

***RAJKUMAR FORGE LIMITED***



**27<sup>TH</sup> ANNUAL REPORT**

**CORPORATE INFORMATION**
**BOARD OF DIRECTORS**

Mr. Arun K. Jindal	Non-Executive Director	From 1 <sup>st</sup> December, 2016 till the date
Mr. Nitin Rajore	Whole Time Director	From 1 <sup>st</sup> December, 2016 till the date
Mr. R. T. Goel	Non-Executive Director	From 1 <sup>st</sup> December, 2016 till the date
Ms. Shilpa Dixit	Non-Executive Director	From 1 <sup>st</sup> December, 2016 to 10 <sup>th</sup> April, 2017
Ms. Sudha Santhanam	Non-Executive Director	From 15 <sup>th</sup> May, 2017 till the date
Mr. Rajkumar Kothavale	Managing Director	From 22 <sup>nd</sup> June, 1990 to 2 <sup>nd</sup> December, 2016
Mr. S. Padmanadhan	Non-Executive Director	From 24 <sup>th</sup> April, 2006 to 2 <sup>nd</sup> December, 2016
Mr. Pradeep Bhargava	Non-Executive Director	From 28 <sup>th</sup> April, 2007 to 2 <sup>nd</sup> December, 2016
Mr. Swastik Sirsikar	Non-Executive Director	From 26 <sup>th</sup> August, 2006 to 2 <sup>nd</sup> December, 2016
Mr. Shantanu Kothavale	Non-Executive Director	From 31 <sup>st</sup> October, 2000 to 2 <sup>nd</sup> December, 2016
Mrs. Ratnaprabha Kothavale	Non-Executive Director	From 14 <sup>th</sup> February, 2015 to 2 <sup>nd</sup> December, 2016

**CHIEF FINANCIAL OFFICER**

Mr. Shubham Jindal From 13<sup>th</sup> February, 2017 till the date

**COMPANY SECRETARY**

Mr. Vijay Kulkarni From 1<sup>st</sup> September, 2007 up to 31<sup>st</sup> January, 2017

Ms. Shruti Khandelwal From 13<sup>th</sup> February, 2017 up to 17<sup>th</sup> May, 2017

Ms. Shruti Patil From 29<sup>th</sup> May, 2017 till the date

**REGISTERED OFFICE**

28/1, Kharadi Village,  
Off Pune Nagar Road,  
Pune – 411 014  
Phone : 020 - 67310700/01/02  
Email : [info@rkforge.in](mailto:info@rkforge.in)  
Website: [www.rkforging.com](http://www.rkforging.com)

**FACTORY OFFICE**

Gat No. 357, Kharabwadi,  
Chakan – Talegaon Road,  
Chakan – 410 501  
Taluka – Khed, District - Pune  
Phone : 91(02135) 671400, 671424

**STATUROY AUDITORS**

M/s Gokhale, Tanksale and Ghatpande  
Chartered Accountants

**BANKERS**

HDFC Bank  
Bank of Baroda

**INTERNAL AUDITORS**

M/s Pradeep. K. Lodha & Co.  
Chartered Accountants

**SECRETARIAL AUDITORS**

Gaurav Nashikkar  
Practicing Company Secretary

**SHARE TRANSFER AGENT**

Link Intime India Pvt Limited  
Block no. 202, Akshay Complex,  
Near Ganesh Temple, off Dhole Patil Road,  
Pune - 411 001  
Phone : 020 26160084, 26161629  
Fax : 020 26163503  
E-mail ID: [pune@linkintime.co.in](mailto:pune@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

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## NOTICE

**Notice** is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of Rajkumar Forge Limited will be held on Wednesday, September 27, 2017 at 11.00 a.m. at Poona Club Limited, 6, Bund Garden Road, Pune – 411 001 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with Reports of the Auditors and Directors thereon.

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Audit & Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee & Board of Directors, M/s. Gokhale, Tanksale & Ghatpande, Chartered Accountants (Firm Registration No. 103277W) who were appointed as Statutory Auditors at the Extra Ordinary General Meeting of the Company held on January 31, 2017 to fill in the casual vacancy caused by resignation of M/s. Haribhakti & Co. LLP and who holds office till this Annual General Meeting, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of this Annual General Meeting (AGM) till the conclusion of 32<sup>nd</sup> Annual General Meeting to be held in the financial year 2022-23 subject to ratification of their appointment at every Annual General Meeting of the Company and at a remuneration to be decided by the Board of Directors of the Company in consultation with the Auditors plus applicable tax and out of pocket expenses.”

