence of Non-Independent Directors and members of Management. In accordance with the Listing Regulations, read with Section 149 (8) and Regulation 25 of Listing Regulations, Schedule-IV of the Act, following matters were, inter alia, reviewed and discussed in the meeting:

    - Performance of Non-Independent Directors and the Board of Directors as a whole;

    - Performance of the Chairman of the Company taking into consideration the views of Executive and Non- Executive Directors;

    - Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

- Further, the Independent Directors have successfully included their names in the databank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

9. Performance Evaluation Criteria of Independent Directors:

Pursuant to Regulation 17 of the Listing Regulations, evaluation of Independent Directors was carried out by the entire Board. Only the Independent Director being evaluated did not participate in the said evaluation discussion. All Independent Directors fulfills the independence criteria and are independent of management.

The Evaluation criteria for Independent Directors forms part of the Nomination and Remuneration Policy of the Company.

10. Familiarization Programme:

Pursuant to the Code of Conduct for Independent Directors specified under the Act and the SEBI Listing Regulations, the Company has in place a familiarization programme for all its Independent Directors. Such familiarization programmes help the Independent Directors to understand the Company's strategy, business model, operations, markets, organization structure, risk management etc. and such other areas as may arise from time to time. The Familiarization Programmes imparted to Independent Directors of the Company has been disclosed on its website at www.tirupatiforge.com.

11. Particulars of Senior Management Personnel and changes since the close of previous F.Y.:

Sl. No.	Name of Senior Management Personnel ("SMP")	Designation	Changes if any, during the F.Y 2023-24 (Yes / No)
1.	Mayur Joshi	Senior Export Executive	No
2.	Bharat Kushvaha	Lab In charge	No
3.	Dhaval Sondagar	HR Head	No
4.	Piyush Moteria	Quality Control In charge	No
5.	Atul Natu	Chief Financial Officer	No
6.	Milan Sakhiya	Company Secretary	Yes – Appointed w.e.f 10.09.2024

12. Remuneration of Directors:

(i) Details of Remuneration paid to the Directors for the financial year ended 31st March, 2025.

Name of Directors	Salary	Benefits	Commission	Bonuses	Stock Option	Sitting Fees	Total
Hiteshkumar G. Thummar	18,00,000	-	-	-	-	-	18,00,000
Bhaveshbhai T. Barasiya	7,20,000	-	-	-	-	-	7,20,000
Darshna H. Thummar	-	-	-	-	-	-	-
Jagruti N. Erda	-	-	-	-	-	-	-
Sachin P. Ravani	-	-	-	-	-	-	-
Anand M. Shrivastava	-	-	-	-	-	-	-

- The Company has not paid any sitting fees for attending the meeting of the Board/Committees to the Non-Executive Directors including Independent Directors of the Company.

- The appointment of Executive Directors, Key Managerial Personnel and other employees is by virtue of their employment with the Company therefore, their terms of employment vis-a-vis salary, variable pay, service contract, notice period and severance fee, if any, are governed by the applicable policies at the relevant point in time.

ii) Criteria of making payments to Non-Executive/ Independent Director(s):

The criteria of making payments to Non-Executive Director/Independent Director(s) is appearing on the website of the Company and the web link of the same is as under:

https://www.tirupatiforge.com/file/Nomination%20and%20Remuneration%20Committee_tirupati.pdf

iii) Pecuniary Transactions:

There are no pecuniary relationships or transactions of Non-Executive Directors vis-a-vis the Company that have a potential conflict with the interests of the Company.

13. General Body Meetings:

The last three Annual General Meetings were held as per detail below:

Date of AGM	Relevant Financial Year	Venue/Locations where held	Time of Meeting	Whether any special resolution was passed
30th September, 2022	2021-22	Registered Office	12 : 30 P.M.	Yes*
15th September, 2023	2022-23	Registered Office	12 : 00 P.M.	Yes**
27th September, 2024	2023-24	Registered Office	12 : 30 P.M.	Yes***

*** Following resolutions was passed as special resolution in the AGM held on 30th September, 2022:**

- APPOINT SMT. JAGRUTI NITINKUMAR ERDA [DIN: 09680025] AS AN INDEPENDENT DIRECTOR OF THE COMPANY.
- RE-APPOINT SHRI. HITESHKUMAR G. THUMMAR [DIN: 02112952] AS CHAIRMAN & MANAGING DIRECTOR AND APPROVAL OF REMUNERATION UNDER SECTION 196 AND 197 READ WITH SCHEDULE V OF THE COMPANIES ACT, 2013

**** Following resolutions was passed as special resolution in the last AGM held on 15th September, 2023:**

- To Approve Remuneration of Shri. Bhavesh T. Barasiya [Din: 05332180] Whole Time Director Under Section 196 And 197 Read With Schedule V of The Companies Act, 2013:

*** **Following resolutions was passed as special resolution in the last AGM held on 27th September, 2024:**

- To appoint Smt. Smita Sachin Ravani [DIN: 10695275] As an Independent Director of the Company.
- To Re-Appoint Shri. Bhaveshbhai Tulsibhai Barasiya [Din: 05332180] As Whole-Time Director And Approval Of Remuneration Un der Section 196 And 197 Read With Schedule V Of The Companies Act, 2013.

14. Postal Ballot:

No special resolution was passed through postal ballot during the financial year 2024-25. Further, no Resolution has been proposed to be conducted through postal ballot.

15. Means of Communication:

1. Quarterly Results:

The Company publishes limited reviewed un-audited standalone financial results on a quarterly basis. In respect of the fourth quarter, the Company publishes the audited standalone financial results for the complete financial year.

2. Newspapers wherein results normally published:

Normally, the quarterly and Annual Financial Results are published in Financial Express [Gujarati version] and The Indian Express [English version].

These results are displayed on the website of the Company. All other vital information is also placed on the website of the Company.

3. Website, where displayed:

All price sensitive information and matters that are material to shareholders are disclosed to the respective Stock Exchanges where the securities of the Company are listed. The Quarterly Results, Shareholding Pattern and all other corporate communication to the Stock Exchanges are filed through NSE Electronic Application Processing System (NEAPS) and NSE Digital Portal. The stock exchange filings are also made available on the website of the Company at **www.tirupatiforge.com**.

4. Official news releases:

The Company publishes information of official news release, if any on the website of the Company.

5. Presentations made to institutional investors or to the analysts:

During the year under review, The Company has not met with institutional investor or to the analyst.

16. General Shareholders' Information:

Annual General Meeting (AGM) Date, Time & Venue	**Friday, 27th September, 2024** at Registered Office situated at Plot No. 1-5; Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala 360311, Dist: Rajkot (Gujarat) India.
Financial Year	1st April, 2024 to 31st March, 2025
Date of Book Closure	Saturday, 21st September, 2024 to Friday, 27th September, 2024
Dividend payment date:	The Board has not Recommended any dividend for the year.

Listing of Shares on Stock Exchanges	**National Stock Exchange of India Limited** NSE – Corporate Office Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Phones: (022) 26598100 – 8114 Fax No: (022) 26598120
Payment of Listing Fees	Annual Listing fees as applicable have been duly paid.
Stock Code / ISIN	Code: TIRUPATIFL ISIN: INE319Y01024
Whether S&P BSE 500 Index	No
in case the securities are suspended from trading, the directors report shall explain the reason thereof	N.A.
Share Transfer System:	SEBI had mandated that, effective from 1st April 2019, securities of listed companies can only be transferred in dematerialized form except where the claim is lodged for transmission or transposition of shares or where the transfer deed(s) was/were lodged prior to 1st April 2019 and returned due to deficiency in the documents. Further pursuant to SEBI Circular dated January 25, 2022 on "Issuance of Securities in dematerialized form in case of Investor Service Requests" the Company/RTA had already started issuing 'Letter(s) of Confirmation' in lieu of physical share certificate(s) to the concerned shareholder(s)/ claimant(s) During the year, the Company had obtained, on yearly basis, a certificate, from a Company Secretary in practice, as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and filed copy of the same with the Stock Exchanges. All the shares of the Company are in D-mat made as on 31.03.2025
Outstanding GDRs/ADRs/warrants or any Convertible instruments, conversion date and likely impact on equity.	There are no such instruments issued up to 31st March, 2025.
Credit Rating	Not Applicable

Plant Locations	Address for correspondence
Plot No. 1-5; Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala 360311, Dist: Rajkot (Gujarat) India.	Plot No. 1-5; Survey No. 92/1, Near Shan Cement, Hadamtala Industrial Area, Taluka: Kotda Sangani, Hadamtala 360311, Dist: Rajkot (Gujarat) India.

(i) Market Price Data: Monthly High-Low values (in B) at NSE

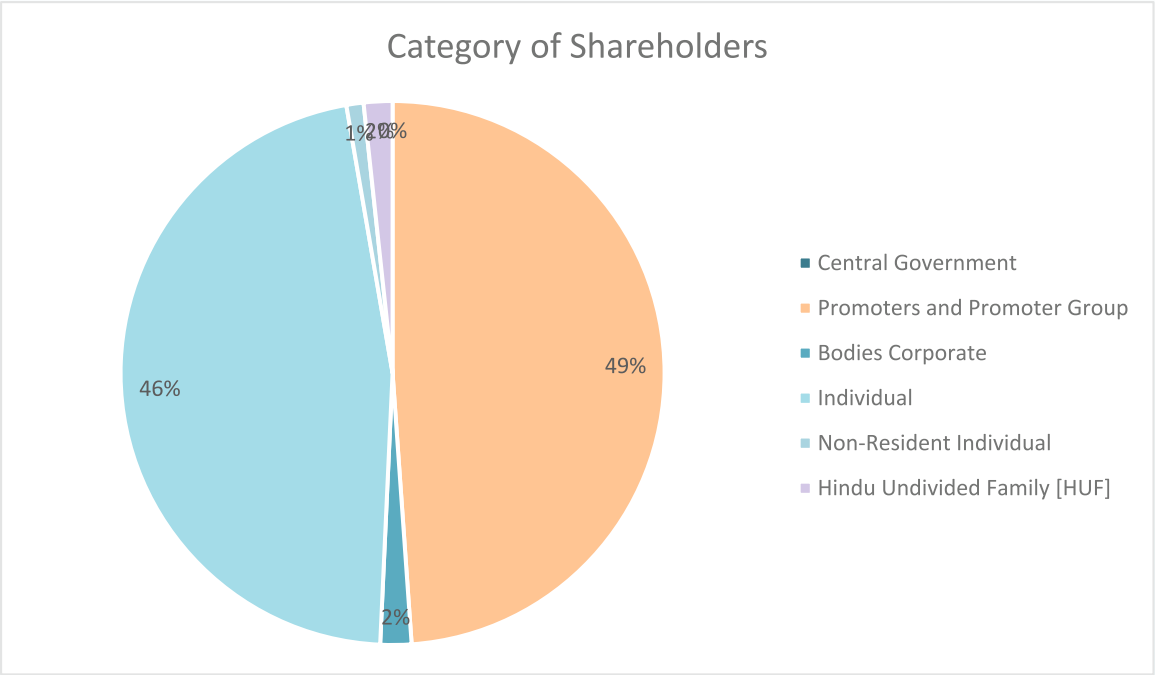
Omitted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 w.e.f. 13.12.2024.

Distribution of shareholding as on 31st March, 2025:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of shares held	% of Shareholding
1-500	59446	84.9144	5915799	5.0015
501-1000	5190	7.4135	4265264	3.6061
1001-2000	2598	3.7111	3936540	3.3282
2001-3000	922	1.3170	2360610	1.9958
3001-4000	379	0.5414	1357130	1.1474
40001-5000	423	0.6042	2023524	1.7108
5001-10000	573	0.8185	4424283	3.7405
10001& Above	476	0.6799	93996850	79.4698
Total	**70007**	**100.00**	**118280000**	**100.0000**

m) Category of Shareholders as on 31st March, 2025:

Category	No. of shares held	% of Shareholding
Central Government	1,000/-	0.0008%
Promoters and Promoter Group	5,78,15,757/-	48.8804%
Bodies Corporate	21,84,191/-	1.8466%
Individual	5,50,58,763/-	46.5495%
Others:		
Non-Resident Individual	12,03,256/-	1.0174%
Hindu Undivided Family [HUF]	20,17,033/-	1.7053%
Total	**11,82,80,000/-**	**100.00%**



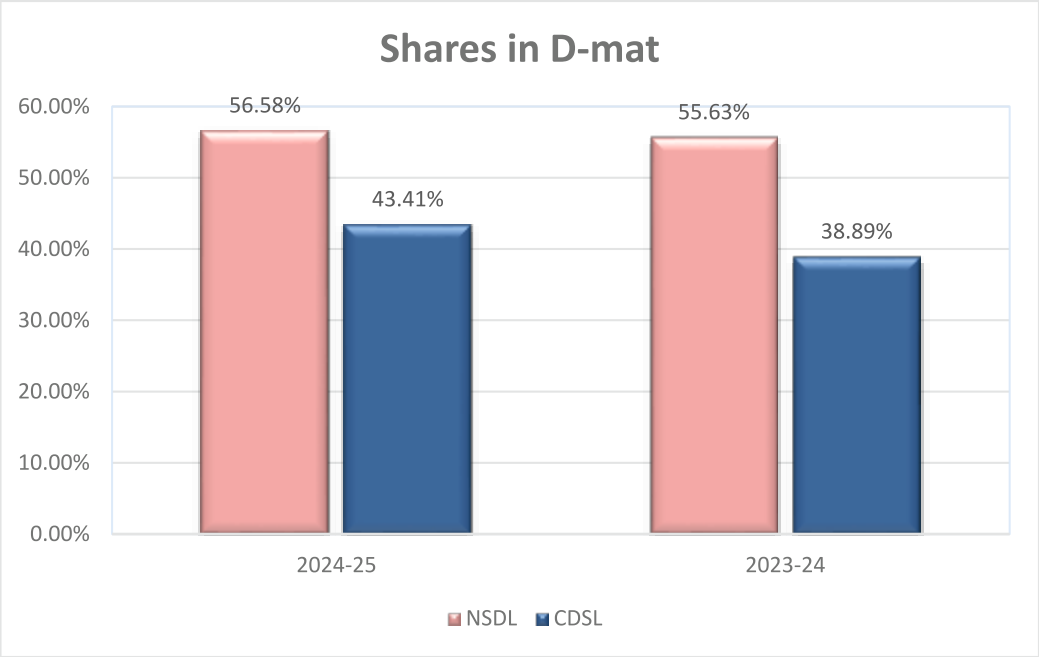
Performance In Comparison to broad-based indices NSE NIFTY:

Omitted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 w.e.f. 13.12.2024.

Dematerialization of shares and liquidity:

All the shares of the Company are in d-mat segment and are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The status of shares held in d-mat format is given below.

	As on 31st March, 2025		As on 31st March, 2024	
D-mat	**Number of shares**	**Percentage**	**Number of shares**	**Percentage**
NSDL	5,86,61,891	56.58 %	5,76,78,235	55.63 %
CDSL	4,50,18,109	43.41 %	4,03,21,765	38.89 %
TOTAL	**10,36,80,000**	**100.00 %**	**9,80,00,000**	**100.00 %**



NOTE:

The Company's issued, subscribed, and fully paid-up ordinary share capital as on March 31, 2025, stands at ₹23,65,60,000 (Rupees Twenty-Three Crore Sixty-Five Lakh Sixty Thousand Only), divided into 11,82,80,000 (Eleven Crore Eighty-Two Lakh Eighty Thousand) equity shares of ₹2/- each.

During the year, the Company allotted 1,46,00,000 equity shares of ₹2/- each on January 16, 2025, thereby increasing the issued, subscribed, and fully paid-up share capital from ₹20,73,60,000 (Rupees Twenty Crore Seventy-Three Lakh Sixty Thousand Only) to ₹23,65,60,000 (Rupees Twenty-Three Crore Sixty-Five Lakh Sixty Thousand Only).

The corporate action for the allotment of shares is under process, and accordingly, the updated share capital position may not be reflected in certain records as on March 31, 2025.

***REGISTRAR TO AN ISSUE AND TRANSFER AGENTS:**

MUFG Intime India Private Limited
C-101, 247, Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400083. Tel No.: 022 - 49186270, Fax No.: 022 - 4918 6060 Email: rnt.helpdesk@linkintime.co.in

Other Disclosures:

1. Related Party Transactions:

There are no materially significant transactions with the related parties' viz. Promoters, Directors or the Management, their Subsidiaries or relatives conflicting with Company's interest. The transactions with related parties are in the ordinary course of business and on

arm's length basis. Suitable disclosure as required by the applicable Accounting Standards has been made in the Annual Report.

2. Statutory compliance, Penalties and Strictures:

During the year, the Company was non-compliant with Regulation 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates that a listed entity shall have a minimum of six directors on its Board. The non-compliance occurred due to a shortfall in the number of directors during a part of the financial year. As a result, the Stock Exchange imposed a monetary penalty on the Company, which was duly paid. The Company subsequently appointed the required number of directors to restore compliance with the said regulation and has taken necessary steps to ensure such non-compliance does not recur in the future.

Other then Above No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority con any matter related to capital markets during last three years.

3. Compliance with Mandatory requirements and adoption of Non-Mandatory requirements:

The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Establishment of Vigil mechanism, Whistle Blower Policy and affirmation:

The Whistle Blower Policy is available on the website of the Company at https://www.tirupatiforge.com/file/Vigil%20Mechanism_Whistle%20Blower_Tirupati.pdf. No person has been denied access to the Audit Committee for any grievance.

5. Web-link for policy on Material Subsidiaries:

The Company has a policy for determining Material Subsidiaries and the same is available on the Company's website and a web link thereto is as under: https://www.tirupatiforge.com/file/material-subsidiaries.pdf.

At present, the Company does not have any Subsidiary.

6. Web-link for policy on Related Party Transaction:

The policy on dealing with related party transactions is available on the website of the Company at https://www.tirupatiforge.com/file/Related%20Party%20Transaction_Tirupati.pdf.

7. Commodity Price risks and hedging activities:

Commodity price risk is a financial risk on an entity's financial performance upon fluctuations in the prices of commodities that are beyond the control of the entity, since they are primarily driven by external market forces. Any Sharp fluctuations in prices will create significant business challenges, impacting the profitability of the company. To

meet the price fluctuations in the price of these commodities, company secures materials to meet around six months of its operational requirement.

8. Details of Utilisation of fund raised through preferential allotment:

Utilisation of Fund raised during the Financial Year 2024-25.

- The Company raised funds by issuing 11,88,000 convertible warrants on a preferential basis to non-promoters on April 08, 2019, as per the terms and conditions approved by the shareholders on March 15, 2019. All warrants have been duly converted into equity shares in line with the approved terms. As of March 31, 2025, the funds raised through this preferential allotment have been utilized accordingly, in line with the proposed objectives approved by the members. Utilization of the same as at 31.03.2025 is as mentioned below.

Purpose of the preferential issue	To be Utilized as per the objectives	Actual Utilisation as per the objectives	Unutilized amount as on 31st March, 2025
Long Term and Short Term Working Capital Requirement and to support future business expansions Plans	5,34,60,000/-	4,14,60,000/-	1,20,00,000/-

- The company successfully completed the allotment of 5,680,000 equity shares on a preferential basis to promoters and non-promoters on February 6, 2023, in accordance with the terms and conditions approved by the members on December 27, 2022. The funds raised through this preferential issue, amounting to ₹7,10,00,000, have been fully utilized as of March 31, 2025. The utilization of funds as of March 31, 2025, is as follows:

Purpose of the preferential issue	To be Utilized as per the objectives	Actual Utilisation as per the objectives	Unutilized amount as on 31st March, 2025
For margin money of proposed credit facility from bank in matter of installation of New windmill/solar Project	4,00,00,000/-	4,00,00,000/-	0.00
Capital Expenditure for expansion of new shed and building etc.	3,10,00,000/-	3,00,00,000/-	0.00

- The company approved the issue, offer, and allotment of 14,600,000 equity shares by way of preferential allotment at a total issue price of Rs. 32.00 per share. The proceeds are intended to

fund the expansion of existing capacity, acquisition of capital assets, purchase of land, plant, machinery, and other fixed assets, support future growth opportunities, meet enhanced working capital requirements, and serve general corporate purposes to strengthen the company's capital base. The shares were allotted as per the terms and conditions decided at the Extraordinary General Meeting, and the utilization of funds as of March 31, 2025, is as follows:

Purpose of the preferential issue	To be Utilized as per the objectives	Actual Utilisation as per the objectives	Unutilized amount as on 31st March, 2025
To fund the Expansion of existing capacity, assets acquisition, acquisition/purchase of plant and machinery and other fixed assets for purchase of new plant and machinery and other fixed assets for the purpose increasing its existing production capacity of its business for manufacturing, to meet the enhanced working capital requirements and general corporate purpose.	46,72,00,000/-	15,96,00,000/-	30,76,00,000/-

- The Company approved the issuance of 1,17,60,000 convertible warrants on a preferential basis each convertible into one fully paid-up equity share of the Company at a total issue price of Rs. 32.00 per warrant payable in cash. As per the provisions of the Companies Act, the Company received 25% of the total amount, i.e., Rs. 9,40,80,000, at the time of allotment of the convertible warrants.

  The purpose of this issue is to fund the expansion of existing capacity, acquisition of capital assets, purchase of land, plant, machinery, and other fixed assets, support future growth opportunities, meet enhanced working capital requirements, and serve general corporate purposes to further strengthen the company's capital base. The warrants were allotted as per the terms and conditions decided at the Extraordinary General Meeting. The utilization of funds as of March 31, 2025, is as follows:

Purpose of the preferential issue	To be Utilized as per the objectives	Actual Utilisation as per the objectives	Unutilized amount as on 31st March, 2025
To fund the Expansion of existing capacity, assets acquisition, acquisition/purchase of plant and machinery and other fixed assets for purchase of new plant and machinery and other fixed assets	9,40,80,000/-	8,00,00,000/-	14,08,00,000/-

for the purpose increasing its existing production capacity of its business for manufacturing, to meet the enhanced working capital requirements and general corporate purpose.			

9. A certificate from a company secretary in practice for Non-disqualification of board:

A certificate from a company secretary in practice is attached hereinafter and part of this report.

10. Details where the board had not accepted any recommendation of any committee of the board which is mandatorily required:

During the financial year 2024-25, the Board of Directors has accepted all the recommendations of its committees.

11. Total Fees paid for all services by statutory auditor:

The details of total fees for all services paid by the Company to the Statutory Auditors is given as per below:

Particulars	Full Figure
Statutory Audit	1,00,000/-
Tax Audit	--

12. disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Sr. No.	Particulars	Figures
01.	number of complaints filed during the financial year	0
02.	number of complaints disposed of during the financial y	0
03.	number of complaints pending as on end of the financial year	0

13. The corporate governance report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted:

During the year under review, The Company has not adopted any discretionary requirements as specified in Part E of Schedule II.

14. **The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report.**

The Company has complied with the Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has complied with the requirements of the Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. **Transfer of Shares to Investor Education and Protection Fund (IEPF):**

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 ('the Act'), read with relevant Rules, the Company is required to transfer the shares for which dividend has not been paid or claimed for 7 consecutive years or more to Investor Education and Protection Fund (IEPF).

As of 31st March, 2024, the Company has not required to transfer of share to Investor Education and Protection Fund (IEPF).

16. **Disclosures with respect to demat suspense account/ unclaimed suspense account:**

During the year review, No shares of the company lying in the D-mat suspense account or unclaimed suspense account.

17. **Disclosure By Listed Entity And Its Subsidiaries of 'Loans And Advances in the Nature of Loans to Firms/Companies in Which Directors Are Interested By Name And Amount:**

During the Financial Year 2024-25, the Company has not given any Loans and advances in the nature of loans to firms/companies in which directors are interested.

18. **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:** Not Applicable

19. **Disclosure of certain types of agreements binding listed entities as per clause 5A of paragraph A of Part A of Schedule III of SEBI (LODR) Regulation, 2015:** Not Applicable

20. The Senior Management Personnel of the Company have confirmed to the Board of Directors that they do not have any personal interest relating to material, financial and commercial transactions entered into with the Company that may have a potential conflict with the interests of the Company at large.

21. The Chairman & Managing Director and Chief Financial Officer have certified to the Board, inter-alia the accuracy of financial statements and adequacy of Internal Controls

for the financial reporting purpose as required under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended 31st March, 2025. The Annual Certificate given by the Chairman & Managing Director and the Chief Financial Officer is published in this report.

