



# RAMKRISHNA FORGINGS LIMITED

CIN No: L74210WB1981PLC034281

23 CIRCUS AVENUE, KOLKATA-700017.

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**Notice** is hereby given that the 39th Annual General Meeting of the members of Ramkrishna Forgings Limited will be held on Saturday, the 25<sup>th</sup> day of September, 2021 at 11:30 A.M. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), to transact the following businesses:

## ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2021 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 31<sup>st</sup> March, 2021 together with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **To appoint a Director in place of Mr. Mahabir Prasad Jalan (DIN 00354690) 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. Mahabir Prasad Jalan (DIN 00354690), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company."

3. **To appoint a Director in place of Mr. Chaitanya Jalan (DIN 07540301) 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. Chaitanya Jalan (DIN 07540301), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company."

## SPECIAL BUSINESS.

4. **To ratify remuneration of Cost Auditors and consider, if thought fit, to pass, the following 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), has been appointed as the Cost Auditors, by the Audit & Risk Management 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, 2022 at a remuneration of Rs. 4,00,000 (Rupees Four Lakhs Only) plus GST, local conveyance, and out of pocket expenses as per actual for the year 2021-22 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."

5. **To increase Authorised Share Capital of the Company and alteration in the capital clause of the Memorandum of Association of the Company 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 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") including any amendment thereto or re-enactment thereof and the rules framed there under, the provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 33,25,00,000 (Rupees Thirty Three Crore Twenty Five Lakhs only) divided into 3,32,50,000 equity shares of Rs. 10 each to Rs. 38,25,00,000 (Rupees Thirty Eight Crore Twenty Five Lakhs only) divided into 3,82,50,000 equity shares of Rs. 10 each, ranking pari passu in all respect with the existing equity shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 4, 13, 61 and other applicable provisions, if any, of the Act, including any amendment thereto or re-enactment thereof and the rules framed there under, the provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company by deleting the existing Clause V of the Memorandum of Association and substituting the following new clause as Clause V:

V. The Authorised Share Capital of the Company is Rs. 38,25,00,000 (Rupees Thirty Eight Crore Twenty Five Lakh only) divided into 3,82,50,000 equity shares of Rs. 10 each. The Company shall have power to increase or reduce the Share Capital from time to time as, may think proper, and the shares forming the capital, original, increased or reduced may be divided into such classes, and may be issued with any preferential, deferred qualified or special rights privileges and conditions, or with such qualifications as regards preference, dividend, return of capital voting or other special incidents, and to be held on such terms as may be attached thereto, or as may be provided by the Company's Articles of Association for the time being, but so that where shares are issued with any preferential or special rights shall not be alterable otherwise than pursuant to the provisions of the Company's Articles of Association for the time being."

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution Mr. Naresh Jalan, Managing Director, Mr. Lalit Kumar Khetan, ED & Chief Financial Officer or Mr. Rajesh Mundhra, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the relevant authorities as may be deemed necessary and expedient to give effect to the aforesaid resolution."

6. **To consider and approve Raising of Funds and consider, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT**, pursuant to the provisions of Section 23, Section 42, Section 62, Section 71, Section 179 and other applicable provisions of the Companies Act, 2013, read with the applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made there under (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) ("**Act**"), the provisions of the Memorandum of Association and the Articles of Association of the Company, all other applicable laws, rules and regulations, including the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed there under (including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended), the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, as amended and the applicable rules and regulations made there under including applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities), Regulations, 2008 as amended ("**SEBI ILDS Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, the Framework for issue of Depository Receipts notified by SEBI vide circular dated October 10, 2019, as amended, Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, the Securities and Exchange Board of India's Framework for issue of Depository Receipts, as amended, and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India, the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**"), NSE together with BSE, the ("Stock Exchanges") where the equity shares of the Company of face value of Rs. 10 (Rupees ten only) each ("**Equity Shares**") are listed, and any other appropriate authority under any other applicable laws and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA and the Stock Exchanges (hereinafter singly or collectively referred to as "**Appropriate Authorities**"), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, permission and sanction, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board) to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, in one or more tranches, with or without green shoe option, whether Rupee denominated or denominated in Foreign Currency, for an aggregate amount up to Rs. 500 Crore (Rupees Five Hundred Crore), by way of one or more public and/or private offerings and/or on a preferential allotment basis and/or a qualified institutions placement ("**QIP**") to "qualified institutional buyers" as defined in the SEBI ICDR Regulations, and / or any combination thereof, and/or any other permitted modes through issue of prospectus and/or an offer document and/or a private placement offer letter and/or placement document and/ or such other documents/writings/ circulars/memoranda in such a manner, in such tranche or tranches, by way of an issue of Equity Shares or by way of an issue of any instrument or security including fully/partially convertible debentures or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for Equity Shares, issue of Global Depository Receipts ("GDR's"), American Depository Receipts ("ADR's"), or any other eligible securities (instruments listed above collectively with the Equity Shares to be hereinafter referred to as the "Securities") or any combination of Securities with or without premium, to be subscribed in Indian and /or any Foreign currencies by all eligible investors, including, residents or non-resident investors/ whether institutions, foreign portfolio investors and/or incorporated bodies and/ or trusts or