### SPECIAL BUSINESS:

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

**“RESOLVED THAT** pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Arun Krishankumar Jindal (DIN : 00121523), who was appointed as an Additional Director with effect from December 1, 2016 and who holds the office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with deposit by Cheque under Section 160 of the Companies Act, 2013, proposing his candidature for the office of director of the Company be and is hereby appointed as Director and shall be liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Nitin Shyam Rajore (DIN : 01802633), who was appointed by the Board of Directors as an Additional Director of the Company

with effect from December 1, 2016 and who holds the office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with the deposit by Cheque under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director be and is hereby appointed as a Director of the company and shall be liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Ratanlal Tikaram Goel (DIN: 07663394), who was appointed as an Additional Director with effect from December 1, 2016 and who holds the office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with deposit by Cheque under Section 160 of the Companies Act, 2013, proposing his candidature for the office of director of the Company be and is hereby appointed as Director and shall be liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ratanlal Tikaram Goel (DIN: 07663394), a Non- Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for the period of 5 (five) consecutive years with immediate effect.

**RESOLVED FURTHER THAT** Mr. Ratanlal Tikaram Goel (DIN: 07663394) be paid such fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Sudha Santhanam (DIN : 06579108), who was appointed as an Additional Director with effect from May 15, 2017 and who holds the office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with deposit by Cheque under Section 160 of the Companies Act, 2013, proposing his candidature for the office of director of the Company be and is hereby appointed as Director and shall be liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment

thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Sudha Santhanam (DIN : 06579108), a Non- Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for the period of 5 (five) consecutive years with immediate effect.

**RESOLVED FURTHER THAT** Ms. Sudha Santhanam (DIN : 06579108) be paid such fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

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

“**RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof), the approval of the members be and is hereby accorded for re-classification of the following promoters of the company from Promoter category to Public category:

Sr. No.	Name	Shareholding as on 31.03.2017
1	Kothavale Anil Annash	120000
2	Kothavale Shashikant	55400
3	Anil A Kothavale	51500
4	Kothavale Tripti Ravindra	50000
5	Kothavale Basava	4000
6	Avinash A Kothavale	51500
7	Kothavale Manu Ravindra	50000

**RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby also accorded for re-classification from Promoter category to Public category of Rajkumar Shankarrao Kothavale, Shantanu R. Kothavale, Amit Prabhakar Kore, Deepti P. Kore, Preeti P. Kore, Kore Prabhakar, Asha Prabhakar Kore, Deepti Avinash Aradhye, Ratnaprabha R. Kothavale, Swastik Sirsakar, Shailaja Sirsakar, Swami Sirsakar Mahadevi, Preeti Karan Dodwad, Prabhakar Shankarrao Kothavale, Kishori Kothavale, the erstwhile promoters who pursuant to Share Purchase Agreement executed between Rajkumar Kothavale along with the other outgoing promoters with Western India Forgings Private Limited, Mr. K. B. Jindal and Mr. Arun Jindal, and subsequently have sold and transferred their entire shareholding and ceased to be promoters of the Company.

**RESOLVED FURTHER THAT** the above promoters seeking re-classification along with its affiliates, if any and person acting in concert do / will not:

- have any special rights through formal or informal agreements;
- hold more than 10% of the paid-up capital of the Company;
- act as a Key Managerial Person for a period of more than three years from the date of Shareholders approval.

on meeting of the above conditions the existing promoters of the Company shall cease to be the promoters of the company.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to take all necessary steps in this regard in order to facilitate the legal and/ or procedural formalities and to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary for such purpose and to settle any questions, difficulties or doubts that may arise in this regard and to make such representation/ filings to the Stock Exchanges as may be necessary or desirable, in order to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to the undernoted subsisting contracts already entered into or to be entered into and further authorized to deal in related party transaction(s) as under:

Sr. No.	Name of the Related Party	Nature of Transaction	Aggregate amount of transaction in a year	Duration of Agreement
1	Western India Forgings Private Limited	A. Sale, supply / purchase of goods, materials; B. Sale or otherwise dispose of or buy, lease of Property of any kind; C. Rendering / availing of any services; D. Appointment of related party to any office or place of profit.	50 crores	5 years
2	Orient Precision Engineering Private Limited	A. Sale, supply / purchase of goods, materials; B. Sale or otherwise dispose of or buy, lease of Property of any kind; C. Rendering / availing of any services.	50 crores	5 years

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem necessary, and to execute all necessary documents.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013, for delivery of any documents through a particular mode of delivery, the fees to be charged to the shareholder(s) who request for such specific delivery be and are hereby fixed at the actual cost of each such delivery or such fees as may be decided by the Board of Directors from time to time.”

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

**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, the Regulations contained in the draft of the new set of Articles of Association placed before the meeting and initialed by the Company Secretary for the purpose of identification be and the same is hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the present Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

**By Order of the Board  
For RAJKUMAR FORGE LIMITED**

**NITIN RAJORE**

**Whole Time Director**

**DIN: 01802633**

Place: Pune

Date: August 11, 2017

**NOTES:**

- 1) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business under Items No. 3 to 10 as set out in the Notice is annexed herewith.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 3) THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING. Proxies submitted on behalf of companies, societies, etc. must be supported by appropriate resolutions/ letter of authority as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.
- 4) Members / Proxies should bring the duly filled Attendance Slip at the Annual General Meeting (AGM). Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- 5) The relevant documents referred into the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company on all working days during normal business hours up to the date of the meeting and also at the AGM.
- 6) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the AGM. The Register contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
- 7) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 21, 2017 to Wednesday, September 27, 2017** (both days inclusive) for determining the names of the Members eligible for final dividend on Equity Shares, if declared at the AGM.
- 8) Members holding shares in dematerialized form are requested to intimate the change in address, bank details etc. with their respective Depository Participants. Members holding shares in physical form are requested to intimate change of address to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company having its office at Block No. 202, Second Floor, Akshay Complex, Dhole Patil Road, Pune – 411001.
- 9) Members may avail the facility of dematerialization of equity shares by opening demat accounts with Depository Participants of either National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) and get the equity shares dematerialized. The ISIN No. of the Company is INE-013J01016.
- 10) As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
- 11) Members wishing to claim dividends, which remain unclaimed are requested to correspond with Link Intime India Private Limited, Registrar & Share Transfer Agent. Members are requested to note that dividends not claimed within seven years from the date of the transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956) be transferred to the Investor Education and Protection Fund.
- 12) In case of Joint-holders attending the meeting only such Joint-holder who is higher in the order of names in the Register of Members of the Company will be entitled to vote.
- 13) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Link Intime/Depositories.
- 14) Sections 101 and 136 of the Companies Act, 2013 read with rules made thereunder, permit the listed companies to send the notice of Annual General Meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email IDs with their respective depository participants or with Company's RTA i.e. Link Intime India Private Limited at [pune@linkintime.co.in](mailto:pune@linkintime.co.in)



- 15) To receive members' communications through electronic means, including Annual Reports and notices, members are requested to kindly register/update their email IDs with their respective depository participants, where shares are held in electronic form. However, if shares are held in physical form, members are advised to register their email IDs with Link Intime India Private Limited at [pune@linkintime.co.in](mailto:pune@linkintime.co.in).
- 16) Non-Resident Indian Members are requested to inform the Company/Depository Participant, immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete bank name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.
- 17) 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. Members holding shares in physical form can submit their PAN details to the Company.
- 18) Members, who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are requested to send the Share Certificate(s) to the Company for consolidation into a single folio.
- 19) The Notice of the AGM along with the annual report for the year 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless the Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode.
- 20) The instructions pertaining to the voting by the shareholders have been mentioned under the instructions on voting by electronic means.
- 21) In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Members are provided with the facility to cast their vote electronically, through electronic voting (e-voting) services provided by Central Depository Services Limited ("CDSL"), on all the resolutions set forth in the Notice. The instructions of electronic voting are given herein below. The Company will send communication relating to remote e-voting which inter alia would contain details about User ID and Password along with a copy of this Notice to the Members separately.
- 22) The Company has paid annual Listing Fees to BSE Limited for the financial year 2017-18.
- 23) The route map for the venue of Annual General Meeting forms part of this notice.
- 24) Mr. Gaurav Nashikkar, Practicing Company Secretary (C.P. No. 13967) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- 25) The Annual Report for the year 2016-17 of the Company circulated to the members of the Company will be made available on the Company's website at [www.rkforging.com](http://www.rkforging.com) and also on the website of the stock exchange at [www.bseindia.com](http://www.bseindia.com).
- 26) Members, who still hold shares in physical form are advised to dematerialize their shareholding to avail the numerous benefits of dematerialization, which include easy liquidity, ease of trading & transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. The ISIN No. of the Company is **INE013J01016**.
- 27) All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on all working days up to date of the AGM.

