



**RAMKRISHNA FORGINGS LIMITED**

CIN No: L74210WB1981PLC034281  
23, CIRCUS AVENUE, KOLKATA-700017  
Email - neha.gupta@ramkrishnaforgings.com  
Phone: 033-4082 0900/7122 0900, Fax-033-4082 0998  
Website: www.ramkrishnaforgings.com

**NOTICE**

Notice is hereby given that the 38th Annual General Meeting of the members of Ramkrishna Forgings Limited will be held on Saturday, the 19<sup>th</sup> day of September, 2020 at 11.30 A.M. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the year ended 31<sup>st</sup> March, 2020 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 resolutions as **Ordinary Resolutions**.
  - a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
  - b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted".
2. To appoint a Director in place of Mr. Naresh Jalan (DIN 00375462) who retires by rotation and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**.

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Naresh Jalan (DIN 00375462), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company".

**SPECIAL BUSINESS.**

3. **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. S.K. Choudhary & Associates, Cost Accountants (Membership no. 21916/FRN: 102319), has been appointed as the Cost Auditors, by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021 at a remuneration of ₹ 4,00,000 (Rupees Four Lakhs Only) plus GST, local conveyance, and out of pocket expenses as per actuals for the year 2020-21 payable to M/s. S. K. Choudhary & Associates, Cost Accountants, as recommended by the Audit Committee and Board of Directors be and is hereby ratified."

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

Place: Kolkata  
Dated: 26<sup>th</sup> June 2020  
Registered Office:  
23 Circus Avenue  
Kolkata – 700017

by order of the Board  
Sd/-  
**Rajesh Mundhra**  
Company Secretary  
Membership No. ACS12991

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. 20/ 2020 dated 5th May, 2020, read with 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") 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 38th 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 no. 3 of the Notice of the 38<sup>th</sup> 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") 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 casting of votes by electronic means, shall be 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 [ashambanthia@gmail.com](mailto:ashambanthia@gmail.com) with a copy marked to [neha.gupta@ramkrishnaforgings.com](mailto:neha.gupta@ramkrishnaforgings.com). and [evoting@karvy.com](mailto:evoting@karvy.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 16<sup>th</sup> 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 7<sup>th</sup> 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 and 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 38<sup>th</sup> 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 Registrars / 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 38<sup>th</sup> 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 KFin Technologies Pvt. Ltd. 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 Tuesday, 15<sup>th</sup> September 2020, through email at [neha.gupta@ramkrishnaforgings.com](mailto:neha.gupta@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 14<sup>th</sup> August 2020.
  14. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 12<sup>th</sup> September, 2020 to Saturday, 19<sup>th</sup> September 2020 (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.
  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 the close of business hours at Friday, 11<sup>th</sup> September, 2020 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. 11<sup>th</sup> September, 2020, 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 casted 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 26<sup>th</sup> June 2020 has appointed Mrs. Asha M Banthia of Asha Banthia & Co., Practising Chartered Accountant, 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, and submit the same 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 48 hours of 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.karvy.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.

**A. Attending the AGM through VC/OAVM:**

- 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 (KFintech). 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 in the notice.
- 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/agmvcspeakerregistration/> from 15th September, 2020 (9:00 a.m. IST) to 16th September, 2020 (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 questions will be answered only, if the Member 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.

**B. Voting through electronic means:**

The Company is pleased to inform that all the resolutions as stated in the notice can be transacted by electronic voting system and the Company has provided members facility to exercise their right to vote at the 38<sup>th</sup> Annual General Meeting by electronic means through e-Voting Services provided by KFintech.

The remote e-voting period shall commence on **Wednesday, 16<sup>th</sup> September 2020 (9.00 A.M.) and ends on Friday, 18<sup>th</sup> September, 2020 (5.00 P.M.)**. The remote e-voting module shall be disabled for voting after 5:00 P.M. on Friday, 18<sup>th</sup> September, 2020 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 11<sup>th</sup> September 2020, may cast their vote electronically in the manner and process set out below. 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 close of business hours of cut-off date i.e. 11<sup>th</sup> September 2020 shall only be entitled to avail the facility of remote e-voting or voting at the AGM, as may be decided by the Company.

**The instructions for remote e-voting are as under:**

- i. In case a Member receives an email from KFintech [for members whose email IDs are registered with the Registrar/ Depository Participant(s)]:
  - a. Launch internet browser by typing the URL: <https://evoting.karvy.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 Karvy for e-voting, you can use your existing User ID and password for casting your vote. After entering these details appropriately, Click on "LOGIN"
  - 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 [ashambanthia@gmail.com](mailto:ashambanthia@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com) and [neha.gupta@ramkrishnaforgings.com](mailto:neha.gupta@ramkrishnaforgings.com). The scanned image of the above mentioned documents should be in the naming format "Ramkrishna Forgings Limited, 38<sup>th</sup> Annual General Meeting." The documents must be received by the Scrutinizer on or before 18<sup>th</sup> September 2020 (1700 hours).

