



**2019**  

---

**2020**

# **ANNUAL** REPORT

---

Rohit Ferro-Tech Limited

# Contents \_\_\_\_\_

Notice	2
Board's Report	10
Management Discussion and Analysis Report	33
Corporate Governance Report	37
Standalone Auditor's Report	54
Standalone Financial Statements	68
Consolidated Auditor's Report	112
Consolidated Financial Statements	120

## Corporate Information

### Resolution Professional

Mr. Supriyo Kumar Chaudhuri  
IP Registration No. IBBI/IPA-001/IP-P00644/2017-18/11098  
BDO Restructuring Advisory LLP  
C/o BDO India LLP  
Floor 4, Duckback House  
41, Shakespeare Sarani, Kolkata - 700017

### Board of Directors (Suspended during CIRP w.e.f. 7th February, 2020)

Mr. Suresh Kumar Patni	<i>Non-Executive Chairman</i>
Mr. Ankit Patni	<i>Managing Director</i>
Mr. Ranjeet Kumar Burnwal	<i>Executive Director</i>
Mrs. Sujata Agarwal	<i>Independent/Non-Executive Director</i>
Mr. Ankit Rungta	<i>Independent/Non-Executive Director</i>
Mr. Ankit Jain	<i>Independent/Non-Executive Director</i>
Mr. Sharat Malik	<i>Independent/Non-Executive Director</i>

### Chief Financial Officer

Mr. Vipul Jain

### Company Secretary

Mr. Anil Prasad Shaw

### Statutory Auditors

M/s. R. Kothari & Co. LLP  
Chartered Accountants  
16A, Shakespeare Sarani,  
Kolkata- 700071

### Internal Auditors

M/s. NR & Associates  
Cost Accountants  
16A, Shakespeare Sarani,  
5th Floor, Kolkata - 700 071

### Cost Auditors

M/s. S.B. & Associates  
Cost Accountants  
5, Garstin Place, 1st Floor  
Kolkata - 700 001

### Secretarial Auditor

M/s. K.C Dhanuka & Co.  
Practicing Company Secretaries  
419, Centre Point, 21, Hemanata Basu Sarani,  
Kolkata- 700 001

### Bankers

State Bank of India  
United Bank of India  
UCO Bank  
Indian Bank

Bank of Baroda  
Punjab National Bank  
Central bank of India  
Andhra Bank  
Export Import Bank of India  
Canara Bank

### Registered Office

35, Chittaranjan Avenue, Kolkata - 700 012  
Phone: +91 33 2211 0225/0226

### Corporate Office

SKP House, 132A, S. P. Mukherjee Road  
Kolkata - 700 026  
Phone: +91 33 4016 8000/8100  
Fax: +91 33 4016 8191/8107  
E-mail: [cs@rohitferrotech.com](mailto:cs@rohitferrotech.com)  
Website: [www.rohitferrotech.com](http://www.rohitferrotech.com)

### Plant Information

#### Bishnupur

WBIDC Road, P.S. : Bishnupur  
P.O.: Dwarika - 722 122  
Dist: Bankura, West Bengal

#### Jajpur

Kalinganagar Industrial Complex  
P.O.: Duburi - 755 026  
Dist: Jajpur, Odisha

#### Haldia

Jaynagar, PS: Durgachak  
P.O.: Buniaraichak  
Dist: Purba Medinipur, West Bengal

### DISCLAIMER

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

# Notice of Annual General Meeting

The members are hereby intimated that in accordance with an application made by State Bank of India, the Hon'ble National Company Law Tribunal, Kolkata Bench, vide order dated 7th February, 2020 in Company Petition No. 1214/KB/2018 ("Insolvency Commencement Order") has initiated Corporate Insolvency Resolution Process ("CIRP") against Rohit Ferro-Tech Limited ("the Company") under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("the Code"). Mr. Supriyo Kumar Chaudhuri (IP Registration No. IBBI/IPA-001/IP-P00644/2017-18/11098) who had been appointed as Interim Resolution Professional (IRP) was subsequently confirmed as Resolution Professional to manage the affairs of the Company in accordance with the provisions of the Code.

Further, in consonance with the stipulation contained in Section 17 of the IBC, 2016, the powers of the Board of Directors of the Company stand suspended and the same are vested and exercised by Mr. Supriyo Kumar Chaudhuri, Resolution Professional (RP) w.e.f. 7th February, 2020.

NOTICE is hereby given that the 20th Annual General Meeting (AGM) of the Members of the Company will be held on Friday, the 6th day of November, 2020 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - i. the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2020, together with the Reports of the Auditors and Board's' thereon.
  - ii. the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2020, together with the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. R. K. Burnwal (DIN: 07479341) who retires by rotation at the 20th Annual General Meeting of the Company, being eligible for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, M/s. R. Kothari & Co. LLP, Chartered Accountants, Kolkata (Firm Registration No. 307069E) be and are hereby re-appointed as the Statutory Auditors of the Company for a further period of 4 years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting to be held in the year 2024 at such remuneration as may be mutually agreed upon."