22. Smt. Bhaveshbhai Tulsibhai Barasiya– Non-Executive Director [DIN: 05332180]of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.

The Board hereby recommends all the above appointment for approval of shareholders in the ensuing Annual General Meeting.

For and on behalf of the Board of Directors,
Tirupati Forge Limited

SD/-
Hiteshkumar G. Thummar
Chairman, Managing Director
DIN: 02112952
Date: July 04th, 2025
Place: Hadamtala (Rajkot)

CS PIYUSH JETHVA
(Practising Company Secretary)
806- The Imperia, Opp: Shashtri Maidan, Above Federal Bank, Limda Chowk, Rajkot 360001 (Gujarat) India

Certificate of non-disqualification of directors (pursuant to regulation 34(3) and schedule v para c clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members of
Tirupati Forge Limited
Plot No. 1-5; Survey No. 92/1, Near Shan Cement,
Hadamtala Industrial Area, Tal: Kotda Sangani,
Hadamtala – 360311 Dist: Rajkot, Gujarat (India).

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Tirupati Forge Limited having CIN: L27320GJ2012PLC071594 and having registered office at Plot No. 1-5; Survey No. 92/1,Near Shan Cement, Hadamtala Industrial Area, Tal: Kotda Sangani, Hadamtala – 360311 Dist: Rajkot, Gujarat (India) (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2025** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment
1	Mr. Hiteshkumar G. Thummar	02112952	25/03/2017
2	Mr. Bhavesh T. Barasiya	05332180	17/08/2012
3	Mrs. Darshna H. Thummar	07869257	31/07/2017
4	Mrs. Jagruti N. Erda	09680025	26/07/2022
5	Mrs. Smita Sachin Ravani	10695275	27/09/2024
6	Mr. Anand T. Shrivastava	08684010	14/02/2020

Ensuring the eligibility of every Director for the appointment/ continuity on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 30/06/2025
Place: Rajkot

PIYUSH JETHVA
PRACTISING COMPANY SECRETARY
C.P. NO. 5452 FCS 6377
UDIN: F006377G000717582

CS PIYUSH JETHVA

(Practising Company Secretary)

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

Corporate Governance Compliance Certificate as per Provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, (as amended)

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

We have examined all the relevant records of Tirupati Forge Limited having CIN: L27320GJ2012PLC071594 ("Company") for the purpose of certifying compliance of the conditions as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and para–C and D of Schedule V of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2023. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in Schedule II of the said Regulations, except following remarks/observation.

- The company did not meet with the criteria stipulated regarding Composition of Board of Director during some period of the year under purview, for which the company has paid the fine and settled the matter.
- There were minor mistakes in reporting of Corporate Governance regarding date of Board Meeting.

Date: 30/06/2025
Place: Rajkot

PIYUSH JETHVA
PRACTISING COMPANY SECRETARY
C.P. NO. 5452 FCS 6377
UDIN: F006377G000717604
Peer Review Certificate No. 1331/2021

DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 26(3) READ WITH SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT

Pursuant to Regulation 26(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the Financial Year ended March 31, 2024.

For, Tirupati Forge Limited

SD/-
Hiteshkumar G. Thummar
Managing director
DIN: 02112952

Date: July 04th, 2024
Place: Hadamtala (Rajkot)

CEO/CFO CERTIFICATION

To,
The Board of Directors,
TIRUPATI FORGE LIMITED

Sub: Under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit Committee, wherever applicable,

1. significant changes in internal control over financial reporting during the year;

2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For, TIRUPATI FORGE LIMITED

SD/-
Atul L. Natu
Chief Financial Officer
Hadamtala (Rajkot)
July 04th, 2025

For, TIRUPATI FORGE LIMITED

SD/-
Hiteshkumar G. Thummar
Managing Director
Hadamtala (Rajkot)
July 04th, 2025

DISCLOSURES PERTAINING TO REMUNERATION

Annexure-III

DISCLOSURES PERTAINING TO REMUNERATION

(Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended)

1. Ratio of the remuneration of each Executive Director to the Median remuneration of the Employees of the Company and Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year 2024-25:

Sr. No.	Name of Person	Designation	Ratio to median remuneration of the employees	% increase in remuneration
01	Mr. Hiteshkumar Thummar	Managing Director	12.35:1	--
02	Mr. Bhavesh Barasiya	Whole Time Director	4.94:1	--
03	Ms. Chanchal Kumari	Company Secretary and Compliance Officer	0.61:1	--
04	Mr. Milan Sakhiya	Company Secretary and Compliance Officer	1.37:1	--
05	Mr. Atul Natu	Chief Financial Officer	6.85:1	--

Notes:

- Calculation of Median employee was based on actual salary paid to all employees. The Employees who left company in between financial year and the employees joined company in between financial year is actually considered.

- Ratio of Ms. Chanchal Kumari – Company Secretary and Compliance Officer (Who has resigned w.e.f closure of business hour of 06.09.2024 is taken on basis of actual payment made to him.

- Ratio of Mr. Milan Sakhiya – Company Secretary and Compliance Officer (Who has appointed w.e.f 10.09.2024 is taken on basis of actual payment made to him.

- The Independent Directors of the Company are entitled to sitting fees and commission as per the statutory provisions however no sitting fees is paid to them for the financial year 2024-25.

- Non-Executive Directors do not receive any sitting fees or commissions.

2. The percentage increase in the median remuneration of employees in the financial year:

   8.61%

3. The number of permanent employees on the rolls of the Company as on 31st March 2025:
   115 (One Hundred Fifteen Only)

4. Average Percentile increase already made in the salaries of the employees other than the managerial personnel in last financial year and comparison with percentile increase in the managerial remuneration and justification thereof:

   There is 7.37% Increase in the salaries of the employees other than Managerial Personnel. Moreover, there were no increases in the remuneration of MD, WTD, only increase in CFO of the Company. Average increase in remuneration of KMP is 27.98% which is as quite justifiable to the average decrease/increase in the other employees of the Company.
   Further, the salary of the Company Secretary was paid for approximately 9.5 months during the financial year 2023–24, whereas in the current financial year, it has been paid for the full year.

5. Affirmation that the remuneration is as per Remuneration Policy of the Company:

   The remuneration is as per the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Other Employees of the Company, formulated pursuant to the provisions of Section 178 of the Companies Act, 2013.

By and on behalf
TIRUPATI FORGE LIMITED

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

Date: July 04th, 2025
Place: Hadamtala (Rajkot)

FORM NO. AOC-2

Annexure IV

Form No. AOC-2 of Tirupati Forge Limited for the year ended on March 31, 2025

[Pursuant to Clause (h) of sub-section (3) of section 134 of the Companies Act- 2013, and Rule 8 (2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transactions under fourth proviso thereto:

1) DETAILS OF CONTRACTS / ARRANGEMENTS / TRANSACTIONS NOT AT ARM'S LENGTH BASIS.

(a)	**Name(s) of the related party and nature of relationship**	**DURING THE REPORTING PERIOD F.Y.2024-25, ALL TRANSACTIONS WERE AT ARM'S LENGTH BASIS.**
(b)	Nature of contracts/ arrangements/ transactions	
(c)	Duration of the contracts/ arrangements/ transactions:	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2) DETAILS OF CONTRACTS / ARRANGEMENTS / TRANSACTIONS AT ARM'S LENGTH BASIS.

Sr. No.	Name of Related Party	Nature of Relationship	Duration of Contract	Nature of Transaction	Amount	Approval by Board
1	Mr. Hitesh Thummar	Managing Director	20 Years	Lease Rent	2,16,000 p.a.	February 25, 2022
2	Mrs. Chetnaben Thummar	Member of promoter group	20 Years	Lease Rent	**4,25,000 p.m.	August 03, 2024
3	Mrs. Bhargavi Thummar	Promoter	10 Years	Lease Rent	2,57,900 p.m.	June 17, 2024

Note: During the Reporting Period, There Was No Material* Contract or Arrangement.

(*As defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and adopted by the Board of Directors in the Related Party Transactions Policy of the Company, "Material Related Party Transaction" means a transaction with a related party if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 1000 Crore or 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower.)

(** The transaction with Mrs. Chetnaben Thummar for amount of Rs. 4,25,000/- contains 2 different lease of Land- More particularly described in Note no. 2 of RPT.)

By and on behalf
TIRUPATI FORGE LIMITED

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

Date: July 04th, 2025
Place: Hadamtala (Rajkot)

To
The Members,
TIRUPATI FORGE LIMITED

Subject: Justification for Related Party Transactions held during the Financial Year 2024-25

1. **For Taking Property on Lease:**

The Company has entered in the contract with Mr. Hiteshkumar G. Thummar to take his land on lease in the financial year 2018-19 for 20 years. The transaction was approved by the Board of Director on 9thJuly 2018 as well as by Share Holder in its Annual General Meeting held for year ended on 31st March 2018. This transaction is also on arm's length basis.

Further, board at its meeting held on 25th February, 2022 approved revision in lease rent from 60,000 p.a. to 2,16,000 p.a. from F.Y. 2022-23 with all existing terms & conditions of lease agreement.

The disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013, including certain arm's length transaction under third proviso thereto are mentioned in AOC-2.

Further, there is no adverse effect on interest of any members, financial institution, creditors or society on account of this transaction.

2. **For Taking Property on Lease:**

The Company has decided to install 4.80 MW solar power project in the company and for that purpose the company is required large amount of land to accomplish of the project. Therefore, the board has decided to take on lease land from Mrs. Chetnaben Thummar at prevailing market rates and the transaction falls into related party transaction as she is member of the promoter group.

The Company has entered in the contract with Mrs. Chetnaben Thummar to take her land on lease in the financial year 2024-25 for 20 years. The transaction was approved by the Board of Director on 3rd August 2024 and recommended to Shareholders in ensuing Annual General Meeting to be held on **27th September, 2024**. This transaction is also on arm's length basis.

The details of lease transaction with Related Party are as per the following:

Name of Related Party	**Mrs. Chetnaben Thummar**	
DETAILS OF LAND	Revenue Survey No. 53/2 and 53/3 at Pindakhai Moti, Tal: Visavadar, Dis: Junagadh, Gujarat -362020 having area of 13 Acre	Revenue Survey No. 53/1, at Pindakhai Moti, Tal: Visavadar, Dis: Junagadh, Gujarat -362020 having area of 4 Acre and 24 Guntha
Nature of Transaction	Lease Rent	Lease Rent
Duration of Contract	20 Years (from 01st august 2024 to 31st July, 2044)	20 Years (from 01st august 2024 to 31st July, 2044)
Rent Amount	3,25,000/- p.m.	1,00,000/- p.m.
Terms & Conditions	As per the agreement entered between the parties	As per the agreement entered between the parties

The disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013, including certain arm's length transaction under third proviso thereto are mentioned in AOC-2.

Further, there is no adverse effect on interest of any members, financial institution, creditors or society on account of this transaction.

3. **For Taking Property on Lease:**

The Company has decided to set up heat treatment and other machine shop plant of the Company and for that purpose the company is required large amount of land to accomplish of the project. Therefore, the board has decided to take on lease land from Mrs. Bhargavi Thummar at prevailing market rates and the transaction falls into related party transaction as she is promoter of the company.

The Company has entered in the contract with Mrs. Bhargavi Thummar to take her land on lease in the financial year 2024-25 for 10 years. The transaction was approved by the Board of Director on 17th June 2024 and recommended to Shareholders in ensuing Annual General Meeting to be held on **27th September, 2024**. This transaction is also on arm's length basis.

The details of lease transaction with Related Party are as per the following:

Name of Related Party	Mrs. Bhargavi Thummar
DETAILS OF LAND	Revenue Survey No. 92/1 Plot No. 1 Vill: Hadamtala Tal: Kotda Sangani, Dis: Rajkot having total area of 4265-39 sq. mtr
Nature of Transaction	Lease Rent
Duration of Contract	10 Years (from 15th June 2024 to 14th June, 2034)
Rent Amount	2,57,900/- p.m.
Terms & Conditions	As per the agreement entered between the parties

The disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013, including certain arm's length transaction under third proviso thereto are mentioned in AOC-2.

Further, there is no adverse effect on interest of any members, financial institution, creditors or society on account of this transaction.

By and on behalf
TIRUPATI FORGE LIMITED

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

Date: July 04th, 2025
Place: Hadamtala (Rajkot)

SECRETARIAL AUDIT REPORT

CS PIYUSH JETHVA
(Practising Company Secretary)
806- The Imperia, Opp: Shashtri Maidan, Above Federal Bank, Limda Chowk, Rajkot 360001 (Gujarat) India

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

Form No. MR-3
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TIRUPATI FORGE LIMITED (CIN: L27320GJ2012PLC071594)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, during the audit period covering the financial year ended on **31st March, 2025** ('Audit Period'), the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2025** according to the provisions of:

I. The Companies Act, 2013 (the Act) and the Rules made there-under;
II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
III. The Depositories Act, 1996 and the Regulations & Bye-laws framed there under;

IV. Foreign Exchange Management Act, 1999 (FEMA) & the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

CS PIYUSH JETHVA
(Practising Company Secretary)
806- The Imperia, Opp: Shashtri Maidan, Above Federal Bank, Limda Chowk, Rajkot 360001 (Gujarat) India

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
d. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021. **Not Applicable to the Company during the Audit period**;
e. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
f. The Securities and Exchange Board of India (Issue and Listing of Securitized Debt Instrument and security Receipt) Regulations, 2008 - **Not Applicable to the Company during the Audit period;**
g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: **Not Applicable to the Company during the Audit period**;
i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable to the Company during Audit period.**

VI As confirmed and identified by the company, the following laws as specifically applicable to the Company.

a. The Trade Mark Act, 1999
b. Labour Laws and other incidental laws related to Labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, provident fund, ESIC, compensation etc.

Based on the representation made by the Company and its officers, during the period under review the Company has proper system and process in place for compliance under provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws and various law related to labour and employee of the company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

CS PIYUSH JETHVA
(Practising Company Secretary)
806- The Imperia, Opp: Shashtri Maidan, Above Federal Bank, Limda Chowk, Rajkot 360001 (Gujarat) India

I have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards issued by the Institute of Company Secretaries of India.
ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except details mentioned below;

Observation under Regulation and Guidelines Governed by Sebi Act

1) *Top 2000 Company Should Have Six Directors. On 31st July 2024 One Independent Director was retired and another independent director was appointed on 27.09.24, therefore during the period there were only Five Directors in Board of Directors.*
2) *The Board meeting held on 21.08.24 and 31.08.24, were not disclosed in the corporate governance report.*
3) *The Outcome of Board Meeting dated 18.10.24 and 14.11.24 was filed late in time by 11 Minutes and 7 Minutes respectively.*
4) *Intimation of cessation of Mr. Sachin Ravani as a director dated 31.07.24 was provided on 21.08.24.*
5) *The Term of Mr. Anand Srivastava – an Independent Director was ended on 13.02.2025, he was re-appointed, however late intimation was provided for the same.*

Observation Under the Companies Act, 2013.

1) *The form MGT-14 for resolution passed on 27th September 2024 was not filed till 31st March 2025.*
2) *Form IEPF-2 was not filed by the Company.*
3) *The Remuneration of cost audit was not ratified by the Share Holder.*

I further report that:

- Except narrated above, The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There are changes in the Board of Directors during the year as below table.

SR NO.	NAME OF DIRECTOR	CHANGES	DESIGNATION	DATE
1	Sachin Praful Ravani (DIN:07874835)	Cessation	Independent Director	31/07/2024
2	Mr. Bhavesh Barasiya	Re-appointment	Whole Time Director	27/09/2024 (for period 14/02/25 to 13/02/30)
3	Smita Sachin Ravani DIN:10695275)	Appointment	Independent Director	27/09/2024 (For period of Five Years)
4	Mr. Anand Shrivastava	Re-appointment	Independent Director	13/02/2025

- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or lesser days as agreed by all directors pursuant to clause no. 1.3.7 of Secretarial Standard 1 ("SS 1"), circulated separately or placed at the Meetings of the Board and the Committees, after due compliance with the SS 1 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting
- Minutes of the meeting is duly recorded and signed by the Chairman, Decision of Board is unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit Period the company has done transaction as under which can be considered material in nature:

- The term of Independent Director Mr. Sachin Ravani came to end on 31st July 2024. He was not re-appointed as he had completed two terms as an Independent Director in the company.
- CS Chanchal Kumari was tendered his resignation form the post of Company Secretary which was accepted by Board of Director w.e.f. 06th September 2024.
- CS Milan Pravinbhai Sakhiya (ACS A67681) was appointed on the post of Company Secretary w.e.f 10th September 2024.
- Mr. Bhaveshbhai Tulsibhai Barasiya was re-appointed as a Whole-Time director for one term of Five years from 14th February,2025 till 13th February, 2030 [both days inclusive].
- Mr. Smita Sachin Ravani was appointed as independent Director on w.e.f. 28th September 2024 for one term of Five Years.
- The Company had increased its authorised capital up to Rs. 26,50,00,000/- (Rupees Twenty-Six Crore Fifty Lacs Only) on 16th November 2024.
- The Company had passed the Board resolution for issue of 1,47,00,000 Equity Shares and 1,23,10,000 Convertible Warrant on Preferential Basis on 18th October 2024.
- The Company had revised the number of Convertible Warrant from 1,23,10,000 to 1,17,60,000.
- The Company had allotted 1,46,00,000 Equity Shares and 1,17,60,000 Convertible Warrant on 16th January 2025.

This report is to be read with letter dated 30th June 2025 which is annexed as "**Annexure-A**" and forms an integral part of this report.

PIYUSH JETHVA
Practising Company secretary

Date: 30.06.2025
Place: Rajkot

FCS: 6377, CP: 5452
UDIN: F006377G000680072
Peer Review Certificate No. 1331/2021

CS PIYUSH JETHVA
(PRACTISING COMPANY SECRETARY)
806- THE IMPERIA, OPP : SHASHTRI MAIDAN, SUBASH ROAD, ABOVE FEDERAL BANK,
RAJKOT 360001 (GUJARAT) INDIA.

Annexure -II
(Forming Part of Secretarial Compliance Report of TIRUPATI FORGE LIMITED)

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observati ons/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI LODR REGULATION 2015	17 (1)	Composition of Board of Director	National Stock Exchange	Fine	As mentioned in Deviation Column	342200/-	The Company has paid the Fine as per Instruciton of the Stock Exchange	Since the completion of tenure of Previous Independent Director on 31st July 2024. The Company had tried to earch for another qualified Independent Director who possesses the right experience and skill . The Process of search took longer time than	NA
2	SEBI LODR REGULATION 2015	30 (1)	Late Intimation of Cessassion of Director							
3	SEBI LODR REGULATION 2015	30 (1)	Late filing of Outcome	NA	NA	As mentioned in Deviation Column	NA	Outcome for two Board Meeting was filed late in time by 11 Minutes and 7 Minutes	This is because of some online hinderance faced by company at the time of filing of outcome	Board Meeting dates are 18.10.24 and 14.11.2024
4	SEBI LODR REGULATION 2015	30 (1)	Late Intimation on Re-appointmetn of Independent Director	NA	NA	As mentioned in Deviation Column	NA	Intimation for Re-appointment of Mr. Anand Srivastava (Independent Director) was not given by the company.	The Company forget to mentioned the transaction of Re-appointment of Independent Director in outcome.	Afterwards the company had given proper disclosure of the same.
5	SEBI LODR REGULATION 2015	27 (2)	Date of Two Minutes was not mentioned in Corporate Governance Report file for Sep-24	NA	NA	As mentioned in Deviation Column	NA	The Date of Board Meeting held on 21.08.24 and 31.08.2024 are not mentioned in Corporate Governance Report for Sep -24	It was due to oversight and in nature of clerical mistake only.	
6	SEBI LODR REGULATION 2015	31	Promoter group are shown in category of "Promoter"	NA	NA	As mentioned in Deviation Column	NA	Promoter group are shown in category of "Promoter"	It was a mistake, The Company will refiled the same with	There is no change in figure of SHP

PIYUSH JETHVA
PRACTISING COMPANY SECRETARY
FCS 6377 C P NO. 5452
UDIN: F006377G000445926
PEER REVIEW CERTIFICATE NUBMER : 1333/2021

DATE : 26/05/2025
PLACE RAJKOT

CS PIYUSH JETHVA
(PRACTISING COMPANY SECRETARY)
806- THE IMPERIA, OPP : SHASHTRI MAIDAN, SUBASH ROAD, ABOVE FEDERAL BANK,
RAJKOT 360001 (GUJARAT) INDIA.

Annexure -III

(Forming Part of Secretarial Compliance Report of TIRUPATI FORGE LIMITED)

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observati ons/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Please note that the observation made in report regarding previous year is already clarified in the report of the previous year itself.										

PIYUSH JETHVA
PRACTISING COMPANY SECRETARY
FCS 6377 C P NO. 5452
UDIN: F006377G000445926
PEER REVIEW CERTIFICATE NUBMER : 1333/2021

DATE : 26/05/2025
PLACE RAJKOT

CS PIYUSH JETHVA
(Practising Company Secretary)
806- The Imperia, Opp: Shashtri Maidan, Above Federal Bank, Limda Chowk, Rajkot 360001 (Gujarat) India

ANNEXURE –A

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

Secretarial Audit Report dated 30th June 2025 is to be read along with this letter.

1. The Company's Management is responsible for preparation and maintenance of Secretarial Records and for devising proper systems to ensure compliance with the provision of applicable laws and regulations. Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances by inspecting the records, documents return etc. on random basis.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis and in random manner to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of secretarial record, financial records and Books of Accounts of the company.

4. Where ever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.,

5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

6. The compliance of the provisions of SEBI Laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

PIYUSH JETHVA
Practising Company secretary

Date: 30.06.2025
Place: Rajkot

FCS: 6377, CP: 5452
UDIN: F006377G000680072
Peer Review Certificate No. 1331/2021

CS PIYUSH JETHVA
(Practising Company Secretary)
806- The Imperia, Opp: Shashtri Maidan, Above Federal Bank, Limda Chowk, Rajkot 360001 (Gujarat) India

Secretarial compliance report of
TIRUPATI FORGE LIMITED
For the year ended 31st March 2025

I have examined:

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

for the year ended 31st MARCH 2025 ("Review Period") in respect of compliance with the provisions of:

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

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

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; There were no events requiring compliance during the Review Period.
(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; There were no events requiring compliance during the Review Period.

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; There were no events requiring compliance during the Review Period

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 There were no events requiring compliance during the Review Period

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued thereunder; (We are relying on the system driven and automatic disclosure of the event)

(i) Other regulation as Applicable and circulars/guidelines issued thereunder;

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

S. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
AS PER ANNEXURE –II										

b. The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations/ Remarks of the Practicing Company Secretary in	Observations made in the secretarial compliance report for the year ended	Compliance requirement (Regulations/ circulars/ guidelines including	Details of violation / deviations and actions taken / penalty	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by

	the previous reports) (PCS)	**31st March 2025**	**specific clause)**	**imposed, if any, on the listed entity**		**the listed entity**
AS PER ANNEXURE –III						

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

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	NA
2.	**Adoption and timely updation of the Policies:** l All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities l All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	NA NA
3	**Maintenance and disclosures on Website:** l The Listed entity is maintaining a functional website l Timely dissemination of the documents/ information under a separate section on the website l Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes Yes Yes	NA NA NA
4	**Disqualification of Director:** None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	NA
5	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies	NA	

	(b) Disclosure requirement of material as well as other subsidiaries		There is no subsidiary of the Company
6	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NA
7	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	NA
8	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	NA No Such requirement is there
9	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes (except as commented in other column)	• The Outcome of Board Meeting dated 18.10.24 was filed late in time by 11 Minutes • The Outcome of Board Meeting dated 17.11.24 was filed late in

			time by 7 Minutes. • The Tenure for Mr. Sachin Ravani (Independent Director) was ended on 31.07.2024 and the intimation for the same was provided on 21.08.24 after taking note of it in Board Meeting.
10	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	No	The company has received following two notice for payment of fine for Non-Compliance in the matter of Reg. 17 (1) of LODR 1) NSE/ LIST- SOP /COMB / FINE /1340 dated 21/11/2024 2) NSE/ LIST- SOP /COMB / FINE /307 dated 17/03/2025
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries	NA	No Such Incident During the year.

	during the financial year, the listed entity and / or its material subsidiary (ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13	**Additional non-compliances, if any:**	As per Provided in Annexure -II	As per Provided in Annexure -II

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations - This Regulation is not applicable to company during period under review.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

SD/-
CS PIYUSH JETHVA
Practising Company Secretary
FCS 6377, CP NO. 5452
UDIN: F006377G000445926
Peer Review Certificate Number: 1333/2021

Date: 26/05/2025
Place: Rajkot

CS PIYUSH JETHVA
(Practising Company Secretary)
806- The Imperia, Opp: Shashtri Maidan, Above Federal Bank, Limda Chowk, Rajkot 360001 (Gujarat) India

ANNEXURE –A

Secretarial Compliance Report of **TIRUPATI FORGE LIMITED** dated 26.05.2025 is to be read along with this clarification.

