



RAMKRISHNA FORGINGS LIMITED

CIN No: L74210WB1981PLC034281

23 CIRCUS AVENUE, KOLKATA-700017

Email- secretarial@ramkrishnaforgings.com

Phone: 033-4082 0900/7122 0900, Fax-033-4082 0998/7122 0998

Website: www.ramkrishnaforgings.com

NOTICE

Notice is hereby given that the **40th Annual General Meeting (AGM)** of the members of Ramkrishna Forgings Limited will be held on Saturday, the 17th day of September, 2022 at 11:45 A.M. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2022 together with the Director's Report and the Auditor's Report thereon 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 the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

Item No. 2 - Declaration of Dividend

To declare Dividend of ₹ 0.20/- per equity share of ₹ 2/- each for the financial year 2021-22 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 the Company be and hereby declares a Final Dividend of ₹ 0.20/- per equity share of ₹ 2/- each for the Financial Year 2021-22."

Item No. 3 - Re-appointment of Director, Mr. Naresh Jalan (DIN: 00375462)

To appoint a Director in place of Mr. Naresh Jalan (DIN: 00375462) who retires by rotation and being eligible, offers himself for reappointment 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 in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Naresh Jalan (DIN: 00375462), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.

Item No. 4 - Re-appointment of Director, Mr. Lalit Kumar Khetan (DIN: 00533671)

To appoint a Director in place of Mr. Lalit Kumar Khetan (DIN: 00533671) who retires by rotation and being eligible, offers himself for reappointment 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 in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Lalit Kumar Khetan (DIN: 00533671), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.

Item No. 5 - Re-appointment of a Statutory Auditor

To re-appoint S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), as Statutory Auditors of the Company 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 provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), be and are hereby re-appointed as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 40th Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors of the Company based on the recommendation of the Audit Committee in consultation with the Statutory Auditors plus applicable taxes

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and reimbursement of out of pocket expenses incurred by them for the purpose of audit.”

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

SPECIAL BUSINESS

Item No. 6 - Ratification of Remuneration of Cost Auditors

To ratify remuneration of Cost Auditors and consider, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Bijay Kumar & Co., Cost & Management Accountants, (Membership no. 42734/FRN: 004819), who has been appointed as the Cost Auditors, by the Audit Committee and 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, 2023 at a remuneration of ₹ 4,00,000/- (Rupees Four Lakhs Only) plus GST, local conveyance, and out of pocket expenses as per actuals for the financial year 2022-23, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Place: Kolkata
Dated: 21st July, 2022

By order of the Board
Sd/-
Rajesh Mundhra
Company Secretary
Membership No. ACS 12991

Registered Office:

23 Circus Avenue
Kolkata – 700017

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NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 3/2022 dated 5th May 2022 read with General Circular No. 02/2021 dated 13th January 2021, General Circular No. 20/ 2020 dated 5th May, 2020, General Circular No. 14/ 2020 dated 8th April, 2020 and General Circular No. 17/ 2020 dated 13th April, 2020 (collectively referred to as "said Circulars") and the Securities and Exchange Board of India vide its circulars dated 13th May, 2022, 15th January, 2021 and 12th May, 2020 permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations"), the Company has decided to convene its **40th AGM** through VC/ OAVM and the Shareholders can attend and participate in the ensuing AGM through VC/ OAVM. **The Company will conduct the AGM through VC/ OAVM from its Registered Office, i.e, 23 Circus Avenue, Kolkata - 700017 which shall be deemed to be venue of the meeting.**

2. Explanatory Statement pursuant to Section 102 of the Act relating to item no. 5 and 6 of the Notice of the 40th AGM, is annexed hereto.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/ OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said circulars read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 & Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 issued by the Securities and Exchange Board of India ("SEBI Circulars"), **THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
4. In terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM on their behalf and participate thereat, including cast votes by electronic means shall required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. whereby their authorized representative has been appointed to attend the AGM on their behalf, to the Company, together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at scrutinizermkb@gmail.com with a copy marked to secretarial@ramkrishnaforgings.com and e-voting @ kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Ramkrishna Forgings Limited, 40th Annual General Meeting." The documents must be received by the Scrutinizer on or before 13th September 2022 (17:00 hours IST).
5. M/s. S. K. Naredi & Co, Chartered Accountants (Firm Registration No. 003333C) were appointed as the Joint Statutory Auditors at the 37th Annual General Meeting of the Company held on 7th September 2019 for a period of five consecutive years from the conclusion of the 37th Annual General Meeting till the conclusion of the 42nd Annual-General Meeting to be held in the year 2024. The requirement to place the matter relating to the appointment of Auditors for ratification by members at every AGM has been done away with vide notification issued by the MCA effective from 7th May, 2018. Accordingly, no resolution is proposed for ratification of appointment of Joint Statutory Auditors.
6. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and SEBI Circulars, the Annual Report including Notice of the 40th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s).
Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and SEBI Circulars, the Annual Report including Notice of the 40th AGM of the Company will also be available on the website of the Company at www.ramkrishnaforgings.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of KFin Technologies Limited (formerly known as KFin Technologies Pvt. Ltd.) ["KFinTech"], e-voting agency i.e. www.kfintech.com.
7. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered/updated their email address with the

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Company are requested to register/update the same by providing the details of folio number and attaching a self-attested copy of PAN card to KFintech at einward.ris@kfintech.com.

