

RAJKUMAR FORGE LIMITED



28TH ANNUAL REPORT

CORPORATE INFORMATION**BOARD OF DIRECTORS**

| | | |
|---------------------|---|--|
| Mr. Arun K. Jindal | Chairman - Non-Executive Director (DIN : 00121523) | From December 01, 2016 till the date |
| Mr. Nitin Rajore | Whole Time Director (DIN : 01802633) | From December 01, 2016 till the date |
| Mr. R. T. Goel | Non-Executive Director (DIN : 07663394) | From December 01, 2016 till the date |
| Ms. Sudha Santhanam | Non-Executive Director (DIN : 06579108) | From May 15, 2017 till the date |
| Ms. Shilpa Dixit | Non-Executive Director (DIN : 00001761) | From December 01, 2016 to April 10, 2017 |

CHIEF FINANCIAL OFFICER

Mr. Shubham Jindal

COMPANY SECRETARY

Ms. Shruti Khandelwal

From February 13, 2017 to May 17, 2017

Ms. Shruti Patil

From May 29, 2017 till the date

REGISTERED OFFICE

29/1, Kharadi Village,
Off Pune Nagar Road,
Pune – 411 014
Phone : 020 - 67310700/01/02
CIN : L28910PN1990PLC056985
Email : info@rkforge.in
Website : www.rkforaging.com

FACTORY OFFICE

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

STATUTORY AUDITORS

M/s. Gokhale, Tanksale and Ghatpande
Chartered Accountants

BANKERS

HDFC Bank
Bank of Baroda

INTERNAL AUDITORS

Pradeep. K. Lodha
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
Website:www.linkintime.co.in

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NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of Rajkumar Forge Limited will be held on Wednesday, September 26, 2018 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, 2018 together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arun Jindal (DIN : 00121523), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Ratification of appointment of M/s. Gokhale, Tanksale & Ghatpande, Chartered Accountants (Firm Registration No. 103277W) as Statutory Auditors of the Company for the entire unexpired period.**

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

“RESOLVED THAT pursuant to approval of Members in the Annual General Meeting held on September 27, 2017 for appointment of M/s. Gokhale, Tanksale & Ghatpande, Chartered Accountants (Firm Registration No. 103277W), the Statutory Auditors of the Company, for a term of five consecutive financial years ending on March 31, 2022 which was subject to ratification at every Annual General Meeting, consent of the Members of the Company be and is hereby accorded to continue the appointment of M/s. Gokhale, Tanksale & Ghatpande, Chartered Accountants (Firm Registration No. 103277W) as Statutory Auditors of the Company for the remaining of term without any further ratification by the members in terms of the provisions of the Companies Act, 2013, 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.”

4. **Authority to Board to revise the remuneration of Mr. Nitin Rajore (DIN : 01802633), Whole Time Director of the Company.**

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

“RESOLVED THAT in accordance with the provisions of Section 197, Schedule V - Part I and Section II of Part II and any other applicable provisions of the Companies Act, 2013 and the rules made there under, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) consent be and is hereby accorded for authorizing the Board of Directors to revise remuneration of Mr. Nitin Rajore (DIN : 01802633), Whole Time Director of the Company within the overall limits prescribed

under the provisions of Section 197 and Schedule V of the Companies Act, 2013, up to ₹ 60 Lakhs (in case of absence of profits or if the Company has inadequate profits) or such increased limits as prescribed under Schedule V - Section II of Part II of the Companies Act, 2013, based on the changes in the net effective capital of the Company, for a period of 3 years commencing from April 01, 2018.

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorized to revise the remuneration of Mr. Nitin Rajore, within the overall limits prescribed above, from time to time.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), and / or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. **Reclassification of Promoters into Public Category.**

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

“RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board and / or Stock Exchange and / or other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons (hereinafter individually & jointly referred to as the ‘applicants’) from ‘Promoter & Promoter Group category’ to ‘Public category’:

- 1) Mr. Milind Prabhakar Kothavale;
- 2) Mr. Nitin Prabhakar Kothavale; and
- 3) Mr. Shirish Prabhakar Kothavale.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary 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 Exchange as may be necessary or desirable, in order to give effect to this resolution.”