## **SPECIAL BUSINESS:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any amendment or modification thereof, the remuneration payable to M/s. S. B. & Associates, Cost Accountant (FRN No. 00109), to audit the cost records maintained by the Company for the Financial Year 2020-2021 amounting to ₹ 35,000/- (Rupees Thirty-Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified and confirmed."

By the Order of Resolution Professional  
For **Rohit Ferro-Tech Limited**  
(Company under Corporate Insolvency Resolution Process)

Place: Kolkata  
Date: 15th September, 2020

**Anil Prasad Shaw**  
(Company Secretary)

# Notice of Annual General Meeting

## NOTES:

1. In view of the outbreak of COVID-19 pandemic, social distancing norms to be followed and the continuous restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CMD1/CIR /P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 20th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue.
2. Pursuant to Circular No. 14/2020 dated 8th April 2020 issued by the Ministry of Corporate Affairs, facility to appoint proxy to attend and cast vote for the members will not be available for the ensuing AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join AGM in VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [PANKS1345@gmail.com](mailto:PANKS1345@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act), relating to Business at Serial No. 3 and 4 to be transacted at the AGM is annexed hereto.
7. The re-appointment of the Directors are recommended only for the sole purpose of complying with the applicable provision(s) of the Companies Act, 2013 (as amended) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, pursuant to Section 17 of the IBC, the powers of the Board of Directors shall stand suspended during the continuance of the CIRP.
8. The information as required to be provided in terms of Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") regarding the Directors who are proposed to be re-appointed is annexed.
9. In line with the MCA Circulars and SEBI Circular, the Notice of the 20th AGM along with Annual Report will be available on the website of the Company at [www.rohitferrotech.com](http://www.rohitferrotech.com) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
10. M/s. Maheshwari Datamatics Pvt Ltd having its registered office at 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001 is appointed as the Company's Registrar & Transfer Agents for its share registry (both, physical as well as electronic).
11. Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the unfortunate event of their death. Members holding shares in physical mode should file their nomination with the Company or with M/s. Maheshwari Datamatics Private Limited, the Registrar and Share Transfer Agent (RTA) of the Company, at their address given in the Annual Report, whilst those Members holding shares in demat /electronic mode should file their nomination with their Depository Participants (DPs).

# Notice of Annual General Meeting

12. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents, M/s. Maheshwari Datamatics Pvt Ltd for assistance in this regard.
13. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintaining their Demat Accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Share Transfer Agent.
14. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company. Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility.
15. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Company's Registrar and Share Transfer Agent, for consolidation into a single folio.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. The Company has transferred unpaid/unclaimed Dividends for the Financial Year 2011-12 to Investor Education and Protection Fund (IEPF) established by the Central Government. It may please be noted that once the unclaimed dividend is transferred to the said Fund, as above, no claims shall lie against the Company. However, claim can be made from the Fund in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017. Further, pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Investor Education and Protection Fund (Uploading of Information Regarding Unpaid and Unclaimed Dividend Amounts Lying with Companies) Rules, 2012, the Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company [www.rohitferrotech.com](http://www.rohitferrotech.com) and also on the website of the Ministry of Corporate Affairs.
18. In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the Company has transferred 205,585 Equity Shares during the year under review, aggregating to 2,66,763 equity shares till date, in respect of shares on which dividends remained unpaid or unclaimed for a period of seven consecutive years or more, to the Demat Account of IEPF Authority maintained with National Securities Depository Limited (NSDL).
19. The details of the shares transferred are provided in the website of the Company [www.rohitferrotech.com](http://www.rohitferrotech.com). Shareholders may note that the shares/dividend transferred to IEPF can be claimed by making an application to the Authority in Form IEPF-5 (to be filed online) at the following link <http://iepf.gov.in/IEPFA/refund.html>.
20. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 20th AGM being held through VC.
21. Members joining the meeting through VC, who have not cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
22. To support the "Green Initiative", members who have not registered/updated their respective e-mail

# Notice of Annual General Meeting

addresses with Company's Registrar and Share Transfer Agent - if shares are held in physical mode and with their DPs - if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.

23. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at [cs@rohitferrotech.com](mailto:cs@rohitferrotech.com) and [iprft@bdo.in](mailto:iprft@bdo.in). The same will be replied by the Company suitably.
24. All documents referred to in the accompanying Notice will be available for inspection through electronics mode on receipt of request by the Company at [cs@rohitferrotech.com](mailto:cs@rohitferrotech.com).
25. Electronic copy of the Annual Report for Financial Year (FY) 2019-2020 together with a copy of the Notice of the 20th AGM of the Company inter-alia stating the process and manner of remote e-voting are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes.
26. Friday, 30th October, 2020 has been fixed as 'Cut-off Date' for determining Members entitled to facility of voting by remote e-voting as well as e-voting at said AGM following Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
27. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 31st October, 2020 to Friday, 6th November, 2020 both days inclusive, in connection with ensuing AGM.
28. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
29. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/Folio Number, PAN, Mobile Number at least 48 hours before the start of the AGM at [cs@rohitferrotech.com](mailto:cs@rohitferrotech.com). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
30. Members who need assistance before or during the AGM, can contact CDSL by sending an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

## INSTRUCTIONS FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to its members to exercise their right to vote electronically at the 20th Annual General Meeting through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Limited (CDSL) vide EVSN 201005003.
- b. The remote e-voting period commences on Tuesday, 3rd November, 2020 at 9:00 a.m. and ends on Thursday, 5th November, 2020 at 5:00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 30th October, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- c. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility for remote e-voting as well as voting at the meeting.
- d. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (i) Click on "Shareholders/Members" tab.

