

RAMKRISHNA FORGINGS LIMITED

CIN No: L74210WB1981PLC034281

“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 35th Annual General Meeting of the members of Ramkrishna Forgings Limited will be held on Saturday the 16th day of September, 2017 at 11:00 A.M. at “Satyajit Ray Auditorium” Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata-700071 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, 2017 together with the Director's Report and the Auditor's Report thereon.
2. To declare Dividend of ₹ 1/- per Equity Share of ₹ 10/- each for the Financial Year 2016-17.
3. To appoint a Director in place of Mr. Pawan Kumar Kedia (DIN 00375557) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, and pursuant to the recommendation made by the Audit Committee and the Board of Directors of the Company, M/s. S.R.Batliboi & Co. LLP, Chartered Accountants (Firm Regn.No. 301003E/E300005) be and are hereby appointed as the Statutory Auditors of the Company, in place of M/s. Singhi & Co., Chartered Accountants, (Firm Regn. No.302049E) whose tenure expires at the conclusion of this Annual General Meeting and M/s. Jitendra K. Agarwal & Associates (Firm Regn. No.318086E) who have resigned as the Statutory Auditors, to hold office for a term of consecutive five years from the conclusion of the 35th Annual General Meeting till conclusion of the 40th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) at such remuneration as may be determined by the Board in consultation with the Auditors, plus taxes and reimbursement of out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company”.

SPECIAL BUSINESS.

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

“**RESOLVED THAT** pursuant to the provisions of Section 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 (FRN 100596/Membership no. 9240), 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, 2018 at a remuneration of ₹ 3,50,000 (Rupees Three Lakhs Fifty Thousand Only) plus travelling, local conveyance and out of pocket expenses not exceeding 20% of the remuneration respectively for the year 2017-18 be and is hereby approved.”

“**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.”

By order of the Board

Place : Kolkata

Dated : 12th August, 2017

Registered Office:

“Ramkrishna Chambers”

72, Shakespeare Sarani

Kolkata - 700 017

Rajesh Mundhra

Company Secretary

Membership No. ACS 12991

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. 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.
3. 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.

In accordance with Section 139 of the Act, read with the Companies (Audit and Auditors), Rules, 2014, the term of M/s. Singhi & Co., Chartered Accountants, (Firm Regn. No.302049E) expires at the conclusion of the ensuing Annual General Meeting and M/s. Jitendra K. Agarwal & Associates (Firm Regn. No.318086E) Chartered Accountants, being the Joint Statutory Auditors of the Company have resigned as statutory auditors of the Company. Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors), Rules, 2014, the Board of Directors has, on the recommendation of the Audit Committee, recommended the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Regn. No. 301003E/E300005) as the statutory Auditors for a term of five(5) years i.e. to hold office from the conclusion of this Annual General meeting till the conclusion of 40th Annual General Meeting of the Company, subject to ratification of their appointment by the shareholders at each Annual General Meeting to be held hereafter, on such remuneration including applicable taxes and out-of-pocket expenses as may be decided by the Board of Directors of the Company.

Consent and certificate under section 139 and 141 of the Companies Act 2013, have been obtained from M/s.S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Regn. No. 301003E/E300005) to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

4. The Register of Members and the Share Transfer books of the Company will remain close from 9th September,2017 to 16th September, 2017 (both days inclusive) for the purpose of Annual General Meeting and determining the entitlement to the dividend for F.Y. 2016-17.
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 (2016-17).
6. The dividend as recommended by the Board, if declared 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 9th September, 2017 (Saturday), and
 - b) Whose names appear as Beneficial Owners in the list of Beneficial Owners as on 9th September 2017, 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 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 Computershare Pvt. Ltd.
8. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, dividends which remain unclaimed in the unpaid dividend Account of the Company for a period of seven (7) years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The due date of transfer of unclaimed dividend for financial year 2009-10 is 12th September 2017. The Members who have not encased their dividend warrant(s) so far for the financial year 2009-10 or any subsequent financial year are requested to approach the Registrars 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.

The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 24th September 2016 (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.