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

**Shruti Patil
Company Secretary
Membership No. : A40609**

Place: Pune
Date : July 21, 2018

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 5 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 20, 2018 to Wednesday, September 26, 2018** (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) As per the provisions of Section 72 of the Companies Act, 2013 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.
- 10) 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**.
- 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) 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.
- 13) 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.
- 14) 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.
- 15) 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.
- 16) The Notice of the AGM along with the annual report for the year 2017-18 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.
- 17) The route map for the venue of Annual General Meeting forms part of this notice.
- 18) The Annual Report for the year 2017-18 of the Company circulated to the members of the Company will be made available on the Company's website at www.rkforging.com.

By Order of the Board
For RAJKUMAR FORGE LIMITED

Shruti Patil
Company Secretary
Membership No. : A40609

Place: Pune
Date : July 21, 2018

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
ITEM NO. : 3

At the 27th Annual General Meeting of the Company held on September 27, 2017, the members had appointed M/s. Gokhale, Tanksale & Ghatpande, Chartered Accountants (Firm Registration No. 103277W) as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting (AGM) till the conclusion of 32nd 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 as per the requirement of then effective Section 139(1) of the Companies Act, 2013.

Your Board wishes to inform that, MCA vide Companies (Amendment) Act, 2017 has amended Section 139(1) of Companies Act, 2013, wherein proviso requiring the Companies to ratify the appointment of Statutory Auditor every year has been omitted w.e.f. May 07, 2018. However, since the resolution passed on September 27, 2017 contains such requirement, it is proposed, as a major of abundant caution, to have ratification of appointment Statutory Auditors, done by the members for the entire unexpired period.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP's are, in any way, concerned or interested in the Resolution set out at Item No. 3 of the accompanying notice.

The Board of Directors of your Company recommends the passing of the Resolution set out at Item No. 3 of the Notice as an Ordinary Resolution.

ITEM NO. : 4

Mr. Nitin Rajore joined the Board of Directors of the Company as an Executive Director with effect from December 01, 2016 and subsequently designated as Whole Time Director of the Company for a period of 5 years. Mr. Rajore is a member of the Audit Committee and Stakeholder Relationship Committee of the Board of Directors of the Company.

Considering his association with the Company for more than 1 year and his active contribution towards the growth of the Company, the Nomination and Remuneration Committee, in its meeting held on May 26, 2018 recommended authorizing the Board of Directors to revise the remuneration of Mr. Rajore within the overall limits prescribed under the provisions of Section 197 and Schedule V of the Companies Act, 2013, up to ₹ 60 Lakhs (in case of absence of profits or if the Company has inadequate profits) or such increased limits as prescribed under Schedule V - Section II of Part II of the Companies Act, 2013, based on the changes in the net effective capital of the Company for a period of 3 years commencing from April 01, 2018; which was approved by the Board of Directors, in its meeting held on May 26, 2018.

However, due to inadequacy of profit the managerial remuneration payable needs the approval of members of the Company. Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder as an Annexure to this Notice.

The consent of the members is sought for authorizing the Board of Directors to revise the remuneration payable to Mr. Nitin Rajore as Whole Time Director of the Company within the overall prescribed limited mentioned in the resolution for a period of 3 years commencing from April 01, 2018 with an authority to the Board / Nomination and Remuneration Committee as the case may be, to make further revision in the remuneration structure from time to time.

Except Mr. Nitin Rajore himself, none of the other Director / Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 4 of the accompanying notice.

The Board of Directors of your Company recommends the passing of the Resolution set out at Item No. 4 of the Notice as an Ordinary Resolution.

ITEM NO. 5:

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from December, 2015, has provided a regulatory mechanism for re-classification of Promoters as Public Shareholders subject to fulfillment of conditions as provided therein.

The Company is in receipt of request letters from the following applicants for reclassifying themselves as Public, who also appears as Promoters in the Shareholding Pattern filed by the Company with the Stock Exchange for the quarter and year ended March 31, 2018 and their respective shareholding as on the said date:

| Sr. No. | Name of the applicants | Shareholding as on March 31, 2018 | % of Shareholding as on March 31, 2018 |
|---------|---------------------------------|-----------------------------------|--|
| 1 | Mr. Milind Prabhakar Kothavale | 0 | 0.00 |
| 2 | Mr. Nitin Prabhakar Kothavale | 0 | 0.00 |
| 3 | Mr. Shirish Prabhakar Kothavale | 0 | 0.00 |

The Board of Directors of the Company at their meeting held on February 10, 2018 have noted and taken on record the request letters received from the above mentioned applicants for reclassification as Public. As required, intimation has been sent to Stock Exchange based on declaration received from the aforesaid persons.