**By Order of the Board  
For RAJKUMAR FORGE LIMITED**

**NITIN RAJORE  
Whole Time Director  
DIN: 01802633**

Place: Pune  
Date: August 11, 2017

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**
**ITEM NO. 3**

The Board of Directors of the Company at their meeting held on December 1, 2016 had appointed Mr. Arun Krishankumar Jindal as an Additional Director of the Company. As per the provisions of Section 161(1) of the Companies Act, 2013, Mr. Arun Krishankumar Jindal can hold office only up to the date of the ensuing Annual General Meeting.

With respect to the same, the Company has received a notice in writing from a member of the Company along with the deposit by Cheque pursuant to the provisions of Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

The Board recommends ordinary resolution set out in item no. 3 of the accompanying Notice for approval of the Members.

The brief profile of Mr. Arun Krishankumar Jindal is given at the end of this notice.

Except Mr. Arun Krishankumar Jindal being an appointee and Mr. Shubham Jindal none of the Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 3 of the Notice.

**ITEM NO. 4**

The Board of Directors of the Company at their Meeting held on December 1, 2016 had appointed Mr. Nitin Shyam Rajore as an Additional Director of the Company. As per the provisions of Section 161(1) of the Companies Act, 2013, Mr. Nitin Shyam Rajore can hold office only up to the date of the ensuing Annual General Meeting.

With respect to the same, the Company has received a notice in writing from a member of the Company along with the deposit by Cheque pursuant to the provisions of Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

The Board recommends ordinary resolution set out in item no. 4 of the accompanying Notice for approval of the Members.

The brief profile of Mr. Nitin Shyam Rajore is given at the end of this notice.

Except Mr. Nitin Rajore being an appointee, none of the Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 4 of the Notice.

**ITEM NO. 5**

The Board of Directors of the Company at their Meeting held on December 1, 2016 had appointed Mr. Ratanlal Tikaram Goel as an Additional Director of the Company. As per the provisions of Section 161(1) of the Companies Act, 2013, Mr. Ratanlal Tikaram Goel can hold office only up to the date of the ensuing Annual General Meeting.

With respect to the same, the Company has received a notice in writing from a member of the Company along with the deposit by Cheque pursuant to the provisions of Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director of the Company in Independent category pursuant to the provisions of Section 149 and any other applicable provisions of the Companies Act, 2013.

Considering the wide professional experience of Mr. Goel in the finance, auditing and taxation of corporate sector, the management is of opinion that his experience will prove beneficial for overall development of the Company.

The Board recommends ordinary resolution set out in item no. 5 of the accompanying Notice for approval of the Members.

The brief profile of Mr. Ratanlal Tikaram Goel is given at the end of this notice.

Except Mr. Ratanlal Tikaram Goel being an appointee, none of the Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the

Ordinary Resolution set out at Item nos. 5 of the Notice.

**ITEM NO. 6**

The Board of Directors of the Company at their Meeting held on May 15, 2017 had appointed Ms. Sudha Santhanam as an Additional Director of the Company. As per the provisions of Section 161(1) of the Companies Act, 2013, Ms. Sudha Santhanam can hold office only up to the date of the ensuing Annual General Meeting.

With respect to the same, the Company has received a notice in writing from a member of the Company along with the deposit by Cheque pursuant to the provisions of Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of Director of the Company in Independent category pursuant to the provisions of Section 149 and any other applicable provisions of the Companies Act, 2013.

