



## RAMKRISHNA FORGINGS LIMITED

CIN: L74210WB1981PLC034281

23 CIRCUS AVENUE, KOLKATA-700017

Phone: 033-7122 0900

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

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

### NOTICE OF THE 43<sup>RD</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the 43<sup>rd</sup> Annual General Meeting (AGM) of the members of Ramkrishna Forgings Limited will be held on Saturday, the 20<sup>th</sup> day of September, 2025 at 11:30 A.M. (IST) through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), to transact the following businesses:

#### ORDINARY BUSINESS:

##### 1 Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended 31 March, 2025 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 March, 2025 together with the reports of the Board of Directors and the Auditor's Report thereon, as circulated to the Members, be and are hereby considered and adopted."

##### 2 Approval of Re-appointment of Director, Mr. Naresh Jalan (DIN: 00375462)

To appoint a Director in place of Mr. Naresh Jalan (DIN: 00375462) who retires by rotation and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

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

##### 3 Approval of Re-appointment of Director, Mr. Lalit Kumar Khetan (DIN: 00533671)

To appoint a Director in place of Mr. Lalit Kumar Khetan (DIN: 00533671) who retires by rotation and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Lalit Kumar Khetan (DIN: 00533671), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company."

#### SPECIAL BUSINESS:

##### 4 Approval of Ratification of Remuneration of Cost Auditors

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Bijay Kumar & Co., Cost & Management Accountants, (Membership No. 42734/FRN: 004819), who has been appointed as the Cost Auditors, by the Audit Committee and the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending 31 March, 2026 at a remuneration of ₹ 4,40,000/- (Rupees Four Lakh Forty Thousand only) plus GST as applicable, local conveyance and out of pocket expenses as per actuals, be and is hereby ratified."

**"RESOLVED FURTHER THAT** the Board of Directors or any Committee constituted thereof to exercise its powers (including the powers conferred by this resolution) or the Company Secretary be and is hereby severally authorized



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to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company, including but not limited to filing of necessary forms with the Ministry of Corporate Affairs (MCA) and to comply with all other statutory requirements in this regard."

### 5 Approval of Appointment of MKB & Associates, Company Secretaries, as the Secretarial Auditor of the Company

To appoint MKB & Associates, Company Secretaries, (Firm Registration No. P2010WB042700), as the Secretarial Auditor of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and upon recommendation of the Audit Committee and approval of the Board of Directors of the Company, the appointment of MKB & Associates, Company Secretaries, (Firm Registration No. P2010WB042700), be and is hereby approved as the Secretarial Auditor of the Company to hold office for a term of 5 (five) consecutive years, i.e. from the Financial Year 2025-26 to the Financial Year 2029-30 at a remuneration to be fixed by the Board of Directors of the Company in consultation with the Secretarial Auditor."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide and/or alter the terms and conditions of the appointment including remuneration for subsequent financial years as it may deem fit."

**"RESOLVED FURTHER THAT** the Board of Directors or any Committee constituted thereof to exercise its powers (including the powers conferred by this resolution) or the Company Secretary be and is hereby severally authorized to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company, including but not limited to filing of necessary forms with the Ministry of Corporate Affairs (MCA) and to comply with all other statutory requirements in this regard."

### 6 Approval of Re-appointment of Mr. Lalit Kumar Khetan (DIN: 00533671) as a Whole-time Director of the Company

To re-appoint Mr. Lalit Kumar Khetan (DIN: 00533671) as a Whole-time Director of the Company for a period of 3 (three) years w.e.f 20 October, 2025 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** based on the respective recommendations of the Nomination and Remuneration Committee and the Audit Committee and approval of the Board of Directors of the Company 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 applicable Regulation(s) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and all applicable guidelines issued by the Central Government from time to time, the Articles of Association of the Company and such other approvals, as may be necessary, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Lalit Kumar Khetan (DIN: 00533671), as a Whole-time Director of the Company, for a period of 3 (three) years w.e.f 20 October, 2025, upon such terms and conditions including remuneration as set out in the Explanatory Statement to this Notice."