Based on the declarations received from these applicants, your Board confirms that:

- the names of these applicants appear in the promoter category by virtue of transmission of shares from deceased promoters. and are in no way related to any of the business carried out by the Company;
- they neither hold any Key Managerial Position in the Company nor engaged in any management or day to day affairs of the Company;
- none of their act influences the decision taken by the Company and they do not have any special right through formal or informal arrangements with the Company;
- none of these applicants, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company; and
- they hold NIL shares in the Company.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

This being resolution for reclassification of erstwhile promoters, the new Promoter viz. Mr. K. B. Jindal, Mr. Arun Jindal and Mr. Shubham Jindal (Relative of Promoter) are deemed to be interested, none of the other Directors / Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the accompanying notice.

The Board of Directors of your Company recommends the passing of the Resolution set out at Item No. 5 of the Notice as Special Resolution.

ANNEXURE RELATING TO ITEM NO. 2 OF THE NOTICE :

The details of Director seeking appointment / re-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:-

| | | | |
|---|---|---|----------|
| Name of Director | Mr. Arun Jindal | | |
| DIN | 00121523 | | |
| Date of birth and age | November 11, 1960 and 57 years. | | |
| Date of appointment | December 01, 2016 | | |
| Expertise in specific Professional areas | Over 36 years of experience particularly in forging industry. | | |
| Qualification | B.E. (Mechanical) | | |
| List of other Indian Public Limited Companies in which Directorship held as on March 31, 2018 | NIL | | |
| Chairman/ Member of the Committee of Board of other Private Companies as on March 31, 2018 | Western India Forgings Private Limited | Corporate Social Responsibility Committee | Chairman |
| | Western India Forgings Private Limited | Vigil Mechanism Committee | Member |
| Terms and conditions of re-appointment | Entitled for sitting fees only. | | |
| Sitting fees paid during the financial year 2017-18 | ₹ 2.40 lacs | | |
| Remuneration proposed to be paid | Mr. Jindal being non-executive director is eligible only for sitting fees as may be decided by the Board from time to time. | | |
| Number of Meetings of the Board attended during the Year | 8 | | |
| Number of Shares held in the Company as at March 31, 2018 | 6,00,000 shares | | |
| Relationship between Directors inter-se | Not related to any Director of the Company. | | |

ANNEXURE RELATING TO ITEM NO. 4 OF THE NOTICE :

| I. General Information | | | | |
|-------------------------------------|--|---|----------------|----------------|
| 1 | Nature of Industry | The Company is engaged in the business of manufacturing medium and heavy open die forgings for the domestic and export market. The major products which the Company deals in are mill roller shafts, gear shafts, tail bars, gear rings, blanks, table rolls, pinions, spindles, rolls for slab and continuous casters, blooming mill and hot rolling mill roles, elongator rolls, wobblers and gearing components etc. | | |
| 2 | Date or expected date of commencement of commercial production | The Company was incorporated on June 22, 1990. The existing plant of the Company is situated at Chakan, Pune and has commenced the Commercial Production for more than last 26 years. | | |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: | Not Applicable | | |
| 4 | Financial performance based on given indicators (₹ In lacs) | 2015-16 | 2016-17 | 2017-18 |
| | Net Sales | 1024.17 | 425.58 | 2359.32 |
| | Profit/(Loss) before Tax | (154.31) | (418.07) | 70.04 |
| | Net Profit/(Loss) | (112.03) | (370.19) | 36.29 |
| 5 | Foreign investments or collaborations, if any | NIL | NIL | NIL |
| II. Information about the appointee | | | | |
| 1 | Background details | Mr. Rajore is B.SC (Chemistry) Hons and has experience of about 37 years in the field of Manufacturing which includes overall management. | | |
| 2 | Past remuneration (₹ in lacs) | ₹ 33.24 per annum | | |
| 3 | Recognition or awards | -- | | |
| 4 | Profile and his suitability | Mr. Nitin Rajore is responsible for overall management and day to day affairs of the Company, under the supervision and control of the Board of Directors. He is also responsible to perform such other duties as may from time to time be entrusted by the Board. Taking into consideration the qualifications and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors. | | |
| 5 | Remuneration proposed | As mentioned in the resolution. | | |