1. The Company's Management is responsible for preparation and maintenance of all records and for devising proper systems to ensure compliance with the provision of applicable laws and regulations. My responsibility is to express an opinion on the records, standards and procedures followed by the Company with respect to compliances by inspecting the records, documents return etc. on random basis and check in general whether the compliance of the applicable law/ rules/ regulation are followed by the company in proper manner.

2. I conducted my examination of the statement/ records in accordance with the applicable guidance's issued by the Institute of Company Secretaries of India (the "ICSI"). The guidance's requires that I comply with the ethical requirements of the Code of Conduct issued by ICSI.

3. Where ever required, I have obtained the Management or Other Professional's representation/ clarification about the compliance of Laws, Rules and Regulations and happening of events etc. and on base of that clarification /representation / information, I provide this report.

4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. My examination is limited to the verification of procedures on test basis/Random basis.

5. I have not verified the correctness and appropriateness of records and books of account of the listed entity.

6. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 26/05/2025
Place: Rajkot

CS PIYUSH JETHVA
Practising Company Secretary
FCS 6377, CP NO. 5452
UDIN: F006377G000445926
Peer Review Certificate Number: 1333/2021

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

FY25 Financial Performance of Tirupati Forge Ltd

In FY25, Tirupati Forge Ltd delivered a resilient performance despite facing a complex operating environment marked by external headwinds and internal adjustments.

Revenue growth remained muted, impacted by a confluence of factors including declining steel prices, persistent uncertainty surrounding U.S. tariffs, and subdued demand in the automotive sector, however the company's improved product mix and operational efficiencies helped cushion the impact. Ongoing uncertainty around U.S. tariffs also continued to weigh on export volumes.

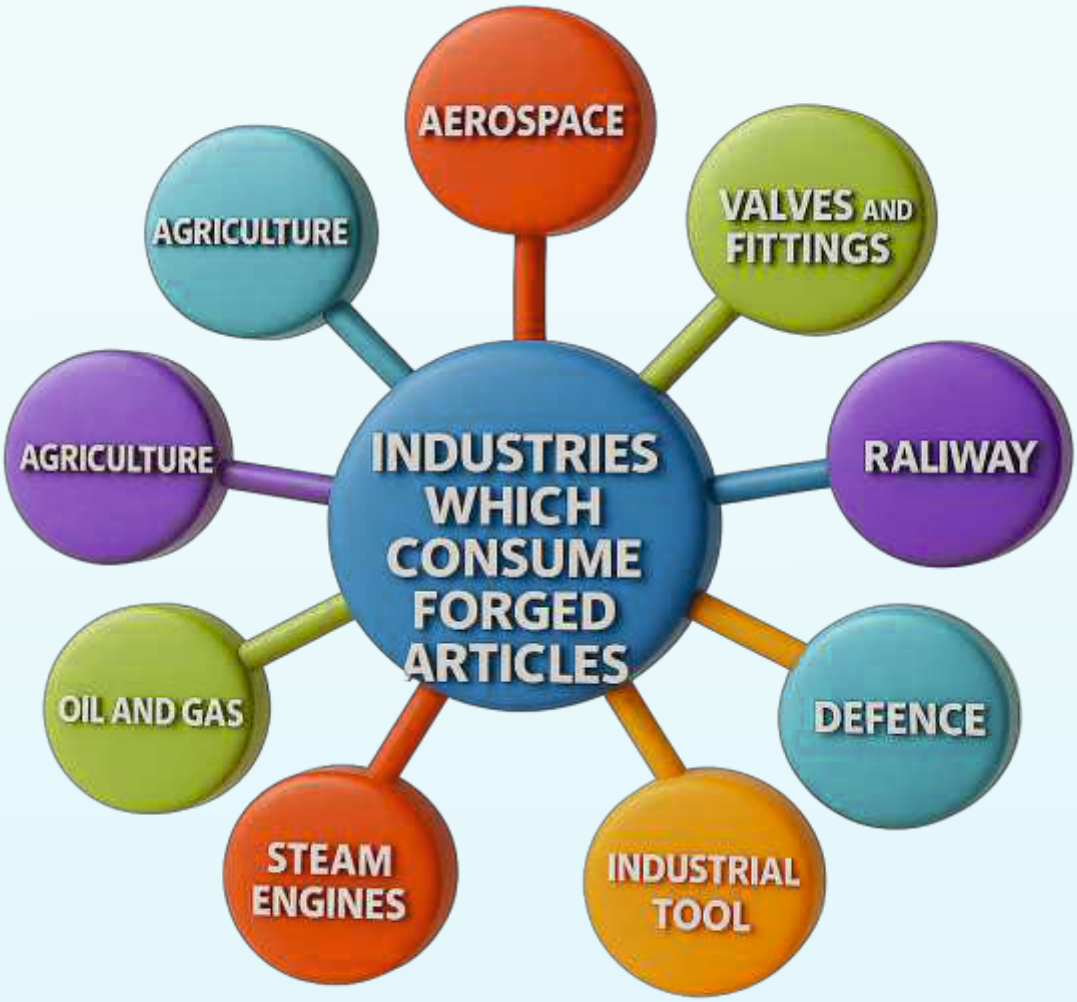
Profitability remained stable, though it was impacted by drop in sales of high-margin products, particularly high-value fittings. Additionally, margins on flanges and pipe fittings exported by the company were compressed due to a reduction in unit prices, despite a 41% increase in volume. Similarly, while the volume of scrap sales rose by 51%, a 13% decrease in sale price impacted overall contribution.

Cost-side pressures also played a role. The company consumed opening raw material inventories procured at higher prices in the previous year, impacting gross margins in the current year. Profitability was impacted by an increase in depreciation expenses stemming from the recent capital investments aimed at scaling capacity and improving manufacturing capabilities. An increase in interest cost on working capital loans and lease liabilities due to machine purchases under finance lease arrangements, further weighed on net profitability.

Despite these pressures, the company maintained healthy EBITDA margins, reflecting disciplined cost management and an increasing contribution from value-added product segments.

Nonetheless, Tirupati Forge maintained focus on operational efficiency and strategic investments. Overall, FY25 was a year of consolidation, with the company laying a strong foundation for long-term sustainable growth through product diversification, capacity enhancements, and entry into higher-potential markets.

The Company engages in the manufacture of forging components for Renewables, Automotive, Aerospace, Mining, Engineering and Agriculture sectors in the industrials vertical etc. The Industrial segment is expected to witness mega opportunities, in the renewable energy space driven by the global urgency to combat climate change.



Tirupati Forge Limited

FY2024–25

Tirupati Forge Limited (TFL), a known player in precision forging, is in the midst of a strategic transformation aimed at ensuring long-term resilience and growth amid global economic uncertainties and shifting geopolitical dynamics. The Company has recognized the need to diversify beyond traditional forging to reduce reliance on export markets, especially given ongoing tariff-related disruptions in key geographies.

Accordingly, TFL has embarked on two significant verticals:

- A foray into **defence manufacturing**, a sector aligned with national priorities and supported by robust domestic and global demand.
- Investment in **renewable energy infrastructure**, enhancing cost competitiveness and sustainability.

These initiatives position TFL for strong, sustainable, and capital-efficient growth.

1. Defence Manufacturing: Strategic Entry into a High-Growth Sector



1.1 Project Overview

TFL is setting up a state-of-the-art facility dedicated to the manufacturing of **155mm High-Explosive (HE)** and **High-Explosive Base Bleed (HE-BB)** shell bodies, key components of modern artillery systems. These shells are integral to long-range firepower solutions used in howitzers and field artillery systems, such as India's Dhanush and the U.S. M777.

1.2 Investment and Financial Metrics

Tirupati Forge Limited is making a capital investment of ₹670 million towards the establishment of its defence manufacturing facility. This substantial commitment reflects the Company's long-term confidence in the defence sector's potential and its strategic importance. The project is expected to deliver a high asset turnover ratio of approximately four times, showcasing strong capital efficiency.

In terms of profitability, the defence vertical is projected to achieve EBITDA margins upwards of 25%, which is a significant improvement over TFL's current average margin of 14.4%. This expansion in margins will be driven by value-added production, greater pricing power, and scale efficiencies. To support this expansion, TFL has already secured external funding. These funds will be strategically deployed to build infrastructure, acquire advanced machinery, and ensure regulatory compliance.

1.3 Facility Specifications

The upcoming defence manufacturing facility will be designed as a modern, high-capacity plant tailored for the production of 155mm shell bodies. At full scale, the facility is planned to manufacture 125,000 shell bodies annually, translating to approximately 10,000 metric tonnes of production per year. The design has been conceptualized with scalability in mind, enabling the Company to increase its production capacity to 150,000 shells per year in the future based on demand dynamics and customer acquisition.

The plant will incorporate cutting-edge infrastructure, including advanced CNC machining lines to ensure dimensional precision, heat treatment systems to meet stringent ballistic strength requirements, and in-house metallurgical testing laboratories for consistent quality control. Importantly, the facility will adhere to international military manufacturing standards, including NATO's Standardization Agreements (STANAGs), ensuring eligibility for both domestic and export defence contracts.

The integrated setup will provide Tirupati Forge with the capabilities needed to meet the exacting specifications of military customers, while also enabling rapid production ramp-ups. These investments are central to TFL's ambition of becoming a key supplier to India's Ministry of Defence and global OEMs in the artillery systems space.

1.4 Regulatory Compliance

To begin commercial production of defence-grade artillery components, Tirupati Forge Limited has initiated the process of obtaining licenses from Ministry of Home Affairs (MHA) and the Ministry of Defence (MoD).

The facility is targeting initial trial production runs by March 2026. These trial runs will be crucial for validating production systems, calibrating machinery, and ensuring that output meets the stringent technical and ballistic standards expected by defence procurement agencies. Following the successful completion of trials, commercial-scale production is expected to commence by the end of the second quarter of FY26. This timeline has been developed to align with both regulatory processes and procurement cycles of key customers in India and abroad.

1.5 Target Markets

Tirupati Forge's defence manufacturing initiative is strategically positioned to serve both domestic and international markets. On the domestic front, the Company is targeting long-term supply relationships with the Indian Armed Forces, the Ministry of Defence, and key public sector undertakings such as

the Ordnance Factory Board (OFB) and Bharat Dynamics Limited (BDL). These organizations are at the forefront of India's defence modernization efforts and represent a reliable demand base for high-quality ammunition components.

Internationally, the Company aims to leverage the rising demand for artillery systems across Southeast Asia, the Middle East, and parts of Africa—regions that are investing heavily in defence modernization and capability enhancement. With India's Defence Offset Policy and recent policy changes allowing 100% FDI in defence manufacturing under the automatic route , Tirupati Forge is also well-placed to attract global OEM partnerships and cross-border opportunities. Additionally, the possibility of engaging in Government-to-Government (G2G) agreements offers further avenues for sustainable export growth.

2. Solar Initiative



As part of its commitment to environmental sustainability and operational efficiency, Tirupati Forge Limited (TFL) has made a strategic investment in a 4.8 MW solar power project—an important milestone in its transition towards green energy. Commissioned on May 16, 2025, the solar plant is now fully operational and supplying clean, renewable power for captive use across TFL's manufacturing units.

The installation is expected to generate approximately 8.5 million units of electricity annually. This is projected to deliver annual cost savings of ₹25 million in its current configuration. Once the upcoming defence manufacturing facility is integrated into the solar power grid, the Company anticipates an additional ₹25 million in savings, bringing total annual savings to ₹50 million. Given that energy is a key cost driver in the forging industry, this initiative will have a direct, material impact on TFL's operating margins and bottom-line profitability.

Spanning 18 acres, the solar project has been developed using cutting-edge technologies including Top Cone Technology, framed dual glass bifacial modules, and TP-TSAT (Tilted Single Axis Tracker MMS) systems. These features are engineered to optimize solar exposure, improve energy yield, and ensure the system's long-term durability and performance.

2.1 Financial and Strategic Advantages

1. Cost Efficiency:

The Company currently incurs an electricity cost of ₹10.50 per unit. The solar plant is expected to reduce this to approximately ₹3.50 per unit—translating to a net saving of ₹7 per unit, thereby significantly improving the Company's cost structure and profit margins.

2. Surplus Energy and Revenue Generation:

With an estimated annual generation capacity of 85 lakh units, well above the Company's current consumption of 6 lakh units, the surplus electricity can be sold to the grid. This opens up an opportunity to generate additional annual revenue of up to ₹5 crore.

3. Government Incentives and Tax Efficiency:

The project qualifies for government subsidies, interest benefits on project financing, and accelerated depreciation under Indian tax laws. These incentives enhance the project's financial viability and strengthen TFL's cash flows and overall profitability.

The solar initiative is expected to deliver significant strategic benefits to Tirupati Forge Limited. In its current phase, the project is already generating direct annual savings of ₹25 million by reducing reliance on high-cost grid electricity. Upon integration with the upcoming defence manufacturing facility, this figure is projected to double, resulting in total annual savings of ₹50 million. This reduction in power expenditure is particularly impactful given the high electricity tariffs in Gujarat, where energy constitutes a substantial portion of manufacturing costs. Additionally, the project enhances TFL's sustainability credentials by contributing meaningfully to carbon footprint reduction, aligning with national renewable energy goals and international ESG expectations. The initiative has been executed and is being managed by a highly capable team of engineers, under the guidance of an experienced and forward-looking management team, further ensuring that the financial and operational objectives of the project are met effectively and efficiently.

Beyond the financial upside, this initiative aligns with TFL's broader environmental, social, and governance (ESG) strategy. By replacing conventional power with clean energy, the Company is significantly reducing its carbon footprint and reinforcing its position as a sustainability-focused

manufacturer. This approach also appeals to ESG-conscious investors and global customers, enhancing the Company's competitiveness in both domestic and international markets.

Strategic Vision and Long-Term Growth Outlook

Tirupati Forge Limited is undergoing a fundamental transformation from a precision forging company to a diversified manufacturing enterprise with strong roots in defence and sustainability. This strategic evolution is a proactive response to the headwinds impacting global trade, including shifting geopolitical dynamics and tariff regimes that have challenged export-reliant industries like forging.

The Company's reorientation toward the defence sector is based on a clear assessment of long-term market potential, strong policy support, and India's urgent need to enhance its domestic manufacturing capabilities in critical sectors. TFL's new defence manufacturing facility, once fully operational, will position the Company as a key indigenous supplier of advanced artillery components, thereby aligning with the Indian government's vision of self-reliance under the "Make in India" and "Atmanirbhar Bharat" initiatives.

This strategic pivot is backed by external funding and is being executed by a team of highly trained engineers and experienced management professionals. TFL is investing not only in physical infrastructure but also in technology, regulatory readiness, and customer acquisition strategies—ensuring that its entry into defence manufacturing is comprehensive and future-proof.

Furthermore, the integration of renewable energy through the solar project enhances the Company's long-term sustainability profile. As global supply chains and procurement frameworks increasingly favour green and self-reliant suppliers, TFL's dual focus on defence and energy efficiency places it at the intersection of two high-growth, policy-supported sectors.

Looking ahead, the Company envisions itself as a multi-sector manufacturing leader that leverages its core competencies in metallurgy, precision engineering, and quality control to tap into defence, clean energy, and industrial supply chains, both in India and globally.

Conclusion

Tirupati Forge Limited's ongoing transformation marks a decisive inflection point in its corporate journey. With ₹670 allocated for a cutting-edge defence manufacturing facility and a 4.8 MW solar power plant already commissioned, the Company is making bold moves to future-proof its operations and unlock new value streams.

Its foray into the production of 155mm artillery shell bodies is timely and strategically significant, positioning TFL as a high-potential player in the global defence supply chain. This expansion, supported by robust capital efficiency, high expected EBITDA margins, and long-term policy tailwinds, is expected to not only de-risk the business model but also drive sustainable, high-margin growth.

Simultaneously, TFL's investment in solar infrastructure underscores its commitment to environmental stewardship and cost efficiency. The dual impact of cost savings and reduced emissions supports both profitability and ESG alignment.

Through calculated diversification, regulatory preparedness, and technological adoption, Tirupati Forge Limited is well-positioned to become a resilient, forward-looking enterprise with a strategic footprint in India's defence industrial base and beyond.

Risk Factors and Mitigation

While the Company is optimistic about its strategic direction, it acknowledges the following key risks:

Regulatory Risks:

Obtaining licenses under the Arms Act involves coordination with multiple government agencies and can be time-consuming. Any delays in securing these licenses could postpone commercial production timelines. TFL has retained specialized legal and regulatory consultants to streamline the application process and ensure early compliance.

Execution Risks:

The successful commissioning of the new defence facility and integration of advanced CNC lines depend on timely procurement, construction, and operational readiness. To mitigate this, the Company has created a dedicated project management office (PMO) to monitor all implementation milestones.

Market Risks:

The defence sector is subject to geopolitical fluctuations, procurement policy changes, and long decision-making cycles. To mitigate this, TFL is targeting both government contracts and global OEM partnerships under India's Defence Offset Policy, ensuring demand diversification.

Financial Risks:

While external funding has been secured, cost escalations or unforeseen capex may impact margins. Sustained investments in capacity expansion, technology upgrades, and R&D are essential for the Company's long-term growth. In a high-risk global environment marked by geopolitical tensions, inflationary pressures, and supply chain uncertainties timely access to affordable capital is crucial. The Company has maintained a healthy liquidity position through prudent capital allocation and efficient working capital management. It also continues to emphasize cost control, particularly in fixed overheads, to ensure financial flexibility.

Industry Risk:

A global economic downturn or region-specific disruptions may negatively impact market demand and the Company's revenue streams. To mitigate this, Tirupati Forge Limited has strategically diversified its business across multiple industries including Automotive, Defense, Oil & Gas, Mining, Construction, Power, Aerospace, and E-mobility. Additionally, the Company has expanded its geographic footprint, operating in five countries, thereby reducing dependence on any single market. This broad industry and geographic diversification minimizes exposure to localized economic shocks. The Company continues to explore new markets and customer segments to further strengthen its risk profile.

Foreign Exchange Risk:

Given the Company's significant exposure to international markets through exports, fluctuations in foreign exchange rates pose a risk to profitability. To safeguard against this, the Company employs hedging strategies and enters into various foreign exchange contracts, thereby reducing the impact of adverse currency movements on its financial performance.

Raw Material Supply Constraint Risk:

Availability and cost of key raw materials such as steel, aluminum, and energy are critical to uninterrupted production and profitability. Tirupati Forge ensures a steady and cost-effective supply of steel—its most essential raw material—by partnering with multiple vendors. This multi-supplier approach mitigates the risk of supply chain disruption and ensures competitive pricing.

Technology Risk:

The forging and automotive industries are undergoing rapid technological transformation. Failure to adopt new technologies could compromise the Company's competitive edge. Tirupati Forge is proactively investing in automation and advanced technologies to enhance operational efficiency,

reduce costs, and stay ahead of industry trends. These investments position the Company to meet evolving customer requirements and remain future-ready.

Loss of Talent Risk:

Attracting, developing, and retaining skilled talent is vital to the Company's sustained success. High attrition or loss of key personnel could disrupt operations. Tirupati Forge has implemented progressive HR policies that promote employee well-being, engagement, and performance. The Company fosters a positive work culture and offers growth opportunities across all levels. These initiatives have resulted in a stable workforce with low attrition. Additionally, the Company actively recruits new talent and rewards high performance.

Anti-Dumping / Countervailing Duty (AD/CVD) Risk:

Tirupati Forge exports Carbon Steel Forged Flanges to the United States under the Importer of Record model. Any future imposition or increase in AD/CVD duties may lead to higher landed costs, impacting margins. To mitigate this, the Company aims to maintain healthy profit margins in the flange business, ensuring it can absorb such potential duties without incurring losses.

Global Forging Industry Outlook

The global forging industry is poised for a steady rebound and transformation in 2025 and the years ahead, driven by strong demand from key end-use sectors such as automotive, aerospace, defence, construction, oil & gas, and renewable energy. Following disruptions during the pandemic and subsequent supply chain recalibrations, the industry is now benefitting from global re-industrialization, increasing infrastructure investments, and localization of supply chains.

Market Size and Growth Trajectory

According to industry reports and market analysts, the global forging market was valued at approximately USD 83–85 billion in 2023 and is projected to grow at a CAGR of 4.5% to 5.5% over the next five years. By 2030, the market is expected to exceed USD 120 billion, fueled by both volume growth and value-added innovation.

Key contributors to growth include:

- Automotive sector recovery, especially with renewed momentum in electric vehicle (EV) production and lightweighting initiatives.
- Defense and aerospace investments, particularly in the US, Europe, India, and China.
- Energy infrastructure, including renewable energy projects which demand precision-forged components for wind turbines, solar infrastructure, and transmission systems.
- Emerging markets industrialization, including rising infrastructure and manufacturing capex in Asia-Pacific, Latin America, and parts of Africa.

Technological Advancements and Innovation

The forging industry is undergoing significant modernization:

- Automation and robotics are being increasingly integrated into forging processes to reduce labor costs, improve precision, and boost throughput.
- Closed-die and precision forging techniques are gaining prominence, especially for aerospace and high-performance automotive components.

- The adoption of smart forging technologies—incorporating IoT sensors, AI-based predictive maintenance, and digital twins—is improving operational efficiency and reducing downtimes.
- Green forging is on the rise, with manufacturers investing in electric induction furnaces, low-emission processes, and renewable energy for captive use to align with ESG norms and carbon neutrality goals.

Key Regional Trends

- China remains the largest forging producer globally, driven by its dominance in automotive and heavy machinery sectors. However, rising labor and compliance costs are pushing companies to adopt more automated and sustainable practices.
- India is emerging as a major global forging hub, supported by strong domestic demand, skilled labor, government incentives (e.g., PLI schemes), and a rapidly modernizing manufacturing ecosystem.
- Europe is seeing increased consolidation and technological upgrades, especially in Germany and Italy, where firms are focusing on high-performance forgings and forging-as-a-service models.
- North America continues to invest in reshoring and defence-sector-driven forging applications, with emphasis on quality, traceability, and cybersecurity in industrial manufacturing.

Challenges

Despite growth potential, the industry faces several headwinds:

- Volatile raw material prices, particularly alloy steel, aluminium, and specialty metals.
- Energy costs, especially in high-power-cost regions, continue to affect margins.

- Labor shortages in developed markets, particularly for skilled metallurgists and forge technicians.
- Stringent environmental regulations, especially in Europe and North America, requiring investments in cleaner technologies and waste heat recovery.

Outlook

Overall, the global forging industry in 2025 is on a path of cautious optimism, balancing volume recovery, value-chain upgradation, and green transition. Companies that invest in technological modernization, product specialization, and sustainable practices are expected to outperform peers and gain greater traction among global OEMs and Tier-1 customers.

Global Economic Overview (2023–2025)

The global economy in 2023–24 operated within a challenging yet evolving landscape shaped by a confluence of persistent risks and emerging opportunities. Geopolitical tensions, particularly the prolonged Russia–Ukraine conflict, alongside high inflation, elevated commodity prices, and weakening household purchasing power, posed significant obstacles to sustained growth. Global supply chains remained under pressure due to rising geopolitical fragmentation and increasing trade restrictions, further dampening productivity and trade efficiency.

