



## RAMKRISHNA FORGINGS LIMITED

CIN No: L74210WB1981PLC034281

Registered Office : "Ramkrishna Chambers", 72, Shakespeare Sarani, Kolkata - 700 017

Email : neha.gupta@ramkrishnaforgings.com

Phone : 033-39840900, Fax : 033-39840998, Website : www.ramkrishnaforgings.com

### NOTICE

Notice is hereby given that the 34th Annual General Meeting of the members of Ramkrishna Forgings Limited will be held on Saturday, the 24th day of September, 2016 at 11:15 A.M. at "Kalakunj", 48, Shakespeare Sarani, Kolkata- 700017 to transact the following business.

#### 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, 2016, together with the Director's Report and the Auditor's Report thereon.
2. To declare Dividend of Rs. 2/- per Equity Share of Rs.10/- each for the Financial Year 2015-16.
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 ratify the appointment of Statutory Auditors and to fix their remuneration 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 applicable provisions of the Companies Act, 2013 and Rules made thereunder and pursuant to the resolution passed by the Members at the 32nd Annual General Meeting held on June 17, 2014 and on recommendations of the Audit Committee and the Board, the appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company, be and is hereby ratified at a remuneration to be fixed by the Board of Directors."

5. To appoint M/s. Jitendra K Agarwal & Associates, as the 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 Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 & rules made there under, M/s. Jitendra K Agarwal & Associates, Chartered Accountants (Firm Registration No. 318086E), 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 39th AGM of the Company, subject to ratification by the members annually and holding office jointly with M/s. Singhi & Co, Chartered Accountants, from the conclusion of this AGM until the conclusion of the 35th AGM of the Company."

#### SPECIAL BUSINESS :

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION** :  
**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161 and other applicable provisions of the Companies Act, 2013(the Act), read with the Companies(Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Sandipan Chakravorty (DIN 00053550), who was appointed as an Additional Director of the Company with effect from May 21, 2016 and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, signifying his intention to propose the candidature of Mr. Sandipan Chakravorty for office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from May 21, 2016, and who shall not be liable to retire by rotation."
7. 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 149, 150, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Partha Sarathi Bhattacharyya (DIN 00329479), who was appointed as an Additional Director of the Company with effect from May 21, 2016 and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, signifying his intention to propose the candidature of Mr. Partha Sarathi Bhattacharyya for office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from May 21, 2016, and who shall not liable to retire by rotation."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION** :
- "RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the 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, 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 years ending March 31, 2017 be paid a remuneration of Rs. 350,000 (Rupees Three Lakh Fifty Thousand Only) for the financial year 2016-17 plus service tax and travelling, local conveyance and out of pocket expenses not exceeding 20% of the remuneration respectively."
- "RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL 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 read with Schedule V of the Act (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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. Mahabir Prasad Jalan (DIN:00354690), as Whole Time Director of the Company designated as Chairman for a period of 5 (five) years w.e.f 5 November, 2016, upon such terms and conditions as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting."
- "RESOLVED FURTHER THAT** Mr. Mahabir Prasad Jalan shall be subject to retirement by rotation during his tenure as Wholetime Director designated as Chairman, provided that if he retires 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** Mr. Mahabir Prasad Jalan, shall, notwithstanding his age exceeding 70 years during the currency of his tenure, continue to act as the Wholetime Director of the Company designated as Chairman on the terms and conditions mentioned as above."
- "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. Mahabir Prasad Jalan 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 the above resolution."
10. To consider and 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 read with Schedule V of the Act (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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. Naresh Jalan (DIN:00375462) as the Managing Director of the Company for a period of 5 (five) years w.e.f 5 November, 2016, upon the terms and conditions set out in the explanatory statement annexed to the Notice convening this Annual General Meeting."
- "RESOLVED FURTHER THAT** Mr. Naresh Jalan shall be subject to retirement by rotation during his tenure as the Managing Director of the Company provided that if he retires 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 Managing Director."
- "RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof, be and are hereby authorised to alter, modify or revise from time to time, the said terms and conditions of reappointment and remuneration of Mr. Naresh Jalan 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 is hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to the above resolution."
11. To consider and 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 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 3 (three) years w.e.f

1 April 2016, 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 retires 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 the above resolution."