**"RESOLVED FURTHER THAT** Mr. Lalit Kumar Khetan shall be subject to retirement by rotation during his tenure as a Whole-time 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 a Whole-time Director."

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**“RESOLVED FURTHER THAT** notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in the Explanatory Statement as the minimum remuneration to Mr. Lalit Kumar Khetan for a period of 3 (three) years w.e.f. 20 October, 2025.”

**“RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee and the Audit Committee of the Board), be and is hereby authorised to alter, modify or revise from time to time, the said terms and conditions of appointment and remuneration of Mr. Lalit Kumar Khetan in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible by law as per the terms and conditions set out in the Explanatory Statement.”

**“RESOLVED FURTHER THAT** the Board of Directors or any Committee constituted thereof to exercise its powers (including the powers conferred by this resolution) or the Company Secretary be and is hereby severally authorized to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company, including but not limited to filing of necessary forms with the Ministry of Corporate Affairs (MCA) and to comply with all other statutory requirements in this regard.”

### 7 Approval of Waiver for Recovery of Excess Remuneration to the Directors of the Company for the Financial Year 2024-25

To waive recovery of excess remuneration to Directors of the Company for the Financial Year 2024-25 and in this regard to 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 Sections 197, 198 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the respective recommendations of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to ratify and waive recovery of excess remuneration of ₹ 693 Lakhs (Rupees Six Hundred and Ninety Three Lakhs only), to the following Directors for the period 1 April, 2024 to 31 March, 2025, which is in excess of the limits prescribed under Section 197(1) of the Companies Act, 2013 read with Section II (A) of Part II of Schedule V to the Companies Act, 2013:

Sl. No.	Name of Directors	Designation	Remuneration/ Commission (₹ in Lakhs)
i.	Mr. Lalit Kumar Khetan	Whole-time Director & Chief Financial Officer	371.48
ii.	Mr. Naresh Jalan	Managing Director	131.52
iii.	Mr. Chaitanya Jalan	Whole-time Director	100.00
iv.	Mr. Milesh Gandhi	Whole-time Director	40.00
iv.	Mr. Partha Sarathi Bhattacharyya	Independent Director	10.00
v.	Mr. Sandipan Chakravortty	Independent Director	10.00
vi.	Mr. Ranaveer Sinha	Independent Director	10.00
vii.	Mrs. Rekha Bagry	Independent Director	10.00
vii.	Mr. Sanjay Kothari	Independent Director	10.00
<b>TOTAL</b>			<b>693.00</b>

**“RESOLVED FURTHER THAT** the Board of Directors or any Committee constituted thereof to exercise its powers (including the powers conferred by this resolution) or the Company Secretary be and is hereby severally authorized to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient for the purpose of giving effect to this resolution and for matters in connection with or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company, including but not limited to filing of necessary forms with the Ministry of Corporate Affairs (MCA) and to comply with all other statutory requirements in this regard.”

**By order of the Board of Directors**

**Place: Kolkata**  
**Dated: 1 August, 2025**  
**Registered Office:**  
**23 Circus Avenue**  
**Kolkata – 700017**

**Rajesh Mundhra**  
**Company Secretary**  
**Membership No. ACS 12991**



## NOTICE

### NOTES:

1. The Ministry of Corporate Affairs ("MCA"), has vide its General Circular No. 09/2024 dated 19 September 2024 read with other previous MCA General Circulars No. 09/2023 dated 25 September 2023, 10/2022 dated 28 December 2022, 02/2022 Dated 5 May 2022, No. 20/2020 dated 5 May 2020, No. 17/2021 dated 13 April 2021 and No. 14/2021 dated 8 April 2021 and the Securities and Exchange Board of India (SEBI) vide its Circular SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated 3 October, 2024 (collectively referred to as the "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") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations") read with the Circulars, the Company has decided to convene its 43<sup>rd</sup> AGM through VC/ OAVM and the Members can attend and participate in the ensuing AGM through VC/ OAVM. **The Company will conduct the AGM through VC/ OAVM from its Registered Office i.e, 23 Circus Avenue, Kolkata – 700017 which shall be deemed to be venue of the meeting.**