otherwise/ qualified institutional buyers/ mutual funds/ promoters/pension funds/ venture capital funds/ banks/ alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies/trusts/ stabilising agents and any other category of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are members of the Company (collectively called "**Investors**"), to all or any of them, jointly or severally through a prospectus and/or an offer document and/or a private placement offer letter and/or placement document and/or such other documents/writings/ circulars/memoranda in such a manner on such terms and conditions, considering the prevailing market conditions and other relevant factors wherever necessary in one or more tranche or tranches, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable laws and regulations), with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead manager (s), global coordinator(s) and book running lead manager(s) and/or underwriters and/or stabilising agent and/or other advisors or otherwise on such terms and conditions, including the security, rate of interest etc., issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be allotted on conversion/redemption/ extinguishment of debt(s), rights attached to the warrants, terms of issue, period of conversion, fixing of record date or book closure terms, if any, as the Board may in its absolute discretion decide, in each case subject to applicable laws and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company' so as to enable the Company to list on any stock exchange in India or overseas jurisdictions;

**RESOLVED FURTHER THAT**, in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations):

- (i) The allotment of Securities shall only be made to qualified institutional buyers as defined in the SEBI ICDR Regulations ("**QIBs**");
- (ii) The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- (iii) The allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
- (iv) The Equity Shares issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued in QIP shall rank pari-passu inter se in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects;
- (v) The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of shares issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;
- (vi) The Eligible Securities (excluding warrants) under the QIP shall be issued and allotted as fully paid up securities;
- (vii) In the event Equity Shares are issued, the "**relevant date**" for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorised by the Board decides to open the proposed issue of such Equity Shares, subsequent to the receipt of members' approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;
- (viii) In the event that Eligible Securities issued are eligible convertible securities, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting which the Board or a committee of directors authorised by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board;
- (ix) The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
- (x) Issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with Regulation 176(1) under Chapter VI of the SEBI ICDR Regulations ("**QIP Floor Price**") and applicable law. The Board may, however, at its absolute discretion in consultation with the book running lead managers, issue Eligible Securities at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;

- (xi) No single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
- (xii) No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
- (xiii) The Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognised stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and
- (xiv) Any subsequent QIP shall not be undertaken until the expiry of two weeks from the date of the prior QIP made pursuant to this special resolution.

**RESOLVED FURTHER THAT**, the Securities issued in foreign markets shall be deemed to have been made abroad and/or in the market and/or at the place of issue of the Securities in the international market and may be governed by the applicable laws;

**RESOLVED FURTHER THAT**, in the event of issue of GDRs/ADRs, the pricing shall be determined in compliance with principles and provisions set out in Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme 1993, Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, the Framework for issue of Depository Receipts notified by SEBI vide circular dated October 10, 2019, as amended, and other applicable pricing provisions issued by the Ministry of Finance and other applicable laws, the Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue after passing of this Special Resolution. Preferential issuance and allotment of Securities (other than as issued and allotted to QIBs by way of QIP) shall be subject to the requirements prescribed under the Act and Chapter V of the SEBI ICDR Regulations and other applicable laws;

**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to enter into any arrangement with any agencies or bodies for the issue of GDRs and/or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international/domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and/or international practice and regulations and under the norms and practices prevalent in the domestic/international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company;

**RESOLVED FURTHER THAT**, for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalisation and approval of the offer document(s), private placement offer letter, determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, fixing the record date, execution of various transaction documents, and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilisation of the proceeds as it may in its absolute discretion deem fit;

**RESOLVED FURTHER THAT**, without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed;

**RESOLVED FURTHER THAT**, the Securities to be created, issued allotted and offered in terms of this resolution shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and the fully paid-up Equity Shares that may be issued by the Company (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects;

**RESOLVED FURTHER THAT**, for the purpose of giving effect to any offer, issue, or allotment of Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for the issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, opening and maintaining bank accounts, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilising agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to the placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writing and to

pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed, in all respects;

**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers conferred by this resolution herein, to any committee of directors formed, Directors or one or more executives/officers of the Company to give effect to the above resolutions, in accordance with applicable law."