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

**"RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI Regulations"), (including any statutory modification or re-enactment thereof for the time being in force) and the Ramkrishna Forgings Limited Employee Stock Option Plan 2015 ("RKFL ESOP 2015"), which was approved by the shareholders at the Annual General Meeting held on 12th September, 2015 and the Articles of Association of the Company and in accordance with the provisions of any other applicable laws or regulations and subject to such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approval(s), permission(s) and sanction(s), the consent of the Members be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any Committee including the Nomination and Remuneration Committee constituted by the Board) for re-pricing the exercise price for the outstanding options granted pursuant to the Initial Grant under the RKFL ESOP 2015, from 90% of the market price prevailing on the date the options were granted to ₹ 400/- (Rupees Four Hundred only) per option."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the intent of this resolution, the Board be and is hereby authorized on behalf of the Company, to settle all questions, difficulties or doubts at any stage and take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper including but not limited to amending the RKFL ESOP 2015, making any filings with the Stock Exchanges or any applicable regulatory authority without requiring the Board to obtain any further consent or approval of the members of the Company."

**"RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically ratified and approved."

**"RESOLVED FURTHER THAT** the exercise price for the outstanding options granted under the Initial Grant under the RKFL ESOP 2015 shall stand modified accordingly to give effect to the resolutions stated hereinabove and the consent of the Shareholders be and is hereby accorded for such amendment of terms of the RKFL ESOP 2015."

**RESOLVED FURTHER THAT** Clause 8.1 of the RKFL ESOP 2015 shall stand modified and shall instead read as follows:

#### **8.1 Exercise Price**

The Exercise Price for the outstanding options granted under the Initial Grant to Employees under this Scheme shall be ₹ 400/- (Rupees Four Hundred Only). The Exercise Price for any subsequent Grant of Options shall be determined by the Nomination and Remuneration Committee.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the ESOP Trust or in such other manner as the Compensation Committee may decide."

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

**"RESOLVED THAT** in terms of proviso to Section 20(2) of the Companies Act, 2013, a uniform fee of ₹ 300 (Rupees Three Hundred only) be charged towards cost of dispatch and handling for service of each document within India and ₹ 1000 (Rupees One Thousand only) for service of each document outside India by any specific mode requested by any shareholders."

By order of the Board

Place : Kolkata  
Dated : 13th August, 2016

**Rajesh Mundhra**  
Company Secretary

**IMPORTANT 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.**

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 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.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of items no. 6 to 13 which sets out details relating to Special Business at the meeting, forms part of the Notice.
3. The Appointment of M/s. Singhi & Co., Chartered Accountants done at the 32nd Annual General Meeting of the Company for a period of 3 (three) years till the conclusion of the 35th Annual General Meeting will expire at the next Annual General Meeting (AGM). Hence, for smooth transition, it is proposed to appoint M/s. Jitendra K Agarwal & Associates, Chartered Accountants (Firm Registration No. 318086E) as the Statutory Auditors of the Company, for a period of 5 years till the conclusion of the 39th AGM of the Company. Further, they shall hold office as Joint Statutory Auditors with M/s. Singhi & Co, Chartered Accountants, until the conclusion of the 35th AGM of the Company.
4. The Register of Members and the Share Transfer books of the Company will remain closed from 17th September, 2016 to 24th September, 2016 (both days inclusive) for annual closing and determining the entitlement to the dividend for the Financial Year 2015-16.
5. Members attending the Annual General Meeting are requested to bring the following for admission to the meeting hall (as applicable).
  - a) Attendance Slip duly completed and signed as per the specimen signature lodged with the Company.
  - b) Members holding shares in dematerialized form, their DP and Client ID number(s).
  - c) Members holding shares in physical form, their folio number(s).
  - d) Annual Report (2015-16).
6. The dividend as recommended by the Board, if declared at the meeting, will be paid to those Members:
  - a) Whose names appear 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 17th September, 2016 (Saturday), and
  - b) Whose names appear in the list of Beneficial Owners as on 17th September 2016, furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.
7. 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. The Company or its Registrar 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.
8. Those Members who have not encashed or received their dividend for the financial years 2009-10 to 2014-15 are requested to approach our Registrar and Share Transfer Agents viz. M/s Karvy Computershare Pvt. Ltd., Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032.
9. 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.
10. Details under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, form integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. Electronic copy of the Notice of the 34th 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 Company/Depository Participant(s) for communication purpose. For members who have not registered their email address, physical copies of the Notice of the 34th 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 through the permitted mode.
12. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for the financial year 2015-2016 will also be available on the Company's website [www.ramkrishnaforgings.com](http://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.