2. Explanatory Statement pursuant to Section 102 of the Act relating to **Item no. 4 to 7** of the Notice of the 43<sup>rd</sup> AGM, is annexed hereto.
3. Generally, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/OAVM, route map of venue of the AGM is not attached to this Notice.
5. In terms of the provisions of Sections 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 to cast 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 at [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) with a copy marked to [secretarial@ramkrishnaforgings.com](mailto:secretarial@ramkrishnaforgings.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above mentioned documents should be in the naming format "Ramkrishna Forgings Limited, 43<sup>rd</sup> Annual General Meeting." The documents must be received by the Scrutinizer on or before 16 September, 2025 (17:00 hours [IST]).
6. In compliance with the Circulars, Notice of the 43<sup>rd</sup> AGM along with the Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose e-mail ids are registered with the Company or the Registrar and Transfer Agent ("RTA") or the Depository Participants ("DPs") and a letter will be sent by the Company providing the weblink, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail ids with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the Circulars, the Notice of the 43<sup>rd</sup> AGM along with the Annual Report 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 Limited ("KFinTech"), e-voting agency i.e. [www.kfintech.com](http://www.kfintech.com). Any Member desirous of receiving a physical copy of the Annual Report may send a request to the Company at [secretarial@ramkrishnaforgings.com](mailto:secretarial@ramkrishnaforgings.com).

6. For receiving all communications (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode who have not registered/updated their e-mail ids/ bank account details with the Company are requested to comply with the ISR 1 process at <https://ris.kfintech.com/clientservices/isc/default.aspx>.
  - b) Members holding shares in dematerialised mode are requested to register/update their email ids with the relevant Depository Participant.

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8. The Members can join the AGM in the VC/ OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below 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 Members 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 Members, 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 Saturday, 13 September, 2025 (5:00 p.m. IST), 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 names appear in the Register of Members as on **Benpos Date of Friday, 22 August, 2025.**
14. The Register of Members and the Share Transfer books of the Company will remain closed from **Saturday, 13 September, 2025 to Saturday, 20 September, 2025** (both days inclusive) for the purpose of AGM.
15. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with the relevant rules made thereunder and Regulation 44 of the SEBI Listing Regulations (as amended), the Company is pleased to extend E-Voting facility to its Members to enable them to cast their votes electronically. The Company has engaged the services of KFintech as the Agency to provide Remote E-Voting facility and E-Voting facility at the AGM also.
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, 12 September, 2025** as the "**Cut-Off Date**" to determine the eligibility to vote by Remote E-Voting or E-Voting at the AGM. Only those Members whose names are 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, 12 September, 2025, 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. Members present at the AGM, 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 30 May, 2025 has appointed MKB & Associates, as the Scrutinizer to scrutinize the E-Voting process in a 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 a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the AGM or to the 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 2 (two) working days from the conclusion of the AGM and the resolutions shall be deemed to have been 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 Consolidated Scrutinizer's Report shall be placed on the website of the Company at [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com) and on the website of the E-Voting service provider at <https://evoting.kfintech.com> after the declaration of result by the Chairman or a person authorized by him in writing and shall also be communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. National Stock Exchange of India Ltd. ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).