- b) Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.
8. The Shareholders can join the AGM in the VC/ OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve basis.
 9. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
 10. The attendance of the Shareholders attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically at the AGM.
 12. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **Monday, 12th September 2022**, through email at secretarial@ramkrishnaforgings.com so as to enable the management to keep the information ready on the date of AGM and reply suitably.
 13. The Notice is being sent to all the members of the Company, whose name appear in the Register of Members as on Benpos date of Friday, **19th August 2022**.
 14. The Register of Members and the Share Transfer books of the Company will remain closed from **Saturday, 10th September, 2022 to Saturday, 17th September 2022** (both days inclusive) for the purpose of AGM.
 15. 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 SEBI Listing Regulations (as amended), the Company is pleased to extend e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of KFintech as the Agency to provide remote e-voting facility and e-voting facility at the AGM.
 16. Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed **Friday, 9th September, 2022** as the "**cut-off date**" to determine the eligibility to vote by remote e-voting or e-voting at the AGM. Only those person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Friday, 9th September, 2022, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
 17. Only those Shareholders, who will be present at the AGM through VC/ OAVM facility and who have not cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
 18. The Board of Directors of the Company at their meeting held on 21st July, 2022 has appointed M/s. MKB & Associates, as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner. The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or person authorized by him in writing, who shall countersign the same and declare the result of the voting therewith. The Results shall be declared within two working days from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
 19. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.ramkrishnaforgings.com and on the website of the service provider (<https://evoting.kfintech.com>) after the declaration of result by the Chairman or a person authorized by him in writing and also the same will be communicated to the National Stock Exchange of India Ltd. and BSE Limited.

Instructions for the Members for attending the e-AGM through Video Conference and Voting:

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- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. The e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-voting period shall commence on **Wednesday, 14th September 2022 (9.00 A.M.) and end on Friday, 16th September, 2022 (5.00 P.M.)** The remote e-voting module shall be disabled for voting after 5:00 P.M. on Friday, 16th September, 2022 and no remote e-voting will be allowed thereafter. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date being Friday, 9th September, 2022**, may cast their vote electronically in the manner and process set out hereinabove. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further the Members who have cast their vote electronically may attend the AGM but shall not be entitled to cast their vote again. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, 9th September, 2022 shall only be entitled to avail the facility of remote e-voting or voting at the AGM, as may be decided by the Company.
- v. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vi. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under Step no. 2 "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- vii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to join virtual meetings (e-AGM) of the Company on KFinTech system to participate e-AGM and vote at the AGM.

Step 2: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 3: Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Instructions for all the shareholders, including Individual, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting:

- i. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Limited. Members may access the same at <https://emeetings.kfintech.com> / under shareholders/ members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned below in Step no. 3 [(i) (a) to (l)].
- ii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- iii. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.

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- iv. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- v. Members who would like to express their views/ask questions during the meeting may do so at <https://ris.kfintech.com/agmvcspeakerregistration/> from **Monday, 12th September, 2022 (9:00 a.m. IST) to Tuesday, 13th September, 2022 (5:00 p.m. IST)**. Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that, Members question will be answered only, the Shareholder continue to hold the shares as of cut-off date.
- vi. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the e-AGM conference.

Details on Step 2 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, Kfin Technologies Limited, LINKNTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option.</p> <p>Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Details on Step 3 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- In case a Member receives an email from KFinTech [for Members whose email IDs are registered with the Company/ Depository Participants(s)]:
 - Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - Enter the login credentials (i.e., User ID and password mentioned below). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
 - After entering these details appropriately, Click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to

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keep your password confidential.

- e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the "EVENT" i.e., Ramkrishna Forgings Limited.
 - g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove.
 - h. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - i. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - j. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - k. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - l. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
 - m. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFin on 1-800-309-4001 (toll free).
- ii. Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- a. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Select the company name i.e. RAMKRISHNA FORGINGS LIMITED.
 - b. Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical
 - c. Enter DPID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
 - d. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - e. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - f. Enter the email address and mobile number.
 - g. System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
 - h. Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.
 - i. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
 - j. Alternatively, members may send an email request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFintech to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
 - k. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
 - l. In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number

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1-800- 309-4001.

20. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective depository accounts will be used by the Company for payment of dividend. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the depository participants. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company/Registrars and Share Transfer Agents viz. KFinTech.
21. Pursuant to section 72 of the Companies Act 2013 members holding shares in physical form are advised to file nomination in prescribed Form SH-13 with the Company's Registrar, KFin Technologies Limited and in respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
22. In accordance with Companies (Significant Beneficial Owners) Rules, 2018, an individual person (including non-members of the Company) if holding the ultimate beneficial interest in any shares of the Company which is not registered in his/her name are requested to provide to the Company at its Registered Office or its RTA a declaration of his/her being a significant beneficial owner (i.e. holding ultimate beneficial holding of 10% or more of the shares of the Company) in Form no. BEN 1. Further, in case of any change in significant beneficial ownership, the declaration in Form BEN-1 has to be submitted within 30 days of such change.
23. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. KFinTech are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
24. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
25. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ("IEPF Rules"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs. 16,952/- being the unpaid and unclaimed dividend amount pertaining to dividend for the financial year 2013-14 to the IEPF. The Company has sent reminders to those members having unpaid/ unclaimed dividends for the Financial Year 2014-15. The members who have not yet encashed their dividend warrant(s) for the financial year 2014-15 or any subsequent financial year are requested to approach the Registrars and Share Transfer Agents viz. KFin Technologies Ltd., Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500032. The Company has also uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 25th September 2021 (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.
26. Pursuant to the provision of Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed. During the financial year 2021-22, the Company has transferred 1 equity share to the IEPF Authority.
27. Unclaimed dividend for the financial year ended 31st March, 2015 and the corresponding Equity Shares of the Company in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the Company has sent individual notice to all Shareholders concerned whose dividend remain unclaimed and also given a public notice in newspapers.
28. The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned Shareholders from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The Member/ Claimant is required to make an online application to the IEPF Authority in Form IEPF -5 (available on [iepf.gov.in](http://www.iepf.gov.in)).

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29. 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.
30. Details under Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
31. 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, the certificate from the Secretarial Auditors of the Company for the Company's Employee Stock Option Scheme 2015 (ESOP Scheme 2015) and other documents referred to in the accompanying Notice and the Explanatory Statement shall be made available over email on making a request to the Company through Email on secretarial@ramkrishnaforgings.com.
32. 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.
33. The Securities and Exchange Board of India (SEBI) vide circular dated 20 April 2018 has also mandated to obtain account details along with cancelled cheque to update the securities holder's data. The original cancelled cheque shall bear the name of the securities holder failing which securities holder shall submit copy of bank passbook / statement attested by the bank. The RTA shall then update the bank details in its records after due verification. The unpaid dividend shall be paid via electronic bank transfer. In cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. that are required for making electronic payment, are not available or the electronic payment instructions have failed or have been rejected by the bank, the issuer companies or their RTA may ask the banker to make payment through physical instrument such as banker's cheque or demand draft to such securities holder incorporating his bank account details. The Company has sent reminders to those shareholders, whose bank details are not available with the Registrar & Share Transfer Agents, requesting them to send the required details to enable the Company for payment of Dividend. The Company before processing the request for payment of Unclaimed / Unpaid Dividend, has been in practice of obtaining necessary particulars of Bank Account of the Payee.
34. Since the AGM will be held through Video Conferencing or Other Audio Visual Means, route map of venue of the AGM is not attached to this Notice.
35. **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**

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

Item No. 5

The Shareholders of the company at its meeting held on 16th September, 2017 has approved the appointment of S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Regn. No. 301003E/E300005), as the Statutory Auditors of the Company for a period of five years from the conclusion of 35th Annual General Meeting ("AGM") till the conclusion of 40th AGM.

Considering S. R. Batliboi & Co. LLP, Chartered Accountants performance as auditors of the Company during their present tenure, the Audit Committee of the Company, after due deliberations and discussions, recommended to the Board re-appointment of S. R. Batliboi & Co. LLP as Statutory Auditors of the Company for a second term of 5 (five) years to hold office from the conclusion of 40th AGM till the conclusion of the 45th AGM of the Company to be held in the year 2027.

Based on recommendations of the Audit Committee, the Board of Directors at their meeting held on 3 May, 2022, approved the re-appointment of S. R. Batliboi & Co. LLP, as the Statutory Auditors of the Company for a second term of 5 (five) years i.e. from the conclusion of 40th AGM till the conclusion of 45th AGM to be held in the year 2027. The re-appointment is subject to approval of the shareholders of the Company.

The Audit Committee and the Board of Directors considered the following factors in recommending the re-appointment of S. R. Batliboi & Co. LLP as the Statutory Auditors of the Company:

- Performance of S. R. Batliboi & Co. LLP as Statutory Auditors of the Company during their present tenure;
- Experience of the firm in handling audits of large metals and forging corporations;
- Competence of the leadership and of the audit team of the firm in conducting the audit of the financial statements of the Company;
- Ability of the firm to seamlessly scale and understand the Company's operations, systems and processes.