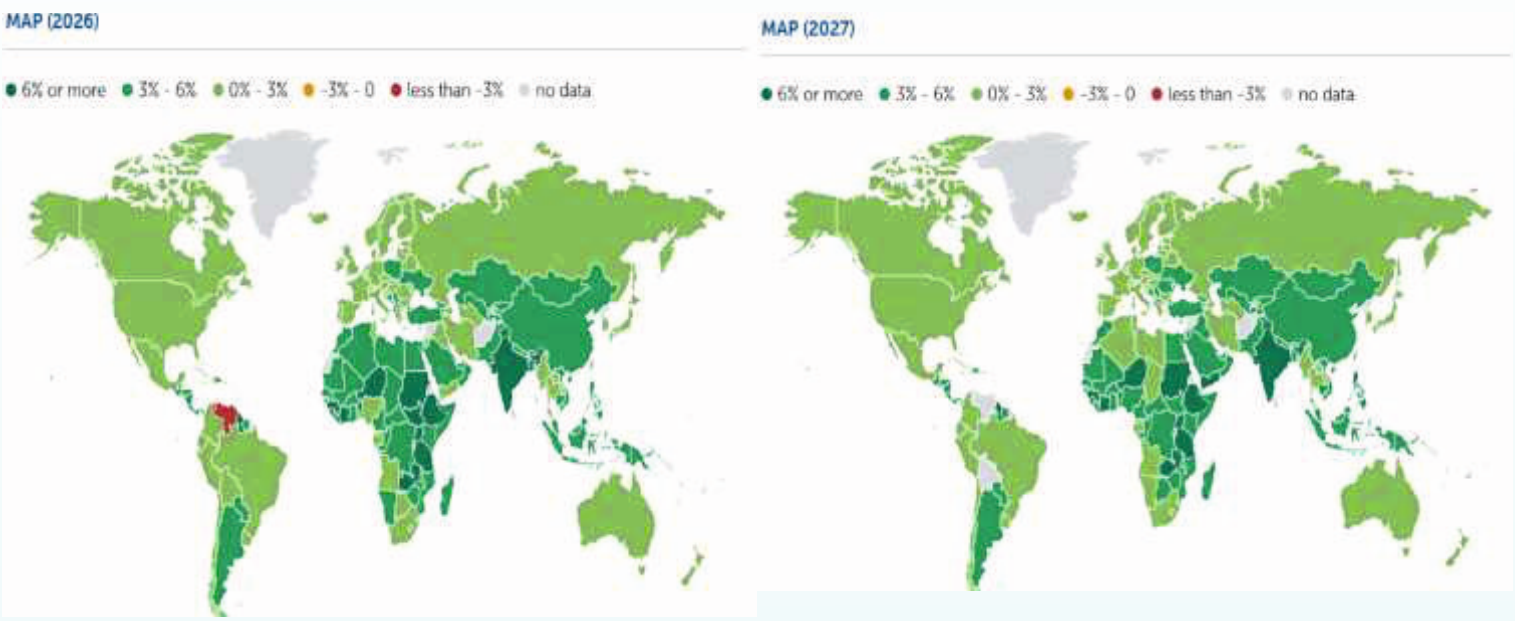
Despite these headwinds, the global economy began to exhibit signs of resilience toward the latter part of the year. Supply chain constraints gradually eased, and a broad-based decline in inflation signaled the early stages of macroeconomic stabilization. Central banks, particularly in advanced economies like the United States and the Eurozone, responded with aggressive monetary tightening to rein in inflation. While these measures tempered short-term growth, they contributed to restoring long-term price stability. In contrast, emerging markets and developing economies (EMDEs) demonstrated relatively stronger performance, supported by sound

macroeconomic management, ongoing infrastructure investments, and steady employment gains.

According to the International Monetary Fund's (IMF) World Economic Outlook (April 2025), advanced economies saw a decline in real GDP growth from 2.6% in 2022 to 1.6% in 2023, whereas EMDEs experienced a slight improvement from 4.1% to 4.3% during the same period. Looking ahead, global economic growth is projected to remain steady at 3.2% annually in both 2024 and 2025. This includes a gradual recovery in advanced economies, where growth is expected to inch up to 1.7% in 2024 and 1.8% in 2025. Conversely, EMDEs are anticipated to experience a marginal slowdown, with growth moderating to 4.2% across both years, largely due to tighter global financial conditions and subdued external demand.

On the inflation front, the IMF projects that global headline inflation, which averaged 6.8% in 2023, will decline to 5.9% in 2024 and further to 4.5% by the end of 2025. While disinflation is expected across all regions, advanced economies are likely to experience a quicker reduction due to more agile policy responses and stabilizing commodity markets.

Overall, while the global recovery remains uneven and modest, the outlook for 2024 and beyond reflects cautious optimism. Improved financial conditions, collaborative policy frameworks, and a gradual return to macroeconomic stability are expected to support a more balanced and sustainable growth trajectory across both advanced and developing economies.



Source – IMF Worl Economic Outlook April 2025

India's Economic Performance and Outlook (FY2023–24)

India's economy demonstrated exceptional resilience and strong momentum throughout FY2023–24, outperforming all major global economies. According to the *International Monetary Fund (IMF)*, India's GDP growth for the year is estimated between 7.6% and 7.8%—a notable upward revision from its earlier projection of 6.7%. This robust performance elevated the Indian economy to an estimated size of USD 3.5 trillion, further solidifying its position as the fifth-largest economy globally.

The sharp uptick in growth was supported by sound macroeconomic fundamentals, improved balance sheets across financial institutions, a moderating inflation trajectory, and a strengthening external sector. These factors collectively contributed to India's economic and financial ecosystem remaining resilient amidst global uncertainty.

The industrial and manufacturing sectors, in particular, witnessed significant gains, as global corporations actively diversified their supply chains and turned to India as a strategic production hub. The Government's continued emphasis on high-impact capital expenditure, especially in infrastructure, alongside progressive structural reforms, further bolstered investor confidence. Strong GST collections, rising automobile sales, healthy consumer sentiment, and double-digit growth in bank credit underscored the strength of domestic demand.

The IMF also acknowledged India's strides in digital public infrastructure and financial formalization, citing these as crucial growth enablers over the medium term. Moreover, India's G20 presidency in 2023 showcased its growing geopolitical influence and its ability to drive global consensus on key development and cooperation issues.

On the inflation front, India recorded a retail inflation rate of 3.16% in April 2025—its lowest level since July 2019—primarily due to declining food and vegetable prices. In response, the *Reserve Bank of India's Monetary Policy Committee (MPC)* retained the policy repo rate at 6.5%, balancing its pro-growth stance with the goal of maintaining inflation within the 4% ±2% target band. The central bank reiterated its commitment to an accommodative policy outlook, supported by continued disinflationary trends and macroeconomic stability.

Despite external trade challenges—particularly disruptions in the Red Sea shipping route—India's merchandise exports declined only modestly, falling by 2.4% year-on-year. Exports to the United States dipped by 1%, while shipments to Europe recorded a marginal increase of 1.47%. Nevertheless, the country posted record-breaking total merchandise and services exports of USD 820.93 billion in FY2023–24, a 5.5% increase over the previous year, reflecting resilience in export performance.

Looking ahead, the IMF projects India's GDP growth at 6.2% for FY2024–25 and 6.3% for FY2025–26, maintaining its status as the fastest-growing major

economy. The RBI offers an even more optimistic outlook, estimating FY2024–25 growth at 7.0%, fueled by strong domestic consumption, stable monetary policy, and continued government-led capital investment. Assuming sustained reform momentum and a supportive global environment, India is well-positioned to emerge as the world's third-largest economy in the near future.

Sources: *IMF World Economic Outlook (April 2025); Reserve Bank of India (RBI); Ministry of Statistics and Programme Implementation (MoSPI), Government of India.*

Internal Control Systems

Tirupati Forge Limited (TFL) has established a robust internal control framework, including comprehensive internal financial controls, to ensure that business operations are conducted efficiently, accurately, and securely. These controls are designed to provide reasonable assurance regarding the integrity of financial reporting, safeguarding of assets, and adherence to internal policies and applicable regulations.

The Company follows a structured internal audit process covering all critical business functions. These audits assess the adequacy and effectiveness of internal controls and are conducted by an independent Internal Auditor. Audit findings are reviewed periodically by the Management and the Audit Committee, which oversees the continuous strengthening and alignment of the control mechanisms with evolving business needs.

The internal control systems also aim to prevent unauthorized use or disposal of assets, ensure the accuracy and completeness of accounting records, and enable timely preparation of reliable financial information. Regular reviews, process enhancements, and the implementation of accounting standards ensure that internal controls remain effective and relevant in a dynamic business environment.

E. Human Resources

At Tirupati Forge, our people are the foundation of our success. We are committed to attracting and retaining top talent, fostering a culture of learning and development, maintaining a high-performance work environment, and ensuring the health, safety, and well-being of every employee. Our focus on strong industrial relations, employee welfare, and inclusivity is integral to our long-term growth strategy.

Employee Health, Safety, and Welfare

Employee safety remains a top priority. We have embedded a culture of safety where every individual is responsible for maintaining workplace safety. A dedicated safety team actively implements awareness initiatives, conducts training programs, and ensures compliance with safety protocols.

Key Initiatives:

1. **Safe Workplace Environment**

   TFL enforced a strict 'no visitor' policy during sensitive periods to protect employees and maintain hygiene standards. Visitor access was allowed only under exceptional circumstances and with full safety precautions. Employee transport and shop floor areas were regularly disinfected to uphold cleanliness and hygiene standards.

2. **Supportive Work Culture**

   Tirupati Forge has always nurtured a culture akin to an extended family. During challenging times, this culture proved invaluable, offering emotional and practical support to employees, reinforcing our deep-rooted ethos of solidarity and care.

3. **Learning and Development**

   Continuous learning is a strategic priority. The Company has expanded its training initiatives, including leadership development and technical upskilling. These programs are designed to strengthen capabilities, encourage innovation, and prepare our workforce for future growth opportunities.

4. **Diversity and Inclusion**

   We recognize that a diverse workforce brings valuable perspectives, enriching our organization's decision-making and innovation capacity. Efforts are ongoing to enhance diversity and foster an inclusive work environment where differences are respected and collaboration is encouraged.

5. **Transparent Communication**

Open and honest communication is essential to building trust and alignment. TFL maintains clear communication channels at all organizational levels, ensuring employees are informed, heard, and engaged in key developments. This transparency cultivates a culture of trust and shared purpose.

F. FINANCIAL REVIEW:

- **Analysis of Standalone Profit and Loss Statement:**

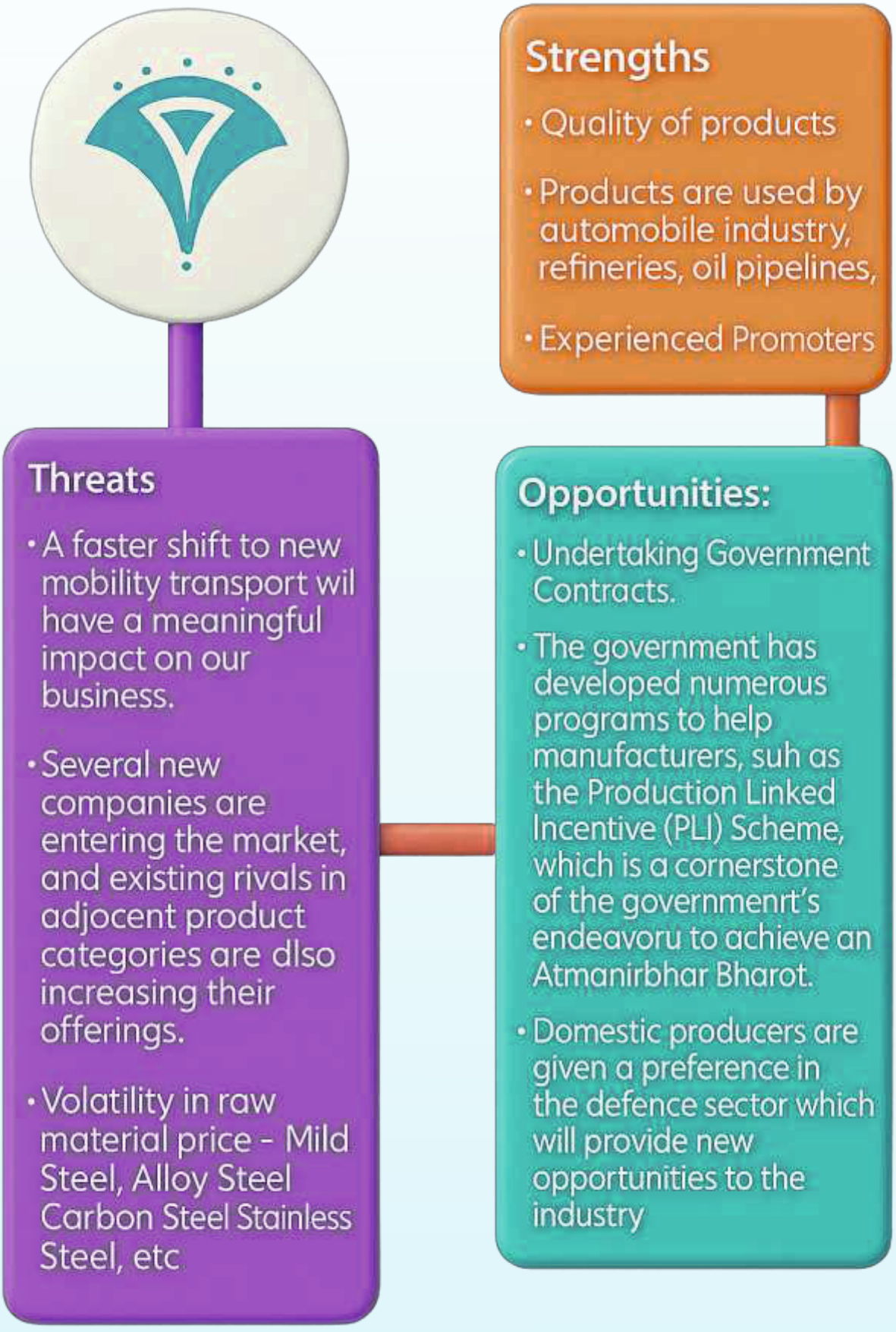
(Amount in Lakhs.)

		F.Y. 2024-25	F.Y. 2023-24
1.	Revenue from Operations	11498.30	11,000.15
2.	Other Income	131.34	92.44
3.	**Total Revenue**	**11629.64**	**11,092.59**
4.	Cost of Materials Consumed	6,148 28	6,530.81
5.	Purchase of traded goods	716 61	749.65
6.	(Increase) in inventories of finished goods, work-in-progress and scrap	(241.38)	(462.95)
7.	Employees Benefit Expenses	632.49	483.98
8.	Finance Costs	164.53	131.24
9.	Depreciation and Amortization Expenses	437.01	345.47
10.	Other Expenses	2,720.31	2,420.90
11.	**Total Expenses**	**10,577.85**	**10,199.10**
12.	Profit Before Tax	1051.79	893.49
	Tax Expenses		
	Current Tax	268.03	222.97
	Deferred Tax	(1.78)	6.31
13.	**Total Tax Expenses**	**266.25**	**229.28**
14.	**NET PROFIT FOR THE YEAR**	**785.54**	**664.21**
15.	Other Comprehensive Income	-	-
16.	**Total Comprehensive Income for the Year attributable to equity holders**	**785.54**	**664.21**
	Earnings Per Share	**0.74**	**0.67**

- **Product Wise Performance:**

NAME OF PRODUCTS	F. Y. 2024-25 (Revenue)	F. Y. 2023-24 (Revenue)
Forged Articles	159,890,932/-	18,32,81,765/-
Flanges for Pipe Fittings	584,836,595/-	45,71,48,050/-
High Valued Fittings	25,001,170/-	8,97,55,318/-
Gear & Gearing	64,899,367/-	12,73,80,344/-
Agriculture Parts	1,111,634/-	28,15,983/-
Other Parts & Accessories	105,699,285/-	3,81,70,789/-
Railway or Tramway Parts	105,699,285/-	23,43,176/-

G. STRENGTHS, OPPORTUNITIES AND THREATS ANALYSIS:



KEY FINANCIAL RATIO

In accordance with SEBI (Listing Obligations and Disclosure requirements 2018) (Amendment) Regulations 2018, the Company is required to give details of significant changes (Change of 25% or more as compared to the immediately previous financial year) in key sector specific financial ratios.

2024-25			2023-24			
Sr. No.	**Ratio Name**	**Ratio**	**Sr. No.**	**Ratio Name**	**Ratio**	**% Change**
1	Debtors Turnover	6.88	**1**	Debtors Turnover	6.78	1.55%
2	Inventory Turnover	4.03	**2**	Inventory Turnover	4.74	-14.97%
3	Interest Coverage Ratio	8.8	**3**	Interest Coverage Ratio	8.98	-1.35%
4	Current Ratio	3.99	**4**	Current Ratio	2.22	79.33%
5	Debt Equity Ratio	0.24	**5**	Debt Equity Ratio	0.26	-7.03%
6	Operating Profit Margin	10.51%	**6**	Operating Profit Margin	16.23%	13.24%
7	Net Profit Margin	6.83%	**7**	Net Profit Margin	6.04%	13.14%
8	Return on Net worth	10.01%	**8**	Return on Net worth	15.42%	-35.09%

Explanation:

❖ **Operating Profit Margin and Net Profit Margin decreased as per the following reasons:**

- Increase in operating profit margin is due to decrease in material consumption cost and change in product mix of other machine part & accessories and high value fittings.

❖ **Current Ratio Increase as per following reasons:**

- Significant increase in ratio is on account of unutilized amount from shares & convertible warrant issued on preferential basis lying in special account for the issue and temporary fixed deposits with IOB Bank for Rs. 3243.62 Lakhs, advance paid to suppliers for capital goods and materials, unutilized GST ITC availed on account of expansion carried by the company as compared to previous year.

Return on Net worth decreased as per the following reasons:

- Decrease in Ratio is due to increase in shareholder's equity on account of Issue of Equity Shares on Prefrencial Basis & Money Received against Issue of Warrants during the year and not account of decrease in profit margins.

For and on behalf of the Board of
Tirupati Forge Limited

SD/-
Hiteshkumar G. Thummar
Chairman & Managing Director

Date: July 04th, 2025
Place: Hadamtala (Rajkot)

CSR REPORT 2024-2025

Annexure – VII

ANNUAL REPORT ON CSR PURSUANT TO RULE 8 OF COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014

1. **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

   Our vision is to drive 'holistic empowerment' of the community through implementation of sustainable initiative, which will have maximum societal impact by identifying the critical needs and gaps.

   We shall remain committed to the following operating principles –

   i. Conducting business in a socially responsible and ethical manner;

   ii. Protecting the environment and the safety of people;

   iii. Supporting human rights; and

   iv. Engaging, learning from, respecting and supporting the local communities and cultures with which we work.

   The Board of Directors of your Company had approved the CSR Policy in accordance with the provisions of section 135 of the Companies and it shall apply to all CSR projects/programmes/activities undertaken by the Company as per Schedule VII of the Act.

2. **Composition of the CSR Committee is as under:**

Sr. No.	Name of Director	Designation	Category	Attendance in CSR Committee Meetings
				30/03/2025
1	Mr. Hiteshkumar G. Thummar	Chairman	Managing Director	✓
2	Mr. Bhavesh T. Barasiya	Member	Whole-time Director	✓
3	Ms. Jagruti Nitinkumar Erda	Member	Independent Director	✓

3. **Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**

CSR Committee-

https://www.tirupatiforge.com/file/Corporate%20Social%20Responsibility%20Policy_Tirupati%20Forge%20Limted.pdf

CSR Policy-

https://www.tirupatiforge.com/file/Composition%20of%20CSR%20Committee.pdf

CSR projects approved by the board-

https://www.tirupatiforge.com/file/Composition%20of%20CSR%20Committee.pdf

4. **Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report) -** Not applicable for financial year 2024-25.

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any –**

Sr. No.	Financial Year	Amount available for set-off from preceding financial years [in Rupees]	Amount required to be setoff for the financial year, if any [in Rupees]
1.	2024-25	1,06,732.37/-	1,06,732.37

6. **Average Net Profit of the company for last 3 financial years:**

The average net profit of the three financial years preceding the reporting financial year (i.e. 2023-24,2022-23 and 2021-22) calculated in accordance with Section 135 of the Companies Act, 2013 is **Rs. 19,54,501/-**

7. **Prescribed CSR expenditure:**

(a)	Two percent of average net profit of the company as per section 135(5)	Rs. 19,54,501/-
(b)	Surplus arising out of the CSR projects or programs or activities of the previous financial years.	NIL
(c)	Amount required to be set off for the financial year, if any	106732.37
(d)	Total CSR obligation for the financial year (7a+7b-7c)	18,47,768.63/-

8. (a) Details of CSR spent or unspent for the financial year 2024-25:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135 (6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135 (5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
*18,63,156.00	--	--	--	--	--

(b) Details of CSR amount spent against ongoing projects for the financial year 2024-25:

Sr. No.	Name of the project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project Duration	Amount Allocated for the project (in Rs.)	Amount spent in current financial year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per section 135 (6) (in Rs.)	Mode of Implementation – Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District						Name	CSR Registration Number
Not Applicable												

(c) Details of CSR amount spent against other than ongoing projects for the financial year 2024-25:

Sr. No.	Name of the project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount Allocated for the project (in Rs.)	Amount spent in current financial year (in Rs.)	Mode of Implementation – Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District				Name	CSR Registration Number
1.	Promoting Health care, Promoting education, eradicating hunger	(i), (ii), (iv)	Yes	Gujarat	Jamnagar	5,00,000	5,00,000	No	Shri Panch Navtanpuri Dham Khijada Mandir Trust	CSR00015035

	promoting health care Animal Welfare									
2.	Animal Welfare	(iv)	Yes	Gujarat	Rajkot	13,63,156.00	13,63,156.00	No	Shree Sitaram Gauseva & Charitable Trust	CSR00027843

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: NIL

(f) Total amount spent for the Financial Year: *18,63,156/-

(g) Excess amount for set off, if any.

Sr. No.	Particular	Amount
1.	Two percent of average net profit of the company as per section 135(5)	19,54,501/-
2.	Total amount spent for the Financial Year	19,69,888.37/-
3.	Excess amount spent for the financial year [(ii)-(i)]	15,387.37
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	F0
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	15,387.37/-

*The total amount spent on CSR activities for the financial year includes the set-off of excess amount spent by the Company on CSR activities in the previous financial years of Rs. 1,06,732.37/-.

9. (a) **Details of Unspent CSR amount for the preceding three financial years:**

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount Spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135 (6), if any			Amount remaining to be spent in succeeding financial years (in Rs.)
				Name of the fund	Amount (in Rs.)	Date of transfer	
1.	2024-25	-	-	-	-	-	-
2.	2023-24	-	-	-	-	-	-

3.	2022-23	-	-	-	-	-	-

(b) **Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):** NIL

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: NIL

11. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report. - The Company has spent what is prescribed under the CSR regulation. Hence, not applicable for F.Y. 2024-25.

12. CSR Committee Responsibility Statement:

The implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

For and on behalf of the Board of
Tirupati Forge Limited

Date: July 04th, 2024
Place: Hadamtala (Rajkot)

Hiteshkumar G. Thummar
Chairman CSR Committee

FINANCIAL HIGHLIGHTS 2024-2025

INDEPENDENT AUDITORS' REPORT

To the Members of
TIRUPATI FORGE LTD.

Report on the audit of Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS financial statements of **TIRUPATI FORGE LTD.** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of other comprehensive income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'standalone financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 as amended ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2025, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the 'Auditor's responsibilities for the audit of the standalone financial statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures

performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Sr. No.	Key Audit Matters	How our audit addressed the key audit matter
1	**Revenue Recognition and determination of point of time when revenue should be recognised** (*refer Note 2.2(d) for accounting policy on Revenue Recognition*)	

	The Company has revenue from sale of products which includes finished goods and tooling income and sale of services in the form of Job Work charges. The Company manufactures forged and machined finished goods as per the specification provided by the customers and based on the schedules from the customer.
	
	The company recognises revenue from sale of finished goods at a point of time based on terms of the contract with customers which varies for each customer. Determination of point in time includes assessment of timing of transfer of significant risk and rewards of ownership, establishing right to receive payments for the products, delivery specifications including Inco terms, timing of transfer of legal title of the goods. Further the pricing of the products dependent on metal indices and foreign exchange fluctuation making the price volatile including variable considerations.
	
