



RAMKRISHNA FORGINGS LIMITED

CIN No: L74210WB1981PLC034281

“RAMKRISHNA CHAMBERS”, 72 SHAKESPEARE SARANI, KOLKATA - 700 017

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Phone : 033-39840900. Fax-033-39840998

Website : www.ramkrishnaforgings.com

NOTICE

Notice is hereby given that the 37th Annual General Meeting of the members of Ramkrishna Forgings Limited will be held on Saturday, the 7th day of September, 2019 at 11:30 A.M. at “Kala Kunj”, 48, Shakespeare Sarani, Kolkata - 700017 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the year ended 31st March, 2019 together with the Director's Report and the Auditor's Report thereon.
2. To declare Dividend of ₹ 1.50/- per equity share of ₹ 10/- each for the financial year 2018-19.
3. To appoint a Director in place of Mr. Mahabir Prasad Jalan (DIN 00354690) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint M/s. S.K. Naredi & Co, Chartered Accountants, as the Joint Statutory Auditor of the Company, and in this regard 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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 & rules made there under, M/s. S.K. Naredi & Co, Chartered Accountants (Firm Registration No. 003333C), be and are hereby appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting ('AGM') until the conclusion of the 42nd AGM of the Company and shall hold office jointly with M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration no. 301003E/E300005), from the conclusion of this AGM until the conclusion of the 40th AGM of the Company at such remuneration as may be decided by the Board from time to time.”

SPECIAL BUSINESS:

5. To appoint Mr. Ranaveer Sinha (DIN: 00103398) as an Independent Director and consider, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. Ranaveer Sinha (DIN: 00103398) who was appointed as an Additional Director of the Company under Section 161 of the Act with effect from 2nd February 2019 by the Board of Directors to hold office up to the date of this Annual General Meeting, be and is hereby appointed as an Non-Executive, Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 2nd February 2019, and whose office shall not be liable to determination by retirement of directors by rotation.”

6. To re-appoint Mr. Padam Kumar Khaitan (DIN: 00019700) as an Independent Director and consider, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Mr. Padam Kumar Khaitan (DIN: 00019700), holding office as an Independent Director and being eligible to be re-appointed for second term under the provisions of the Companies Act, 2013 and rules made thereunder be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, with effect from 1st April, 2019 for the second term of five consecutive years.”

“**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof or 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.”

7. **To re-appoint Mr. Yudhisthir Lal Madan (DIN: 05123237) as an Independent Director and consider, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Mr. Yudhisthir Lal Madan (DIN: 05123237), holding office as an Independent Director and being eligible to be re-appointed for second term under the provisions of the Companies Act, 2013 and rules made thereunder be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, with effect from 1st April, 2019, for the second term of five consecutive years.”

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or 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.”

8. **To re-appoint Mr. Ram Tawakya Singh (DIN: 00276330) as an Independent Director and consider, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Mr. Ram Tawakya Singh (DIN: 00276330), aged 74 years, holding office as an Independent Director and being eligible to be re-appointed for second term under the provisions of the Companies Act, 2013 and rules made thereunder be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, with effect from 1st April, 2019 for the second term of five consecutive years.”

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment for the time being in force), approval of the members of the Company be and is hereby accorded for continuation of directorship of Mr. Ram Tawakya Singh (DIN: 00276330), as a Non-Executive, Independent Director of the Company who will attain the age of 75 (seventy five) years during his tenure till the expiry of his term i.e. upto 31st March 2024.”

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or 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.”

9. **To re-appoint Mr. Amitabha Guha (DIN: 02836707) as an Independent Director and consider, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Mr. Amitabha Guha (DIN: 02836707), holding office as an Independent Director and being eligible to be re-appointed for second term under the provisions of the Companies Act, 2013 and rules made thereunder be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, with effect from 14th August, 2019 for the second term of five consecutive years.”