| | | |
|---|--|---|
| 6 | Comparative Remuneration profile with respect to industry, size of the Company, Profile of the position and person | Taking into consideration the size of the Company, the profile of Mr. Rajore, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointees in other companies. |
| 7 | Pecuniary relationship directly/indirectly with the Company or with the Managerial Personnel, if any. | Apart from the remuneration and perquisites paid to Mr. Rajore as Whole Time Director as stated above and his respective shareholding held directly or indirectly in the Company, Mr. Rajore does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel. |

| III. Other Information | | |
|-------------------------------|--|---|
| 1 | Reasons of inadequate profits | The erstwhile management was in search of probable business acquirer, the news of which resulted into loss of orders, as customer were reluctant to place the new orders in such scenario. |
| 2 | Steps taken or proposed to be taken for improvement | The new (current) management took over the Company in December, 2016, since then lots of initiatives have been taken in order to revamp the operations of the Company. To address these challenges, your Company has initiated several measures towards achieving organizational and operating efficiencies and controlling costs, alongside working on improvements in processes and controls. |
| 3 | Expected increase in the productivity and profit in measurable terms | The above measures undertaken are expected to yield positive results in the coming years. While it is difficult to give precise figures of expected increase in productivity and profit, the financial performance as compared with the previous year's financial performance showed a positive momentum by which it can be forecasted that Company's productivity and profit shall have positive momentum. |

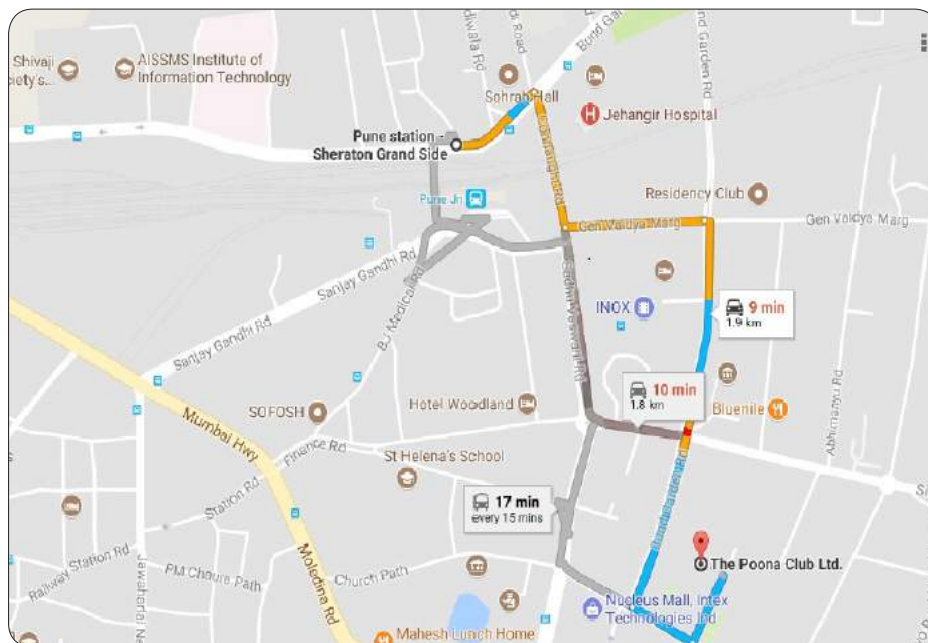
By Order of the Board
For RAJKUMAR FORGE LIMITED

Shruti Patil
Company Secretary
Membership No. : A40609

Place: Pune
Date : July 21, 2018

Registered Office:
29/1, Kharadi village,
Off Pune Nagar Road,
Pune – 411 014
CIN : L28910PN1990PLC056985
Email : info@rkforge.in

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:

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Sunday, September 23, 2018 (9:00 a.m. IST) and ends on Tuesday, September 25, 2018 (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 Wednesday, September 19, 2018 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.
- (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 and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr no affixed on Annual Report, in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |

| | |
|--|--|
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |
|--|--|

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Rajkumar Forge Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) In case of any grievances in connection with voting by electronic means the shareholders can contact Ms. Shruti Patil, Company Secretary at her email secretarial@rkforge.in or contact her at 020 - 67310715.
- (xxii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution/Authority letter in PDF format in the system for the scrutinizer to verify the same. Further, they are requested to send the scanned copy of the Board Resolution/ Authority letter to the email id of Scrutinizer (nashikkargaurav07@gmail.com), RTA (sandip.pawar@linkintime.co.in) and Company (invest@rkforge.in).