13. 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 and including the date of the Annual General Meeting of the Company.
14. The Certificate from the Auditors of the Company for the Company's Employee Stock Option Scheme 2015 (ESOP Scheme 2015) will be available for inspection at the AGM.
15. The Facility for voting either through electronic voting system or polling 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.
16. 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.
17. 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 Computershare Private Limited. The instruction for E-voting has been enclosed and sent alongwith the notice. The members attending the meeting who have not exercised their voting right through remote e-voting shall be able to exercise their right at the meeting.
18. The members who have exercised their voting right through remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
19. The remote e-voting period shall commence on 21st September 2016 (9.00 A.M.) and ends on 23rd September 2016 (5.00 P.M.) The remote e-voting module shall be disabled for voting after 5:00 P.M. on 23rd September 2016 and no e-voting will be allowed thereafter. All other relevant information are available in the instruction sheet for E-voting.
20. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 17th September, 2016 (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.
21. Those who become Members of the Company after dispatch of the AGM Notice but on or before 17th September, 2016 (cut-off date) may write to Karvy to C. Shobha Anand, at Karvy Computershare 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.
22. The Board of Directors of the Company at their meeting held on 13th August, 2016 has appointed Mr. Saheb Ali, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner, whose e-mail address is: saheballi14@gmail.com  
The results of voting will be declared within 48 hours from the conclusion of AGM and the resolutions proposed thereat will be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes. The declared results, along with Scrutinizer's Report, will be available forthwith on the website of the Company [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com) and on the website of Karvy, Such results will also be forwarded to the Stock Exchanges where the Company's shares are listed.
23. Members who have not registered their e-mail addresses so far are requested to register the same 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. 6**

The Board of Directors at its meeting held on 21st May, 2016 appointed Mr. Sandipan Chakravorty as an Additional Independent Director of the Company with effect from 21st May, 2016 to hold office upto the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013.

Under the Companies Act, 2013, the Company is required to appoint Independent Director for a fixed term and their office shall not be liable to determination by retirement of directors by rotation. Accordingly, in compliance of Sections 149, 150, 152, 160, Schedule IV and any other applicable provisions of the Companies Act, 2013, Mr. Sandipan Chakravorty being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from 21st May, 2016. A notice has been received from a member

proposing him as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Sandipan Chakravorty is a person of integrity and possesses relevant expertise and experience and fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and he is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Sandipan Chakravorty as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sandipan Chakravorty as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Sandipan Chakravorty, being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

**Item no. 7**

The Board of Directors at its meeting held on 21st May, 2016 appointed Mr. Partha Sarathi Bhattacharyya as an Additional Independent Director of the Company with effect from 21st May, 2016 to hold office upto the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013.

Under the Companies Act, 2013, the Company is required to appoint Independent Director for a fixed term and their office shall not be liable to determination by retirement of directors by rotation. Accordingly, in compliance of Section 149,150,152,160, Schedule IV and any other applicable provisions of the Companies Act, 2013, Mr. Partha Sarathi Bhattacharyya being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from 21st May, 2016. A notice has been received from a member proposing him as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Partha Sarathi Bhattacharyya is a person of integrity and possesses relevant expertise and experience and fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and he is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Partha Sarathi Bhattacharyya as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Partha Sarathi Bhattacharyya as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Partha Sarathi Bhattacharyya, being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

**Item no. 8**

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. U Sharma & Associates, Cost Accountants, as the Cost Auditor in the Board Meeting dated 13th August, 2016 to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2017 at a remuneration of Rs. 350,000 (Rupees Three Lakh Fifty Thousand) plus Service tax and Travelling, Local Conveyance and out of pocket expenses not exceeding 20% of the remuneration.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

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. 8 of the Notice.