7. **To re-appoint Mr. Mahabir Prasad Jalan (DIN:00354690) as Wholetime Director designated as Chairman of the Company for a period of 5 years w.e.f. 5th November 2021 and consider, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :**

"**RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and all applicable guidelines issued by the Central Government from time to time and such other approvals, as may be necessary, consent of the members of the Company be and is hereby accorded to the reappointment of Mr. Mahabir Prasad Jalan (DIN:00354690), as the Wholetime Director designated as Chairman of the Company, for a period of 5 (Five) year w.e.f. 5th November 2021, upon the terms and conditions including remuneration as set out in the Explanatory Statement."

"**RESOLVED FURTHER THAT** Mr. Mahabir Prasad Jalan shall be subject to retirement by rotation during his tenure as the Wholetime Director of the Company provided that if he vacates office by retirement by rotation under the provisions of the Companies Act 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Whole-time Director."

"**FURTHER RESOLVED THAT** in the event of absence or inadequacy of profits during the aforesaid period, the Company will pay to Mr. Mahabir Prasad Jalan the remuneration as per the explanatory statement as minimum remuneration."

"**RESOLVED FURTHER THAT** Mr. Mahabir Prasad Jalan, shall, notwithstanding his age exceeding 70 years at the time of his reappointment, shall continue to act as the Wholetime Director of the Company designated as Chairman on the terms and conditions mentioned as above."

"**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof, be and is hereby authorised to alter, modify or revise from time to time, the said terms and conditions of reappointment and remuneration of Mr. Mahabir Prasad Jalan in such manner as may be considered appropriate and in the best interest of the Company and as may be permissible at law upon the terms and conditions set out in the Explanatory Statement."

"**RESOLVED FURTHER THAT** the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary be and are hereby severally 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."

8. **To re-appoint Mr. Naresh Jalan (DIN:00375462) as the Managing Director of the Company for a period of 5 years w.e.f 5th November 2021 and consider, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :**

"**RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and all applicable guidelines issued by the Central Government from time to time and such other approvals, as may be necessary, consent of the members of the Company be and is hereby accorded to the reappointment of Mr. Naresh Jalan (DIN:00375462), as the Managing Director of the Company, for a period of 5 (Five) year w.e.f. 5th November 2021, upon the terms and conditions including remuneration as set out in the Explanatory Statement."

"**RESOLVED FURTHER THAT** Mr. Naresh Jalan shall be subject to retirement by rotation during his tenure as the Managing Director of the Company provided that if he vacates office by retirement by rotation under the provisions of the Companies Act 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Managing Director."

**"RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits during the aforesaid period, the Company will pay to Mr. Naresh Jalan the remuneration as per the explanatory statement as minimum remuneration."

**"RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof, be and is hereby authorised to alter, modify or revise from time to time, the said terms and conditions of reappointment and remuneration of Mr. Naresh Jalan in such manner as may be considered appropriate and in the best interest of the Company and as may be permissible at law upon the terms and conditions set out in the Explanatory Statement."

**"RESOLVED FURTHER THAT** the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary be and are hereby severally 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."

By order of the Board

Sd/-

**Rajesh Mundhra**

Company Secretary

Membership No. ACS 12991

Place : Kolkata

Dated : 27th August, 2021

Registered Office:

23 Circus Avenue, Kolkata – 700017

#### NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2021 dated 13th January 2021 read with 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 May 12, 2020 and January 15, 2021 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 39th 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, 12th Floor, 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 nos. 4 to 8 of the Notice of the 39th 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 ("said SEBI Circular") & Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India ("SEBI"), **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 are 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 to [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com). with a copy marked to [secretarial@ramkrishnaforgings.com](mailto:secretarial@ramkrishnaforgings.com).
5. M/s. S. R. Batliboi & Co., LLP, Chartered Accountants, Firm Registration No. 301003E/E300005) were appointed as the Statutory Auditors at the 35th Annual General Meeting of the Company held on 16th September 2017 for a period of five years from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting, subject to the ratification of appointment by members at every Annual General Meeting. Further, 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 years from the conclusion of the 37th Annual General Meeting till the conclusion of the 42nd Annual-General Meeting. 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 Ministry of Corporate Affairs effective from 7th May, 2018. Accordingly, no resolution is proposed for ratification of appointment of 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 said SEBI Circular, the Annual Report including Notice of the 39th 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 said SEBI Circular, the Annual Report including Notice of the 39th AGM of the Company will also be available on the website of the Company at [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com). The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFinTech i.e. [www.kfintech.com](http://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 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](mailto: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 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned hereinbelow 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, 20th September 2021, through email at [secretarial@ramkrishnaforgings.com](mailto: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 27th August 2021.
14. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 18th September, 2021 to Saturday, 25th September 2021 (both days inclusive) for the purpose of Annual General Meeting.
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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is pleased to extended e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Private Limited (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, 17th September, 2021** 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. 17th September, 2021, 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 15th May 2021 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](http://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:**

- 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, 22nd September 2021 (9.00 A.M.) and ends on Friday, 24th September, 2021 (5.00 P.M.)**. The remote e-voting module shall be disabled for voting after 5:00 P.M. on Friday, 24th September, 2021 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, 17th September, 2021**, may cast their vote electronically in the manner and process set out hereinbelow. 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 casted 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, 17th September, 2021 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](mailto: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 M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com/> under shareholders/members login by using the remote evoting 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.
- 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/agmvspeakerregistration/> from **Monday, 20th September, 2021 (9:00 a.m. IST) to Tuesday, 21st September, 2021 (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
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. 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 Private Limited, LINKNTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/">https://web.cdslindia.com/myeasi/Registration/</a> EasiRegistration.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<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 &amp; 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.**

- I. In case a Member receives an email from KFintech [for Members whose email IDs are registered with the Company/Depository Participants(s)]:
  - a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
  - b. 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.
  - c. After entering these details appropriately, Click on "LOGIN".
  - d. 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 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. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com). with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [secretarial@ramkrishnaforgings.com](mailto:secretarial@ramkrishnaforgings.com). The scanned image of the above mentioned documents should be in the naming format "Ramkrishna Forgings Limited, 39th Annual General Meeting." The documents must be received by the Scrutinizer on or before 22nd September 2021 (1700 hours).
  - n. 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 Participants(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](mailto: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](mailto:einward.ris@kfintech.com) or call at the toll free number 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. M/s KFin Technologies Pvt. Ltd.
  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 M/s KFin Technologies Pvt. Ltd 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 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. Kfin Technologies Pvt. Ltd 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. 14,184/- being the unpaid and unclaimed dividend amount pertaining to dividend for the financial year 2012-13 to the IEPF. The Company has sent remindersto those members having unpaid/ unclaimed dividends for the Financial Year 2013-14. The members who have not yet encashed their dividend warrant(s) for the financial year 2013-14 or any subsequent financial year are requested to approach the Registrars and Share Transfer Agents viz. M/s KFin Technologies Pvt. Ltd., Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032. The Company has also uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 19th September 2020 (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](http://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 2020-21, there was no requirement to transfer any shares to the IEPF Authority.

27. Unclaimed dividend for the financial year ended 31st March, 2014 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).
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 Obligations & Disclosure Requirements) Regulations, 2015 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 Statutory 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 at [secretarial@ramkrishnaforgings.com](mailto: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, routemap 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.**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****Item No. 4**

The Board on the recommendation of the Audit & Risk Management 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 15th May 2021 to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2022 at a remuneration of 400,000/- (Rupees Four Lakhs Only) plus GST and travelling, local conveyance and out of pocket expenses as per actuals.

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 & Risk Management 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, have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

The Board of Directors of the Company recommend the resolution as set out in Item No. 4 for the approval of members. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

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. 4 of the Notice.

**Item No. 5**

With a view to facilitate the Company's proposal to raise funds, and in order to create adequate headroom for subsequent issuance of equity shares, if any, it is proposed to increase the existing Authorized Capital of the Company from the existing Rs 33,25,00,000 (Rupees Thirty Three Crore Twenty Five Lakhs only) divided into 3,32,50,000 equity shares of Rs. 10 each to Rs 38,25,00,000 (Rupees Thirty-Eight Crore Twenty Five Lakhs only) divided to 3,82,50,000 equity shares of Rs. 10 each. Consequently, Clause V of the Memorandum of Association of the Company would also require alteration so as to reflect the increased Authorised Share Capital.

