



# RAMKRISHNA FORGINGS LIMITED

CIN No: L74210WB1981PLC034281

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

Email - [neha.gupta@ramkrishnaforgings.com](mailto:neha.gupta@ramkrishnaforgings.com)

Phone : 033-39840900. Fax-033-39840998

Website : [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com)

## POSTAL BALLOT NOTICE

**[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given to the Members of Ramkrishna Forgings Limited ('the Company') that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings (SS-2) and pursuant to other applicable laws and regulations, it is sought to pass the proposed resolution(s) as set out hereinafter, by means of postal ballot, which includes e-voting (Voting by electronic means).

A Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof (the Statement) is annexed hereto along with a Postal Ballot Form, for your consideration. This Notice along with the Statement and the Postal Ballot Form is also available on the website of the Company ([www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com)).

The Board of Directors of the Company has appointed Mrs. Asha Manoj Banthia, Practising Chartered Accountant, Kolkata (Membership No. 055643) as the Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

Members desiring to exercise their vote(s) by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by the courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on Friday, 5<sup>th</sup> May, 2017 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for remote e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through remote e-voting'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically (remote e-voting).

The Scrutinizer will submit her report to the Chairman or in her absence any other Director authorised by the Board after completion of the scrutiny of the postal ballot and remote e-voting and the results of the postal ballot shall be declared on or before 4 p.m., Wednesday, 10<sup>th</sup> May, 2017 at the Registered office at Ramkrishna Chambers, 72 Shakespeare Sarani, Kolkata - 700 017 and shall be placed along with Scrutinizer's Report on the Company's website [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com) and shall also be displayed on the Notice Board of the Company at its Registered Office and communicated to the Stock Exchanges and Karvy (e-voting agency).

### **Special Business**

#### **Item No. 1:**

**To consider and if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** further to the Resolutions passed by the Members of the Company at the Annual General Meeting held on 30<sup>th</sup> June, 2011 and 24<sup>th</sup> September, 2016 according their consent to the re-appointment of Mr. Mahabir Prasad Jalan (DIN: 00354690) as the Wholetime Director designated as the Chairman of the Company for a period of 5 years commencing from 5<sup>th</sup> November, 2011 and 5<sup>th</sup> November, 2016 respectively, at a remuneration and on the terms & conditions mentioned therein, approval of the Members of the Company be and is hereby accorded pursuant to the provisions of Section 197 read with

Section II of Part II of Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals as may be necessary in this regard, for the payment of the remuneration as minimum remuneration to Mr. Mahabir Prasad Jalan (DIN: 00354690) as the Wholtime Director designated as the Chairman of the Company for a period of three (3) years, i.e. from 1<sup>st</sup> April, 2016 to 4<sup>th</sup> November, 2016 and from 5<sup>th</sup> November, 2016 to 31<sup>st</sup> March, 2019 on the terms and conditions as set out in the Explanatory Statement annexed to this notice in the event of loss or inadequacy of profit earned by the Company during the aforesaid tenure of the appointment as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient , incidental or desirable to give effect to this Resolution.”

**Item No. 2 :**

**To consider and if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** further to the Resolutions passed by the Members of the Company at the Annual General Meeting held on 30 June 2011 and 24<sup>th</sup> September, 2016 according their consent to the re-appointment of Mr. Naresh Jalan (DIN: 00375462) as the Managing Director of the Company for a period of 5 years commencing from 5<sup>th</sup> November 2011 and 5<sup>th</sup> November, 2016 respectively, at a remuneration and on the terms & conditions mentioned therein and/or any revision thereof which revision is also duly approved by Shareholders, approval of the Members of the Company be and is hereby accorded pursuant to the provisions of Section 197 read with Section II of Part II of Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals as may be necessary in this regard, for the payment of the remuneration as minimum remuneration to Mr. Naresh Jalan (DIN: 00375462) as the Managing Director of the Company for a period of three (3) years, i.e. from 1<sup>st</sup> April, 2016 to 4<sup>th</sup> November, 2016 and from 5<sup>th</sup> November, 2016 to 31<sup>st</sup> March, 2019 on the terms and conditions as set out in the Explanatory Statement annexed to this notice in the event of loss or inadequacy of profit earned by the Company during the aforesaid tenure of the appointment as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient , incidental or desirable to give effect to this Resolution.”