**Item no. 9**

Mr. Mahabir Prasad Jalan was re-appointed as Whole Time Director of the Company, designated as Chairman, for a period of 5 Years w. e.f. 5th November, 2011. The said term will expire on 4th November, 2016. In terms of the provisions of Section 196 of the Companies Act, 2013 (the Act) the Company can reappoint a managerial personnel provided such appointment is not made earlier than one year before the expiry of his term.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee ("NRC") at its meeting held on 13 August, 2016 re-appointed Mr. Mahabir Prasad Jalan as Whole Time Director, designated as Chairman, of the Company for a period of 5 Years w.e.f 5 November 2016.

The members are further informed that Mr. Mahabir Prasad Jalan, is about 67 years of age and will be completing 70 years during his proposed tenure. In terms of the provisions of Section 196 (3) and part 1 of Schedule V of the Companies Act, no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Keeping in view that Mr. Mahabir Prasad Jalan has rich and varied experience in the industry and has been involved in the operations of the Company since incorporation, it would be in the best interest of the Company to continue the employment of Mr. Mahabir Prasad Jalan as Wholetime Director, designated as Chairman, of the Company.

Mr. Mahabir Prasad Jalan has done his graduation in Mechanical Engineering in the year 1970 from BITS, Pilani. He is having more than 45 years of work experience in this industry. His career started from shop floor and eventually culminated into his first independent venture as

Managing Partner of Tribeni Steel Forgings in the Year 1974. He finally promoted M/s Ramkrishna Forgings Limited in the year 1981 and since its inception is heading the organization. The Company has grown in strides under his leadership. Mr. Mahabir Prasad Jalan is a member of the Institute of Engineers.

The appointment and payment of remuneration of Mr. Mahabir Prasad Jalan shall be guided by the provisions of the Act on such emoluments as outlined below.

**Emoluments:**

Subject to the overall limits as prescribed in Schedule V of the Companies Act, 2013 ( 5% of the Net Profits in case of one Managerial Personnel and 10 % of Net Profits in case of more than one Managerial Personnel)

a) **Basic Salary** : ₹ 10,00,000/- per month - ₹ 23,00,000/- 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 @ 50% (fifty percent) of the basic salary.
- ii. Expense pertaining to electricity, gas, water, furnishings and other utilities for self and family in accordance with the rules of the Company or as may be agreed to by the Board of Directors or Committee with the Whole Time Director subject to a maximum of 10 % of the basic salary.
- iii. Medical Reimbursement : Reimbursement of expenses incurred for self and family subject to a 15% of the basic salary in a year. In addition hospitalization expenses incurred in India for self and family will be paid on actual basis.
- iv. Leave Travel Concession: For self and family once in a year subject to 20 % of the basic salary in a year.
- v. Club Fees : Fees of Clubs in accordance with the rules of the Company or as may be agreed to by the Board of Directors or Committee thereof with the Whole Time Director but no Life membership fee or Admission fee is to be paid by the Company. However it will not include Corporate membership of the Club(s).
- vi. Provision of Company's 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.
- vii. Provision for use of telephone, telefax, audio/video conferencing and other communication facilities at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.
- viii. Commission: Such percentage of commission (in addition to salary, allowances, perquisites and benefits as stated above) calculated with reference to the net profit of the Company for each financial year as may be fixed by the Board of Directors or Committee thereof which together with salary and monetary value of allowances, perquisites and benefits shall not exceed the ceiling laid down under Section 197 of the Companies Act, 2013.

Except Mr. Mahabir Prasad Jalan and Mr. Naresh Jalan, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

**Item no. 10**

Mr. Naresh Jalan was re-appointed as the Managing Director of the Company for a period of 5 Years w. e.f. 5th November, 2011. The said term will expire on 4th November, 2016. In terms of the provisions of Section 196 of the Companies Act, 2013 (the Act) the Company can reappoint a managerial personal provided such appointment is not made earlier than one year before the expiry of his term.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee ("NRC") at its meeting held on 13 August, 2016 re-appointed Mr. Naresh Jalan as the Managing Director of the Company for a period of 5 Years w.e.f. 5 November 2016.