The management is of opinion that, Ms. Santhanam, being a Chartered Accountant and Company Secretary will be in a position to render professional and legal advises to the Company which will be useful for the Company.

The Board recommends ordinary resolution set out in item no. 6 of the accompanying Notice for approval of the Members.

The brief profile of Ms. Sudha Santhanam is given at the end of this notice.

Except Ms. Sudha Santhanam, being an appointee, none of the Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 6 of the Notice.

**ITEM NO. 7**

The members may note that the promoters have requested to be classified in to Public category. To re-classify Mr. Rajkumar Kothavale and other promoters of the Company to Public category prior consent is required by members of the Company as per Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The below mentioned promoters group do not hold any interest in the company other than their shareholding. Below are the promoters as per previous Annual Return for the financial year 2015-16 and their respective Shareholding Pattern filled by the Company with Bombay Stock Exchange for the quarter and year ended March 31, 2017.

Sr. No.	Name	Shareholding as on 31.03.2017
1	Kothavale Anil Annash	120000
2	Kothavale Shashikant	55400
3	Anil A Kothavale	51500
4	Kothavale Tripti Ravindra	50000
5	Kothavale Basava	4000
6	Avinash A Kothavale	51500
7	Kothavale Manu Ravindra	50000
8	Rajkumar Shankarrao Kothavale	0
9	Shantanu R Kothavale	0
10	Amit Prabhakar Kore	0
11	Deepti P. Kore	0
12	Preeti P. Kore	0
13	Kore Prabhakar	0
14	Asha Prabhakar Kore	0
15	Deepti Avinash Aradhya	0
16	Ratnaprabha R. Kothavale	0
17	Sirsikar Swastik	0
18	Sirsikar Shailaja	0
19	Swami Sirsikar Mahadevi	0
20	Preeti Karan Dodwad	0
21	Prabhakar Shankarrao Kothavale	0
22	Kishori Kothavale	0

The Board of Directors of the Company vide their resolution dated December 5, 2016 have noted and taken on record the reclassification of outgoing promoters to Public category.

Approval of members of the Company is being sought for reclassification of promoters from the above list who hold shares as on 31.03.2017 and remove the name of those promoters who have ceased to be member of the Company pursuant to selling of their shares as per Share Purchase Agreement. Accordingly, the said Special Resolution is placed for your approval.

Except Mr. Arun Jindal and Mr. Shubham Jindal, none of the Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item no. 7 of the Notice.

#### ITEM NO. 8

Your Company is engaged in business of manufacturing medium and heavy open die forgings for the domestic and export market and pursuant to takeover of Company's stake by new promoters and disclosure received from directors, M/s Western India Forgings Pvt Ltd (WIFPL) and M/s Orient Precision Engineering Private Limited (OPEPL) are related parties to the Company as per the provisions Companies Act, 2013.

Since the Company, WIFPL and OPEPL are engaged in the same line of business, there are business transaction which in the ordinary course of its business are being transacted by the Company with the above mentioned related parties at arm's length and similar transactions shall also be carried out in future, details of the transactions provided in the table below.

As per Regulation 23 of SEBI (Listing Obligations and Discourse Requirements) Regulations, 2015, a transaction with a related party shall be considered material, if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last Audited Financial Statements of the Company. Since the Company is carrying out the transactions on a continual basis, which shall exceed the threshold limit as mentioned in SEBI (Listing Obligations and Discourse Requirements) Regulations, 2015, which require approval of the Members of the Company.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

1. Name of the related party and nature of relationship:
  - i. Western India Forgings Private Limited : Holding Company
  - ii. Orient Precision Engineering Private Limited : Fellow Subsidiary
2. Applicability of the agreement / arrangement is subject to statutory approval, if any: Not Applicable
3. Notice period for termination: Based on various Contracts.
4. Manner of determining the pricing and other commercial terms: Based on commercial negotiations, on arm's length basis, as far as possible and in tune with market parameters.
5. Disclosure of interest: Except Mr. Arun Jindal and Shubham Jindal, none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise.
6. Duration – 5 years
7. Monetary value:  
Estimated values as mentioned in the Resolution.