Place: Kolkata  
Dated: 11<sup>th</sup>February, 2017

By order of the Board  
**Rajesh Mundhra**  
Company Secretary

Registered Office:  
Ramkrishna Chambers  
72, Shakespeare Sarani  
Kolkata - 700017

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**IMPORTANT NOTES :**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of item nos. 1 and 2 which sets out details relating to Special Business at the meeting, forms part of this Notice.  
The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 24<sup>th</sup> March, 2017. The Postal Ballot Notice is being sent to Members in electronic form to their email addresses registered with their Depository Participants/ the Company's Registrar and Share Transfer Agent and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical ballot form through permissible means. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.
2. Members whose names appear on the Register of Members/ List of Beneficial Owners as on maintained by the Depositories as on the Cut-off date i.e. 24<sup>th</sup> March, 2017 will be considered for the purpose of remote e-voting and Postal Ballot. **A person who is in receipt of this Notice but is not a member on the said date should treat this Notice for information purposes only.**
3. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with the relevant rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company has also extended e-voting facility as an

alternate, for its members to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) as the Agency to provide remote e-voting facility. The instructions for Members opting for remote e-voting are annexed to this Notice

4. Members can opt for only one mode of voting i.e., either by postal ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
5. Members who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form, he or she may obtain the Ballot Form from Registrar and Share Transfer Agent (R & T Agent), M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot Number 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana, India or mail to [evoting@karvy.com](mailto:evoting@karvy.com) or at telephone no. 040-6716-2222 or from the Company at its Registered Office. The Registrar and Share Transfer Agent/Company shall forward the same along with self addressed business reply envelope to the Members or download the same from the Company's Website i.e. [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com).
6. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than Friday, 5<sup>th</sup> May, 2017 (5.00 p.m.). The postage of such envelope will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. The voting period begins on 6<sup>th</sup> April, 2017 from 9.00 a.m.(Thursday) and ends on 5<sup>th</sup> May, 2017 at 5.00 p.m (Friday). The remote e-voting shall be disabled by Karvy thereafter. Postal Ballot Form received after 5<sup>th</sup> May 2017 (5.00 p.m.) will be strictly treated as if no reply has been received from the Member. Once the vote on a resolution is cast by the member, the member shall not be able to change it subsequently.
7. All the documents referred to in the Notice dated 11<sup>th</sup> February 2017 shall be open for inspection by the Members at the Registered Office of the Company during normal working hours on any working day, excluding Saturdays, Sundays and Public Holidays between 11.00 am to 1.00 pm from the date of dispatch of the Notice till the last day of receipt of Postal ballot Forms.
8. Members may address their queries regarding voting by Postal Ballot or remote e-voting to the Company Secretary/Karvy Computershare Private Limited, the Registrar and Share Transfer Agents of the Company at their office at Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, India or mail to [evoting@karvy.com](mailto:evoting@karvy.com) or at telephone no. 040-6716-2222.
9. The results of the postal ballot will be posted on the website of the Company [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com) along with Scrutinizer's Report and shall be sent to the Stock Exchanges where the shares of the Company are listed and simultaneously to Karvy facilitating the evoting platform in this regard.
10. The Resolutions, if passed by majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting, i.e., 5<sup>th</sup> May, 2017 (Friday). Members, who wish to be present at the venue at the time of declaration of the Result, may do so.
11. ***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.***

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

##### **ITEM NO(S). 1-2**

Mr. Mahabir Prasad Jalan (DIN: 00354690) was re-appointed as the Wholetime Director designated as the Chairman of the Company and Mr. Naresh Jalan (DIN: 00375462) as the Managing Director of the Company for a period of 5 years commencing from 5<sup>th</sup> November, 2011 and their tenure expired on 4<sup>th</sup> November, 2016. Thereafter, the Board of Directors based on the performance during their earlier terms when the Company made considerable progress in terms of profitability, service & growth, re-appointed them in their current position for a further period of 5 years from 5<sup>th</sup> November, 2016. The above said appointment and the remuneration of Mr. Mahabir Prasad Jalan and Mr. Naresh Jalan and/or any revision thereof, which revision(s) are also approved by the Members, were duly approved by the Members at the Annual General Meetings held on 30<sup>th</sup> June, 2011 and 24<sup>th</sup> September, 2016 respectively.

The Company had been making consistent adequate profit for the last 3 financial years. However, the Medium and Heavy Commercial vehicle segment fell by 18.90 per cent in second quarter of the financial year 2016-17 as compared to 1st quarter of the financial year 2016-17.

The demand of the class-8 trucks in North American market also fell sharply by more than 30% in the calendar year 2016 as compared to calendar year 2015.