The appointment and payment of remuneration of Mr. Naresh Jalan shall be guided by the provisions of the Act, on such emoluments as outlined below.

**Emoluments:**

Subject to the overall limits as prescribed in Schedule V of the Companies Act, 2013 (5% of the Net Profits in case of one Managerial Personnel and 10 % of Net Profits in case of more than one Managerial Personnel)

a) **Basic Salary** : ₹ 8,25,000/- per month - ₹ 19,00,000/- 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 @ 40% (forty percent) of the basic salary.
- ii. Medical Reimbursement: Reimbursement of expenses incurred for self and family subject to a 12% of the basic salary in a year. In addition hospitalization expenses incurred in India for self and family will be paid on actual basis.
- iii. Leave Travel Concession: For self and family once in a year subject to 11 % of the basic salary in a year.
- iv. Contribution to National Pension Scheme not exceeding 10% of the basic salary.

- v. Club Fees: Fees of Clubs in accordance with the rules of the Company or as may be agreed to by the Board of Directors or Committee thereof with the Whole Time Director but no Life membership fee or Admission fee is to be paid by the Company. However it will not include Corporate membership of the Club(s).
- vi. Provision of Company's 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.
- vii. Provision for use of telephone, telefax, audio/video conferencing and other communication facilities at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.
- viii. Provision of lease rent not exceeding ₹ 5,00,000 per month.
- ix. Commission: Such percentage of Commission (in addition to salary, allowances, perquisites and benefits as stated above) calculated with reference to the net profit of the Company for each financial year as may be fixed by the Board of Directors or Committee thereof which together with salary and monetary value of allowances, perquisites and benefits shall not exceed the ceiling laid down under Section 197 of the Companies Act, 2013.
- x. Company's contribution towards Provident Fund as per Rules of the Company, but not exceeding 12% of the Salary.  
Except Mr. Naresh Jalan and Mr. Mahabir Prasad Jalan, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

#### Item No. 11

Mr. Pawan Kumar Kedia was appointed as the WholeTime Director for a period of 3 Years w.e.f. 1st April, 2013. The said term expired on 31st March, 2016.

Accordingly, the Board of Directors, based on recommendation of the Nomination and Remuneration Committee ("NRC") at its meeting held on 12 February, 2016 re-appointed Mr. Pawan Kumar Kedia as the Whole time director, designated as Director (Finance), of the Company for a period of 3 Years w.e.f. 1st April 2016.

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.

#### Emoluments:

Subject to the overall limits as prescribed in Schedule V of the Companies Act, 2013 (5% of the Net Profits in case of one Managerial Personnel and 10% of Net Profits in case of more than one Managerial Personnel)

- a) **Basic Salary** : Rs. 1,35,000/- per month - Rs. 3,00,000/- 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. Company's contribution towards Provident Fund as per Rules of the company, but not exceeding 12% of the Salary
- x. Contribution to National Pension Scheme not exceeding 10% of the Basic Salary
- xi. Company's contributions towards Pension/ Superannuation Fund such amount as together with the Company's contribution to the Provident Fund doesnot 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.

Except Mr. Pawan Kumar Kedia, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 11.



**Item No. 12**

The Shareholders of the Company at the Annual General Meeting held on 12th September 2015 approved the RKFL ESOP 2015. Pursuant thereto, the Company had granted 323,675 employee stock options to the eligible employees identified by the Board pursuant to resolution dated 7th November 2015 in accordance with the RKFL ESOP 2015. Out of the said 323,675 (three lakhs twenty three thousand six hundred and seventy five) options, 58295 (Fifty Eight Thousand Two Hundred and Ninety Five) options now stand cancelled on resignation of the employee to whom the options had been granted, pursuant to the terms of the RKFL ESOP 2015.