S. R. Batliboi & Co. LLP, Chartered Accountants are eligible to be re-appointed as the Statutory Auditors of the Company for a further period of 5 Years and have given their consent to act as the Auditors of the Company and have confirmed that the said re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 of the Act and are not disqualified for appointment under Section 141 and other relevant provisions of the Act and the rules or regulations made thereunder. As confirmed to the Audit Committee, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") and the ethical requirement relevant to the audit.

The remuneration to be paid to S. R. Batliboi & Co. LLP, for audit services, as may be decided by the Board of Directors of the Company based on the recommendation of the Audit Committee in consultation with the Auditors plus applicable taxes and reimbursement of out of pocket expenses incurred by them for the purpose of audit."

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors of the Company recommend the resolution as set out in Item No. 5 to be passed as an Ordinary resolution for the approval of members.

Item No. 6

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Bijay Kumar & Co., Cost & Management Accountants, (Membership no. 42734/FRN: 004819) as the Cost Auditor in the Board Meeting held on 3rd May 2022 to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2023 at a remuneration of ₹ 400,000/- (Rupees Four Lakhs Only) plus GST and travelling, local conveyance and out of pocket expenses as per actuals.

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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 ratified by the members of the Company.

M/s. Bijay Kumar & Co., Cost & Management Accountants has the necessary experience in the field of cost audit and has submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

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. 6 of the Notice.

The Board of Directors of the Company recommend the resolution as set out in Item No. 6 to be passed as on Ordinary Resolution for the approval of members.

Place: Kolkata
Dated: 21st July, 2022

By order of the Board
Sd/-
Rajesh Mundhra
Company Secretary
Membership No. ACS 12991

Registered Office:
23 Circus Avenue
Kolkata – 700017

Notice

Annexure-I

Details pursuant to (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Name	Mr. Naresh Jalan	Mr. Lalit Kumar Khetan
DIN	00375462	00533671
Date of Birth/Age	4 October, 1975/ 47 years	16 March, 1970/ 52 years
Brief Resume/ Experience/Expertise in Specific Functional Area	He is a MBA and possesses more than 26 years of experience in Forging industry. Under his dynamic leadership, the Company has been established as a distinguished supplier of forged and rolled components for the automotive industry in domestic and global markets and created huge value for all the stakeholders of the company and has achieved high growth in turnover. It has earned the reputation of being accredited as a partner in growth of the OEM. His vision and zeal has helped the company to achieve greater heights and has laid down the perfect launch pad for the company.	He is a Chartered Accountant and Cost Accountant by qualification. He has a rich experience of more than 27 years in handling, Finance Progressive Accounting, Compliance, Auditing, reporting & Commercial Function experience with large EPC and manufacturing concerns. He is also the Chief Financial Officer in the Company.
Qualification	MBA	C.A and C.M.A
Date of first appointment on the Board	25/01/1995	20/10/2020
Terms and conditions of appointment or re- appointment	He retires by rotation and seeks reappointment	He retires by rotation and seeks reappointment
Remuneration last drawn	F.Y. 2021-22: ₹ 446.10 Lakhs	F.Y. 2021-22: ₹ 133.27 Lakhs
Details of remuneration sought to be paid.	N.A	N.A
Directorship in other companies as on 31 st March, 2022	Listed- Nil Unlisted- Globe All India Services Limited Ramkrishna Rail & Infrastructure Private Limited Northeast Infraproperties Pvt. Ltd. Dove Airlines Pvt. Ltd. Ramkrishna Aeronautics Pvt. Ltd.	Listed- Nil Unlisted- Headstrong Tradecon Pvt. Ltd.
Chairman/ Member of the Committee of Directors in the Company	Chairman- Nil Member- Corporate Social Responsibility Committee	Chairman- Nil Member- Risk Management Committee

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Chairman / Member of the Committee of Board of Directors of other Public Companies of which he is a director [only Audit Committee and Stakeholders Relationship Committee is considered]	Nil	Nil
Shareholding in the Company as on 31.03.2022	14,53,750 equity shares of face value of ₹ 2/- each	5,000 equity shares of face value of ₹ 2/- each
Inter-se Relationship between Directors/ KMP	Mr. Naresh Jalan (Managing Director) is the son of Mr. Mahabir Prasad Jalan and father of Mr. Chaitanya Jalan, Whole-time Director	Not Related
No. of Board Meetings attended during the financial year 2021-22	6	7

Place: Kolkata
Dated: 21st July, 2022

Registered Office:
23 Circus Avenue
Kolkata – 700017

By order of the Board
Sd/-
Rajesh Mundhra
Company Secretary
Membership No. ACS 12991