On account of the above two factors the total net sales for the half year ended 30th September, 2016 was Rs. 374.20 Cr as

compared to Rs. 471.83 Cr for the half year ended 30<sup>th</sup> September, 2015 resulting in the fall of 20.60%. The export turnover fell from Rs. 246.70 Cr for the half year ended 30<sup>th</sup> September, 2015 to Rs. 119.50 Cr for the half year ended 30<sup>th</sup> September, 2016 resulting in the fall of 51.55%.

The Company has also embarked upon a major expansion of its forging facilities by 80000 tons which got finally commercialized in December, 2015. However, the Company was not able to make optimum utilisation of the new facilities on account of the poor demand as mentioned above. The operational cost of the Company increased due to sub-optimal capacity utilization of the new facilities. The fall in exports also led to increase in the interest cost.

Thus, on account of the above reasons the Company shall not be able to earn adequate profits in the Financial Year 2016-17.

Owing to the above factors, the profits to be earned by the Company during the financial years may not be as per expectations and may become inadequate for the purpose of managerial remuneration in terms of Section 197 of the Companies Act, 2013.

In view of the above, the payment of the managerial remuneration for the period 2016-17, 2017-18 and 2018-19 may fall within the purview of Section II of Part II of Schedule V of the Companies Act, 2013 (as amended) which lays down the following limits for payment of managerial remuneration:

Where the effective capital is	Maximum Yearly Permissible Limit of Managerial Remuneration Per Person
Rs. 250 crores or more	Rs. 120 lakhs plus 0.01% of the effective capital in excess of Rs.250 crores**

\*\* Provided that the above limits shall be doubled if the resolution passed by the shareholders is a **special resolution**.

The maximum remuneration payable per person under Section II of Part II of Schedule V of the Companies Act 2013 excludes the undermentioned perquisites

- Company's contributions to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act;
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
- Encashment of leave at the end of tenure.

is based on effective capital of the Company as on 31<sup>st</sup> March, 2016 . The effective Capital of the Company as on 31<sup>st</sup> March 2016 is more than 250 Cr.

Accordingly, the Board of Directors at its Meeting held on 11 February 2017 felt it prudent to approach the Members of the Company seeking their approval by way of special resolutions to the remuneration payable to the aforesaid managerial personnel for a period of three (3) years i.e. from 1<sup>st</sup> April 2016 to 4<sup>th</sup> November, 2016 and from 5<sup>th</sup> November, 2016 to 31<sup>st</sup> March 2019 in the event of loss or inadequacy of profits during the aforesaid financial years. The details of remuneration of the aforesaid Managerial Personnel are given in **Annexure-I** and the detailed particulars in respect of the Company and each of the aforesaid managerial personnel are given in **Annexure-II** forming part of this Notice.

Having regard to the above, the resolutions set out at item Nos. 1 & 2 have been proposed and the Board of Directors recommends the same for your approval based on the recommendations of the Nomination & Remuneration Committee.

The Company has not made any default in repayment of any of its debts or interest thereon payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person(s).

Except Mr. Mahabir Prasad Jalan and Mr. Naresh Jalan, and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in above Resolutions.

Place: Kolkata  
Dated: 11<sup>th</sup> February, 2017

By order of the Board  
**Rajesh Mundhra**  
Company Secretary

Registered Office:  
Ramkrishna Chambers  
72, Shakespeare Sarani  
Kolkata - 700017

## **ANNEXURE-I**

### **Mr. Mahabir Prasad Jalan**

The details of remuneration at which Mr. Mahabir Prasad Jalan(DIN: 00354690) was reappointed as the Wholetime Director Designated as Chairman for a period of 5 years commencing from 5<sup>th</sup> November 2011, duly approved by the Members of the Company at the Annual General Meeting(s) of the Company held on 30 June 2011 and further reappointed as the Wholetime Director Designated as Chairman for a period of 5 years commencing from 5<sup>th</sup> November 2016, duly approved by the Members of the Company at the Annual General Meeting of the Company held on 24<sup>th</sup> September 2016 are as follows:-

**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)

**For the period : 01/04/2016- 04/11/2016**

**a) Basic Salary:**Rs. 7,85,000/- per month - Rs. 13,00,000/- per month

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

**For the period : 05/11/2016- 31/03/2019**

**a) Basic Salary:**Rs. 10,00,000/- per month - Rs. 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.

**Benefits:**

- i. Accommodation:** 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.
- 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 309 of the Companies Act,1956 (Currently Sec. 197 of the Companies Act, 2013).