**The instructions for e-voting at the AGM are as under:**

- a. The procedure for e-voting at the AGM is same as the instructions mentioned above for remote e-voting.
  - b. As mentioned hereinabove, only those Shareholders, who will be present at the AGM through VC/ OAVM facility and who would not 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.
  - c. Shareholders who have voted through remote e-voting will be eligible to attend the AGM and their presence shall be counted for the purpose of quorum, however such Shareholders shall not be entitled to cast their vote again at the AGM.
- ii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on cut-off date i.e. 11<sup>th</sup> September 2020, may obtain the login ID and password by sending a request to N.ShyamKumar, at KFin Technologies Private Limited, Unit: Ramkrishna Forgings Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 having contact no. 040-67162222 and having email ID [einward.ris@karvy.com](mailto:einward.ris@karvy.com). However, if you are already registered with KFinTech for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on <https://evoting.karvy.com> or contact Karvy at the following toll free no.: 1-800-34-54-001. After receipt of the above credentials please follow all the steps from Sl. No. (a) to Sl. No. (m) as mentioned above, to cast vote.
  - iii. In case of any queries relating to e-voting please visit Help & FAQ section of <http://evoting.karvy.com> (KFinTech Website).
  - iv. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



### C. Members who have not registered their email id

In case of Members not receiving the Notice through e-mail [for Members whose e-mail IDs are not registered with the Depository Participant(s) / Company]:

- i. Members who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting credentials could not be served may temporarily get their e-mail address and mobile number registered with KFin clicking the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) for receiving the same. Members are requested to follow the process as guided to capture the e-mail address and mobile number for receiving the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
  - ii. Alternatively, Members may send an e-mail request to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with a scanned copy of the signed request letter providing the e-mail address, mobile number, self-attested PAN copy and Client Master copy in case of the electronic folio and copy of share certificate in case of the physical folio for receiving the Annual report, Notice of AGM and the e-voting instructions.
  - iii. Once you have obtained the e-voting credentials, please follow all steps from Sr. No. (a) to (m) as mentioned in B (i) above, to cast your vote
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 in the future. 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 in future are requested to write to the Company/Registrars and Share Transfer Agents viz. M/s Karvy Computershare 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 ₹ 31,708/- being the unpaid and unclaimed dividend amount pertaining to dividend for the financial year 2011-12 to the IEPF. The Company has sent reminders on 6<sup>th</sup> May 2020 to those members having unpaid / unclaimed dividends for the Financial Year 2012-13. The members who have not yet encashed their dividend warrant(s) for the financial year 2012-13 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 7<sup>th</sup> September 2019 (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 2019-20, the Company transferred 221 shares to the IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years.
27. Unclaimed dividend for the financial year ended 2012-2013 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 on 9<sup>th</sup> May 2020 and also given a public notice in newspapers on 11<sup>th</sup> May 2020. Members are requested to claim the said dividend, details of which are available on the Company's corporate website [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com) under the section 'Investor Relations'. The Company/RTA will not be able to entertain any claim received after 10<sup>th</sup> August 2020 in respect of the same.
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 [www.iepf.gov.in](http://www.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 on [neha.gupta@ramkrishnaforgings.com](mailto:neha.gupta@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. 3

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. S. Choudhary & Associates, Cost Accountants (Membership no. 21916/FRN: 102319) as the Cost Auditor in the Board Meeting held on 26<sup>th</sup> June 2020 to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2021 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, has to be ratified by the members of the Company.

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

The Board of Directors of the Company recommend the resolution as set out in Item No. 3 for the approval of members. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

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. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Place: Kolkata

Dated: 26<sup>th</sup> June 2020

**Registered Office:**

23 Circus Avenue

Kolkata – 700017

by order of the Board

Sd/-

**Rajesh Mundhra**

Company Secretary

Membership No. ACS12991

#### DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM

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

<b>Name</b>	Naresh Jalan
<b>DIN</b>	00375462
<b>Date of Birth</b>	04.10.1975/ 44 years
<b>Brief Resume/Experience/Expertise in Specific Functional Area</b>	He 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 .
<b>Qualification</b>	MBA
<b>Date of first appointment on the Board</b>	25/01/1995
<b>Details of remuneration sought to be paid.</b>	He retires by rotation and seeks reappointment



<b>Directorship in other companies (31<sup>st</sup> March 2020)</b>	<b>Listed-</b> Nil <b>Unlisted-</b> Globe Forex & Travels Limited Ramkrishna Rail & Infrastructure Private Limited Northeast Infraproperties Pvt. Ltd. Dove Airlines Pvt. Ltd. Ramkrishna Aeronautics Pvt. Ltd.
<b>Chairman/ Member of the Committee of Directors in the Company</b>	<b>Chairman-</b> Nil <b>Member-</b> Corporate Social Responsibility Committee
<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>	<b>Nil</b>
<b>Shareholding in the Company</b>	2,85,750
<b>Inter-se Relationship between Directors/ KMP</b>	Mr. Naresh Jalan (Managing Director) is the son of Mr. Mahabir Prasad Jalan and father of Mr. Chaitanya Jalan, Director (Executive)

For other details such as number of meetings of the Board attended during FY 2019-20 and remuneration drawn please refer to the Corporate Governance Report which is a part of this Annual Report.