## NOTICE

### 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 the Circulars as issued by SEBI and MCA in relation to E-Voting facility provided by Listed Entities, the Members are provided with the facility to cast their votes 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 Depository Participants (DPs) in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their votes without having to register again with the E-Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participation in the E-Voting process. Members are advised to update their mobile numbers and e-mail ids with their respective DPs to access E-Voting facility.
- iv. The Remote E-Voting period shall commence on **Wednesday, 17 September, 2025 (9.00 A.M.) (IST) and end on Friday, 19 September, 2025 (5.00 P.M.) (IST)** The Remote E-Voting module shall be disabled for voting after 5:00 P.M. on Friday, 19 September, 2025 and no Remote E-Voting will be allowed thereafter. During this period Members of the Company holding shares either in physical form or in dematerialized form, as on the **Cut-Off Date** being **Friday, 12 September, 2025**, may cast their votes electronically in the manner and process set out hereinabove. Once the votes on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further the Members who have cast their votes electronically may attend the AGM but shall not be entitled to cast their votes 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, 12 September, 2025 shall only be entitled to avail of the facility of Remote E-Voting or E-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 on 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 on the Cut-off Date may follow steps mentioned below under Step no. 2 "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- vii. The details of the process and manner for Remote E-Voting and e-AGM are explained herein below:

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

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

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

**Details on Step 1 are mentioned below:**

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

- i. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Limited. Members may access the same at <https://emeetings.kfintech.com> / under shareholders/members login by using the remote 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 (m).

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- 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://emeetings.kfintech.com/> from **Monday, 15 September, 2025 (9:00 a.m. IST) to Tuesday, 16 September, 2025 (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.
- vii. The procedure for E-Voting on the day of the AGM is same as the instructions mentioned above for remote E-Voting.
- viii. Only those Members / shareholders, who will be present at the AGM through VC / OAVM facility and have not cast their votes on the resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through E-Voting system at the AGM.

**Details on Step 2 are mentioned below:**

**Login method for Remote E-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <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.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see E-Voting page. Click on company name or <b>e-Voting service provider name</b> and you will be re-directed to E-Voting service provider website for casting your vote during the Remote E-Voting period.</li> <li>2) If you are not registered for IdeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IdeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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.</li> <li>4) Shareholders/Members can also download NSDL Mobile App ‘<b>NSDL Speed-e</b>’ facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on

 App Store  Google Play





## NOTICE

Individual Shareholders holding securities in demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users of Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</p> <p>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 able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>1) You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>2) Once logged-in, you will be able to see e-Voting option. 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.</p> <p>3) Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.</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 are as under:**

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.: 022-4886 7000 / 022-2499 7000
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 1800 22 55 33.

**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

## NOTICE

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. 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 Notice of AGM, Annual Report and e-voting instructions cannot be serviced, may send an email request addressed to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) to provide them the Notice and the e-voting instructions along with the User ID and Password.
- b. In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [secretarial@ramkrishnaforgings.com](mailto:secretarial@ramkrishnaforgings.com).

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 Transfer Agents viz. KFinTech.

21. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (‘PAN’), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, IFSC, MICR code etc.

**For shares held in electronic form:** to their Depository Participant only and not to the Company or RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company’s records, which will help the Company and its RTA to provide efficient and better service to the Members.

**For shares held in physical form:** to the Company’s RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, as per instructions mentioned in the Forms. The said forms can be downloaded from the Company’s website under the link: <https://ramkrishnaforgings.com/wp-content/uploads/2023/07/Letter-to-shareholders-May-2023.pdf>



## NOTICE

- 22.** SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrar at its website at <https://ris.kfintech.com/clientservices/isc/>. The forms for updating the same are available at <https://ramkrishnaforgings.com/wp-content/uploads/2023/07/Letter-to-shareholders-May-2023.pdf>

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due dates, the RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the complete documents as mentioned above. Further, any payment including dividend, interest or redemption payment in respect of such frozen folios, shall only be made through electronic mode w.e.f. 1 April, 2024 upon furnishing the complete documents. If the securities continue to remain frozen as on 31 December, 2025, the RTA/Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