	Due to judgments relating to determination of point in time in satisfaction of performance obligations with respect to sale of products, this matter has been considered as key audit matter.
		Our audit procedures included the following:
		• We focused on our understanding of the Company's sales process and analysed the Company accounting policies for revenue recognition, including the criteria for revenue recognition and design and implementation of controls and tested the operating effectiveness of these controls.
		• We assessed the disclosure is in accordance with applicable accounting standards
		• We read the Company's accounting policies pertaining to revenue recognition and assessed compliance with Ind AS 115 - Revenue from Contracts with Customers.
		• We performed analytical procedures in respect of revenue that included, among others, the analysis of quarterly sales for full financial year to detect unusual fluctuations (by type of goods and services, by geographical areas).
		• We have also checked the following documents on sample verification during our audit visit for identification of point in time for transfer of control:
		  • Sales invoices (incl. exports)
		  • E-Way bill / delivery challan
		  • Proforma invoice
		  • Bill of lading / Consignment note
		  • Customers confirmation
		  • Accounting entry in system
		  • Statutory records / Inventory records
		
		We assessed the disclosure is in accordance with applicable accounting standards.

2	**Issue of Convertible Equity warrants and Equity Shares on preferential basis of Rs. 8,435.20 Lakhs** (*refer Note 12 & 36 to financial statements for disclosure pertaining to fresh issue and utilisation*)	
	During the year, the Company has issued equity shares and convertible equity warrants into equal number of	Our audit procedures included, among others: • Obtained and reviewed the resolutions of

performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Sr. No.	Key Audit Matters	How our audit addressed the key audit matter
1	**Revenue Recognition and determination of point of time when revenue should be recognised** (*refer Note 2.2(d) for accounting policy on Revenue Recognition*)	

	The Company has revenue from sale of products which includes finished goods and tooling income and sale of services in the form of Job Work charges. The Company manufactures forged and machined finished goods as per the specification provided by the customers and based on the schedules from the customer.
	
	The company recognises revenue from sale of finished goods at a point of time based on terms of the contract with customers which varies for each customer. Determination of point in time includes assessment of timing of transfer of significant risk and rewards of ownership, establishing right to receive payments for the products, delivery specifications including Inco terms, timing of transfer of legal title of the goods. Further the pricing of the products dependent on metal indices and foreign exchange fluctuation making the price volatile including variable considerations.
	
	Due to judgments relating to determination of point in time in satisfaction of performance obligations with respect to sale of products, this matter has been considered as key audit matter.
		Our audit procedures included the following:
		• We focused on our understanding of the Company's sales process and analysed the Company accounting policies for revenue recognition, including the criteria for revenue recognition and design and implementation of controls and tested the operating effectiveness of these controls.
		• We assessed the disclosure is in accordance with applicable accounting standards
		• We read the Company's accounting policies pertaining to revenue recognition and assessed compliance with Ind AS 115 - Revenue from Contracts with Customers.
		• We performed analytical procedures in respect of revenue that included, among others, the analysis of quarterly sales for full financial year to detect unusual fluctuations (by type of goods and services, by geographical areas).
		• We have also checked the following documents on sample verification during our audit visit for identification of point in time for transfer of control:
		  • Sales invoices (incl. exports)
		  • E-Way bill / delivery challan
		  • Proforma invoice
		  • Bill of lading / Consignment note
		  • Customers confirmation
		  • Accounting entry in system
		  • Statutory records / Inventory records
		
		We assessed the disclosure is in accordance with applicable accounting standards.

2	**Issue of Convertible Equity warrants and Equity Shares on preferential basis of Rs. 8,435.20 Lakhs** (*refer Note 12 & 36 to financial statements for disclosure pertaining to fresh issue and utilisation*)	
	During the year, the Company has issued equity shares and convertible equity warrants into equal number of	Our audit procedures included, among others: • Obtained and reviewed the resolutions of

		of warrants from Promoters and Non-Promoters considering it as partly paid equity shares with reference to applicable Ind AS (including Ind AS 33)
3	**Capitalisation of new Plant, Property & Equipments (PPE) & Capital Work-in-Progress (CWIP) of Rs. 2,832.91 Lakhs** (*refer Note 2.2(b) for accounting policy on Property, Plant and Equipments and Note 3 for disclosure in financial statements*)	
	During the year, the Company has capitalised significant amounts from Capital Work-in-Progress to Property, Plant and Equipment upon completion of various projects, including installation and commissioning of new machinery and facilities. We considered this a key audit matter due to: • The materiality of the capitalised assets in the context of the Company's total assets; • Significant management judgment involved in determining the appropriate timing of capitalisation; • Assessment of whether the capitalised costs meet the recognition criteria under Ind AS 16 – Property, Plant and Equipment; and • The complexity of allocation of directly attributable costs such as installation charges, trial run expenses, and borrowing costs.	Our audit procedures included, among others: • Reviewed the Company's capitalisation policy and tested its compliance with the recognition criteria of Ind AS 16; • We have vouched additions to PPE & CWIP with its Invoices and Other Documents on Sampling Basis. • We have obtained Completion certificates for value of factory building and Plant & Machineries which get completely constructed and capitalised from CWIP along with put to use date of assets as certified by Management and also physically verified the selected capitalised assets on a sample basis to obtain sufficient and appropriate audit evidences as to whether the conditions to Capitalise the Project as per Ind AS 16 and Ind AS 23 has been met. • We have also reviewed the Board Meetings and correspondences with regards to their future plans to use the PPE. Evaluated the nature and quantum of costs capitalised, including assessment of directly attributable costs and allocation basis used by management; • Reviewed disclosures made in the financial statements relating to capitalisation of PPE and CWIP.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Chairman's Letter, Management Discussion and Analysis, and Directors' Report including Annexure to Directors' Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is

materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the Standalone Ind AS Financial Statements

The company's board of directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation and presentation of these standalone financial statement that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the audit of Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud

is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
   b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books. Insofar as the modification on

maintaining an audit trail in the accounting software is concerned, refer paragraph (i) (vi) below:

c. The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

e. On the basis of written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164(2) of the Act.

f. The modification arising from the maintenance of the audit trail on the accounting software, comprising the application and database are as stated in the paragraph (i) (vi) below on reporting under Rule 11(g);

g. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report,

h. In our opinion and according to the information and explanations given to us, the Managerial remuneration paid/payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act with respect to requisite approval of the member.

i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us;

   i. According to records of the company, there are no disputes or case pending against the Company.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

   iii. According to records of the company, there is no dividend outstanding to be paid, hence no amounts were required to be transferred, to the Investor Education and Protection Fund by the company.

   iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

   (c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The Company has not proposed final dividend or provided interim dividend for the year ended 31 March 2025 and 31 March 2024.

vi. Based on our examination which included test checks, the Company has used the accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility in respect of the application and the same has operated throughout the year for all relevant transactions recorded in the software as described in note 40(j) to the financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software.

As required under proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For Kamlesh Rathod & Associates.
Chartered Accountants
Firm Registration No. 117930W

_____
Sagar Shah
Partner
Membership No. 131261
Signed at Jamnagar on 13th May, 2025
UDIN : 25131261BMGXNS7867

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of TIRUPATI FORGE LTD. on the standalone Ind-AS financial statements for the year ended 31st March 2025]

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment & relevant details of right of use asset.

(B)The Company has maintained proper records showing full particulars of Intangible Assets.

(b) All property, plant and equipment have not been physically verified by the management during the year but there is a regular programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were identified on such verification.

(c) The title deeds of immovable properties (other than immovable properties where company is lessee and lease agreement are duly in favor of lessee) disclosed in standalone financial statements are held in the name of company.

In respect of land taken on lease from managing director and promoter group of the company on which factory building and Solar Power Plant (lying in Capital WIP) has been constructed or in construction in-process and disclosed as right-of-use assets in the standalone financial statements. The title deeds of building constructed, plant & machinery and land taken on lease arrangements are in the name of the company.

(d) The Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year ended March 31, 2025.

(e) Based on the information and explanations furnished to us, no proceedings have been initiated on or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its standalone financial statements does not arise

(ii) (a) The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. Inventories lying with third parties have been confirmed by them as at March 31, 2025. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verification and confirmations for inventories lying with third parties.

(b) As disclosed in note 14 to the standalone Ind AS financial statements, the Company has been sanctioned working capital limits in excess of INR Five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the standalone Ind AS financial statements, the monthly returns/statements (incl. revised returns/statements) filed by the Company with such banks are in agreement with the books of accounts of the Company.

(iii) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to any other entity, other than to its employees as follows:

Particulars	**Loans to employees (₹ in Lakhs)**
Aggregate amount granted during the year	41.78
Balance outstanding as at Balance Sheet date	14.17

Accordingly, the requirement to report on clause 3(iii)(a)(A) and (B) of the Order are not applicable to the Company.

(b) The terms and conditions of the grant of all loans and advances in the nature of loans to its employees during the year are not prejudicial to the Company's interest. Since, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to any other entity, other than to its employees, the requirement to report on clause 3(iii)(b), 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable in respect of any entity other than employees.

(c) The Company has granted loans and advances in the nature of interest free loans during the year to its employees where the schedule of repayment of principal has not been stipulated. We are, therefore unable to make specific comment on regularity of repayment of principal.

(d) In respect of loans and advances in the nature of loans granted to employees during the year, as informed by the management of the company, there are no amounts overdue for more than ninety days. Accordingly, the requirement to report on clause 3(iii)(d) in respect of employees is not applicable.

(e) In respect of loans and advances in the nature of loans granted to employees, there were no amounts which have fallen due during the year, that have been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same employees. Accordingly, the requirement to report on clause 3(iii)(e) in respect of employees is not applicable.

(f) In respect of loans and advances in the nature of loans granted to employees, there were no amounts granted which were either repayable on demand or without specifying any terms or period of repayment. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) The Company has not given any loans or made an investment or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013. Accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company in respect of section 185 and section 186 of the Companies Act 2013, pertaining to these transactions.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section

148(1) of the Companies Act, 2013, related to the manufacture of forged products and other products. We have broadly reviewed the same and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, duty of customs, cess and other statutory dues wherever applicable. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) There are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes.

(viii) According to the information and explanations given to us and the records of the Company examined by us, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix)

(a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year. Also refer Note 14 on Borrowings to the standalone financial statements.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given by the management and audit procedures performed by us, the Company has utilized the monies raised by way of term loans for the purposes for which they were raised.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone Ind AS financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) The Company did not have any subsidiaries, associates or joint ventures. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.

(f) The Company did not have any subsidiaries, associates or joint ventures. Accordingly, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.

(x)

(a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has made allotment of 1,46,00,000 equity shares and 1,17,60,000 convertible equity warrants to be converted into equal number of equity shares within 18 months from allotment date, both issued on preferential basis as per terms and conditions approved by the members in extra ordinary general meeting held on 16th November, 2024. The details of utilization of proceeds & unutilised amount lying in current accounts and fixed deposits with bank from both these preferential allotments have been disclosed separately in the Note 36 of the standalone Financial Statements.

However, it is also to be noted for the amount raised on preferential basis in FY 2020-21 by preferential allotment have been used for the purpose for which the funds were raised except the unutilized amount of Rs. 1.20 Crores lying with Ashish Credit Co-Op. Society Ltd. The details of utilization of proceeds from Preferential allotments have been disclosed in the Note 36(i) of the standalone Financial Statements.

(xi)

a. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management. However, during the F.Y.2021-22, the company has filed case under Negotiable Instruments Act,1881 against the "Ashish Credit Co-Op Society Ltd for default in making repayment against maturity due for Fixed deposit of Rs. 120 Lakhs held by the company and case is still under litigation and final decision of the court is awaited and therefore we are unable to report on this matter.

b. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

c. As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

(xiii) The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in Note-33 of the standalone financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.

(xiv)

a. In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
b. The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company. Further, the Company has not conducted any Non-Banking Financial or Housing Finance activities and is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(a), 3(xvi)(b), 3(xvi)(c) and 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current year and immediately preceding financial year respectively. Accordingly, the requirement to report on clause 3(xvii) of the Order is not applicable to the Company.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in note 41 to the standalone Ind AS financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

(xxi) There are no subsidiaries, associates and joint ventures companies for which consolidated financial statements are required. Accordingly reporting this clause is not applicable to the company.

For Kamlesh Rathod & Associates.
Chartered Accountants
Firm Registration No. 117930W

_____
Sagar Shah
Partner
Membership No. 131261
Signed at Hadamtala (Dist. Rajkot) on 13th May, 2025
UDIN: 25131261BMGXNS7867

Annexure B to the Independent Auditors' report on standalone financial statement for the year ended 31st March, 2025

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('The act') ***(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)***

We have audited the internal financial control over financial reporting of Tirupati Forge Limited ('the company') as of 31st March, 2025 in conjunction with our audit of the standalone Ind AS financial statement of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls over financial reporting with reference to these standalone Ind AS financials

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, and accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility for Internal Financial Controls over financial reporting with reference to these standalone Ind AS financials

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Control over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of the management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatement due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025 based on the internal financial controls over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Kamlesh Rathod & Associates.
Chartered Accountants
Firm Registration No. 117930W

_____

Sagar Shah
Partner
Membership No. 131261
UDIN: 25131261BMGXNS7867

Signed at Jamnagar on 13th May, 2025

To,
Tirupati Forge Limited
(CIN: L27320GJ2012PLC071594)
Plot No. 1-5, Survey no. 92/1,
Near Shan Cement, Hadamtala Industrial Area,
Tal. Kotda Sangani
Hadamtala, Rajkot-360 311

SUB: Intimation of UDIN generated after May 13th, 2025

Dear Sir,

As required by additional FAQ on UDIN we hereby intimate to the management and those changed with governance **UDIN** (**25131261BMGXNS7867**) in respect of Report and Statutory Audit of Tirupati Forge Limited issued on May 13th, 2025.

Kindly take in same on your record and acknowledge receipt of this letter.

We also enclosed herewith UDIN search report of the same.

Thank You

For, Kamlesh Rathod & Associates
Chartered Accountants
Firm Registration No. 117930W

Sagar Shah
Partner
M. No.: 131261

Date: 13.06.2025

Place: Jamnagar

Tirupati Forge Limited
PLOT NO. 1-5, SURVEY NO. 92/1,
NEAR SHAN CEMENT, HADAMTALA INDUSTRIAL AREA,
TAL: KOTDA SAN, GANI, Rajkot, HADAMTALA, Gujarat, India, 360311

To,
Kamlesh Rathod & Associates
Chartered Accountants
Rathod House
Near Bhid Bhanjan Temple
Jamnagar,
Gujarat, India - 361001

Sub: Acknowledgement of Receipt of intimation of UDIN generated after May 13th, 2025.

Dear Sir,

We have Acknowledge Receipt the letter of intimation of **UDIN** (**25131261BMGXNS7867**) generated after May 13th, 2025 for statutory audit for the financial year ended March 31, 2025 and attached this letter with Audit Report of the Company.

For and or behalf of the Board of Directors
FOR, TIRPATI FORGE LIMITED

Hiteshkumar G. Thummar	**Bhavesh T. Barsiya**
Chairman & Managing Director	Whole Time Director
DIN: 02112952	DIN: 05332180

Date: 13.06.2025
Place: Hadamtala (Distr. Rajkot)

Tirupati Forge Limited
Balance Sheet ended as on March 31, 2025 **(₹ in Lacs)**

Particulars	Note	31-Mar-25	31-Mar-24
ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	3	2,861.68	1,695.33
(b) Intangible assets	4	10.02	13.17
(c) Capital Work In Progress	3	1,841.29	767.71
(c) Right-of-use asset	34	834.13	212.32
(d) Financial Assets			
(i) Investments	5	0.00	0.00
(ii) Trade Receivables	6	-	3.85
(ii) Other financial assets	7	95.77	59.75
(e) Deferred Tax Assets (net)	15	11.87	10.10
(f) Other Non-current asset	11	59.85	59.84
Total - Non Current Assets		5,714.61	2,822.07
2 Current Assets			
(a) Inventories	8	2,307.84	2,232.79
(b) Financial Assets			
(i) Trade receivables	6	1,716.56	1,585.36
(ii) Cash and Cash equivalents	9	3,312.88	449.04
(iii) Loan	10	13.99	7.63
(iv) Other Financial Assets	7	7.25	11.15
(c) Other Current assets	11	1,519.71	322.03
Total - Current Assets		8,878.23	4,608.00
TOTAL ASSETS		**14,592.84**	**7,430.07**
EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share Capital	12	2,365.60	2,073.60
(b) Other Equity	13	8,340.47	2,917.96
Total Equity		10,706.07	4,991.56
Liabities			
2 Non - Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	930.93	240.77
(ia) Lease Liabilities	34	731.30	121.43
Total Non - Current Liabilities		1,662.23	362.20

3 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	837.08	865.92
(ia) Lease Liabilities	34	120.20	85.54
(ii) Trade payables			
Total outstanding dues of micro enterprises and small enterprise	17	663.42	150.28
Total outstanding dues of creditors other than micro enterprises and small enterprises	17	324.49	669.85
(iii) Other Financial Liabilities	18	7.79	8.37
(b) Other liabilities	19	26.00	16.78
(c) Provisions	16	169.78	201.74
(d) Current tax liabilities (net)		75.78	77.83
Total Current Liabilities		2,224.54	2,076.31
TOTAL EQUITY & LIABILITIES		**14,592.84**	**7,430.07**

The summary of significant accounting policies & other explanatory information form an integral part of these standalone financial statements. 1 to 42

This is balance sheet referred to in our report of even date
For Kamlesh Rathod & Associates
Chartered Accountants
Firm Reg. No. 117930W

Sagar Shah
Partner
Membership No. : 131261

Signed at Hadamtala (Distr. Rajkot) on May 13, 2025
UDIN: 25131261BMGXNS7867

For and on behalf of Board of Directors

Hiteshkumar G. Thummar	Bhavesh T. Barsiya
Chairman and Managing Director	Wholetime Director
DIN: 02112952	DIN: 05332180
Atul L. Natu	Milan Sakhiya
Chief Financial Officer	Company Secretary

Tirupati Forge Limited
Statement of Profit & Loss for ended March 31, 2025

	Particulars	Note	31-Mar-25	31-Mar-24
	INCOME			
I	Revenue from operations	20	11,498.30	11,000.15
II	Other income	21	131.34	92.44
III	**TOTAL INCOME(I+II)**		**11,629.64**	**11,092.59**
IV	**EXPENSES**			
	Cost of raw materials and components consumed	22	6,148.28	6,530.81
	Purchase of Stock In trade	23	716.61	749.65
	Change in Inventory of Finished Goods, Work in Progress and Stock in Trade & Scrap	24	-241.38	-462.95
	Employee benefits expense	25	632.49	483.98
	Finance costs	27	164.53	131.24
	Depreciation and amortization expense	26	437.01	345.47
	Other expenses	28	2,720.31	2,420.90
	TOTAL EXPENSES(IV)		**10,577.85**	**10,199.10**
V	Profit before exceptional and tax (I-IV)		**1,051.79**	**893.49**
VI	Excceptional Items		-	-
VII	Profit before tax		**1,051.79**	**893.49**
VIII	Tax Expenses:	29		
	Current Tax		268.03	222.97
	Deferred Tax (credit)/ charge		-1.78	6.31
	Total Tax Expenses		**266.25**	**229.28**
IX	**NET PROFIT FOR THE YEAR**		**785.54**	**664.21**
	Other Comprehensive Income			
A	(i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to above mentioned item		-	-
B	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to above mentioned item		-	-
	Total Other Comprehensive Income for the Year [Net of Tax]		-	-
	Total Comprehensive Income for the Year		**785.54**	**664.21**
VII	Earnings per equity share	30		
	Basic Earning per share (in ₹)		**0.74**	**0.67**
	Diluted Earning per share (in ₹)		**0.73**	**-**
	Nominal value per share in ₹ 2			

The summary of significant accounting policies & other explanatory information form an integral part of these standalone financial statements. 1 to 42

This is Statement of Profit & loss referred to in our report of even date

For Kamlesh Rathod & Associates
Chartered Accountants
Firm Reg. No. 117930W

Sagar Shah
Partner
Membership No. : 131261

Signed at Hadamtala (Distr. Rajkot) on May 13, 2025
UDIN : 25131261BMGXNS7867

For and on behalf of Board of Directors

Hiteshkumar G. Thummar	Bhavesh T. Barsiya
Chairman and Managing Director	Wholetime Director
DIN: 02112952	DIN: 05332180
Atul L. Natu	Milan Sakhiya
Chief Financial Officer	Company Secretary

TIRUPATI FORGE LIMITED

Cash Flow Statement for the Year ended 31st March, 2025 **(₹ in Lacs)**

Particulars	31-Mar-25	31-Mar-24
A. Cash flow from operating activities		
Net profit before taxation	**1,051.79**	**893.50**
Adjustment for:		
Depreciation & Amortisation Expenses	437.00	345.47
Finance Cost	156.60	127.83
Provision for expected credit loss on financial assets	1.55	11.96
(Gain) on sale of property, plant and equipment (net)	-3.01	-23.03
Interest on Income tax	7.93	3.91
Interest Income	-38.36	-3.19
Operating Profit before working capital changes	**1,613.50**	**1,356.45**
Movements in working capital:		
Decrease/-Increase in Inventories	-75.05	-635.46
Decrease/-Increase in Trade Receivable (excluding provisions)	-128.90	35.47
Decrease/-Increase in Loan and Other Assets	-42.39	-121.82
Decrease/-Increase in Other Financial Assets	-648.16	-7.36
Increase/-Decrease in Trade Payables	167.78	492.43
Increase/-Decrease in Provisions	-27.42	113.73
Increase/-Decrease in Other Liabilities	9.22	7.18
Increase/-Decrease in Other Financial Liabilities	-5.12	0.57
Sub-Total Movement in Working Capital	-750.04	-115.26
Cash generated from operations	863.46	1,241.19
Income taxes paid (net of refunds)	-278.01	-210.07
NET CASH FROM OPERATING ACTIVITIES	**585.45**	**1,031.12**
B. Cash flow from investing activities		
Purchase of property, plant and equipment and intangible assets (including capital creditors and capital advances)	-3,101.84	-1,301.44
Payment including advances for acquiring & using right-of-use assets	-746.67	-219.09
Proceeds from sale of property, plant and equipment	10.31	47.17
Interest received on fixed deposits (net of reversal)	38.36	3.19
NET CASH FLOW FROM INVESTING ACTIVITIES	**-3,799.84**	**-1,470.17**
C. Cash flow form financing activities		
Proceeds/-Repayment of Long-term borrowings	690.16	52.23
Proceeds/-Repayment of Short-term borrowings	-28.84	137.02
Finance Costs	-156.60	-127.83
Proceeds/-Repayment of principal portion of lease liabilities	644.53	113.90
Proceeds from Issue of Shares and warrants	5,612.80	703.50
Issue expenditure related to shares and warrants	-683.82	-

NET CASH FLOW FROM FINANCING ACTIVITIES	**6,078.23**	**878.82**
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	**2,863.84**	**439.77**
Cash and cash equivalents at the beginning of the year	**449.04**	**9.27**
Cash and cash equivalents at the end of the year	**3,312.88**	**449.04**
Components of cash and cash equivalents as at the end of the year		
Cash and cheques on hand	4.71	5.65
With bank		
- Current account & deposits having maturity less than 3 months	3,308.17	443.39
TOTAL	**3,312.88**	**449.04**

The summary of significant accounting policies & other explanatory information form an integral part of these standalone financial statements.

This is the standalone statement of cash flows referred to in our report of even date

For and on behalf of Board of Directors

For Kamlesh Rathod & Associates
Chartered Accountants
Firm Reg. No. 117930W

Hiteshkumar G. Thummar
Chairman and Managing Director
DIN: 02112952

Bhavesh T. Barsiya
Wholetime Director
DIN: 05332180

Sagar Shah
Partner
Membership No. : 131261

Signed at Hadamtala (Distr. Rajkot) on May 13, 2025
UDIN : 25131261BMGXNS7867

Atul L. Natu
Chief Financial Officer

Milan Sakhiya
Company Secretary

Tirupati Forge Limited
STATEMENT OF CHANGES IN EQUITY

(A) Equity Share Capital
Equity Share of Rs. 2/- each issued, subscribed and fully paid **(₹ in Lacs)**

Particulars	Note No.	for the year ended March 31, 2025		for the year ended March 31, 2024	
		Number of shares	Amount	Number of shares	Amount
At the beginning of the year		**10,36,80,000**	**2,073.60**	**9,80,00,000**	**1,960.00**
Changes in equity share capital due to prior period errors					
Restated balance at the beginning of the current reporting period		**10,36,80,000**	**2,073.60**	**9,80,00,000**	**1,960.00**
Issue of equity shares on preferential basis	**12**	1,46,00,000	292.00	56,80,000	113.60
At the end of the year		**11,82,80,000**	**2,365.60**	**10,36,80,000**	**2,073.60**

Note:
F.Y 24-25
The company has issued 1,46,00,000 equity shares on preferential basis of face value of Rs. 2/- each per share along with Premium of Rs. 30/- per shares to persons belonging to Non-Promoters, Public category for cash aggregating to Rs. 4,672 Lakhs as per approved by the member of the company in extra ordinary meeting held at November 16, 2024. Company has duly complied with appliable provisions under SEBI (ICDR) regulations.Funds raised by Preferential issue & Equity Warrents have been utilized for the purpose mentioned in the objects of the issue in the offer documents and disclosed in Note No 36.
F.Y 23-24
The company, during the year had issued and allotted total 56,80,000 equity shares on preferential basis at an issue price of Rs. 12.50 (including Share Premium of Rs. 10.50 per share) per equity share under Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Fund utilisation from the proceeds are disclosed in note 36 of financial statements.