Due to the fall in the market price of the equity shares of the Company, the employee stock options granted to the eligible employees of the Company under the Initial Grant made by the Company ("Options") have become unattractive. The Company has therefore thought it prudent to re-price the outstanding Options granted under the Initial grant on the basis of current market price to make them beneficial to the eligible employees. Re-pricing of the Options not exercised (i.e., Options already granted and/or vested but not exercised) is permissible under the SEBI Regulations as long as such pricing does not detrimentally affect the employees and the approval of the Shareholders has been obtained by special resolution for such re-pricing.

The Board of the Company at their meeting held on 13 August 2016 have considered and approved the re-pricing of the exercise price per share in the interest of the employees, as aforesaid, from 90% of the market price prevailing at the date of the grant to ₹ 400/- (Rupees Four Hundred only) subject to the consent of the shareholders of the Company being accorded for the same.

All the eligible employees to whom the initial Grant was made pursuant to the resolution of the Board dated 7th November 2015, excluding the employees who no longer continue to be employed with the Company, shall be the beneficiaries of the re-pricing contemplated herein.

The proposed re-pricing will be in compliance with the SEBI Regulations and apart from re-pricing as aforesaid, all other terms and conditions applicable for the grant of Options shall remain unaltered except the variation in the price as stated above. The same is being commended for the approval of the Shareholders, as a special resolution.

Capitalized words not defined herein above shall have such meaning assigned to them in the RKFL ESOP 2015.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid Special Resolution, except to the extent of their entitlements, under the RKFL ESOP 2015.

**Item No. 13:**

Pursuant to the proviso to Section 20(2) of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that a uniform fee of ₹ 300 (Rupees Three Hundred only) be charged towards cost of dispatch and handling for service of each document within India and ₹ 1000 (Rupees One Thousand only) for service of each document outside India by specific mode requested by any shareholder. The requisite fee (by way of Demand Draft) has to be sent to the Company by the shareholder clearly stating the document desired to be received through a particular mode. Further, considering the huge number of shareholders of the Company, it would not be practically feasible to accept 'lump-sum' advances from shareholders and continue maintaining their running ledger balances for this purpose. The Board recommends the resolution at item no. 13 for the approval of the Shareholders.

None of the Directors of the Company, Key Managerial Personnel or their respective relatives is in any way concerned or interested in this resolutions set out at item no. 13 of the notice.

By order of the Board

Place: Kolkata

Dated: 13th August, 2016

**Rajesh Mundhra**  
Company Secretary

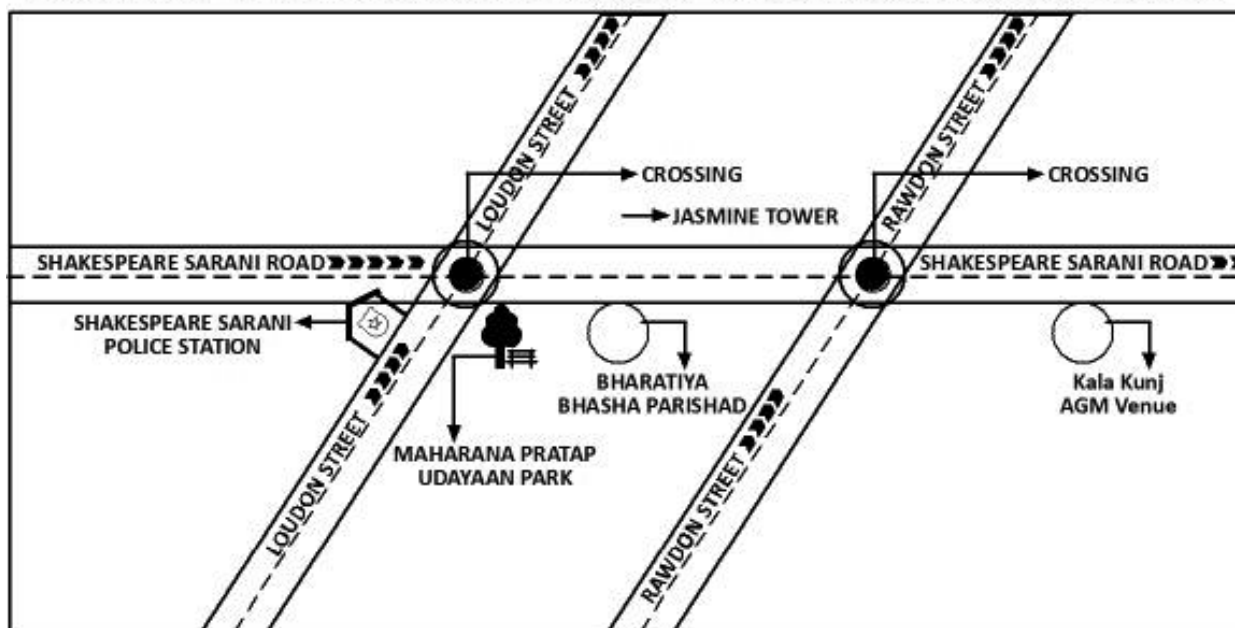
### Details of Directors seeking appointment/re-appointment at the AGM