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment for the time being in force), approval of the members of the Company be and is hereby accorded for continuation of directorship of Mr. Amitabha Guha (DIN: 02836707), as a Non-Executive, Independent Director of the Company who will attain the age of 75 (seventy five) years during his tenure, till the expiry of his term i.e. upto 13th August 2024.”

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or 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.”

10. **To re-appoint Ms. Aditi Bagri (DIN: 06943139) as an Independent Director and consider, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or

re-enactment(s) thereof, for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Ms. Aditi Bagri (DIN: 06943139), holding office as an Independent Director and being eligible to be re-appointed for second term under the provisions of the Companies Act, 2013 and rules made thereunder, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation with effect from 1st November, 2019.

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or 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.”

11. **To re appoint Mr. Pawan Kumar Kedia (DIN: 00375557) as Wholetime Director designated as Director (Finance) and consider, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Pawan Kumar Kedia (DIN:00375557), as the Wholetime Director designated as Director (Finance) of the company, for a period of 1 (One) year w.e.f 1st April 2019, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.”

“RESOLVED FURTHER THAT Mr. Pawan Kumar Kedia shall be subject to retirement by rotation during his tenure as the Wholetime Director of the Company provided that if he vacates office by retirement by rotation under the provisions of the Companies Act 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Whole-time Director.”

“RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby authorised to alter, modify or revise from time to time, the said terms and conditions of reappointment and remuneration of Mr. Pawan Kumar Kedia in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law.”

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or 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.”

12. **To ratify remuneration of Cost Auditors and consider, if thought fit, to pass, the following 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 Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. U Sharma & Associates, Cost Accountants (FRN 100596/Membership no. 9240), has been appointed as the Cost Auditors, by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 and the remuneration of Rs. 4,00,000 (Rupees Four Lakhs Only) plus travelling, local conveyance and out of pocket expenses not exceeding 20% of the remuneration for the year 2019-20 payable to M/s. U Sharma & Associates, Cost Accountants, as recommended by the Audit Committee and Board of Directors, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or 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.”

By order of the Board

Sd/-

Rajesh Mundhra

Company Secretary

Membership No. ACS 12991

Place : Kolkata

Dated : 25th May, 2019

Registered Office:

“Ramkrishna Chambers”

72, Shakespeare Sarani

Kolkata - 700 017

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of member or members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A proxy holder shall provide his identity at the time of attending the Annual General Meeting.

2. A member would be entitled to inspect the proxies lodged with the Company, twenty four hours before the time fixed for the commencement of the meeting. Requisition for inspection of proxies by members entitled to vote on any resolution shall be made in writing at least three days in advance before the commencement of the meeting.
3. Corporate members intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and Secretarial Standard- 2 on General Meeting in respect of Special Business to be transacted at the meeting is annexed hereto.
5. The Notice is being sent to all the members of the Company, whose name appear in the Register of Members as on 2nd August 2019.
6. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 31st August, 2019 to Saturday, 7th September, 2019 (both days inclusive) for the purpose of Annual General Meeting and determining the entitlement to the dividend for 2018-19.
7. Members of the Company had approved the appointment of M/s. S. R. Batliboi & Co., LLP, Chartered Accountants, Firm Registration No. 301003E/E300005) as the Statutory Auditors at the 35th Annual General Meeting of the Company held on 16th September 2017 for a period of five years from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting, subject to ratification of appointment by members at every Annual General Meeting. In view of the Companies (Amendment) Act, 2017, the requirement of ratification of appointment of the Statutory Auditor at every Annual General Meeting has been done away with. As such resolution for seeking ratification of appointment of Statutory Auditors has not been placed before the shareholders at this Annual General Meeting.
8. Members attending the Annual General Meeting are requested to bring the following for admission to the meeting hall
 - a) Attendance Slip duly completed and signed as per the specimen signature lodged with the Company.
 - b) Annual Report (2018-19).
9. The dividend as recommended by the Board, if approved at the meeting, will be paid to those Members:
 - a) Whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/Registrars and Transfer agent as on 30th August, 2019 (Friday), and
 - b) Whose names appear as Beneficial Owners in the list of Beneficial Owners as on the close of market hours on 30th August, 2019 (Friday), furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.
10. Shareholders desiring any information as regards the Financial Statements of the Company are requested to write to the Company in advance so as to enable the management to keep the information readily available at the meeting.
11. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective depository accounts will be used by the Company for payment of dividend. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the depository participants. The Company or its Registrars cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company/Registrars and Share Transfer Agents viz. M/s Karvy Fintech Pvt. Ltd.
12. Pursuant to section 72 of the Companies Act 2013 members holding shares in physical form are advised to file nomination in prescribed Form SH-13 with the Company's Registrar M/s Karvy Fintech Pvt. Ltd and in respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
13. In accordance with Companies (Significant Beneficial Owners) Rules, 2018, an individual person (including non members of the Company) if holding the ultimate beneficial interest in any shares of the Company which is not registered in his/her name are requested to provide to the Company at its Registered Office or its RTA a declaration of his/her being a significant beneficial owner (i.e. holding ultimate beneficial holding of 10% or more of the shares of the Company) in Form no. BEN 1. Further, in case of any change in significant beneficial ownership, the declaration in Form BEN-1 has to be submitted within 30 days of such change.

14. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs. 20,910/- being the unpaid and unclaimed dividend amount pertaining to dividend for the financial year 2010-11 to the IEPF. The Company has sent reminders on 23rd May 2019 to those members having unpaid/ unclaimed dividends for the financial year 2011-12 before transfer of such dividend(s) to IEPF. The members who have not yet encashed their dividend warrant(s) for the financial year 2011-12 or any subsequent financial year are requested to approach the Registrars and Share Transfer Agents viz. M/s Karvy Fintech Pvt. Ltd., Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032.

The Company has also uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 22nd September 2018 (date of last Annual General Meeting) on the website of the Company <http://www.ramkrishnaforgings.com/unpaid-dividend.html> and also on the website of the IEPF (www.iepf.gov.in). No claim shall lie against the Company in respect of the amount(s) so credited to the IEPF.

15. Pursuant to the provision of Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed.

During the financial year 2018-19, there was no instances for transfer of shares to the IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years as on the due date of transfer.

Unclaimed dividend for the financial year ended 31st March, 2012 and the corresponding Equity Shares of the Company in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The Company has sent individual notice to all shareholders concerned whose dividend remain unclaimed for 7 consecutive years, through speed post on 3rd May 2019 and also given a public notice in newspapers on 9th May 2019. Members are requested to claim the said dividend, details of which are available on the Company's corporate website www.ramkrishnaforgings.com under the section 'Investor Relations'. The Company/RTA will not be able to entertain any claim received after 30th August, 2019 in respect of the same.

The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The Member/Claimant is required to make an online application to the IEPF Authority in Form IEPF -5 (available on www.iepf.gov.in).

16. 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.
17. Details under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
18. Electronic copy of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form and the Annual Report for Financial Year 2018-19 is being sent through the permitted mode.
19. A route map and prominent landmark or easy location of the venue of the meeting is enclosed with this Notice.
20. Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report for the financial year 2018-2019 will also be available on the Company's website www.ramkrishnaforgings.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: neha.gupta@ramkrishnaforgings.com.
21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (1.00 PM to 5.00 PM) on all working days except Saturdays, up to the date of this Annual General Meeting.
22. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act 2013 will be available for inspection at the Annual General Meeting.
23. The Certificate from the statutory auditors of the Company for the Company's Employee Stock Option Scheme 2015 (ESOP Scheme 2015) will be available for inspection at the AGM.