8. Nature, material terms and particulars of the arrangement :

Name of the Company	Nature of Contract / arrangement
Western India Forgings Private Limited	Sale, supply / purchase of goods, materials Sale or otherwise dispose of or buy, lease of Property of any kind; Rendering / availing of any services Appointment of related party to any office or place of Profit.
Orient Precision Engineering Private Limited	Sale, supply / purchase of goods, materials Sale or otherwise dispose of or buy, lease of Property of any kind; Rendering / availing of any services

9. Any other information relevant or important for the Members to make a decision on the proposed transaction: None.

Except Mr. Arun Jindal and Shubham Jindal, none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 8 of the Notice.

Accordingly the Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members of the Company.

#### ITEM NO. 9

Pursuant to the Section 20 of the Companies Act, 2013, the Company can decide the fees/charges to be charged to/ recovered from the Shareholders for sending the documents, notices, Annual Reports, correspondence related to Company through a particular mode as may be requested by the Shareholders. The proposed Ordinary Resolution is put up for the approval of Shareholders to enable the Company to charge/recover the costs of sending the documents through a particular mode of delivery requested by any shareholder.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 9 of the Notice.

Accordingly the Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Members of the Company.

#### ITEM NO. 10

The Articles of Association of the Company as currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted pursuant to the provisions under the Companies Act, 1956, from time to time, over the past several years.

Substantive changes made through the amended Companies Act, 2013 require suitable changes in the existing Articles of Association of the Company. Further, the references to the specific sections of the Companies Act, 1956 in the existing Articles of Association, being no longer in conformity with the sections in Companies Act, 2013, hence such references require changes.

Accordingly, the Company proposes to approve and adopt a new set of Articles of Association prepared in consonance with the provisions of the Companies Act, 2013 and Rules made thereunder.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 10 of the Notice.

The Board recommends passing of the resolution as set out under Item No. 10 for approval of the members as special resolution.

A copy of the existing Articles of Association and of the proposed new set of Articles of Association will be open for inspection by Members at the Registered Office of the Company during normal business hours on all working days.



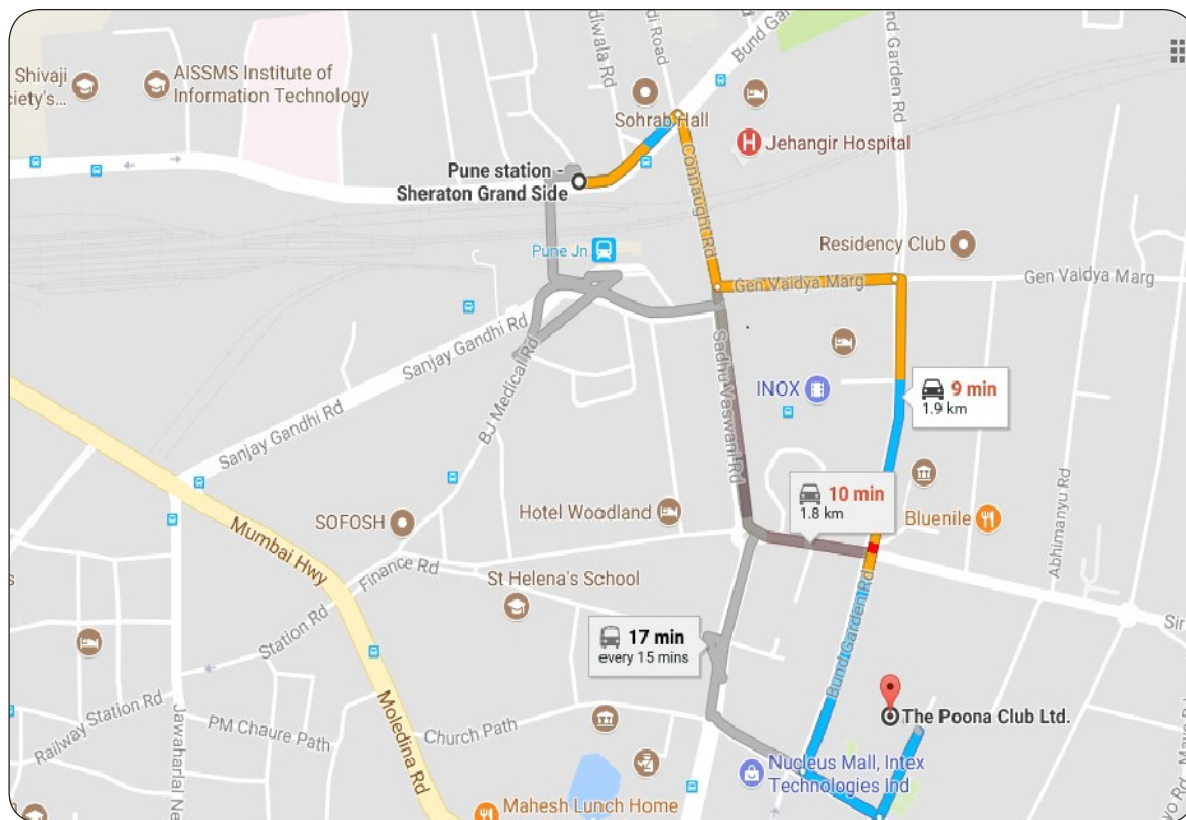
The details of Director's seeking appointment at the forthcoming Annual General Meeting (pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, are furnished below:-