**Mr. Naresh Jalan**

The details of remuneration at which Mr. Naresh Jalan (DIN: 00375462) was re-appointed as the Managing Director of the Company for a period of 5 years commencing from 5<sup>th</sup> November 2011, duly approved by the Members of the Company at the Annual General Meeting(s) of the Company held on 30 June 2011 and/or further revision thereof which was also duly approved by the members and his further re-appointment as the Managing Director of the Company for a period of 5 years commencing from 5<sup>th</sup> November 2016 duly approved by the Members of the Company at the 34<sup>th</sup> Annual General Meeting of the Company held on 24<sup>th</sup> September, 2016 are as follows:-

**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)

**For the period : 01/04/2016- 04/11/2016**

**a) Basic Salary :** Rs. 6,60,000/- per month - Rs. 11,00,000/- per month.

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

**For the period : 05/11/2016- 31/03/2019**

**a) Basic Salary :** Rs. 8,25,000/- per month - Rs. 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:** 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 Rs. 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 Sec. 309 of the erstwhile Companies Act 2013 (presently Sec. 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.

## ANNEXURE-II

### INFORMATION PURSUANT TO PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013.

#### I. **GENERAL INFORMATION**

**(1) Nature of Industry-Manufacturer and Exporter of Forgings**

The Company is engaged in the manufacturing of Forgings which has the applications in Railways (safety items), Automobiles, Mining and Exports.

**(2) Date or expected date of commencement of Commercial Production:**

Not Applicable

**(3) In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus:**

Not Applicable

**(4) Financial Performance during last three financial periods:**

(Rs. in Lacs)

Particulars	2013-14	2014-15	2015-16
Sales and operating income	42,952.78	74,075.95	89,715.37
Other Income	238.69	573.32	342.96
Profit before interest, depreciation and tax	5,996.47	13,993.38	18,014.22
Profit before Tax	12,78.29	7,473.35	7,842.18
Profit after tax	845.25	5,488.94	7,473.58

**(5) Foreign investments or collaboration, if any:**

The Company had issued and allotted on preferential basis 21,48,400 equity shares of Rs. 10/- each at a price of Rs. 128/- per share to International Financial Corporation (IFC). Currently, IFC is holding 10,44,215 shares in the Company.

#### II. **INFORMATION ABOUT THE APPOINTEE**

Particulars	Mr. Mahabir Prasad Jalan	Mr. Naresh Jalan
<b>1. Background details</b>		
- Education Qualification	B. Tech (Mechanical) from BITS (Pilani)	MBA (Marketing and Finance)
- Experience	Successful Technocrat from BITS Pilani having more than 45 years work experience in Forging Industry.	He possesses more than 20 years of experience in Forging industry. Under his leadership, the Company has achieved high growth in turnover. He is also managing the marketing aspects of the Company,

Particulars	Mr. Mahabir Prasad Jalan		Mr. Naresh Jalan	
	Year	Amount in Lakhs	Year	Amount in Lakhs
2. Past Remuneration for the Past three years	2013-14	186.56	2013-14	149.65
	2014-15	266.63	2014-15	222.46
	2015-16	268.65	2015-16	200.13
3. Recognition or awards	Nil		Nil	
4. Job profile and his suitability	<p><b>Job Profile</b></p> <ul style="list-style-type: none"> <li>• Making operations of the Company profitable through effective and optimum utilization of Company's resources.</li> <li>• To maintain profitability as per Business Plan.</li> <li>• Development of New Business.</li> <li>• Project Planning and Execution.</li> <li>• Legal Matters.</li> <li>• Employee and customer satisfaction.</li> <li>• Enhancing shareholders value.</li> <li>• Identification of new business opportunities and implementing them</li> </ul>		<p><b>Job Profile</b></p> <ul style="list-style-type: none"> <li>• Making operations of the Company profitable through effective and optimum utilization of Company's resources.</li> <li>• To maintain profitability as per Business Plan.</li> <li>• Increase the level of Productivity.</li> <li>• Increase in the Turnover of the Company.</li> <li>• To maintain desired level of Operating Margins.</li> <li>• To monitor Financial Planning and Control.</li> <li>• To monitor Forex Exposure of the Company.</li> <li>• Employee and customer satisfaction.</li> <li>• Enhancing shareholders value.</li> </ul>	
	<p><b>Suitability</b></p> <p>In view of the above and also in view of the high esteem in which they are held in the Company for his commercial knowledge and business acumen, the Board considers Mr. Mahabir Prasad Jalan and Mr. Naresh Jalan suitable for shouldering responsibilities pertaining to various facets governing the operations of the Company.</p>			
5. Remuneration Proposed	The proposed remuneration is set out in herein above. Further, the salary payable/paid shall be within the overall limits as prescribed under the Companies Act, 2013 read with Schedule V.			
6. Comparative remuneration Profile with respect to Industry, Size of the Company, profile of the position and person.	The remuneration offered is comparable to the peers in the industry who are of same size and of the persons who are holding similar positions			
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:	Save as what is setout herein, Mr. Mahabir Prasad Jalan is not entitled to remuneration from the Company under any other head. Mr. Mahabir Prasad Jalan is related to Mr. Naresh Jalan, Managing Director.	Mr. Naresh Prasad Jalan is related to Mr. Mahabir Prasad Jalan, Chairman-cum-Whole time Director. He has been paid Rs. 24,00,000 towards lease rent for the year 2015-16. However, the same amount is included while calculating his proposed salary as stated above.		