Pursuant to the provisions of the Companies Act, 2013, the consent of the Shareholders of the Company is required for the proposed increase in the Authorized Share Capital and alteration of the Memorandum of Association of the Company. Accordingly, the Board of Directors of the Company seeks the approval of Shareholders of the Company for the same by way of an Ordinary resolution.

A draft copy of the altered Memorandum of Association can be inspected by the members before the meeting at Registered Office of the Company.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution except for their shareholding in the Company.

The Board of Directors recommend passing of the Ordinary Resolution as set out in Item No. 5 of the accompanying notice relating to increase of Authorised Share Capital of the Company and alteration in the capital clause of the Memorandum of Association of the Company.

**Item no. 6**

The Company proposes to raise the capital for the purpose of capital expenditure for ongoing and future expansion projects, acquisition, working capital, repayment of loans and for general corporate purposes.

For this purpose, the Company has been exploring various avenues for raising funds by way of issue of Equity Shares or by way of issue of any instrument or security including fully/partly convertible debentures, GDRs, ADRs or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for Equity Shares or any other eligible securities and/or any combination thereof, for an aggregate amount of up to Rs. 500 crore (Rupees Five Hundred Crore) through Qualified Institutions Placement to QIBs as defined in SEBI ICDR Regulations or Private Placement or Preferential Issue or Public Issue or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law. The issue of Securities may be consummated in one or more tranches at such time or times at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the SEBI ICDR Regulations, the Depository Receipts Scheme, 2014 and other applicable guidelines, notifications, rules and regulations, each as amended.

The proposed Special Resolution is an enabling resolution and therefore, the proposal seeks to confer upon the Board (including a Committee thereof), the absolute discretion to determine the terms of the aforementioned issuance of Securities, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements and market conditions. The detailed terms and conditions of such issuance will be determined by the Board or a Committee thereof, considering prevailing market conditions, practices and in accordance with the applicable provisions of law and other relevant factors. Accordingly, the Board (including a Committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

In the event of issuance of Securities by way of a QIP, as per the provisions of the SEBI ICDR Regulations, an issue of Securities shall be made at a price not less than the floor price calculated in accordance with Chapter VI of the ICDR Regulations and applicable law. The Board or

Committee of Directors duly authorised by the Board are hereby being authorised to offer a discount of not more than five percent on such price determined in accordance with the pricing formula provided under Regulation 176 of the SEBI ICDR Regulations or such other discount as may be permitted in accordance with applicable law.

Further, in the event that such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 365 days from passing the Special Resolution by the Members or such other time as may be permitted under the SEBI ICDR Regulations from time to time. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable. Further, no allotment shall be made, either directly or indirectly to any QIB who is a promoter, or any person related to promoters in terms of the SEBI ICDR Regulations.

Pursuant to Section 62 of the Companies Act, 2013 and the SEBI Listing Regulations, whenever it is proposed to increase the Subscribed Capital of a Company by a further issue and allotment of shares, such shares need to be offered to the existing Members in the manner laid down in the said section unless the Members decide otherwise in a General Meeting.

The Board of Directors, at its meeting held on 27th August, 2021, has accorded its approval for raising of funds by the Company for an amount not exceeding Rs. 500 crore (Rupees Five Hundred Crore) through issue of one or more type of Securities, subject to Members' approval and such other approvals as may be required under the applicable laws.

The Securities allotted as above would be listed on BSE Limited and National Stock Exchange of India Limited or other stock exchanges outside India. The offer/issue/allotment would be subject to the regulatory approvals, if any. The conversion of Securities, if any, held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap, if any, and the applicable foreign exchange regulations. As and when the Board or a Committee thereof takes a decision on matters pertaining to the proposed fund raise, on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot the Securities to the investors, who may or may not be the existing members of the Company.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution except (i) for their shareholding in the Company; and (ii) to the extent of any securities of the Company which may be allotted to them pursuant to this resolution.

The Board of Directors recommend passing of a Special Resolution as set out in Item No. 6 of the accompanying notice relating to fund raising by issuance of securities of the Company.