- 23.** SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's Website.
- 24.** 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.
- 25.** As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1 April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. KFintech are the Registrar & 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.
- 26.** 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.
- 27.** 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 has, accordingly, transferred ₹ 32,500/- being the Unpaid and Unclaimed Dividend amount pertaining to dividend for the Financial Year 2016-17 to IEPF. The Company sent reminders to those Members having Unpaid/ Unclaimed dividends for the Financial Year 2017-18. The Members who have not yet encashed their dividend warrant(s) for the Financial Year 2017-18 or any subsequent Financial Years are requested to approach the Registrars & Transfer Agents viz. KFin Technologies Ltd., Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500032. The Company has also uploaded the details of unpaid and unclaimed dividend amounts lying in the unpaid Dividend Bank account for the Financial Year 2017-18 as on 31 March, 2025 on the website of the Company at <https://ramkrishnaforgings.com/wp-content/uploads/2023/04/unpaid-dividend-17-18.pdf> 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.
- 28.** Pursuant to the provisions 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 2024-25, the Company has transferred 1,125 Equity Share to the IEPF Authority, details of the same uploaded at the website of the Company at <https://ramkrishnaforgings.com/wp-content/uploads/2025/04/Unclaimed-Shares-from-FY-2016-17-transferred-to-the-IEPF.pdf>.

## NOTICE

29. Unclaimed Dividend for the Financial Year ended 31 March, 2018 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 had sent individual notice to all the shareholders concerned whose dividends remain unclaimed and has also gave a public notice in newspapers on 16 July, 2025.
30. 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)).
31. 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.
32. Details under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard 2 on General Meetings in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of this notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
33. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act 2013, the certificate from the Secretarial Auditors of the Company for the Company's Employee Stock Option Schemes and other documents referred to in the accompanying Notice and the Explanatory Statement shall be made available over email on making a request to the Company through Email on [secretarial@ramkrishnaforgings.com](mailto:secretarial@ramkrishnaforgings.com).
34. 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.
35. 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 & 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.
36. **Members who have not registered their e-mail ids so far are requested to register their e-mail ids for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
37. As an ongoing endeavour to enhance Investor experience and leverage new technology, our Registrar and Transfer Agents, KFIN Technologies Limited have been continuously developing new applications. Here is a list of applications that has been developed for our investors.
38. **Investor Support Centre:** A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms.



## NOTICE

**Name:** KFIN Technologies Limited

**Registered Address:** 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, 400 070, Maharashtra.

**CIN:** L72400MH2017PLC444072

**Address for Correspondence / Operations Centre:** Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

Email ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
Toll Free / Phone Number: 1800 309 4001  
WhatsApp Number: (91) 910 009 4099  
Investor Support Centre: <https://kprism.kfintech.com/>  
KFINTECH Corporate Website: <https://www.kfintech.com>  
RTA Website: <https://ris.kfintech.com>  
KPRISM (Mobile Application): <https://kprism.kfintech.com/signup>  
RTA Search: <https://www.registrarsassociation.com/search>

### QR code:

Investor Support Centre:



Investor Support Centre:



RTA Website:



RTA Search:



Quick link to access the signup page: <https://kprism.kfintech.com/signup>

QR Code to access KPRISM:



### 39. Online application for Investor Query:

Members are hereby notified that our RTA , KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), basis the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 ) dated Jun 08, 2023, has launched an online application which can be accessed at <https://ris.kfintech.com> > Investor Services > Investor Support.

Members are requested to register / sign up, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend , Interest , Redemptions, E-Meeting and E-Voting details.

#### Senior Citizens - Investor Support

As part of the initiative, our RTA, in order to enhance the investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

Senior Citizens wishing to avail this service can send the communication with the below details to the email id, [senior.citizen@kfintech.com](mailto:senior.citizen@kfintech.com). Senior Citizens (above 60 years of age) have to provide the following details :

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information

#### KPRISM Mobile App:

Mobile applications for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. Users are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat , Track general meeting schedules, download ISR forms , view the live streaming of AGM and contact the RTA with service request, grievance, and query.