(B) Other Equity **(₹ in Lacs)**

Particulars	Note No.	Reserve and Surplus		Money received against share warrant		Total Other Equity
		Security Premium	Retained Earnings	Equity share on warrant	Security premium on warrant	
Balance as at March 31, 2023		**-**	**1,663.84**			**1,663.84**
Profit for the year		-	664.22			664.22
Other comprehensive income (net of tax)		-	-			-
Total comprehensive income for the year ended March 31, 2024		**-**	**2,328.06**			**2,328.06**
Transactions with owners in their capacity as owners						
Security premium on issue of share during the year on preferential basis		596.40	-			596.40
Transaction costs, net of recovery on issue of shares		-6.50	-			-6.50
Balance as at March 31, 2024	**13**	**589.90**	**2,328.06**	**-**	**-**	**2,917.96**
Profit for the year		-	785.53			785.53
Other comprehensive income (net of tax)		-	-			-
Total comprehensive income for the year ended March 31, 2025		**-**	**3,113.59**	**-**	**-**	**3,703.49**
Transactions with owners in their capacity as owners						
Proceeds from issue of convertible equity warrants				58.80	882.00	940.80
Security premium on issue of share during the year on preferential basis		4,380.00				4,380.00
Share premium adjusted towards preferential allotment expenses (refer note 36)		-683.82				-683.82
Balance as at March 31, 2025		**4,286.08**	**3,113.59**	**58.80**	**882.00**	**8,340.47**

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached
For Kamlesh Rathod & Associates
Chartered Accountants
Firm Reg. No. 117930W

Sagar Shah
Partner
Membership No. : 131261
Signed at Hadamtala (Distr. Rajkot) on May 13, 2025
UDIN: 25131261BMGXNS7867

For and on behalf of Board of Directors of

Hiteshkumar G. Thummar
Chairman and Managing Director
DIN: 02112952

Bhavesh T. Barsiya
Whole time Director
DIN: 05332180

Atul L. Natu
Chief Financial Officer

Milan Sakhiya
Company Secretary

Tirupati Forge Limited

Notes on Accounts & Significant Accounting Policies :

Corporate Overview :

1 Tirupati Forge Limited was incorporated in 2012 under the provisions of companies act applicable in India. The Company is situated at Hadamtala Indiustrial Area in district of Rajkot of Gujarat State. The Company is primarily engaged in business of manufacturing and selling of Carbon Steel Forged Flanges, Forged and other machined components mainly for auto sector & agri machine parts. The Company caters to both domestic and international markets.

The financial statements were approved and authorized for issue in accordance with a resolution of the board of directors on 13th May, 2025. On 13th May, 2025 Board of Directors of the Company approved and recommended the audited financial statements for consideration and adoption by the shareholders in its Annual General Meeting.

2 Basis of Preparation:

2.1 Basis of Preparation of financial statements and compliance with Indian Accounting Standards (Ind-AS)

The financial statements have been prepared to comply in all material respects in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 [Companies (Indian Accounting Standards) Rules, 2015] as amended from time to time and guideline issued by Securities & Exchange Board of India (SEBI).

The financial statements have been prepared under historical cost convention on an accrual basis except in case of assets for which provision for impairment is made. The accounting policies have been consistently applied by the Company with those used in the previous year. The financial statements are presented in INR (which is the Company's functional and presentation currency) and all values are rounded to the nearest lakhs (INR 1,00,000), except when otherwise indicated.

All assets and liabilities, other than deferred tax assets and liabilities, have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III (Division II) to the Act. Deferred tax assets and liabilities are classified as non-current assets and liabilities. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for current and non-current classification of assets and liabilities.

2.2 Significant Accounting Policies :

(a) Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumption which are based upon Management's evaluation of the relevant facts and circumstances as of the date of the financial statements that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as at the financial statements and the results of operations during the reporting period. Future result could differ from those estimates. The effects of change in accounting estimates are reflected in the financial statements in the period in which the results are known and if material, are disclosed in the financial statements.

The following are items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates is included in the relevant notes together with information about basis of calculation for each affected line item in the financial statements:

a) Provision for employee benefits
b) Provision for tax expenses
c) Residual value and useful life of property, plant and equipment and intangible assets
d) Valuation of investments
e) Provision for bad and doubtful debts
f) Provision for other expenses

Estimates and judgments are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the company.

(i) Impairment

The Group estimates the value in use of the cash generating unit (CGU) based on future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The cash flows are discounted using a suitable discount rate in order to calculate the present value. Management has made assessement for the impairment and it is of view that there is no impairment loss

(b) Property, Plant and Equipments and depreciation/amortisation

A. Property, Plant and Equipments

i) Capital work in progress, property, plant and equipment except land are carried at historical cost of acquisition, construction or manufacturing, as the case may be, or at deemed cost less accumulated depreciation less accumulated depreciation, amortisation and impairment loss, if any. Freehold land is carried at cost of acquisition.

ii) The cost of all items of property, plant and equipments and capital work-in-progress, if any are comprises of purchase price/cost of construction net of recoverable taxes, trade discount and rebates, incidental expenses, borrowing cost and any cost directly attributable to the bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustment arising from exchange rate variations attributable to the assets.

iii) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at regular intervals and adjusted prospectively, if appropriate.

iv) Subsequent costs are added to its asset's carrying value only if they increases the future benefits from the existing asset will flow to the company. All other expenses on fixed assets, including repair and maintenance expenditure and replacement expenditure of parts, are charged to Statement of Profit and Loss for the period during the which such expenses are incurred.

v) An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses that arise on derecognition of an asset are measured as the difference between net disposal proceeds and the carrying value of an asset and are recognised in the statement of profit and loss when the asset is derecognised.

vi) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at regular intervals and adjusted prospectively, if appropriate.

B. Depreciation and amortisation methods, estimated useful lives and residual value

i) Depreciation on tangible assets is provided on the written down value (WDV) method to allocate cost over the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act 2013 except for assets which is estimated by the Company.

ii) The company believes that the useful lives as given below best represent the useful lives of these assets based on internal assessment and supported by technical advice where necessary which may be different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

iii) The Company, based on technical assessment made by technical expert and Management estimate, depreciates certain items of property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. This is in compliance with Schedule-II of Companies Act, 2013.

iv) Assets which are depreciated over useful life/residual value different than those indicated by Schedule II are as under:

Sr No	Assets Category	Useful Life (Years)
1	Computers and end user devices	4 Years
2	Plant & Machineries	20 Years

For above mentioned Assets, based on internal assessment and independent technical evaluation carried out by chartered engineers, the Company believe that the useful lives as given above best represent the period over which such Company expects to use these assets. Hence the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

v) Depreciation on additions is being provided on pro rata basis from the date of such additions.

vi) Depreciation on assets sold, discarded or demolished during the year is being provided up to the month in which such assets are sold, discarded or demolished.

(c) Intangible Assets:

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible assets are stated at cost less accumulated amortisation, impairment loss, if any. Computer Software for internal use, which is primarily acquired from third party vendors, is capitalised. Subsequent costs associated with maintaining such software are recognised as expense as incurred.

Cost of software includes license fees and cost of implementation / system integration services, where applicable.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Type of asset	Useful lives estimated by the management (years)
Intangible assets - Computer software	10

The amortisation expense on intangible assets with finite life is recognised in the statement of profit and loss under the head Depreciation and amortisation expense.

Derecognition:

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal.

(d) Revenue Recognition:

Revenue is recognised when control of goods and services have been transferred to the customer; at an amount that can be reliably measured and reflects the consideration which the Company expects to be entitled in exchange for those goods or services, it is also probable that future economic benefits will flow to the Company. The timing of when the company transfers the goods or provide services may differ from the timing of the customer's payment. Amounts disclosed as revenue are net of Goods and Service Tax (GST) as Company collects goods and service tax on behalf of the government and therefore, there are not economic benefits followings to the company.

The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services below (in respect of freight), because it typically controls the goods or services before transferring them to the customer since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.
The disclosures of significant accounting judgments, estimates and assumptions relating to revenue from contracts with customers are provided below:

a Sale of goods:

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, i.e. control of goods it can be reliably measured and it is reasonable to expect ultimate collection. Therefore revenue recognition generally corresponds to the date when the goods are made available to the customer, or when the goods are released to the carrier responsible for transporting them to the customer in the following manner:

i) Domestic sales are recognised at the time of dispatch from the point of sale;
ii) Export sales are recognised on the date as per terms of sale of every export contract and are initially recorded at the relevant exchange rate prevailing on the date of the transaction.

Control of goods refers to the ability to direct the use of and obtain substantially all of the remaining benefits from goods.

Generally, Company does not offer any specific credit period to its customer. The normal credit term is 30 to 240 days upon delivery.

The nature of contracts of the Company are such that no material part performance obligations would remain unfulfilled at the end of any accounting period.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effect of variable consideration, the existence of significant financing components, non-cash consideration and consideration payable to the customer, if any.

Financing component

Generally, the Company receives short term advances from its customers. The Company applies the practical expedient for short-term advances received from customers. That is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

Principal versus agent consideration in respect of freight

The Company, on behalf of its customers (espeacially export customers), dispatches goods to agreed locations for an agreed fee. The Company has determined that the performance obligation of the Company is to arrange for those goods and services (Company is an agent) to the customers and hence the amount charged to the customer offset by freight charges paid to the freight service providers is shown as revenue and disclosed as other operating income or other operating expenses, depending upon the results of the offsetting.

b Jobwork Income

Revenue from job work is recognised when material received is given back to customer after processing as per contracts with the customers.

c Dividend income

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

d Interest Income

Interest Income from a Financial Assets is recognised using effective interest rate method.

e Export incentives

Exports entitlements are recognised when the right to receive credit as per the terms of the schemes is established in respect of the exports made by the Company and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds

f Die design and preparation charges

Revenues from die design and preparation charges are recognized as per the terms of the contract as and when the significant risks and rewards of ownership of dies are transferred to the buyers and no significant uncertainty as to its determination or realisation exist.

(e) Inventories:

Cost of inventories have been computed to include all costs of purchases (including materials), cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

a Raw Materials and stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials and stores and spares in determined on a First-in-first out basis.

b Work-in-progress and finished goods are valued as lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity, incurred in bringing them to their respective present location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

c Traded goods are valued at lower of cost and net realizable value. Cost include cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a First-in-first out basis.

d By-Products are valued at Net Realisable Value.

e Inventory of machinery spares and maintenance materials not being material are expensed in the year of purchase.

(f) Cash Flow Statement:

a Cash Flows are presented using indirect method, whereby profit/(loss) before extra ordinary items and tax is adjusted for the effects of transactions of non -cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the company is segregated based on the available information.

b Cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short term balances, highly liquid investment with maturity of 3 months or less that are readily convertible into cash.

(g) Foreign Currency Transactions:

a Initial Recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting curreny and the foreign currency at the date of the transactions.

b Conversion:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. At the year end, monetary assets and liabilities denominated in foreign currencies are restated at the year end exchange rates. Non- monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transactions. Non- monetary items, which are measured at fair value or others similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

c Exchange Differences:

All exchange differences arising of transactions / settlement of foreign currency monetary items are recognized as income or as expenses in the period in which they arise, where they relate to acquisition of Fixed Assets, in which case they are adjusted to the carrying cost of such assets.

(h) Government Grants:

a Revenue related grants are recognised on accrual basis wherever there is reasonable certainty and reliably measured are disclosed under other operating income. Receivables of such grants are shown under Other Current Assets.

b Export benefits are accounted in the year of exports based on eligibility and when there is no uncertainty in receiving the same. Receivables of such export benefits are shown under Other Current Assets.

c When the grant relates to an asset, it is adjusted against the cost of that property, plant and equipments in the year of receipt.

(i) Financial Assets, Financial Liability and Equity Instruments:

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at below mentioned categories. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

The Company derecognises (i.e. removes from the Company's Balance Sheet) a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

a *Initial recognitions and subsequent measurements of Financial Assets:*

The company classifies its financial assets at initial recognition those measured at fair value (either through other comprehensive income, or through profit or loss), and those to be measured at amortised cost.
The classification is done depending upon the Company's business model for managing the financial assets and the contractual terms of the cash flows characteristics. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

For assets classified as 'measured at fair value', gains and losses will either be recorded in profit or loss or other comprehensive income, as elected. For assets classified as 'measured at amortised cost', this will depend on the business model and contractual terms of the cash flows.

Fixed Deposits

Fixed Deposits held with banks are measured at Amortised Cost as it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise to cash flows on specified dates that represent solely payments of principal and interest on the principal amount outstanding.

Interest income from fixed deposits are recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

The amortized cost of a financial asset is also adjusted for loss allowance, if any.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Trade Receivables

Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

b *Initial recognitions and measurements of Financial Liabilities:*

All Financial Liabilities are recognised at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

c *Subsequent measurements of Financial Liabilities:*

Financial Liabilities are carried at amortised cost using the effective interest method.
For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial liability over the relevant period of the financial liability to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as interest expense over the relevant period of the financial liability. !e same is included under finance cost in the Statement of Profit and Loss.

d *Impairment of financial assets:*

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit and Loss (FVTPL).

Expected Credit Losses (ECL) are measured through a loss allowance at an amount equal to:
• The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
• Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument over the expected life of the financial instrument.

For Trade Receivables the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables.
The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used and recognised as loss allowance. Subsequently, if the credit quality of the financial asset improves such that there is no longer an increase in credit risk since initial recognition, the Company reverses the impairment loss allowance.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss under the head 'Other expenses

The Balance Sheet presentation for various financial instruments is described below:
l) Financial assets measured at amortised cost, revenue receivables and lease receivables: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

(j) Employee Benefits:

Short Term Employee Benefits

a All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss of the year in which related service is rendered.

b The Company provides for the encashment of leave or leave with pay as per rules of the company. The employee are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided at undiscounted amount based on the number of days of unutilised leave at each balance sheet date.

Post-employment benefits

a Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contributions payable to the provident fund scheme as an expenditure, when an employee renders the related services.

b Company has not created gratuity fund of its own/has not taken any policy with respect to payment of gratuity to employees at time of retirement. The liability of the same is also not valued by independent actuary. Company is paying monthly gratuity to all employees, calculated as per provision of Payment of Gratuity Act, 1972 along-with salary payable to them. Moreover, the company has obtained opinion from labour law consultant for Compliance for payment of Gratuity as per Payment of Gratuity Act, 1972. Refer to note no 31 of the financial statements.

(k) Borrowing Costs:

a Borrowing cost includes interest and ancillary costs incurred in connection with the arrangement of borrowings and foreign exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest costs.

b Borrowing costs directly attributable to the construction of an qualifying asset that necessarily take a substantial period of time to get ready for its intended use are capitalized as part of the cost of the qualifying asset. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or saleAll of there borrowing costs are expensed in the period they are incurred.

(l) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the Core Management Committee which includes the Managing Director who is the Chief Operating Decision Maker. As company mainly manufactures "forging component" and Core Management Committee examines performance of the company as a single operating segment in accordance with Ind AS 108 "Operating Segments" notified pursuant to Companies (Accounting Standards) Rule, 2015. Further, there is reportable secondary segment i.e. Geographical segment. Core Management Committee examines performance from geographical perspective and has identified geographical reportable segments from which significant risks rewards are derived viz. Domestic Sales & Export Sales. Disclosure of the same has been made in Note No. 42 of the financal statements. Segment reveune comprises of revenue from operations from forging components and other operating revenue. Segment wise analysis has been made on the above basis and amounts allocated on a reasonable basis.

(m) Lease:

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

a *Right of use assets*

The Company recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease
incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of apurchase option, depreciation is calculated using the estimated useful life of the asset.
The right-of-use assets are also subject to impairment. Refer to accounting policies on impairment of non-financial assets.

b *Lease Liabilities*

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments primarily comprise of fixed payments.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

c *Short term leases and leases of low value assets*

The Company applies the short-term lease recognition exemption to its short-term leases of office spaces and certain equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(n) Earning Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders are divided with the weighted average number of shares outstanding during the year after adjustment for the effects of all dilutive potential equity shares. The weighted average number of equity shares outstanding during the previous period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders are divided with the weighted average number of shares outstanding during the year after adjustment for the effects of all dilutive potential equity shares.

(o) Taxation:

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income. In which case, the tax is also recognised in Other Comprehensive Income.

Current Taxes

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax authorities, based on tax rates and laws that are enacted at the Balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts B186expected to be paid to the tax authorities.

Deferred Taxes

Deferred tax is recognised from temporary timing differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Presentation of current and deferred tax:

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

(p) Impairment of non-financial assets:

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units).

(q) Provision, Contingent Liabilities and Contingent Assets:

a Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and reliable estimate can be made. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. These estimates reviewed at each reporting date and adjusted to reflect the current best estimate.

b A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognised in the financial statements.

(r) Events after Reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

2.3 Application of new and revised Indian Accounting Standard (Ind AS):

All the Ind AS issued and notified by the Ministry of Corporate Affairs ('MCA') under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements have been considered in preparing these financial statements.

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Standards issued but not effective

The Ministry of Corporate Affairs ("MCA") vide its notification dated March 31, 2023 has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 to further amend the Companies (Indian Accounting Standards) Rules, 2015. Amendments have been made to the following standards:

Amendment to Ind AS 12 and Ind AS 101

Now the Initial Recognition Exemption (IRE) does not apply to transactions that give rise to equal and offsetting temporary differences. Narrowed the scope of IRE (with regard to leases and decommissioning obligations). Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision. The amendments apply to transactions that occur on or after the beginning of the earliest comparative period presented

The application of this amendment is not expected to have a material impact on the Company's financial statements

Amendment to Ind AS 1 and Ind AS 34 and Ind AS 107

Companies should now disclose material accounting policies rather than their significant accounting policies.

The application of this amendment is not expected to have a material impact on the Company's financial statements.

Amendment to Ind AS 8

Definition of 'change in account estimate' has been replaced by revised definition of 'accounting estimate'. As per revised definition, accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty.

The amendments listed above will be effective on or after April 1, 2023 and are not expected to significantly affect the current or future periods.

(s) Changes in accounting policies and disclosures

New and amended standards

Several amendments and interpretations apply for the first time in March 2022, but do not have an impact on the standalone financial statements of the Company. The Company has not early adopted any standards or amendments that have been issued but are not yet effective.

(t) First-time adoption of Ind AS

These financial statements, for the year ended March 31, 2021, are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2020, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('Indian GAAP').

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2021, together with the comparative period data as at and for the year ended March 31, 2020, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 1, 2019, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 1,2019 and the financial statements as at and for the year ended March 31, 2020.

An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

Ind AS mandatory Exception availed

The Company has applied all the mandatory exceptions in accordance with Ind AS 101. Following are the exceptions with significant impact:

a Estimates

The estimates at April 1, 2019 and at March 31, 2020 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from the following items where application of Indian GAAP did not require estimation:

- Financial Liability at amortised cost using effective interest method.
- Impairment of financial assets based on expected credit loss model.

b Classification and measurement of financial assets

The Company has classified financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Ind AS optional exemptions availed

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the exemption as below

a Deemed cost for property, plant and equipment and intangible assets

The Company has elected to continue with the carrying value for all of its property, plant and equipment and intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the Indian GAAP and use that as its deemed cost as at the date of transition.

Tirupati Forge Limited
Notes forming part of the balance sheet for the year ended March 31, 2025

4 **INTANGIBLE ASSETS** (₹ in Lacs)

Particulars	Computer Software
Cost	
at March 31, 2024	**17.15**
Purchase	-
at March 31, 2025	**17.15**
Amortisation and impairment	
at March 31, 2024	**3.98**
Amortisation	**3.15**
at March 31, 2025	**7.13**
Net Block	
at March 31, 2024	**13.17**
at March 31, 2025	**10.02**

(a) No revaluation has been done during the year with respect to intangible assets.

5 **INVESTMENTS** (₹ in Lacs)

Particulars	As at March 31, 2025	As at March 31, 2024
NON-CURRENT		
(a) Investments designated at Cost		
Equity instruments (unquoted) (fully paid)		
Ashish Credit Co-operative Society Limited	0.00	0.00
Total	**0.00**	**0.00**
Aggregate value of unquoted investments	**0.00**	**0.00**

6 **TRADE RECEIVABLES** (₹ in Lacs)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Unsecured		
Significant increase in credit risk	19.51	21.81
	19.51	21.81
Less:		
Impairment allowance (allowance for bad and doubtful debts including expected credit loss)	19.51	17.96
Significant increase in credit risk	19.51	17.96
Total	**-**	**3.85**
Current		
Unsecured		
Considered Good	1,716.56	1,585.36
Total	**1,716.56**	**1,585.36**

No trade receivable are due from directors or other officers of the Company either severally or jointly with any other person.
Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days.
The carrying amount of trade receivables may be affected by the changes in the credit risk of the counterparties as well as the currency risk as explained in Refer note 38.

	Outstanding for following periods from due date of payment					
Ageing schedule(before provision) as at 31 March 2025	**Less than 6 months**	**6 months - 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
Undisputed trade receivables – considered good	1,715.96	0.07	-	0.53	-	**1,716.56**
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	**-**
Disputed trade receivables - considered good	-	-	-	-	-	**-**
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	19.51	**19.51**
Total	**1,715.96**	**0.07**	**-**	**0.53**	**19.51**	**1,736.07**

Ageing schedule(before provision) as at 31 March 2024	Outstanding for following periods from due date of payment Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed trade receivables – considered good	1,584.30	0.53	0.53	-	-	**1,585.36**
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	**-**
Disputed trade receivables - considered good	-	-	-	-	-	**-**
Disputed trade receivables - which have significant increase in credit risk	-	-	-	4.81	17.00	**21.81**
Total	**1,584.30**	**0.53**	**0.53**	**4.81**	**17.00**	**1,607.17**

7 **OTHER FINANCIAL ASSETS** (₹ in Lacs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Non-current		
Security Deposits (*)	71.54	36.67
Deposits with maturity for more than twelve	144.23	143.08
Provision for credit risk on deposits (#)	-120.00	-120.00
Total	**95.77**	**59.75**
Current		
Interest accrued on Security deposits	2.80	1.55
Other Receivables	4.45	9.60
Total	**7.25**	**11.15**

(*) Security deposits are against finance lease of Plant & Machineries taken from Siemens Financial Services Private Limited are non-interest bearing deposits.

(**) Fixed Deposits of ₹ 18.28 Lakhs (March 31, 2024 : ₹ 17.53 Lakhs) in non-current portion are against bank guarantee provided to PGVCL. Interest accrued is included in the carrying value of deposits with maturity for more than twelve months.

(#) Company had temporary parked the unutilised amount in the fixed deposits lying with Ashish Credit Co-operative Society Ltd out of preferential issue during FY 2019-20. Fixed Deposits are now overdue for maturity since November, 2020. However, the company during the year the company has filed case under Negotiable Instruments Act,1881 against the "Ashish Credit Co-Op Society Ltd for default in making repayment against maturity due for Fixed deposit of ₹ 120 Lakhs (PY-120 Lakhs) held by the company and case is still under litigation. Company has made provision for expected credit loss of ₹ 120 Lakhs as at 31st March, 2025 for the same as estimated by management of the company.