#### **Item No. 7**

Mr. Mahabir Prasad Jalan was re-appointed as Whole Time Director designated as the Chairman of the Company, for a period of 5 Years w. e.f. 5th November, 2016. The said term will expire on 4th November, 2021. In terms of the provisions of Section 196 of the Companies Act, 2013 (the Act) the Company can reappoint a managerial personnel provided such appointment is not made earlier than one year before the expiry of his term.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee ("NRC") at its meeting held on 15th May 2021, re-appointed Mr. Mahabir Prasad Jalan as Whole Time Director designated as Chairman, of the Company for a period of 5 Years w.e.f 5 November 2021.

The members are further informed that Mr. Mahabir Prasad Jalan, is above 70 years of age. In terms of the provisions of Section 196 (3) and Part I of Schedule V of the Companies Act, no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Wholetime Director or Manager unless it is approved by the Members by passing a special resolution. Mr. Mahabir Prasad Jalan had attained the age of 70 years however keeping in view his rich and varied experience in the industry and his involvement in the operations of the Company since incorporation it would be in the best interest of the Company to continue the employment of Mr. Mahabir Prasad Jalan as the Wholetime Director, designated as Chairman, of the Company.

Mr. Mahabir Prasad Jalan satisfies all the other conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act, neither debarred from holding the office of director pursuant to any SEBI order.

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

**a) Basic Salary :** Rs. 10,00,000/- per month - Rs.25,00,000/- per month.

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

**b) Benefits:**

- i) **Accommodation:** Fully Furnished Residential Accommodation or House Rent Allowance @ 50% (fifty percent) of the basic salary.
- ii) Expense pertaining to electricity, gas, water, furnishings and other utilities for self and family in accordance with the rules of the Company or as may be agreed to by the Board of Directors or committee with the Whole Time Director subject to a maximum of 10 % of the basic salary.

- iii) **Allowance:** Any Allowance upto 30 % of the basic salary in a year. In addition hospitalization expenses incurred in India for self and family will be paid on actual basis.
- iv) **Leave Travel Concession:** For self and family once in a year subject to 20 % of the basic salary in a year.
- v) **Club Fees:** Fees of Clubs in accordance with the rules of the company or as may be agreed to by the Board of Directors or committee thereof with the Whole Time Director but no Life Membership fee or Admission fee is to be paid by the Company. However it will not include Corporate Membership of the Club(s).
- vi) Provision of Company's Car with driver for use on Company's business. It will not be considered as benefits. He will be however billed by the Company for use of car for private purposes, if any.
- vii) Provision for use of telephone, telefax, audio/video conferencing and other communication facilities at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.
- viii) **Commission:** Such percentage of commission (in addition to salary, allowances, perquisites and benefits as stated above) calculated with reference to the net profit of the Company for each financial year as may be fixed by the Board of Directors or Committee thereof which together with salary and monetary value of allowances, perquisites and benefits shall not exceed the ceiling laid down under Sec. 197 of the Companies Act, 2013.

Notwithstanding inadequate profits in any financial year, the Company shall pay the remuneration as mentioned above as the minimum remuneration

Details of Mr. Mahabir Prasad Jalan is provided in **Annexure- 1"** to the Notice pursuant to the provisions of (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

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

#### Item no. 8

Mr. Naresh Jalan was re-appointed as the Managing Director of the Company for a period of 5 Years w.e.f. 5th November, 2016. The said term will expire on 4th November, 2021. In terms of the provisions of Section 196 of the Companies Act, 2013 (the Act) the Company can reappoint a managerial personal provided such appointment is not made earlier than one year before the expiry of his term.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee ("NRC") at its meeting held on 15th May 2021 re-appointed Mr. Naresh Jalan as the Managing Director of the Company for a period of 5 Years w.e.f. 5 November 2021.

Mr. Naresh Jalan satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act neither debarred from holding the office of director pursuant to any SEBI order.

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

- a) **Basic Salary :** Rs. 8,25,000/- 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.

#### b) Benefits:

- i) **Allowances:** Any Allowances not exceeding@ 60% (sixty percent) of the basic salary.
- ii) **Medical Reimbursement:** Reimbursement of expenses incurred for self and family subject to 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) **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).
- v) 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.
- vi) 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.
- vii) **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. 197 of the Companies Act, 2013.

viii) Company's contribution towards Provident Fund as per Rules of the company, but not exceeding 12% of the Salary.

Notwithstanding inadequate profits in any financial year, the Company shall pay the remuneration as mentioned above as the minimum remuneration.