24. 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 their 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/ RTA for registration of transmission/transposition, deletion of name etc.
25. The Securities and Exchange Board of India (SEBI) vide circular dated 20 April 2018 has also mandated to obtain account details along with cancelled cheque to update the securities holder's data. The original cancelled cheque shall bear the name of the securities holder failing which securities holder shall submit copy of bank passbook /statement attested by the bank. The RTA shall then update the bank details in its records after due verification. The unpaid dividend shall be paid via electronic bank transfer. In cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. that are required for making electronic payment, are not available or the electronic payment instructions have failed or have been rejected by the bank, the issuer companies or their RTA may ask the banker to make payment through physical instrument such as banker's cheque or demand draft to such securities holder incorporating his bank account details. The Company has sent reminders to those shareholders, whose bank details are not available with the Registrar & Share Transfer Agents, requesting them to send the required details to enable the Company for payment of Dividend. The Company before processing the request for payment of Unclaimed / Unpaid Dividend, has been in practice of obtaining necessary particulars of Bank Account of the Payee.
26. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to inform that all the resolutions as stated in the notice may be transacted by electronic voting system and the company has provided its members facility to exercise their right through remote e-voting services provided by Karvy Fintech Private Limited. The instruction for e-voting has been enclosed and sent alongwith the notice. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting.
27. The Facility for voting through ballot papers shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting. However the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.
28. The remote e-voting period shall commence on 4th September 2019 (9.00 A.M.) and ends on 6th September 2019 (5.00 P.M.) The remote e-voting module shall be disabled for voting after 5:00 P.M. on 6th September 2019 and no e-voting will be allowed thereafter. All other relevant information are available in the instruction sheet for e-voting.
29. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members as on the close of market hours of 30th August, 2019 (cut-off date). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or ballot voting at the AGM. A person who is not a member as on cut off date should treat this Notice for information purpose only.
30. Those who become members of the Company after dispatch of the AGM Notice but on or before 30th August, 2019 (cut-off date) may obtain login ID and password by contacting Karvy to N Shyamkumar at Karvy Fintech Pvt Ltd, Unit: Ramkrishna Forgings Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 having contact no. 040-67162222 and having email id: einward.ris@karvy.com. However, those Members already registered with Karvy for remote e-voting can login to website <https://evoting.karvy.com> and exercise their votes.
31. The Board of Directors of the Company at their meeting held on 25th May, 2019 has appointed Mrs. Asha M Banthia of Asha Banthia & Co., Practising Chartered Accountant, as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

The scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated scrutinizer's report not later than 48 hours of conclusion of the Meeting to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith. The declared results, along with consolidated Scrutinizer's Report, will be available forthwith on the website of the company www.ramkrishnaforgings.com and also be displayed on the notice board of the Company at its Registered Office and on the website of Karvy (www.karvy.com). Such results will also be forwarded to the Stock Exchanges where the Company's shares are listed.

The results shall be declared on or after the Annual General Meeting of the Company and the resolution shall be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolution(s).
32. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4

The members are informed that the operations of the Company are expanding and thus it desirous to appoint a joint auditor to have a more focused approach in the auditing procedure. Hence, it is proposed to appoint M/s. S.K. Naredi & Co. Chartered Accountants (Firm Registration No. 003333C), as the Statutory Auditors of the Company, for a period of 5 years from the conclusion of this meeting till the conclusion of the 42nd Annual General Meeting of the Company. Further, they shall hold office as Joint Statutory Auditors with M/s. S.R. Batliboi & Co LLP, Chartered Accountants, from the conclusion of this Annual General Meeting until the conclusion of the 40th Annual General Meeting of the Company.

M/s. S.K. Naredi & Co. are a Chartered Accountant firm, having its head office at Kolkata and branch Offices at Mumbai, Pune, Jamshedpur and Ranchi.

The firm offers comprehensive range of service in the field of financial, taxation, auditing, accounting, consultancy, bank audit, tax audit & other auxiliary services to the corporate, government and non corporate entity.

The Audit Committee and the Board at their respective meetings held on 24th May 2019 and 25th May 2019 recommends for the approval of the Members, at an initial remuneration of ₹ 3,00,000 as Audit fees to M/s. S.K. Naredi & Co. for the financial year 2019-20, certification fees and reimbursement of actual out-of-pocket expenses incurred. The fees and the reimbursement will be exclusive of all applicable taxes.