<b>Name of Director</b>	<b>Mr. Arun Jindal</b>	
DIN	00121523	
Date of birth and age	11 <sup>th</sup> November, 1960 and 56 years	
Date of appointment	1 <sup>st</sup> December, 2016	
Expertise in specific Professional areas	Over 35 years of experience in forging business.	
Qualifications	B.E. (Mechanical)	
List of other Companies in which Directorship held	1) Western India Forgings Private Limited 2) Kran Radar Private Limited 3) Orient Precision Engineering Private Limited	
Chairman/Member of the Committee of Board other Companies	Western India Forgings Private Limited	
	Corporate Social Responsibility Committee	Chairman
	Vigil Mechanism Committee	Member
Number of Shares held in the Company	6,00,000	
Relationship between Directors inter se	None	

<b>Name of Director</b>	<b>Mr. Nitin Rajore</b>	
DIN	01802633	
Date of birth and age	9 <sup>th</sup> May, 1961 and 56 years	
Date of appointment	1 <sup>st</sup> December, 2016	
Expertise in specific Professional areas	Experience of 36 years in the field of Manufacturing, which includes overall management and administration and Finance.	
Qualifications	B.SC (Chemistry) Hons	
List of other Companies in which Directorship held	1) Tristar Polymers Private Limited 2) Matushree Holdings Private Limited 3) Orient Precision Engineering Private Limited	
Chairman/Member of the Committee of Board other Companies	NIL	
Number of Shares held in the Company	500	
Relationship between Directors inter se	None	

<b>Name of Director</b>	<b>Mr. R. T. Goel</b>	
DIN	07663394	
Date of birth and age	9 <sup>th</sup> February, 1962 and 55 years	
Date of appointment	1 <sup>st</sup> December, 2016	
Expertise in specific Professional areas	Professional experience of more than 32 years in the field of Financial Management, Accounting, Auditing, Taxation, Corporate Laws, Project Financing, Budgeting, MIS, Statutory Compliances etc.	
Qualifications	Chartered Accountant and Company Secretary	
List of other Companies in which Directorship held	NIL	
Chairman/Member of the Committee of Board other Companies	NIL	
Number of Shares held in the Company	NIL	
Relationship between Directors inter se	None	

<b>Name of Director</b>	<b>Ms. Sudha Santhanam</b>	
DIN	06579108	
Date of birth and age	28 <sup>th</sup> May, 1959 and 58 years	
Date of appointment	15 <sup>th</sup> May, 2017	
Expertise in specific Professional areas	Over 30 years of experience in corporate laws.	
Qualifications	Chartered Accountant and Company Secretary	
List of other Companies in which Directorship held	NIL	
Chairman/Member of the Committee of Board other Companies	NIL	
Number of Shares held in the Company	NIL	
Relationship between Directors inter se	None	

**AGM VENUE ROUTE MAP**

**THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). The facility for voting through ballot/ polling will also be made available at the venue of the AGM. Members who have voted electronically through remote e-voting may attend the AGM but shall not be allowed to vote at the AGM.

Procedure / Instructions for e-voting are as under:

- (i) The remote e-voting period begins on Sunday, September 24, 2017 (9:00 a.m. IST) and ends on Tuesday, September 26, 2017 (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 21, 2017 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.