Details of Mr. Naresh Jalan is provided in **Annexure- 1** to the Notice pursuant to the provisions of (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

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

By order of the Board

Sd/-

**Rajesh Mundhra**

*Company Secretary*

Membership No. ACS 12991

Place : Kolkata

Dated : 27th August, 2021

Registered Office:

23 Circus Avenue, Kolkata – 700017



**Annexure-I**

Details pursuant (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.

<b>Name</b>	<b>Mr. Mahabir Prasad Jalan</b>	<b>Mr. Naresh Jalan</b>	<b>Mr. Chaitanya Jalan</b>
<b>DIN</b>	00354690	00375462	07540301
<b>Date of Birth/Age</b>	10-04-1949/ 72 years	04.10.1975/ 45 years	19-09-1997/ 23 years
<b>Brief Resume/ Experience/ Expertise in Specific Functional Area</b>	He is a B. Tech (Mechanical) from BITS (Pilani). A Successful Technocrat having more than 5 decades work experience in Forging Industry. Under his leadership the company has been recognized as the innovative company making continuous improvement in products, system and technology. Under his leadership the Company has also earned a reputation of dependable and preferred supplier of forged components by providing world class products at competitive costs through a knowledge based happy organization	He is a MBA and possesses more than 25 years of experience in Forging industry. Under his 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. It has earned the reputation of being accredited as a partner in growth of the OEM .	He is been associated with the Company since 2016 and had been actively involved in the areas of acquisition, pricing, CSR activities of the Company. He is currently a part of the Executive Management team of the Company looking after, among other things, the Cost control, Project management and Quality systems.
<b>Qualification</b>	B. Tech (Mechanical) from BITS (Pilani)	MBA	B.Com (Hons)
<b>Date of first appointment on the Board</b>	12/11/1981	25/01/1995	09/11/2019
<b>Terms and conditions of appointment or re-appointment</b>	As per the Explanatory Statement mentioned above	As per the Explanatory Statement mentioned above	He retires by rotation and seeks reappointment
<b>Remuneration last drawn</b>	F.Y. 2020-21: Rs. 243.45 Lakhs	F.Y. 2020-21: Rs. 178.65 Lakhs	F.Y. 2020-21 Rs. 22. 31 Lakhs
<b>Details of remuneration sought to be paid.</b>	As per the Explanatory Statement mentioned above	As per the Explanatory Statement mentioned above	N.A.
<b>Directorship in other companies (31st March 2021)</b>	<b>Listed –</b> Nil <b>Unlisted-</b> Globe All India Services Limited Ramkrishna Rail & Infrastructure Private Limited Northeast Infraproperties Pvt. Ltd. Dove Airlines Pvt. Ltd. Ramkrishna Aeronautics Pvt. Ltd.	<b>Listed-</b> Nil <b>Unlisted-</b> Globe All India Services Limited Ramkrishna Rail & Infrastructure Private Limited Northeast Infraproperties Pvt. Ltd. Dove Airlines Pvt. Ltd. Ramkrishna Aeronautics Pvt. Ltd.	<b>Listed-</b> Nil <b>Unlisted-</b> Globe All India Services Limited Riddhi Portfolio Private Limited Eastern Credit Capital Private Limited
<b>Chairman/ Member of the Committee of Directors in the Company</b>	<b>Chairman-</b> Management and Finance Committee <b>Member –</b> Corporate Social Responsibility Committee	<b>Chairman-</b> Nil <b>Member-</b> Corporate Social Responsibility Committee	<b>Chairman-</b> Nil <b>Member-</b> Nil

Name	Mr. Mahabir Prasad Jalan	Mr. Naresh Jalan	Mr. Chaitanya Jalan
<b>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]</b>	Nil	Nil	Nil
<b>Shareholding in the Company as on 31.03.2021</b>	4,56,000	2,85,750	17,420
<b>Inter-se Relationship between Directors/ KMP</b>	Mr Mahabir Prasad Jalan is the father of Mr. Naresh Jalan (Managing Director) and Grandfather of Mr. Chaitanya Jalan, Wholetime Director	Mr. Naresh Jalan (Managing Director) is the son of Mr. Mahabir Prasad Jalan and father of Mr. Chaitanya Jalan, Wholetime Director	Mr. Chaitanya Jalan is the son of Naresh Jalan (Managing Director) and grandson of Mr. Mahabir Prasad Jalan.
<b>No. of Board Meetings attended during the year (2020-21)</b>	7	4	7