The subsequent revision of the fees and expenses can be done with the mutual consent of the Auditors and the Board.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item no. 5

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Mr. Ranaveer Sinha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Ranaveer Sinha that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Ranaveer Sinha fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Ranaveer Sinha is independent of the management and possesses appropriate skills, experience and knowledge.

Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 2nd February 2019, the Board of Directors at its meeting held on 2nd February 2019, has approved the appointment of Mr. Ranaveer Sinha (DIN: 00103398), as an Independent Director on the Board of the Company.

However the appointment of Mr. Ranaveer Sinha, shall be effective only upon approval by the members in the Meeting.

Details of Mr. Ranaveer Sinha are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Ranaveer Sinha setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company.

He shall be paid remuneration by way of sitting fees for attending each meeting of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

Mr. Sinha, aged 64, is a B.E. (Mechanical), PGDBM (XLRI) by qualification. He retired as MD of Tata Hitachi Construction Machinery Co. Ltd, He was also the Chairman of Serviplem SA and Comoplesa Lebrero SA, Spain, and North Baryval Special Vehicles (NBSV) in China, He has also been mentoring number of companies and helping them in their quest for Business Excellence. Considering his Educational background, experience and expertise, the Board is of opinion that his association as Independent Director would be beneficial for the further growth & development of the business of the Company.

Save and except, Mr. Ranaveer Sinha none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item no. 6 and 7

Mr. Padam Kumar Khaitan and Mr. Yudhisthir Lal Madan were appointed as Independent Director on the Board of the Company pursuant to provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Director) Rules, 2014 for a term of 5 consecutive years. The members are informed that Mr. Padam Kumar Khaitan (DIN: 00019700) and Mr. Yudhisthir Lal Madan (DIN: 05123237) Independent Directors of the Company being eligible, offers themselves to be re-appointed for the second term of five years.

Mr. Padam Kumar Khaitan and Mr. Yudhisthir Lal Madan are not disqualified from being re-appointed as a Director in terms of Section 164(2) of the Act and has given their consent to act as an Independent Directors of the Company. The Company has also received necessary declaration from Mr. Padam Kumar Khaitan and Mr. Yudhisthir Lal Madan that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Details of Mr. Padam Kumar Khaitan and Mr. Yudhisthir Lal Madan are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Nomination & Remuneration Committee at its meeting held on 2nd February 2019, on the basis of the report of performance evaluation, has recommended the re-appointment of Mr. Padam Kumar Khaitan and Mr. Yudhisthir Lal Madan as Independent Directors for a second consecutive term of 5 (five) years.

The Board at its meeting held on 2nd February 2019, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee, and in view of their educational background and experience and considering their contributions for the growth and development of the Company, has proposed to reappoint Mr. Padam Kumar Khaitan and Mr. Yudhisthir Lal Madan as Independent Directors of the Company, not liable to retire by rotation, for a second consecutive term of five years w.e.f from 1st April, 2019 on the Board of your Company. The Board is of opinion that continued association of Mr. Padam Kumar Khaitan and Mr. Yudhisthir Lal Madan as Independent Directors would be beneficial for the further growth & development of the business of the Company.

They shall be paid remuneration by way of sitting fees for attending each meeting of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mr. Padam Kumar Khaitan and Mr. Yudhisthir Lal Madan setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company.

Save and except, Mr. Padam Kumar Khaitan and Mr. Yudhisthir Lal Madan none of the other Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 6 and 7 of the Notice for approval by the members.

Item no. 8

Mr. Ram Tawakya Singh was appointed as Independent Director on the Board of the Company pursuant to provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Director) Rules, 2014 for a term of 5 consecutive years. The members are informed that Mr. Ram Tawakya Singh being an Independent Director of the Company and being eligible, offers himself to be re-appointed for the second term of five years.