8 **INVENTORIES** (₹ in Lacs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Raw Materials [includes items lying with third parties and items in transit]	569.07	739.83
Stores & Consumables	17.19	12.76
Work In Progress [includes items lying with	347.64	376.96
Finished Goods (incl. traded goods)	1,366.60	1,047.76
By Products(Scrap)	7.34	55.48
Total	**2,307.84**	**2,232.79**

Write-downs of inventories value to Scrap value, resulted in net loss of ₹ 25.28 lakhs [Previous year – ₹ 21.92 Lakhs]. These were recognised as an expense during the year in the Statement of Profit and Loss.

9 **CASH & CASH EQUIVALENTS** (₹ in Lacs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Cash on hand	4.71	5.65
Balances with Banks:		
In Current Accounts (*)	2,708.17	43.39
Deposits with original maturity of less than three months (#)	600.00	400.00
Total	**3,312.88**	**449.04**

(*) Includes ₹ 2643.62 Lakhs (31 March 2024 :₹ 10.05 Lacs) for amount earmarked for specific purpose of shares issued on preferential basis & Convertible Warrants as disclosed in Note 36 for utilisation of proceeds from issue made during the current financial year.

(#) Unutilised amount from amt. raised from preferential issue during FY 24-25 during the year was parked for period less than three months in deposits with bank

10 **LOANS** (₹ in Lacs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Current (Unsecured, Considered Good)		
Loans to employees	13.99	7.63
Total	**13.99**	**7.63**

No loans are due from directors or other officers of the Company, firms in which director is a partner or private companies in which director is a director or member either severally or jointly with any other person.

11 **OTHER ASSETS** (₹ in Lacs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Non-Current (Unsecured, Considered Good)		
Custom bond Receivable (#)	228.68	228.68
Provision for Bond Receivable	-168.83	-168.84
Total	**59.85**	**59.84**
Current (Unsecured, Considered Good)		
Advance to suppliers	690.85	29.02
Balances with Govt Authorities	751.48	259.82
Export Incentive Receivables	66.35	22.77
Other assets (*)	11.03	10.42
Total	**1,519.71**	**322.03**

(*) Includes prepaid expenses, other receivable etc.

No advances are due from directors or other officers of the Company, firms in which a director is a partner or private companies in which director is a director or a member either severally or jointly with any other person.

(#) Company has paid for Custom duty Bond in USA for export of forged flanges to its premium customer in USA. Bond amount is subject to review by USA authority at its prescribed intervals which may be 2-3 years. However, the company has estimated provision for doubtful receivable of bond as per managment estimate.

12 **EQUITY SHARE CAPITAL** (₹ in Lacs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
(a) **Authorized Share Capital**		
1325 Lakhs (31 March 2024: 1200 Lakhs) Equity Shares of ₹ 2 each	2,650.00	2,400.00
	2,650.00	**2,400.00**
Issued, Subscribed & Fully paid up Share		
1182.80 Lakhs (31 March 2024: 1036.80 lakhs) Equity Shares of ₹ 2 each	2,365.60	2,073.60
Total issued, subscribed and fully paid-up share capital	**2,365.60**	**2,073.60**

(b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period - Equity Shares

Equity Shares	As at 31 March, 2025 No. of Shares	As at 31 March, 2025 Amount (₹ in Lacs)	As at 31 March, 2024 No. of Shares	As at 31 March, 2024 Amount (₹ in Lacs)	
At the beginning of the period	10,36,80,000	2,073.60	9,80,00,000	1,960.00	
Shares extinguished on splitting of shares	-	-	-	-	
Issued during the period - Bonus Shares	-	-	-	-	
Issued during the period - Preferential Issue	1,46,00,000	292.00	56,80,000	113.60	2,92,00,000.00
Outstanding at the end of the period	11,82,80,000	**2,365.60**	10,36,80,000	**2,073.60**	

Note:

The company has issued 1,46,00,000 equity shares on preferential basis of face value of Rs. 2/- each per share along with Premium of Rs. 30/- per shares [Previous Year 56,80,000 at an issue price of 12.50 (Incl. Premium of 10.50)] to persons belonging to Non-Promoters, Public category for cash aggregating to Rs. 4,672 Lakhs and 1,17,60,000 convertible warrants on preferential basis each convertible, to the Promoters and Promoter Group and Non-Promoter Group of the Company, into one fully paid up equity shares of face value of Rs. 2/- each per share along with Premium of Rs. 30/- per shares at above price for cash aggregating to Rs. 3,763.20 Lakhs as per approved by the member of the company in extra ordinary meeting held at November 16, 2024. Company has duly complied with appliable provisions under SEBI (ICDR) regulations.Funds raised by Preferential issue & Equity Warrents have been utilized for the purpose mentioned in the objects of the issue in the offer documents and disclosed in Note No 36.

(c) Terms/Rights attached to Equity Shares

The company has only one class of equity shares having a par value of Rs. 2/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) Details of shareholders holding more than 5% shares in the company

Name of Shareholder	As at 31 March, 2025 No.	As at 31 March, 2025 % of total holding	As at 31 March, 2024 No.	As at 31 March, 2024 % of total holding
Bhargavi Manojbhai Thummar (#)	1,62,82,800	13.77%	1,62,82,800	15.70%
Chetna Mukeshbhai Thummar (#)	1,65,97,800	14.03%	1,65,97,800	16.01%
Hiteshkumar Gordhanbhai Thummar (*) (#)	1,10,71,565	9.36%	1,10,71,565	10.68%
Jayaben Shivlal Thummar	60,64,192	5.13%	60,64,192	6.19%

As per records of the company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(*) Shareholding of Hiteshkumar G. Thummar includes 1565 shares in the capacity of trustee due to fraction of shares generated by allotment of Bonus Shares on 10.10.2021.

(#) The shareholding for previous comparative period includes the shares issued on preferential basis were allotted by the Board on 06.02.2024 as per terms of approval given by the member in extra ordinary general meeting held on 27th December, 2023. However, it gets credited in the demat account of preferential holders after the approval of financial statements and as confirmed by Share Transfer Agent but for accounting purpose the shares were alloted in FY 23-24 are to be considered for shareholding pattern disclosure as required under Companies Act.

(e) Disclosure of Aggregate number and class of shares allotted as fully paid up by way of bonus shares during the period of five years immediately preceding the reporting date by capitalisation of securites premium and free reserves.

Year of Allotment	2021-22	2020-21	2019-20
No. of Shares alloted	4,20,00,000	3,30,000	38,70,000
Class of Shares	Equity Shares	Equity Shares	Equity Shares
Ratio of Bonus (bonus shares issued for every shares held)	3:4 (Face Value of ₹ 2)	6:10 (Face Value of ₹ 10)	6:10 (Face Value of ₹ 10)

(f) Shareholding of Promoters

Name of Promoters	As at March 31,2025 No. of shares	As at March 31,2025 %	As at March 31,2024 No. of shares	As at March 31,2024 %	change in Shareholding	change in Shareholding (In Percentage)
Bhargavi Manojbhai Thummar	1,62,82,800	13.77%	1,62,82,800	15.70%	-	-1.94%
Chetna Mukeshbhai Thummar	1,65,97,800	14.03%	1,65,97,800	16.01%	-	-1.98%
Hiteshkumar Gordhanbhai Thummar	1,10,71,565	9.36%	1,10,71,565	10.68%	-	-1.32%
Jayaben Shivlal Thummar	60,64,192	5.13%	60,64,192	5.85%	-	-0.72%
Otamben Khodabhai Thummar	52,15,000	4.41%	52,15,000	5.03%	-	-0.62%
Darshna Hiteshbhai Thummar	25,84,400	2.18%	25,84,400	2.49%	-	-0.31%
	5,78,15,757	48.88%	5,78,15,757	55.76%	-	-6.88%

(*) Decrease in promoters holding during the current financial year is due to issue of 1,46,00,000 shares on preferential basis to non-promoter group by the company.

13 **OTHER EQUITY**

(₹ in Lacs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Money received against convertible share warrants incl. securities premium (Refer note 12(b)	940.80	-
Securities Premium [Refer Note 13(a)]		
Opening Balance	589.90	-
Add: premium received on issue of equity shares on preferential basis	4,380.00	596.40
Less: Share Issue Expenses	-683.82	-6.50
Closing Balance	**4,286.08**	**589.90**
Retained Earnings		
Balance as per the last financial statements	2,328.06	1,663.84
Add: Net Profit for the year	785.53	664.22
Closing Balance	**3,113.59**	**2,328.06**
TOTAL OTHER EQUITY	**8,340.47**	**2,917.96**

(a) Securities Premium:
Securities premium account has been created consequent to issue of shares at premium. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013. Transaction costs for issue of shares and convertible warrants on preferential basis has been adjusted with the security premium.

(b) Retained Earnings:
Retained earnings is a free reserve. This is the accumulated profit earned by the Company till date, less transfer to reserve, dividend and other distributions made to the shareholders.

(c) Details of convertible equity share warrants issued on preferential basis to promoters and non-promoters group as below:

Particulars	No. of Warrants	25% Amount Received	Holding (%)
Chetna Mukeshbhai Thumar	34,50,000	2,76,00,000	29.34%
Bhargvi Manojbhai Thummar	20,00,000	1,60,00,000	17.01%
Hiteshkumar Godhanbhai Thummar	10,00,000	80,00,000	8.50%
Devansh Trademart LLP	30,00,000	2,40,00,000	25.51%
Ekta Agarwal	10,00,000	80,00,000	8.50%
Mayank Gupta	4,50,000	36,00,000	3.83%
Lata Dhiraj Shah	3,60,000	28,80,000	3.06%
Adiraju Rajendra Prasad	2,00,000	16,00,000	1.70%
Dea Capital Management Private Limited	1,00,000	8,00,000	0.85%
Jayantilal Gada HUF	1,00,000	8,00,000	0.85%
Piyush Gala	1,00,000	8,00,000	0.85%
Total	**1,17,60,000**	**9,40,80,000**	

14 BORROWINGS **(₹ in Lacs)**

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Non-Current		
Secured borrowings from Bank		
Term Loans	930.93	240.77
Total	**930.93**	**240.77**
Carried at amortised cost		
Current		
Secured borrowings from Bank		
Cash Credit	596.58	528.78
Preshippment Packing Credit	35.83	7.67
Current Maturities of term loans from banks	204.67	176.11
Sub-Total	**837.08**	**712.56**
Unsecured borrowing from Bank		
Bill Discounting	-	153.36
Sub-Total	**-**	**153.36**
The above amount includes		
Secured borrowings	1,768.01	953.33
Unsecured borrowings	**-**	153.36
Total Borrowings	**1,768.01**	**1,106.69**

Machineries Term Loan from IOB Bank

(a) Existing & Fresh Term Loan is secured against hypothecation of Plant & Machineries purchased & to be purchased from the said Term Loan. It is also secured by equitable mortgage of Land and Building situated at Hadamtala Industrial Zone, District Rajkot of the company and personal guarantee of directors.

(b) Interest rate of term loan is linked to RLLR plus 0.40% i.e. 9.75% p.a. as per last Sanction Letter.

(c) Existing Term Loan of ₹ 343 Lakhs is repayable in 75 monthly instalment commencing from January, 2019 and ending on September, 2026. i.e 74 monthly installment of Rs. 4,57,330/- and last installment of Rs. 4,57,580/-.

(d) Fresh Term Loan of ₹ 280 Lakhs is repayable in 60 monthly instalment commencing from November, 2023 and ending on November, 2028. i.e 59 monthly installment of Rs. 4,66,667/- and last installment of Rs. 4,66,647/-.

(e) Fresh term loan disbursed of ₹ 258.00 Lakhs [Preceding Year - 235.36 lakhs] out of sanctioned amount of ₹ 280 lakhs is utilised for the purpose for which it is obtained i.e. purchase of plant & machineries.

- **Solar Term Loan from IOB Bank**

(a) Fresh Solar term loan disbursed of ₹ 850.00 lakhs is secured against hypothecation of Solar Panels for which loan amount is utilised and sanctioned i.e. installations of 4.8MW of Solar Power Plant.

(b) Interest rate of term loan is linked to RLLR plus 0.50% i.e. 9.35% p.a. as per last Sanction Letter.

(c) Term Loan repayable in 84 monthly door to door tenure. Repayment to commenced after expiry of holiday period of six month i.e. Rs.10,89,744/- for 77 monthly instalment and last instalment of Rs.10,89,712/-

Vehicle Loan from IOB Bank

(a) Fresh Vehicle loan disbursed of ₹ 28.80 lakhs out of sanctioned amount of ₹ 28.80 lakhs is utilised for the purpose for which it is obtained i.e. purchase of New Staff Bus.

(b) Interest rate of term loan is 9.80% p.a. as per Sanction Letter.

(c) Term Loan is repayable in 36 monthly instalment of Rs. 92,860/- commencing from October 2024 and ending on September, 2027.

(a) Term loan is secured against Staff bus.

(b) Interest rate of loan is 9.00%.

(c) Term Loan is repayable in 63 monthly instalment of Rs. 29,065/- commencing from May, 2017 and ending on October, 2023. Loan Was Fully Repaid in Preceeding Financial Year.

Term Loans from ICICI Bank for Motor Cars

(a) Term loan is secured against three vehicles.

(b) Interest rate of three vehicles loan are 7.65%, 8.20% & 9.10% respectively.

1st Vehicle Term Loan is repayable in 36 equated monthly instalment of Rs. 80,361/- commencing from August, 2021 and ending on July, 2024. 2nd

Vehicle term loan is repayable in 36 equated monthly installment of Rs. 81,410/- commentcing from September, 2022 and ending on August, 2025. 3rd

(c) Vehicle term loan is repayable in 60 equated monthly installment of Rs. 60,146/- commentcing from March, 2023 and ending on February, 2028.

Working Captial Term Loan from IOB Bank under ECLGS 1.0 extension Scheme

(a) WCTL under ECLGS 1.0 is rank pari passu with all the existing facilities in terms of security. It is also collaterally secured by equitable mortgage of Industrial Land and Building situated at Hadamtala Industrial Zone, District Rajkot.

(b) Interest rate of term loan is Repo rate plus markup plus 1.00% i.e. 9.25% p.a.

(c) Term Loan is repayable in 21 monthly instalment commencing after moratorium period of 24 months from the date of first installments i.e. January 2024 i.e. 20 installment of Rs. 3,33,888/- and 21st installment of Rs. 2,42,240/-

Vehicle Term Loan from HDFC Bank

(a) Term loan is secured by exclusive first charge on the Mahindra Jayo financed by the banks.

(b) Interest rate of loan is 8.34%.

(c) Term Loan is repayable in 36 monthly instalment of Rs. 31,240/- and Rs. 3,810/- commencing from March, 2021 and ending on February, 2024.

Cash Credit

(a) Loan is secured against hypothecation of stock and book debts up to 90 days and with exclusive first charge on entire current assets of the present and future. It is also secured by equitable mortgage of Industrial Land and Building situated at Hadamtala Industrial Zone, District Rajkot and personal guarantee of directors.

(b) Interest rate of term loan is linked to RLLR plus 0.40% i.e. 9.75% p.a. as per last Sanction Letter.

(d) It is repayable on demand.

Preshippment Packing Credit

(a) The loan is secured against hypothecation of inventories and trade receivables.

(b) Interest rate is as per circular of the bank.

(c) It is repayable on demand.

Working capital facilities and statements filed with bank

(a) The Company has availed working capital facilities from banks in form of packing credit and cash credit. The Company have filed the quarterly statements with banks with regard to the securities provided against such working capital facilities on periodic basis. The statements (incl. revised statements) filed are in agreement with the books of accounts of the Company.

The Company has been sanctioned a fund based limit of ₹ 690 Lakhs (PY ₹ 690 Lakhs) and non-fund based limit of ₹ 100 Lakhs (PY ₹ 100 Lakhs) in respect of working capital facilities by its bankers as at March 31, 2024.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

Bill Discounting with banks (Unsecured)

(a) The company has availed working capital facilites from bank under bill discounting arrangements for its customer. It is unsecured.

(b) There is no cost to the company for the facility except bank charges of South Indian Bank Ltd.

(c) It is repayable on demand.

15 DEFERRED TAX LIABILITIES (net)

(₹ in Lacs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Deferred Tax Liabilities		
Property, plant and equipments and Intangible assets	239.48	76.02
Gross Deferred Tax Liabilities	**239.48**	**76.02**
Deferred Tax Assets		
Provision for bad/doubtful debts and advances	-35.11	-34.72
Other Adjustment on account of lease liabilities	-207.28	-51.03
MSME Disallownace u/s. 43B	-8.31	-
Provision for employee benefits	-0.65	-0.37
Gross Deferred Tax Assets	**-251.35**	**-86.12**
Total Deferred Tax (Asset)/Liability	**-11.87**	**-10.10**

Movement in deferred tax liabilities/(Assets)

(₹ in Lacs)

Particulars	Property, plant and equipment (*)	Financial Asset & Liabilities	Other Disallowance (u/s. 43B)	Lease Liabilities	Doubtful Debts	Total
At 31 March 2023	**40.05**	**-0.89**	**-0.43**	**-23.42**	**-31.71**	**-16.40**
Charged/(credited)						
to profit and loss	35.97	1.96	0.06	-28.67	-3.02	6.30
to other comprehensive income						
At 31 March 2024	**76.02**	**1.07**	**-0.37**	**-52.09**	**-34.73**	**-10.10**
Charged/(credited)						
to profit and loss	163.46	5.97	-8.59	-162.22	-0.39	-1.77
to other comprehensive income						
At 31 March 2025	**239.48**	**7.04**	**-8.96**	**-214.31**	**-35.12**	**-11.87**

(*) It includes impact of Right-of-use assets

16 PROVISIONS (₹ in Lacs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Current		
Provision for Employee Benefits	26.47	19.68
Other Provisions	143.31	182.06
TOTAL PROVISION	**169.78**	**201.74**

17 TRADE PAYABLES (₹ in Lacs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Dues to parties registered under MSMED Act, 2006	663.42	150.28
Others	324.49	669.85
TOTAL	**987.91**	**820.13**

Trade payables are non-interest bearing and are generally settled on 60 to 90 days terms.

Considering the Company has been extended credit period upto 45 days by its vendors and payments being released on a timely basis, there is no liability towards interest on delayed payments under 'The Micro, Small and Medium Enterprises Development Act 2006' during the year. There is also no amount of outstanding interest in this regard, brought forward from previous years. Information in this regard is on basis of intimation received, on requests made by the Company, with regards to registration of vendors under the said Act. The MSME classification of vendors have been regrouped as compare to figures mentioned in the financial result as per latest information available with the company. The amount of principal and interest outstanding as at 31.03.2025 is given below:

(i) Amounts unpaid as at end of period	Principal	663.42	150.28
	Interest	-	-
(ii) Amounts paid after appointed date during the period		-	-
(iii) Amount of interest accrued and unpaid as at period end		-	-
(iv) Amount of interest paid during the period as per section 16		-	-

Due - Outstanding for following periods from due date of payment

Ageing schedule as at 31 March 2025	Less than 1 year	1-2 years	2-3 years	More than 3	Total
Micro small and medium enterprises	648.26	10.38	3.54	1.24	663.42
Others	324.26			0.23	324.49
Disputed dues - MSME					-
Disputed dues - Others					-
Total	**972.52**	**10.38**	**3.54**	**1.47**	**987.91**

Due - Outstanding for following periods from due date of payment

Ageing schedule as at 31 March 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Micro small and medium enterprises	150.28		-	-	150.28
Others	664.84	3.54		1.47	669.85
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	**815.12**	**3.54**	**-**	**1.47**	**820.13**

18 OTHER FINANCIAL LIABILITIES (₹ in Lacs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Other current financial liabilities at amortised cost		
Interest accrued but not due on borrowings	3.25	1.55
Directors Remuneration	4.54	6.82
TOTAL	**7.79**	**8.37**

19 OTHER CURRENT LIABILITIES (₹ in Lacs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Statutory dues	23.75	10.39
Advances from Customers (*)	2.25	6.39
TOTAL	**26.00**	**16.78**

(*)The contract liabilities primarily relate to the advance consideration received on contracts entered with customers for which performance obligations are yet to be performed, therefore, revenue will be recognized when the goods are passed on to the customers.

Tirupati Forge Limited
Notes forming part of the Profit & loss account for the year ended March 31, 2025

20 **REVENUE FROM OPERATIONS** (₹ in Lacs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Sale of Products		
Sale of Manufactured Goods	9,439.64	8,850.78
Sale of Traded Goods	748.23	852.94
Tooling / Die Development Income	40.16	84.98
Total Sale of Products	**10,228.03**	**9,788.70**
Sale of Services		
Job work charges	73.52	70.36
Other Operating Revenue		
Manufacturing Scrap	1,064.60	1,015.64
Export incentives	132.15	125.39
Others	-	0.06
	1,270.27	**1,211.45**
TOTAL REVENUE FROM OPERATION	**11,498.30**	**11,000.15**
Geographical Markets		
Outside India	6,385.94	5,511.48
Within India	5,112.36	5,488.67
TOTAL REVENUE FROM OPERATION	**11,498.30**	**11,000.15**

Sale of goods includes F.O.B. value of export of Rs. 6,253.58 Lakhs (March 31, 2024 : Rs. 5,391,08 Lakhs).

21 **OTHER INCOME**

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Gain on foreign exchange fluctuations	89.33	64.91
Interest Income	38.36	3.19
Gain on sale of property, plant and equipments (net)	3.01	23.03
Others	0.64	1.31
TOTAL	**131.34**	**92.44**

22 **COST OF RAW MATERIAL AND COMPONENTS CONSUMED**

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Opening Stock		
Raw Materials	739.83	566.67
Purchases		
Purchase of Raw Materials (net of discount/return)	4,658.99	4,912.09
Purchase of Semi Finished Goods	1,318.53	1,791.88
Closing Stock		
Raw Materials	569.07	739.83
TOTAL	**6,148.28**	**6,530.81**

23 **PURCHASE OF TRADED GOODS**

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Purchase of Forged Machined goods	40.01	76.99
Purchase of Scrap	9.13	-
Purchase of Steel Billets	667.47	672.66
TOTAL	**716.61**	**749.65**

24 **(INCREASE) IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND SCRAP**

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Inventories at the end of the year		
Work-in-progress [includes items lying with third parties]	347.63	376.96
Finished goods	1,366.60	1,047.75
Scrap	7.35	55.49
Total	**1,721.58**	**1,480.20**
Inventories at the beginning of the year		
Work-in-progress [includes items lying with third parties]	376.96	227.12
Finished goods	1,047.75	720.78
Scrap	55.49	69.35
Total	**1,480.20**	**1,017.25**
Opening Stock		
Closing Stock		
change in inventory of work in process	**-241.38**	**-462.95**

25 **EMPLOYEE BENEFIT EXPENSES**

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Salary, Wages & Bonus to employees (including managing and whole time director's remuneration)	570.20	429.63
Director Remuneration	25.20	25.20
Contribution to provident funds	11.59	10.49
Gratuity Expenses	7.25	5.70
Staff Welfare Expenses	18.25	12.96
TOTAL	**632.49**	**483.98**

The code on Social Security, 2020 ('Code') relating to employees benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

26 **DEPRECIATION AND AMORTIZATION EXPENSE**

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Depreciation on property, plant and equipment (refer note 3)	309.00	248.64
Amortisation on intangible assets (refer note 4)	3.15	0.76
Amortisation on right-of-use assets (refer note 34)	124.86	96.07
TOTAL	**437.01**	**345.47**

27 **FINANCE COSTS**

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Interest on Working Capital Loan (Net of rebate)	52.84	53.00
Interest on Term Loans under amortised cost method (Net of Subsidy)	20.12	15.59
Bank Charges under bill discounting arrangements	1.07	11.97
Interest on Vehicles Loans	6.49	5.14
Interest on Statutory dues	8.27	4.66
Interest on lease liabilities (refer note 34)	32.35	21.53
Interest on Late Payment to suppliers	16.44	0.01
Other Bank Charges	26.95	19.34
TOTAL	**164.53**	**131.24**

28 **OTHER EXPENSES**

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Consumption of Stores, Spares & tools	382.38	298.08
Machining / subcontracting charges	726.24	676.55
Freight Forwarding Charges	655.62	523.36
Power & Fuel	592.48	609.01

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Freight Forwarding Charges	655.62	523.36
Power & Fuel	592.48	609.01

31 **GRATUITY**

Company has not created gratuity fund of its own/has not taken any policy with respect to payment of gratuity to employees at time of retirement. The Company has not taken valuation for Gratuity liability from independent actuary valuer this year. During from previous financial year, the company is paying gratuity to all employees, calculated as per provision of Payment of Gratuity Act, 1972 along-with salary payable to them. Therefore, in absence of valuer's report for gratuity liability, figures for current year with respect to disclosures as per Ind AS 19 has not been shown. Moreover, the company has obtained opinion from labour law consultant for Compliance for payment of Gratuity as per Payment of Gratuity Act, 1972.