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, forms 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 35th 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 35th 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 2016-17 is being sent through the permitted mode.
12. A route map and prominent landmark or easy location of the venue of the meeting is enclosed with this Notice.
13. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for the financial year 2016-2017 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.
14. 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 and also at the meeting.
15. 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.
16. 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.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit 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.
18. 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 along with the notice. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting.
19. The Facility for voting through 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.
20. The remote e-voting period shall commence on 13th September 2017 (9.00 A.M.) and ends on 15th September 2017 (5.00 P.M.) The remote e-voting module shall be disabled for voting after 5:00 P.M. on 15th September 2017 and no e-voting will be allowed thereafter. All other relevant information are available in the instruction sheet for e-voting.
21. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 9th September, 2017 (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 Annual General Meeting. A person who is not a member as on cut off date should treat this Notice for information purpose only.

22. Those who become Members of the Company after dispatch of the AGM Notice but on or before 9th September, 2017 (cut-off date) may obtain login ID and password by contacting 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.
23. The Board of Directors of the Company at their meeting held on 12th August, 2017 has appointed Mrs. Asha Banthia, Practising Chartered Accountant, as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner, whose e-mail address is: ashambanthia@gmail.com
- 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 Board, 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.
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 16th September, 2017.
24. **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.5**

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. U. Sharma & Associates, Cost Accountants (FRN 100596/Membership no. 9240) as the Cost Auditor in the Board Meeting held on 12th August, 2017 to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2018 at a remuneration of Rs. 350,000 (Rupees Three Lakh Fifty Thousand) plus 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, as amended, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be approved by the members of the Company.

M/s. U. Sharma & Associates, Cost Accountants have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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.

By order of the Board

Place : Kolkata
Dated : 12th August, 2017

Rajesh Mundhra
Company Secretary
Membership No. ACS 12991

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

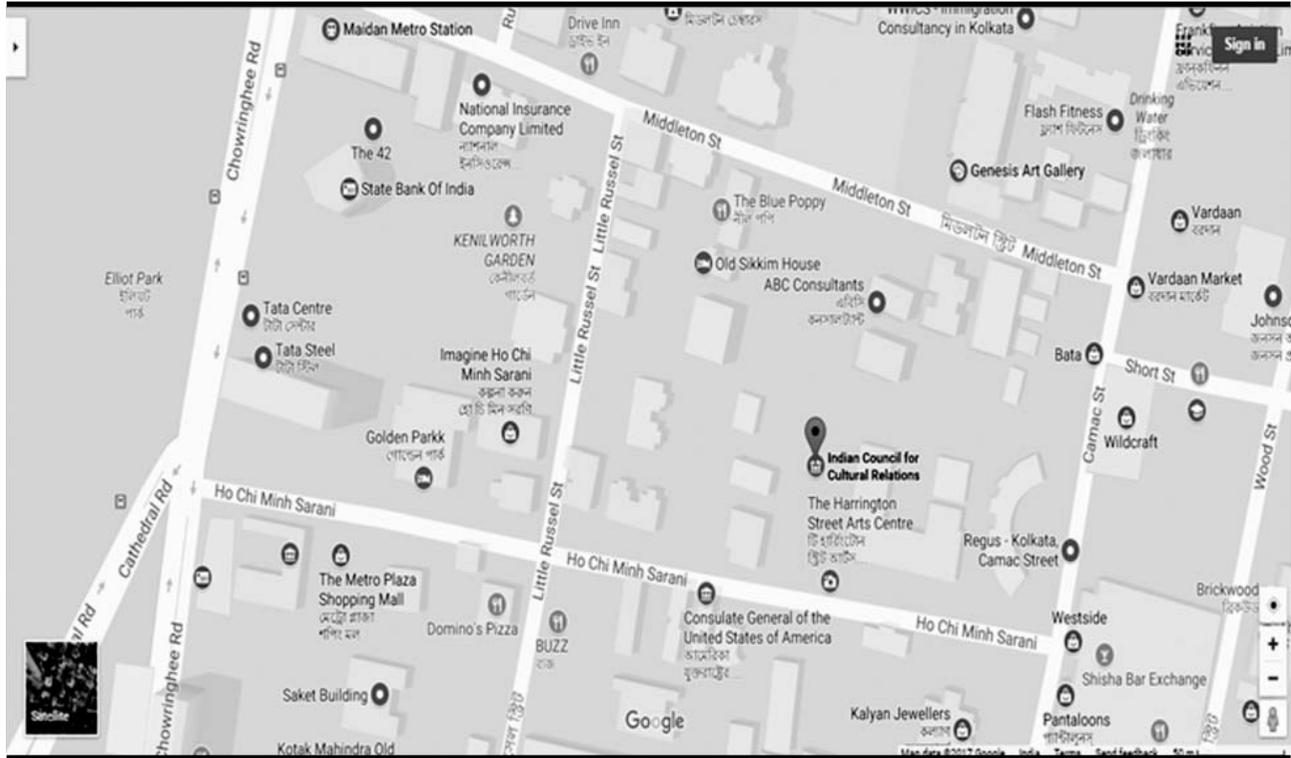
Details of Directors seeking appointment/re-appointment at the AGM