Mr. Ram Tawakya Singh is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has given his consent to act as an Independent Director of the Company. The Company has also received necessary declaration from Mr. Ram Tawakya Singh that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Details of Mr. Ram Tawakya Singh is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Nomination & Remuneration Committee at its meeting held on 2nd February 2019, on the basis of the report of performance evaluation, has recommended the re-appointment of Mr. Ram Tawakya Singh (DIN: 00276330) as an Independent Director for a second consecutive term of 5 (five) years.

The Board at its meeting held on 2nd February 2019, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee, and in view of his educational background and experience and considering his contributions for the growth and development of the Company, has proposed to reappoint Mr. Ram Tawakya Singh as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years on the Board of your Company. The Board is of opinion that continued association of Mr. Ram Tawakya Singh as Independent Director would be beneficial for the further growth & development of the business of the Company.

He shall be paid remuneration by way of sitting fees for attending each meeting of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

Justification of Appointment of Mr. Ram Tawakya Singh pursuant to Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Amendment Regulations, 2018

Mr. Ram Tawakya Singh, aged about 74 years, is a B.Sc. Engg in Metallurgy from RIT Jamshedpur and has to his credit working experience of 50 years in various Companies. During his tenure he rose to the level of VP in TATA Motors. Mr. Singh has been associated with the Company since 2012 and Board considered that continued association of Mr. Ram Tawakya Singh would be of immense benefit to the Company and it is desirable to reappoint him.

Copy of draft letter of appointment of Mr. Ram Tawakya Singh setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company. Save and except, Mr. Ram Tawakya Singh, none of the other Directors / Key Managerial Personnel

/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

Item no. 9

Mr. Amitabha Guha was appointed as Independent Director on the Board of the Company pursuant to provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Director) Rules, 2014 for a term of 5 consecutive years upto 13th August, 2019. The members are informed that Mr. Amitabha Guha (DIN: 02836707) being an Independent Director of the Company and being eligible, offers himself to be re-appointed for the second term of five years.

Mr. Amitabha Guha is not disqualified from being re-appointed as a Director in terms of Section 164(2) of the Act and has given his consent to act as an Independent Director of the Company. The Company has also received necessary declaration from Mr. Amitabha Guha that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Details of Mr. Amitabha Guha is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Nomination & Remuneration Committee at its meeting held on 25th May 2019, on the basis of the report of performance evaluation, has recommended the re-appointment of Mr. Amitabha Guha as Independent Director for a second consecutive term of 5 (five) years.

The Board at its meeting held on 25th May 2019, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee, and in view of his educational background and experience and considering his contributions for the growth and development of the Company, has proposed to reappoint Mr. Amitabha Guha as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years w.e.f 14th August 2019 on the Board of your Company. The Board is of opinion that continued association of Mr. Amitabha Guha as Independent Director would be beneficial for the further growth & development of the business of the Company.

He shall be paid remuneration by way of sitting fees for attending each meeting of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

Justification of Appointment of Mr. Amitabha Guha pursuant to Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Amendment Regulations, 2018

Mr. Amitabha Guha, aged about 71 years, is a M.Sc. from Calcutta University. He has been a Banker throughout his life. He has served various banks from the post of Asst. General Manager in State Bank of Saurashtra in 1992 to Managing Director in State Bank of Travancore in 2004. He also served as Deputy Managing Director of State Bank of India in November, 2008. He retired as Non – Executive Chairman of South Indian Bank.

Mr. Amitabha Guha has been associated with the Company since 2014 and Board considered that continued association of Mr. Amitabha Guha would be of immense benefit to the Company and it is desirable to reappoint him.

Copy of draft letter of appointment of Mr. Amitabha Guha setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company.

Save and except, Mr. Amitabha Guha none of the other Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

Item no. 10

Ms. Aditi Bagri was appointed as Independent Director on the Board of the Company pursuant to provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Director) Rules, 2014 for a term of 5 consecutive years upto 31st October, 2019. The members are informed that Ms. Aditi Bagri (DIN: 06943139) being an Independent Director of the Company and being eligible, offers herself to be re-appointed for the second term of five years.