32 **RELATED PARTY DISCLOSURE**

Key Managerial Personnel	**Designation**
Hiteshkumar Gordhanbhai Thummar	Chairman & Managing Director
Bhavesh Tulshibhai Barsiya	Whole Time Director
Darshna Hiteshbhai Thummar	Director
Atulbhai Laxmanbhai Natu	Chief Financial Officer
Chanchal Kumari (retired w.e.f. 6th September,2024)	Company Secretary
Milan Sakhiya (joined w.e.f. 10th September, 2024)	Company Secretary

Promoter

Chetna Mukeshbhai Thumar
Bhargavi Manojbhai Thummar
Hiteshkumar Gordhanbhai Thummar
Jayaben Shivlal Thumar
Otamben Khodabhai Thumar
Darshna Hiteshbhai Thummar

Entities in which Managing Director & Key managerial Personnel have significant influence

A - 1 Furniture

33 **RELATED PARTY TRANSACTION**

Name of person	**Nature of transaction**	**As at March 31, 2025**	**As at March 31, 2024**
(A) Key Managerial Personal			
Hiteshkumar Gordhanbhai Thummar	Director's Remuneration	18.00	18.00
Bhavesh Tulshibhai Barsiya	Director's Remuneration	7.20	7.20
Atulbhai Laxmanbhai Natu	Short term employee benefits	10.00	9.65
Milan Sakhiya	Short term employee benefits	2.01	1.74
Chanchal Kumari	Short term employee benefits	0.90	0.57
Hiteshkumar Gordhanbhai Thummar	Lease Rent of land	2.16	2.16
(B) Promoters			
Bhargavi Manojbhai Thummar	Lease Rent of land	30.95	7.74
Chetna Mukeshbhai Thummar	Lease Rent of land	34.00	-

(C) Balance Outstanding as at year end

Nature of Balance	**Name of related parties and nature of relationships**	**As at March 31, 2025**	**As at March 31, 2024**
Trade Payable	**Manging Director & Chariman**		
	Bhargavi Manojbhai Thummar	8.36	7.74
	Chetna Mukeshbhai Thummar	13.77	-
	Hiteshkumar G. Thummar	0.73	1.97
Managerial remuneration payable	**Key management personnel**		
	Bhavesh T. Barsiya	4.54	6.82

34 **LEASE**

(a) Company as lessee

The company has entered into lease agreement for land for the period of 20 years from Hiteshbhai G. Thummar, Chariman and Managing Director of the Company, used in its operations. The transaction was approved by Board of Director as well as by members of the Company. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets. Company has not entered into agreement for new land taken on lease from Bhargaviben Thummar, Promoter Group used in its operation from 01st January, 2024 and has paid rent for three months and company applies the 'short-term lease' recognition exemptions for this lease.

The company has also entered into ten finance lease arrangements with Siemens Financial Services Private Limited for more than one machineries to used in its operations for period upto 3 years till 31st March, 2024. The transaction was approved by Board of Director as well as by members of the Company. The Company's obligations under its leases are secured by the lessor's title to the leased assets.

The Company also has certain lease agreements related to other assets with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.
Below are the carrying amounts of right-of-use assets recognised and the movements during the period:

Particulars	*Leasehold Land*	*Plant & Machineries*	*Total*
At March 31, 2023	**11.60**	**77.70**	**89.30**
Additions during the year	-	219.10	219.10
Depreciation charged during the year	-0.76	-95.31	-96.07
At March 31, 2024	**10.84**	**201.49**	**212.33**
Additions during the year	630.02	116.64	746.66
Depreciation charged during the year	-5.45	-119.41	-124.86
At March 31, 2025	**635.41**	**198.72**	**834.13**

Below are the carrying amounts of lease liabilities and the movements during the period:

Particulars	**Amount**
At March 31, 2023	**93.07**
Additions	219.10
Accretion of Interest	21.53
Payments	-126.73
At March 31, 2024	**206.97**
Additions	**746.66**
Accretion of Interest	32.35
Payments	-134.48
At March 31, 2025	**851.50**

Particulars	**As at March 31, 2025**	**As at March 31, 2024**
Current	120.20	85.54
Non-Current	731.30	121.43

The effective interest rate for lease liabilities - land is 9.80%.
The effective interest rate for lease liabilities - Machineries is 10.44% to 13.28%.

The following are the amounts recognised in statement of profit and loss:

Particulars	**As at March 31, 2025**	**As at March 31, 2024**
Depreciation expense of right-of-use assets	124.86	96.07
Interest expense on lease liabilities	32.35	21.53
Expenses relating to Short-term leases (included in other expenses)	2.52	1.44
Total amount recognised in profit or loss	**159.73**	**119.04**

Below are the undiscounted potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term

Within one year	199.62	105.29
After one year but not more than five year	427.88	125.17
More than five year	893.48	17.82

35 **CONTINGENT LIABILITIES NOT ACKNOWLEDGED AS DEBT**

Guarantees given by the company's banker on behalf of the company upto Rs. 100.00 lakhs (PY - Rs. 100 Lakhs) which is issued in favour of PGVCL (O & A), Gondal and secured against fixed deposits.

36 **DETAILS OF UTILISATION OF PROCEEDS OF PREFERENTIAL ALLOTMENT:-**

(1) The company has issued 1,46,00,000 equity shares on preferential basis of face value of Rs. 2/- each per share along with Premium of Rs. 30/- per shares to persons belonging to Non-Promoters, Public category for cash aggregating to Rs. 4,672 Lakhs as per approved by the member of the company in extra ordinary meeting held at November 16, 2024. Company has duly complied with appliable provisions under SEBI (ICDR) regulations.

Equity Shares issued on Preferential Basis

(₹ in Lacs)

Original Object	Original Allocation	Funds Utilized(*)	Funds Unutilized
To fund the Expansion of existing capacity, assets acquisition, acquisition/purchase of plant and machinery and other fixed assets for purchase of new plant and machinery and other fixed assets for the purpose increasing its existing production capacity of its business for manufacturing, to meet the enhanced working capital requirements and general corporate purpose.	4,672.00	1,596.00	3,076.00

(*) Fund utilised includes amount utilised for the issue related expense incurred by the company considering general corporate purpose of Rs. 324.27 Lakhs.

Amount unutilized have been deposited in the fixed deposits of Indian Overseas Bank for period less than three months of Rs. 600 Lakhs and balance Rs. 2,476.00 Lakhs are lying in the current account of Indian Overseas Bank.

(2) The company has issued 1,17,60,000 convertible warrants on preferential basis each convertible, to the Promoters and Promoter Group and Non-Promoter Group of the Company, into one fully paid up equity shares of face value of Rs. 2/- each per share along with Premium of Rs. 30/- per shares at above price for cash aggregating to Rs. 3,763.20 Lakhs as per approved by the member of the company in extra ordinary meeting held at November 16, 2024. Company has duly complied with appliable provisions under SEBI (ICDR) regulations.

Convertible Warrants issued on Preferntial Basis

(₹ in Lacs)

Original Object	Original Allocation	Funds Utilized(*)	Funds Unutilized
To fund the Expansion of existing capacity, assets acquisition, acquisition/purchase of plant and machinery and other fixed assets for purchase of new plant and machinery and other fixed assets for the purpose increasing its existing production capacity of its business for manufacturing, to meet the enhanced working capital requirements and general corporate purpose.	940.80	800.00	140.80

(*) Fund utilised includes amount utilised for the issue related expense incurred by the company considering general corporate purpose of Rs. 454.53 Lakhs.

Amount unutilized are lying in the current account of Indian Overseas Bank.

(3) Company has utilized the fund raised from the preferential issue raised during the FY 2023-24 is as under:

(₹ in Lacs)

Original Object	To be Utilized as per the objectives	Actual utilisation as per the objectives	Unutilisation amount as at 31st March, 2024
For margin money of proposed credit facility from bank in matter of installation of new windmill/solar project. (*)	400.00	400.00	-
Capital Expenditure for expansion of new shed and building etc. (#)	310.00	310.00	-

(4) Company has utilized the fund raised from the preferential issue raised during FY 2019-20 which remains unutilised is as under:

(₹ in Lacs)

Original Object	To be Utilized as per the objectives	Actual utilisation as per the objectives	Unutilisation amount as at 31st March, 2024 (*)
Long Term and Short Term Working Capital Requirement and to support future business expansions Plans	534.60	414.60	120.00

(*) Amount unutilized have been deposited in the fixed deposits of Credit housing Co-operative society of Rs. 120 Lakhs.

37 **CSR EXPENDITURE INCURRED DURING THE YEAR**

	As at March 31, 2025	As at March 31, 2024
Gross amount required to be spent by the Company during the year	19.55	14.09
Set off from previous year excess spent	-0.91	-
Contribution to trusts/associations for preventive healthcare activities		-
Contribution to trusts/association for animal welfare	13.64	15.00
Contribution to trusts/association for Education activities	5.00	
Eradication of Hungar in slum area		-
Total	**18.64**	**15.00**
shortfall/(excess) at the end of the year	**-0.00**	**-0.91**

No funds relating to other than identified and ongoing projects are required to be transferred to specified funds as at the end of previous year

38 FINANCIAL RISK MANAGEMENT

a Financial Instrument by Category

Financial Assets & Liabilities

Particulars	As at March 31, 2025 Amortised Cost	As at March 31, 2024 Amortised Cost
Financial Assets		
Investment in unquoted equity shares	0.00	0.00
Trade Receivables	1,716.56	1,589.21
Loans	13.99	7.63
Other Financial Assets	103.02	70.90
Cash and cash equivalent	3,312.88	449.04
Total Financial Assets	**5,146.45**	**2,116.78**
Financial Liabilities		
Current & Non-Current Borrowings	1,768.01	1,106.69
Lease Liabilities	851.50	206.97
Trade payables	987.91	820.13
Other Financial Liabilities	7.79	8.37
Total Financial Liabilities	**3,615.21**	**2,142.16**

There are no Financial assets and liabilities measured or required to be measured at Fair Value.

b Financial Risk Management Objectives and Policies

The Company's principal financial liabilities comprises borrowings, trade and other payables and other financial liabilities. The main purpose of these financial liabilities is to finance and support the operations of the Company. The Company's principal financial assets include trade and other receivables, loans and cash and cash equivalents that derive directly from its operations.

The Company's business activities are exposed to a variety of risks including liquidity risk, credit risk and market risk. The Company seeks to minimize potential adverse effects of these risks on its financial performance and capital. Financial risk activities are identified, measured and managed in accordance with the Company's policies and risk objectives which are summarized below and are reviewed by the senior management.

Credit Risk

Credit risk refers to risk of financial loss to the Company if customers or counterparties fail to meet their contractual obligations. The Company is exposed to credit risk from its operating activities (mainly trade receivables)

Credit Risk Management

(a) Trade Receivables

Customer credit risk is managed by the respective departments subject to the company's established policies, procedures and controls relating to customer credit risk management. Customer credit risk is managed by the Company through its established policies and procedures which involve setting up credit limits based on credit profiling of individual customers, credit approvals for enhancement of limits and regular monitoring of important developments viz. payment history, change in credit rating, regulatory changes, industry outlook etc. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in refer note 6. Outstanding receivables are regularly monitored and an impairment analysis is performed at each reporting date on an individual basis for each major customer. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or reversal thereof. Expected credit losses of financial assets receivable in the next 12 months are estimated on the basis of historical data, provided the Company has reasonable and supportable data. On such an assessment the expected losses are nil or negligible, as evidenced in the table below, and hence no further provision than that already made is considered necessary.

Reconciliation of Provision for Expected Credit Loss – Trade Receivables (₹ in Lacs)

Particulars	Amount
Loss allowance as at 31 March, 2022	18.00
Addition in loss allowance during the year	-
Loss allowance as at 31 March, 2023	18.00
Addition in loss allowance during the year	0.96
Reversal in loss allowance during the year	1.00
Loss allowance as at 31 March, 2024	17.96
Addition in loss allowance during the year	3.25
Reversal in loss allowance during the year	1.70
Loss allowance as at 31 March, 2025	19.51

(b) Deposits and financial assets (Other than trade receivables):
Credit risk from balances with banks and fixed deposits are managed by the Company's treasury department in accordance with the Company's policy. Company provides for expected credit losses on loans and advances other than trade receivables by assessing individual financial instruments for expectation of any credit losses.

Liquid Risk
Liquidity risk implies that the Company may not be able to meet its obligations associated with its financial liabilities. The Company manages its liquidity risk on the basis of the business plan that ensures that the funds required for financing the business operations and meeting financial liabilities are available in a timely manner and in the currency required at optimal costs. The Management regularly monitors rolling forecasts of the Company's liquidity position to ensure it has sufficient cash on an ongoing basis to meet operational fund requirements.

Additionally, the Company has committed fund and non-fund based credit lines from banks which may be drawn anytime based on Company's fund requirements. The Company endeavours to maintain a cautious liquidity strategy with positive cash balance and undrawn bank lines throughout the year.
The following are the remaining contractual maturities of financial liabilities at the reporting date:

(₹ in Lacs)

Contractual maturity of financial liabilities	Upto 1 year	1 Year to 3 year	3 year to 5 year
As at March 31, 2025			
Long Term Borrowings (including current maturities of long term borrowings)	204.67	684.51	261.54
Lease liabilities	120.20	567.40	163.90
Current Borrowings (Cash Credit is repayable on demand)	632.41		
Trade payable	987.91		
Other financial liabilities (excluding current maturities of long term borrowings)	7.79		

Market Risk
Market risk is the risk that the fair value of future cash flow of financial instruments may fluctuate because of changes in market conditions. Market risk broadly comprises three types of risks namely foreign currency risk, interest rate risk and price risk (for commodities). The above risks may affect the Company's income and expense and profit. The Company's exposure to and management of these risks are explained below.
(a) Foreign currency risk
The Company operates in international markets and therefore is exposed to foreign currency risk arising from foreign currency transactions. The exposure relates primarily to the Company's operating activities (when the revenue or expense is denominated in foreign currency). Majority of the Company's foreign currency transactions are in USD while the rest are in EURO. The major imports are only in respect of capital goods. The risk is measured through forecast of highly probable foreign currency cash flows.
Open Exposure
The Company's exposure to foreign currency risk at the end of the reporting period is as follows

Particulars	As at March 31, 2025	As at March 31, 2024
Receivable	1,136.53	767.86
Payable	30.97	44.86

Sensitivity analysis
The following table demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant:

Impact on Profit before tax / pre tax equity	As at March 31, 2025	As at March 31, 2024
USD Sensitivity		
INR/USD – Increase by 5% (Previous year 5%)	55.28	36.15
INR/USD – Decrease by 5% (Previous year 5%)	-55.28	-36.15

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

(b) Commodity Price Risk

Commodity price risk results from changes in market prices for raw materials, mainly steel in the form of rounds and billets which forms the largest portion of Company's cost of sale.

The principal raw materials for the Company products are alloy and carbon steel which are purchased by the Company from the approved list of suppliers. Input materials are procured from domestic vendors. Raw material procurement is subject to price negotiation. Further, a significant portion of the Company's volume is sold based on price adjustment mechanism which allows for recovery of the changed raw material cost from its customers.

39 CAPITAL MANAGEMENT

For the purposes of the Company's capital management, capital includes equity attributable to the equity holders of the Company and all other equity reserves. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and maximise shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements.

The Company monitors capital using net debt to equity ratio, which is net debt (as reduced by cash and cash equivalent) divided by total equity.

Particulars	As at March 31, 2025	As at March 31, 2024
Long term borrowings including current maturities (Refer Note 14)	1,135.60	416.88
Lease Liability	731.30	121.43
Short term borrowings (Refer Note 14)	632.41	689.81
Less: Cash and cash equivalents	3,312.88	449.04
Net Debt (*)	**-813.57**	**657.65**
Equity share capital (refer note 12)	2,365.60	2,073.60
Other Equity (refer note 13)	8,340.47	2,917.96
Total equity	**10,706.07**	**4,991.56**
Net Gearing ratio	-7.60%	13.18%

40 OTHER MISCELLANEOUS NOTES

a Previous year figures are regrouped/ rearranged wherever necessary. The impact of such reclassification/regrouping is not material to the financial statements.

b There have been no events after the reporting date that require disclosure in these financial statements.

c The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

d The Company has not traded or invested in crypto currency or virtual currency during the financial year.

e The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person.

f No funds have been advanced or loaned or invested either from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other person or entity, including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

g No funds have been received by the Company from any person or entity, including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

h The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

i The Company has performed the assessment to identify transactions with struck off companies as at 31 March 2025 & 31 March 2024 and identified no company with any transactions.

j The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except in respect of other softwares from which inputs has been taken into accounting software, audit trail feature is not enabled at database level to log aby direct changes to data when using certain access rights. Further, audit trail feature has not been tampered with in respect of accounting software.

k The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

42 **SEGMENT INFORMATIONS**

Particulars	As at March 31, 2025	As at March 31, 2024
A. Segment revenue		
Domestic	5,112.35	5,488.67
Export	6,385.95	5,511.47
Total	**11,498.30**	**11,000.14**
B. Segment Results		
Domestic	1,764.66	1,661.39
Export	1,532.54	1,130.73
Total	**3,297.20**	**2,792.12**
C. Less		
Interest	164.53	131.75
Other Unallocable expenditure net off unallocable income	2,080.88	1,766.87
Total Profit before tax	**1,051.79**	**893.50**
D. Capital Employed		
Domestic	5,673.35	3,121.46
Export	7,532.03	3,098.22
Total	**13,205.38**	**6,219.68**

Segment Revenue comprises of Revenue from operations from forgings and machined components for automotive and industrial sector, and Other Operating Revenues.
Segment wise analysis has been made on the above basis and amounts allocated on a reasonable basis & unallocated amount is allocated to the Domestic & Export sales in their proportion of value.

Information about major customers

Following number of customer represents 10% or more of the Group's total revenue for the years ended March 31, 2025 and 2024, respectively:

No. of Customers	As at March 31, 2025	As at March 31, 2024
Two	6,011.84	4,254.47

43 **CAPITAL COMMITMENT**

Particulars	As at March 31, 2025	As at March 31, 2024
Estimated amount of contracts to be executed on capital account not provided for (net of advances)	1,419.95	423.79

Tirupati Forge Limited

Note No. 3

(₹ in Lacs)

Property, Plant & Equipment

Particulars	Freehold Land	Building	Plant & Machinery	Laboratory Equipments	Furniture & Fixtures	Office Equipment	Vehicles	Computers	Total	Capital Work-in-Progress
As at March 31, 2023	23.42	351.98	1,918.38	12.22	13.37	15.09	164.86	21.20	2,520.52	17.35
Additions		21.40	425.97	30.91	15.84	2.84	30.08	12.26	539.30	765.57
Disposals/transfer			69.96						69.96	25.41
Borrowing costs/other costs capitalised										10.20
As at March 31, 2024	23.42	373.38	2,274.40	43.13	29.21	17.93	194.94	33.46	2,989.86	767.71
Additions	-	592.87	828.76	2.14	4.33	14.43	33.00	7.12	1,482.64	2,423.84
Disposals/transfer			22.67						22.67	1,350.26
Borrowing costs/other costs										
As at March 31, 2025	23.42	966.25	3,080.49	45.26	33.53	32.36	227.94	40.58	4,449.84	1,841.29
Depreciation and Impairment										
As at March 31, 2023	-	142.22	845.99	6.94	7.12	11.39	61.63	16.41	1,091.71	-
Additions	-	20.53	181.32	5.87	2.11	1.98	30.23	6.60	248.64	-
Disposals			45.82						45.82	-
As at March 31, 2024	-	162.75	981.49	12.81	9.23	13.37	91.86	23.01	1,294.53	-
Additions		32.08	209.50	7.46	5.14	13.27	34.58	6.98	309.01	
Disposals			15.37						15.37	
As at March 31, 2025	-	194.83	1,175.62	20.27	14.37	26.64	126.44	29.99	1,588.17	
Net Block										
As at March 31, 2024	23.42	210.63	1,292.91	30.32	19.98	4.55	103.07	10.45	**1,695.33**	**767.71**
As at March 31, 2025	23.42	771.42	1,904.87	24.99	19.17	5.72	101.49	10.59	**2,861.68**	**1,841.29**

Ageing Schedule for Capital work-in-progress

Particulars	As at 31st March, 2025					As at 31st March, 2024				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,841.29	-	-	-	1,841.29	756.46	11.25	-	-	767.71
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-
Total	**1,841.29**	**-**	**-**	**-**	**1,841.29**	**756.46**	**11**	**-**	**-**	**767.71**

Notes:

(a) The Company has not revalued any property, plant and equipment during the year.

(b) In respect of land taken on lease from related parties & Promoter Groups on which factory building and Plant & Machinery has been constructed and disclosed as right-of-use assets in the financial statements, the title deeds of immovable properties taken on lease arrangements are in the name of the company. Building (gross block) amounting ₹ 838.80 Lakhs (31 March 2024: ₹ 245.93 Lakhs), net block ₹ 718.30 Lakhs (31 March 2024: ₹ 152.15 Lakhs) is constructed on leasehold land.

(c) Refer note 43 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(d) Refer note 14 for information on property, plant and equipment pledged as security by the company.

(e) There is no project whose completion is overdue or that have exceeded their cost compared to the original plan.

(f) Refer note 2.2 clause (b) of summary of significant accounting policies.

41 RATIOS

	Particulars	Numerator	Denominator	31-Mar-25	31-Mar-24	% of Variation
	Current ratio (refer note 1 below)	Current assets	Current liabilities	3.99	2.22	79.83%
	Debt equity ratio	Total Debt [Borrowings + Lease Liabilities]	Shareholder's Fund	0.24	0.26	-7.03%
	Debt service coverage ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest + Principal repayments	3.30	4.26	-22.64%
	Return on equity ratio (refer note 2 below)	Profit after tax	Avg. Shareholders Equity	10.01%	15.42%	-35.09%
	Inventory turnover ratio	Cost of goods sold	Average Inventory	4.03	4.74	-14.97%
	Trade receivables turnover ratio	Revenue from operations	Average trade receivables	6.88	6.78	1.55%
	Trade payables turnover ratio (refer note 3 below)	Purchases	Average trade payables	7.40	12.94	-42.77%
	Net capital turnover ratio (refer note 4 below)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	2.50	4.66	-46.33%
	Net profit ratio	Profit after tax	Revenue from Operations	6.83%	6.04%	13.14%
	Return on capital employed (refer note 5 below)	Profit before tax and finance costs	Average Capital employed = Net worth + Borrowed funds + Deferred tax liability	13.10%	19.26%	-32.00%
	Return on investments (*)	Income generated from Investments	Average invested funds			

Notes:

1	Significant increase in ratio is on account of unutilised amount from shares & convertible warrant issued on preferential basis lying in special account for the issue and temporary fixed deposits with IOB Bank for Rs. 3243.62 Lakhs, advance paid to suppliers for capital goods and materials, unutilised GST ITC availed on account of expanision carried by the company as compared to previous year.
2	Decrease in ratio is due to increase in shareholder's equity on account of issue of equity shares on preferential basis & money received against issue of warrants during the year and not on account of decrease in profit margins.
3	Decrease in ratio is due to decrease in annual purchase of raw materials and semi-finished materials on account of decrease in consumption of material cost and transaction with some of suppliers for Rs.289.00 Lakhs have taken place during last fifteen days of the FY and are not due for payment as at 31 March, 2025 and payment to them were made subsequently after the reporting date.
4	Decrease in ratio is majorly on account of significant increase in current ratio as explained above and increase in turnover of manufactured goods by ₹ 588.86 Lakhs.
5	Decrease in ratio is due to increase in shareholder's equity on account of issue of equity shares on preferential basis & money received against issue of warrants during the year and disbursement of fresh term loan for Solar Project of Rs. 850.00 Lakhs and not on account of decrease in profit margins.

NOTES



Tirupati

FORGE LIMITED

Manufacturers & Exporters of Forging Products

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