## NOTICE

### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER**

#### **Item No. 4**

The Board at its meeting held on 30 May, 2025 upon the recommendation of the Audit Committee, approved the appointment of Bijay Kumar & Co., Cost & Management Accountants, (Membership no. 42734/FRN: 004819) as the Cost Auditor of the Company for conducting audit of cost accounting records as required to be maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the Financial Year 2025-26 at a remuneration of ₹ 4,40,000/- (Rupees Four Lakhs and Forty Thousands only) plus GST as applicable, local conveyance and out of pocket expenses as per actuals.

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, the consent of the Members is being sought to pass an Ordinary Resolution as set out under Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending 31 March 2026.

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.

The Board recommends passing of the resolution as set out in Item No. 4 of the Notice for the approval of Members as an Ordinary resolution.

#### **Item No. 5**

The Securities and Exchange Board of India ("SEBI") vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12 December, 2024, has amended Regulation 24A of the SEBI Listing Regulations. As per the said amendment to Regulation 24A of the SEBI Listing Regulations, which came into effect from 1 April, 2025, the appointment of Secretarial Auditor shall be approved by the Members at the AGM of the Company and the tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice, should be for a maximum of one (1) term of five (5) consecutive years or in case of a firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years. However, appointment of any Individual or Secretarial Audit Firm as the Secretarial Auditor of the listed entity before 31 March 2025 shall not be considered for the purpose of calculating the tenure under Regulation 24A of the SEBI Listing Regulations.

Pursuant to the above requirement, the Board at its meeting held on 30 May, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, approved the appointment of MKB & Associates, Company Secretaries as the Secretarial Auditors for a period of 5 years and recommended for approval to the Members of the Company the appointment of MKB & Associates, Company Secretaries, (Firm Registration No. P2010WB042700) a peer reviewed firm, as the Secretarial Auditor of the Company for a period of 5 (five) consecutive financial years, i.e. from the Financial Year 2025-26 to the Financial Year 2029-30 in terms of Regulation 24A of the SEBI Listing Regulations and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/ 2024/185 dated December 31, 2024 ("SEBI Circular") read with provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as the appointment made by the Board is subject to shareholders' approval at the AGM.

After evaluating proposals and considering various factors such as experience, independence, audit team, technical skills, geographical presence, audit quality reports, etc., MKB & Associates, has been recommended to be appointed as the Secretarial Auditor of the Company. The authority to decide the remuneration has been delegated to the Board of Directors which shall be decided mutually by them and the Secretarial Auditor.

The Company has received written consent from MKB & Associates and a certificate that they satisfy the qualification criteria provided under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 ("SEBI Circular") and that the appointment, if made, shall be in accordance with the applicable provisions of the Act, Rules framed thereunder, SEBI Listing Regulations, SEBI Circular and other applicable circulars, if any, in this regard. The firm has agreed to the said appointment and confirmed that their appointment, if made, would be within the limits specified under the Act. They have further confirmed that they are eligible for the proposed appointment as the Secretarial Auditor of the Company and have not incurred any of the disqualifications as specified vide the said SEBI Circular.



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MKB & Associates, Practicing Company Secretaries, is one of the peer reviewed reputed and leading firms of Company Secretaries, based in Kolkata and having its presence all over India and in practice in the field of corporate laws and allied laws. The Firm comprises of competent team members and associates having expertise in legal, secretarial, financial and other allied subjects. The Firm leverages a modern infrastructure, competent staff and a network of associates across India to meet the dynamic evolving needs of the corporate world. All the partners of the firm are having the Peer Review Certificate from the Institute of Company Secretaries of India. The firm's areas of expertise *inter-alia* include advisory and consultancy services, secretarial audit, ROC matters, appearances before ROC/RD and Hon'ble NCLT/NCAT, mergers and acquisitions.

The appointment is proposed for a period of 5 (five) consecutive financial years, i.e. from the Financial Year 2025-26 to the Financial Year 2029-30, subject to approval of the Members of the Company at the forthcoming 43<sup>rd</sup> AGM of the Company, as the Secretarial Auditor of the Company at a remuneration to be fixed by the Board of Directors of the Company in consultation with the Secretarial Auditor of the Company.