Ms. Aditi Bagri is not disqualified from being re-appointed as a Director in terms of Section 164(2) of the Act and has given her consent to act as an Independent Director of the Company. The Company has also received necessary declaration from Ms. Aditi Bagri that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Details of Ms. Aditi Bagri is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Nomination & Remuneration Committee at its meeting held on 25th May 2019, on the basis of the report of performance evaluation, has recommended the re-appointment of Ms. Aditi Bagri as an Independent Director for a second consecutive term of 5 (five) years.

The Board at its meeting held on 25th May 2019, based on the performance evaluation and as per the recommendation of the Nomination &

Remuneration Committee, and in view of her educational background and experience and considering her contributions for the growth and development of the Company, has proposed to reappoint Ms. Aditi Bagri as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years w.e.f 1st November 2019 on the Board of your Company. The Board is of opinion that continued association of Ms. Aditi Bagri as Independent Director would be beneficial for the further growth & development of the business of the Company.

She shall be paid remuneration by way of sitting fees for attending each meeting of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Ms. Aditi Bagri setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Save and except, Ms. Aditi Bagri none of the other Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 10 of the Notice for approval by the members.

Item no. 11

Mr. Pawan Kumar Kedia was appointed as Whole Time Director of the Company for a period of 3 years w.e.f 1st April 2016 till 31st March 2019. The Board of Directors, based on recommendation of the Nomination and Remuneration Committee ("NRC") at its meeting held on 3rd February 2019 re-appointed Mr. Pawan Kumar Kedia as the Whole time director designated as Director (Finance) of the Company for a period of 1 Year w.e.f 1st April 2019, subject to approval of the shareholders of the Company.

Mr. Pawan Kumar Kedia satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The appointment and payment of remuneration to Mr. Pawan Kumar Kedia shall be guided by the provisions of the Companies Act, 2013, on such emoluments as outlined below.

a) Basic Salary : ₹ 1,35,000/- per month - ₹ 1,75,000/- per month.

The increase in remuneration will be made after being approved by the Board of Directors within the above mentioned Limit.

b) Benefits:

- i. **Accommodation:** Fully Furnished Residential Accommodation or House Rent Allowance @ 35% (Thirty Five percent) of the basic salary.
- ii. Other Allowances not exceeding 10 % of the basic salary.
- iii. **Medical Reimbursement:** Reimbursement of expenses incurred for self and family not exceeding 15% of the basic salary in a year.
- iv. **Leave Travel Concession:** For self and family once in a year not exceeding 10% of the basic salary in a year.
- v. **Club Fees:** Fees of Clubs, subject to a maximum of two clubs may be provided but no Life membership fee or Admission fee is to be paid by the Company.
- vi. **Encashment of the leave** at the end of the tenure of office in accordance with the Company's rules.
- vii. **Provision of a Car** with driver for use on Company's business. It will not be considered as benefits. He will be however billed by the Company for use of car for private purposes, if any.
- viii. **Bonus** not exceeding 60% of the basic salary in a year.
- ix. **Provident Fund:** Company's contribution towards Provident Fund as per Rules of the company, but not exceeding 12% of the Salary or such percentage as required under the statute.
- x. **NPS:** Contribution to National Pension Scheme not exceeding 10% of the Basic Salary or such percentage as required under the statute.
- xi. Company's contributions towards Pension/ Superannuation Fund such amount as together with the Company's contribution to the Provident Fund does not exceed the amount not taxable under the Income Tax Act, 1961.
- xii. **Gratuity:** Not exceeding one-half month's salary for each completed year of service, subject to a maximum limit as prescribed under Schedule V to the Companies Act, 2013.

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary and commission payable to Mr. Pawan Kumar Kedia shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013.

Details of Mr. Pawan Kumar Kedia are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.