### III. OTHER INFORMATION

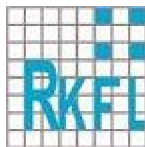
1. Reasons of Inadequate Profits	<p>The Medium and Heavy Commercial vehicle segment fell by 18.90 per cent in second quarter of the financial year 2016-17 as compared to 1st quarter in 2016-17 .</p> <p>The demand of the class-8 trucks in North American market fell sharply by more than 30% in the calendar year 2016 as compared to calendar year 2015.</p> <p>On account of the above two factors the total net sales for the half year ended 30th September,2016 was Rs. 374.20 Cr as compared to Rs. 471.83 Cr for the half year ended 30th September, 2015 resulting in the fall of 20.60 % . The export turnover fell from Rs.246.70 Cr for the half year ended 30th September,2015 to Rs. 119.50 Cr for the half year ended 30th September,2016 resulting in the fall of 51.55%.</p> <p>The Company has embarked upon a major expansion of its forging facilities by 80000 tons which got finally commercialized in December,2015. However, the Company was not able to make an optimum utilisation of the new facilities on account of the poor demand as mentioned above.The Company had a higher interest cost during the above period due to less exports and commercialization of the new plant and low capacity utilisation of the new plant increased the operational cost of the company.</p>
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	The Company has always earned adequate profits in the previous years. However, on account of the above reasons the Company was not able to earn adequate profits in the financial year 2016-17.
<b>2. Steps taken or proposed to be taken for improvement</b>	<p>The main focus of the Company is to improve the operating efficiency of the new press plant. In order to achieve this objective the Company has developed lots of new products. The status of the same for its new facility as on 30<sup>th</sup> September, 2016 is :</p> <ul style="list-style-type: none"> <li>• Received approvals from customer for 57 products.</li> <li>• Submitted samples to customers for 57 products.</li> <li>• Initiated process of development of the samples for submission to the customers for 43 products.</li> </ul> <p>The above will help to increase the capacity utilization of the new facilities and thus optimize the operating cost of the plant and improve margins.</p> <p>The Company has added new customers in this financial year which the Company hopes to supply on an optimum scale in the next financial year.</p> <p>The Company has also taken steps to augment its export sales which will help the Company to propel the margins and reduce its interest cost.</p> <p>The Company has taken proactive measures in cost conservation and the promoters aided by the top management, have worked out strategies to meet the challenges ahead and increase the Company's turnover. It has also taken steps to de-risk the business model of the Company and has implemented modern management initiatives aimed at exercising tighter controls on cost and overhead expenses.</p>
<b>Expected increase in productivity and profits in measurable terms</b>	The Company has taken appropriate steps to ensure improvement in profitability in future which is subject to improvement in economic scenario and market condition. The performance of the Company has been affected due to various external factors. It would therefore, be inappropriate to quantify in measurable terms the likely increase in productivity and profits, which would take place as a result of the steps taken by the Company.