Mr. Gaurav Nashikkar, Practicing Company Secretary (C.P. No. 13967) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Results shall be declared within 48 hours after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favor of the resolutions. The results declared along-with the Scrutinizer's Report shall be placed on the website of the Company www.rkforaging.com and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE Limited.

MANAGEMENT DISCUSSION & ANALYSIS REPORT**ABOUT RAJKUMAR FORGE**

Rajkumar Forge is one of the leading forging companies in India in the open die forging segment and amongst the first few to cater to the Oil and Gas markets in the US , Europe, Middle East and South East Asia. The company till the year 2016 was only supplying to the Oil and Gas segment and that too in the export markets. However with the slump in Oil prices, company de-risked its business by expanding its markets in the domestic domain. Presently the company is a preferred supplier to the Steel, Power, Mining, Gear and other engineering industries. With the oil prices finally looking up since October of last year, the Oil & Gas segment has increased substantially both domestically and internationally, an area in which Rajkumar Forge was most predominant.

INDIAN ECONOMY

India has overtaken France to become the sixth biggest economy, according to the updated World Bank data for 2017. Data released by International Monetary Fund (IMF) earlier this year also showed India replacing France at the sixth position. In current US dollars, India's GDP at \$2.597 trillion for 2017 exceeded that of France's \$2.582 trillion. India could overtake the UK in 2019, according to IMF projections, to break into the world's top 5 economies. IMF forecasts India to grow at 7.4% this year up from 6.7% for the full year 2017-18.

After a slight gap, India retained its position as the world's fastest growing economy in the January- March quarter at 7.7%. Sectors contributing to this growth were manufacturing, agriculture, construction and automobile. Due to the impending GST introduction in July 17, sales in the first quarter of last year was extremely poor. However with the Goods and Services Tax (GST) in place for nearly a year, heady growth is expected in the current year 2018-19. Various initiatives have been taken by the Government to improve and boost the confidence in the Indian economy one of them being the IBC.

OUTLOOK

Going further the Indian economy outlook is very bright and positive, backed by Make in India initiative, liberalized norms for enabling ease of doing business (India has come in the top 100), increased consumption, implementation of Goods and Services Tax, capital investment and the structural reforms undertaken by the Government. Global economy too is on a rebound and expected to clock higher growth as compared to last year. According to the IMF, global growth will move to 3.9% in 2018 from 3.8% in 2017 with the main drivers being US, China, Japan and India.

INDIAN FORGING INDUSTRY

Indian forging industry is one of the key industries in the growth of the Manufacturing sector in India, mainly catering to the automobile sector as well as other heavy industries like general engineering, steel, construction, mining, sugar, cement , power and the Oil and Gas industry, and is well recognized globally for its technical capabilities and quality standards. It has a capability to forge variety of raw materials like carbon, alloy, stainless, super alloy, titanium, aluminum etc. More than 60% of the total forging capacity is supplied to the Auto Sector and the rest to the Engineering Non- Auto Sector.

The Indian Forging industry meets almost all the domestic demand and has now emerged as an exporter of forgings due to growing trend among global OEM's to outsource forgings from manufacturers from low cost countries.

OPPORTUNITIES AND THREATS

With the Oil prices again moving up and crossing \$70, rig counts have gone up substantially over the year, resulting in increased business from the Oil & Gas sector. Also exports have become lucrative too. 'Rajkumar being a dominant force in this sector, stands to gain the most. Coupled with the geo political situation in the world and the ongoing trade war between the US and Europe / China, resulting in the US imposing hefty sanctions on imports from Europe and China, India will benefit the most, as it would now be able to compete with low cost China. Rajkumar Forge with its technical knowledge, trained manpower and its ability to supply quality forgings on time, will have an edge over all its competitors.

Along with opportunities come threats. The current capacity utilization of the Indian Forging Industry is less than 70%. Also due to enhanced forging capacity being created in the open die segment, 'Rajkumar Forge faces extreme competition in this segment. With the growing demand of automobiles and the closure of many steel plants, who have come under NCLT, there is an acute shortage of steel in the country, resulting in delayed deliveries and high prices. Import was the only option for purchasing steel at competitive prices, but unfortunately due to devaluation of India Rupee to an all-time low of ₹ 70/-, that option has been ruled out.