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of the Director	NARESH JALAN	MAHABIR PRASAD JALAN	SANDIPAN CHAKRAVORTTY	PARTHA SARATHI BHATTACHARYYA	PAWAN KUMAR KEDIA
DIN	00375462	00354690	00053550	00329479	00375557
Date of Birth	04.10.1975	10.04.1949	23- 09- 1949	27-02-1951	16-09-1957
Expertise in specific functional area	He possesses more than 20 years of experience in Forging industry. Under his leadership, the Company has achieved high growth in turnover. He is managing the marketing aspects of the Company	Successful Technocrat from BITS Pilani having more than 45 years work experience in Forging Industry	He is a Mechanical Engineering Graduate from IIT Kharagpur (1970) and a M.Tech in Industrial Engineering in Operations Research from the same Institute (1972). He has spent more than 40 years in Tata Steel and its Group Companies. He has held positions like Materials Controller, Executive In-charge – Raw Materials, Director – Sales, etc., in Tata Steel. He has wide experience in materials management, mines & minerals, steel business – especially commercial activities, steel value added supply chain business, logistics, etc.	He is the ex-Chairman, Coal India Ltd (CIL). He joined CIL as Management Trainee in 1977 to becoming Chairman in Oct 2006. He steered CIL through Miniratna (2007), Navratna (2008) & finally Maharatna (2011) - the fastest ascendency for any PSU so far the spearheaded the historic 10% stake sale through IPO in 2010 - the largest so far in Indian Capital Market fetching Rs.15,200 crores for GOI. Post retirement, he had a brief 15 month stint as MD of Haldia Petrochemicals Ltd. till June 2012.	He possess experience of more than 28 years in various Companies. He started his career as an Article in M/s. C.L. Saraf & Co. Before joining this Company, he worked with M/s. Khaitan India Limited as Internal Auditor.
Qualification	MBA	B.Tech (Mechanical) BITS, Pilani	B.Tech. Hons. (Mechanical Engg.) IIT, Kharagpur M.Tech. (Indl.Engg. & Operations Research) IIT, Kharagpur	MSc (Physics), FICMA	B.Com (Calcutta University) & Diploma in Taxation
Directorship in Listed entities. (other than Ramkrishna Forgings Ltd.)	Nil	Nil	Nil	1. Deepak Fertilisers and Petrochemicals Corporation limited 2. Usha Martin Limited	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	<b>Member-</b> 1. Management and Finance Committee 2. Corporate Social Responsibility Committee	<b>Chairman-</b> 1. Management and Finance Committee <b>Member-</b> 1. Corporate Social Responsibility Committee	Nil	Nil	Nil