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meeting issued by the Institute of Company Secretaries of India]

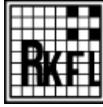
Name of the Director	PAWAN KUMAR KEDIA
DIN	00375557
Date of Birth/Age	16-09-1957/59 Years
Brief Resume:	He started his career as an Article in M/s. C.L. Saraf & Co. before joining this Company he worked M/s. Khaitan India Limited as Internal Auditor.
Expertise in Specific Functional Area	He is the Director of the Company and leads the Accounts, Commercial, Taxation, Export and Import activities of the Company.
Qualification	B.Com (Calcutta University) & Diploma in Taxation.
Experience	He possesses experience of more than 29 years in various companies.
Date of first appointment on the Board	15/09/2003
Terms & Conditions of appointment	He retires by rotation and seeks reappointment
Details of remuneration sought to be paid.	There is no change in his remuneration which has been approved by the Shareholder in the 34 th Annual General Meeting of the Company.
Remuneration last drawn.	₹ 34.35 Lakhs
Number of Board meeting attended during the year	4
Directorship in other companies	1. Riddhi Portfolio Private Limited 2. Globe Forex & Travels Limited 3. Ramkrishna Rail & Infrastructure Private Limited
Chairman/ Member of the Committees of the Board of Directors of the Company	Nil
Chairman/ Member of the Committee of Directors of other Companies of which he is a director	Nil
Shareholding in the Company	13629 equity shares
Inter-se Relationship between Directors/ KMP	Not Related

In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India, route map for the location of the venue of the 35th Annual General Meeting is given below:

ROUTE MAP



📍 “Satyajit Ray Auditorium” Indian Council for Cultural Relations (ICCR),
9A, Ho Chi Minh Sarani, Kolkata-700071



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

ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
Name & Address of the Shareholder	

- I hereby record my presence at the 35th Annual General Meeting of the Company, to be held on the 16th day of September, 2017 (Saturday) at 11.00 A.M. at "Satyajit Ray Auditorium" Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata-700071.
- 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.

Form No. MGT-11

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.....
.....
Email ID
Signature or failing him/her
- Name.....Address.....
.....
Email ID
Signature or failing him/her
- Name.....Address.....
.....
Email ID
Signature or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be

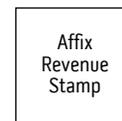
held on the 16th day of September, 2017 (Saturday) at 11:00 A.M. at "Satyajit Ray Auditorium" Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata- 700071 or any adjournment thereof in respect of such resolutions as are indicated below :

Sl. No.	Resolution	Sl. No.	Resolution
1	Adoption of Audited Financial Statement as at 31st March, 2017 (including Consolidated Audited Financial Statements) of the Company for the year ended 31st March, 2017 together with the Director's Report and the Auditor's Report thereon.	2	Declaration of Dividend of ₹ 1/- per Equity Share of ₹ 10/- each for financial year 2016-17.
3	Appointment of Director in place of Mr. Pawan Kumar Kedia(DIN: 00375557) who retires by rotation and being eligible offers himself for reappointment.	4	Appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants as statutory auditors from the conclusion of the 35 th AGM until the conclusion of the 40 th AGM of the Company.
5	Ratification of the Remuneration to be paid to M/s. U. Sharma & Associates, Cost Accountants, as the Cost Auditors for the financial year ending 31 st March, 2018.		

Signed thisday of 2017

Signature of Shareholder

Signature of Proxy holder(s)



Note :

1. 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.