# Notice of Annual General Meeting

- (ii) Now Enter your User ID (For CDSL: 16 digits Beneficiary ID; For NSDL: 8 Character DP ID followed by 8 Digits Client ID; Members holding shares in Physical Form should enter Folio Number registered with the Company) and then enter the Image Verification as displayed and Click on Login. If you are holding shares in Demat Form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used. If you are a first-time user, fill up the following details in the appropriate boxes and follow the steps given below (Applicable for both demat shareholders as well as physical shareholders).

PAN*	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department.
DOB#	Enter the Date of Birth as recorded in your Demat Account or in the Company Records for the said Demat Account or Folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your Demat Account or in the Company records for the said Demat Account or Folio.

\*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-digit sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number and enter the first two characters of the name. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Sequence number is being communicated to you.

#Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or Company please enter the Member ID/Folio No. in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Member holding shares in Physical Form will then reach directly to the Company Selection screen. However, members holding shares in Demat Form will now reach 'Password Creation' menu wherein you are required to mandatorily enter your 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.
- (v) For Members holding shares in Physical Form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the **EVSN : 201005003** for the relevant "ROHIT FERRO-TECH LIMITED" on which you choose to vote.
- (vii) 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.
- (viii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xii) If Demat account holder has forgotten the changed password, then enter the user ID and Image Verification and click on Forgot Password & enter details as prompted by the system.
- (xiii) 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



# Notice of Annual General Meeting

users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the Mobile App while voting on your mobile.

- (xiv) Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc) are required to log on to <https://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 e-mailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

## **General instructions/information for Members for voting on the Resolutions:**

- a. In case of any queries regarding remote e-voting you may refer to the Frequently Asked Questions ("FAQs") and User Manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact the Company or Registrar and Share Transfer Agent.
- b. Facility of e-voting shall also be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting, shall be able to exercise their right at the AGM.
- c. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.
- d. Voting rights of Shareholders (for voting through remote e-voting or by e-voting at the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, 30th October, 2020 ("Cut-off Date"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- e. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the Cut-off Date i.e. Friday, 30th October, 2020 may obtain the Login ID and Password by sending a request at [www.evotingindia.com](http://www.evotingindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
- f. Mr. Pankaj Jhawar, Proprietor of M/s. Pankaj Jhawar & Associates, Company Secretaries, (Membership No. ACS 48473, CP No. 17703) has been appointed by the Resolution Professional of the Company to act as the Scrutinizer to scrutinize the remote e-voting as well as e-voting process during the AGM in a fair and transparent manner.
- g. The Scrutinizer will make, not later than two days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Resolution Professional or a person authorized by him in writing, who shall countersign the same.
- h. The Resolution Professional or the person authorized by him in writing forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.rohitferrotech.com](http://www.rohitferrotech.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after their declaration and communicated to the Stock Exchanges where the Company is listed viz. BSE Limited and National Stock Exchange of India Limited.
- i. Subject to receipt of requisite number of votes, the Resolution(s) set out in the Notice shall be deemed to be passed on the date of the AGM.

## **INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY DURING THE AGM**

# Notice of Annual General Meeting

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iii. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM:**

- (i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system.
- (ii) Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder/members login where the EVSN : 201005003 of Company will be displayed. Click on live streaming appearing beside the EVSN.
- (iii) The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- (v) System requirements for best VC experience:  
  
Internet connection – broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more  
Microphone and speakers – built-in or USB plug-in or wireless Bluetooth  
  
Browser - Google Chrome: Version 72 or latest Mozilla Firefox: Version 72 or latest Microsoft Edge Chromium: Version 72 or latest Safari: Version 11 or latest Internet Explorer: Not Supported
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Members can post questions through Q&A feature available in the VC. Members can exercise these options once the floor is open for shareholder queries.

---

## **EXPLANATORY STATEMENT IN PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No.3**

The tenure of M/s. R. Kothari & Co. LLP, Statutory Auditors, is expiring at the 20th Annual General Meeting. The Resolution Professional with Directors and Key Managerial Personnel (KMP) at the meeting held on Wednesday, 26th August, 2020 had re-appointed M/s. R. Kothari & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company for a further period of 4 years from the conclusion of this Annual General Meeting till the conclusion of 24th Annual General Meeting to be held in the year 2024.

M/s. R. Kothari & Co. LLP, Chartered Accountants, have given their consent and the eligibility certificate for the proposed re-appointment.

M/s. R. Kothari & Co. LLP was constituted on 21st November, 1986. The Registration No. of the firm is 307069E. The registered office of the firm is at 16A, Shakespeare Sarani, Kolkata - 700071.