Name of the Director	NARESH JALAN	MAHABIR PRASAD JALAN	SANDIPAN CHAKRAVORTTY	PARTHA SARATHI BHATTACHARYYA	PAWAN KUMAR KEDIA
Chairman/ Member of the Committee of Directors of other Public Companies of which he is a Director	Nil	Nil	Nil	<b>Chairman:</b> Risk Management Committee- Usha Martin Limited. Audit Committee - Karam Chand Thapar & Bros (Coal Sales) Ltd <b>Member:</b> Manufacturing & operations Review Committee- Deepak Fertilisers & Petrochemicals Corporation Limited. Risk Management Committee- Deepak Fertilisers & Petrochemicals Corporation Limited. Nomination & Remuneration Committee- Karam Chand Thapar & Bros (Coal Sales) Ltd	Nil
Shareholding	285750	451000	Nil	Nil	13629
Inter-se Relationship between Directors	Mahabir Prasad Jalan is the father of Naresh Jalan and hence they are related to each other.	Mahabir Prasad Jalan is the father of Naresh Jalan and hence they are related to each other.	Not Related	Not Related	Not Related

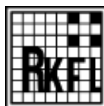
### ROUTE MAP TO THE VENUE OF THE AGM OF RAMKRISHNA FORGINGS LIMITED



**VENUE - Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017**

Route Map not to scale





# RAMKRISHNA FORGINGS LIMITED

CIN No: L74210WB1981PLC034281

Registered Office : "Ramkrishna Chambers", 72, Shakespeare Sarani, Kolkata - 700 017

## ATTENDANCE SLIP

<b>Regd. Folio/DP ID &amp; Client ID</b>	
<b>Name &amp; Address of the Shareholder</b>	

- I hereby record my presence at the 34th Annual General Meeting of the Company, to be held on the 24th day of September, 2016 (Saturday) at 11.15 A.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700017.
- Signature of the Shareholder/Proxy Present.
- Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting.

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### Form No. MGT-II

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 of the Companies (Management and Administration) Rules 2014]

CIN No. : L74210WB1981PLC034281  
 Name of the Company : **RAMKRISHNA FORGINGS LIMITED**  
 Registered Office : "Ramkrishna Chambers", 72, Shakespeare Sarani, Kolkata - 700 017

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No / Client ID	
DP ID	

I/We, being the member(s) of \_\_\_\_\_ equity shares of the above named Company, hereby appoint

- Name \_\_\_\_\_  
Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_  
Signature \_\_\_\_\_, or falling him/her
- Name \_\_\_\_\_  
Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_  
Signature \_\_\_\_\_, or falling him/her
- Name \_\_\_\_\_  
Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_  
Signature \_\_\_\_\_

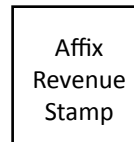
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on the Saturday, 24th day of September, 2016 at 11:15 A.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl. No.	Resolution	Sl. No.	Resolution
1	Adoption of Audited Financial Statements as at 31st March, 2016 (including Consolidated Audited Financial Statements) of the Company for the year ended 31st March, 2016 together with the Director's Report and the Auditor's Report thereon.	8	Ratification of the Remuneration to be paid to M/s. U. Sharma & Associates, Cost Accountants, as the Cost Auditors for the financial years ending March 31, 2017.
2	Declaration of Dividend of Rs. 2/- per Equity Share of Rs.10/- each for Financial Year 2015-16.	9	Re appointment of Mr. Mahabir Prasad Jalan as the Wholetime Director designated as Chairman of the Company for a period of 5 years.
3	Appointment of Director in place of Mr. Mahabir Prasad Jalan (DIN: 00354690) who retires by rotation and being eligible offers himself for reappointment.	10	Re appointment of Mr. Naresh Jalan as the Managing Director of the Company for a period of 5 years.
4	Ratification of the appointment of M/s. Singhi & Co., Chartered Accountants, as Statutory Auditors from the conclusion of this AGM until the conclusion of the next AGM of the Company.	11	Re appointment of Mr. Pawan Kumar Kedia as the Wholetime Director designated as Director (Finance) of the Company for a period of 3 years.
5	Appointment of M/s. Jitendra K Agarwal & Associates, as the Statutory Auditors of the Company from the conclusion of this AGM until the conclusion of the 39 <sup>th</sup> AGM of the Company.	12	Re-pricing of exercise price of ESOP Scheme 2015.
6	Appointment of Mr. Sandipan Chakravorty as an Independent Director for a term of 5 years.	13.	Payment for service of documents
7	Appointment of Mr. Partha Sarathi Bhattacharyya as an Independent Director for a term of 5 years.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



**Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**