#### Details about the Directors

<b>Name of the Director</b>	<b><u>MAHABIR PRASAD JALAN</u></b>	<b><u>NARESH JALAN</u></b>
DIN	00354690	00375462
Date of Birth	10.04.1949	04.10.1975
Qualification	B. Tech (Mechanical) from BITS (Pilani)	MBA (Marketing and Finance)
Expertise in Specific Functional Area	Successful Technocrat from BITS Pilani having more than 45 years work experience in Forging Industry	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
Board Membership of other Companies	1) Ramkrishna Rail & Infrastructure Pvt Ltd 2) Clifftop Infrabuild Pvt Ltd 3) North East Infra Properties Pvt Ltd 4) Globe Forex & Travels Ltd 5) Dove Airlines Pvt Ltd 6) Ramkrishna Aviation Land Systems Maritime Private Limited	1) Ramkrishna Rail & Infrastructure Pvt Ltd 2) Clifftop Infrabuild Pvt Ltd 3) North East Infra Properties Pvt Ltd 4) Globe Forex & Travels Ltd 5) Dove Airlines Pvt Ltd 6) Ramkrishna Aviation Land Systems Maritime Private Limited
Chairman / Member of the Committee of the Board of Directors of the Company	<u>Chairman</u> - 1. Management and Finance Committee <u>Member</u> - 1. Corporate Social Responsibility Committee	<u>Member</u> - 1. Management and Finance Committee 2. Corporate Social Responsibility Committee
Chairman / Member of the Committee of Board of Directors of other Public Companies of which he is a director	Nil	Nil
Shareholding	451000 shares	285750 shares
Inter-se Relationship between Directors	Mahabir Prasad Jalan and Naresh Jalan are related to each other.	Naresh Jalan and Mahabir Prasad Jalan are related to each other.





## RAMKRISHNA FORGINGS LIMITED

CIN No: L74210WB1981PLC034281

RAMKRISHNA CHAMBERS, 72 SHAKESPEARE SARANI, KOLKATA-700017.  
Email- neha.gupta@ramkrishnaforgings.com, Phone:033-39840900. Fax-033-39840998

Website: www.ramkrishnaforgings.com

### POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Postal Ballot No.:

1. Name and Registered Address :  
of the Sole/First named member  
(in block letters)

2. Name(s) of the Joint :  
Member(s), if any

3. DP ID No./ Client ID No./ :  
Registered Folio No. \*  
(\*applicable to investors  
holding shares in physical form)

4. Number of Equity Shares held :

I/We hereby exercise my/our vote(s) in respect of the Special Resolution(s) to be passed through postal ballot/ e-voting for the business stated in the Notice dated 11th February, 2017 by sending my/our assent (for) or dissent (against) to the said Resolution (please refer the Notice for full text of resolution) by placing a tick (✓) mark at the appropriate box below:

Item no. of the Notice.	Brief Description	No. of Equity Share(s) for which vote(s) cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for Payment of approved remuneration to Mr. Mahabir Prasad Jalan (DIN: 00354690) as the Wholetime Director designated as the Chairman of the Company as minimum remuneration			
2.	Special Resolution for Payment of approved remuneration to Mr. Naresh Jalan (DIN: 00375462) as the Managing Director as minimum remuneration.			

Place :

Date :

\_\_\_\_\_  
(Signature of the Member)

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### Particulars of E-Voting

E-voting Event Number (EVEN)	User ID	Password

**Note: Please read the instructions printed overleaf carefully before exercising the vote.**

## **INSTRUCTIONS:**

1. A Member desiring to exercise the vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope (bearing the address of the Scrutinizer appointed by the Board of Directors of the Company). Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by registered post/speed post at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialised form, respectively) by the first named Member and in his/her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies, etc., duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorisation giving requisite authority to the person voting on the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Members.
5. The right of voting by Postal Ballot shall not be exercised by a Proxy.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
7. Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.
8. Additionally, please note that the Postal Ballot Forms shall be considered invalid if:
  - a. The Member's signature does not tally;
  - b. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
  - c. The Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
  - d. The Member has made any amendment to the Resolution or imposed any condition while exercising his/her/its vote.
9. A Member need not use all the votes nor needs to cast all the votes in the same way.
10. Duly completed Postal Ballot Form should reach the Scrutinizer on or before Friday, 5th May 2017 by 5:00 P.M. Postal Ballot Form received after this date will be treated as if the reply from the Member(s) has not been received.
11. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's Website at the link <http://www.ramkrishnaforgings.com> and the same duly completed should reach the Scrutinizer not later than the last date for voting specified at Sr. No.10 above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.
12. The voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Member(s) on the cut off date i.e. 24th March 2017. Any recipient of the Notice who has no voting rights is requested to treat this Notice for information purposes only.
13. Member(s) are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
15. The Results of the Postal Ballot will be declared on or before 10th May 2017 (Wednesday) as specified in the Notice.
16. The Results declared along with the Scrutinizer's Report will be hosted on the website of the Company at the link <http://www.ramkrishnaforgings.com> and on the website of Karvy at the link <https://evoting.karvy.com> and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.