Considering the expertise and profile of the firm, the resolution for appointment of the firm is proposed for approval of the Members of the Company.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with the Secretarial Auditor and will be subject to approval by the Board of Directors and/or the Audit Committee.

The Board recommends passing of the resolution as set out in Item No. 5 of the Notice for the approval of members as an Ordinary Resolution.

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

### Item No. 6

The Members of the Company by passing resolution through Postal Ballot on 1 April, 2020 approved the appointment and terms of remuneration of Mr. Lalit Kumar Khetan (DIN: 00533671), Whole time Director for a period of 5 (Five) years w.e.f 20 October, 2020 till 19 October, 2025.

In terms of the provisions of Section 196 of the Companies Act, 2013, the Company can re-appoint a managerial personnel provided such appointment is not made earlier than one year before the expiry of his term.

Based on the respective recommendations of the Nomination and Remuneration Committee and the Audit Committee at its meetings held on 31 July, 2025 the Board of Directors at its meeting held on 1 August, 2025 has re-appointed Mr. Lalit Kumar Khetan as Whole-time Director of the Company for a period of 3 (three) consecutive years w.e.f 20 October, 2025 till 19 October, 2028, subject to approval of the Members of the Company.

### Brief Profile of Mr. Lalit Kumar Khetan

Mr. Lalit Kumar Khetan aged about 55 years, is a Fellow Member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Cost and Management Accountants of India. He has a rich experience of more than 31 years in handling Finance, Accounts, Taxation, Compliance, Auditing and Commercial function. He has worked as a Chief Financial Officer for multiple Companies including large EPC and manufacturing concerns for last 20 years. He was instrumental in all the recent acquisitions made by the Company and has also been awarded the Chief Financial Officer (CFO) Excellence Award in mergers and acquisitions for the Financial Year 2023-24 by the Confederation of Indian Industry (CII) Southern Region. He is also the Chief Financial Officer of the Company since 25 May, 2018.

Mr. Lalit Kumar Khetan satisfies all the conditions set out in Part I of Schedule V to the Act and also conditions set out under 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 Companies Act, 2013, neither debarred from being appointed as a Director or continue as a Director of any Company by SEBI/Ministry of Corporate Affairs or any other statutory authority.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditors and accordingly, their prior approval is not required, for approval of the proposed Special Resolution.

The re-appointment and payment of remuneration to Mr. Lalit Kumar Khetan shall be guided by the provisions of the Companies Act, 2013, on such emoluments as outlined below.

## NOTICE

### Emoluments:

Subject to the overall limits as prescribed under Section 197, 198 and Schedule V of the Companies Act, 2013.

a) **Basic Salary:** ₹ 8,00,000 per month - ₹ 15,00,000 per month

Any increase in remuneration within the abovementioned limit may be made after being approved by the Board of Directors on the recommendation of the Nomination and Remuneration and Audit Committee.

### b) Benefits:

<b>i Accommodation</b>	Fully furnished Residential Accommodation or House Rent Allowance upto 50% (fifty percent) of the basic salary.
<b>ii. Medical Reimbursement</b>	Reimbursement of expenses incurred for self and family not exceeding 15% (fifteen percent) of the basic salary in a year.
<b>iii. Leave Travel Concession</b>	For self and family once in a year not exceeding 10% (ten percent) of the basic salary in a year.
<b>iv. Other Allowances</b>	not exceeding 70% (seventy percent) of the basic salary.
<b>v. Club Fees</b>	Fees of Clubs, subject to a maximum of two clubs may be provided but no Life membership fee or Admission fee is to be paid by the Company.
<b>vi. Encashment of leave</b>	at the end of the tenure of office in accordance with the company's rules.
<b>vii. Provision of Car</b>	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.
<b>viii Bonus/ Ex-gratia payment</b>	not exceeding 75% (seventy-five percent) of the basic salary.
<b>ix. Commission</b>	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 approved 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 Section 197 of the Companies Act, 2013.
<b>x. Provident Fund</b>	Company's contribution towards Provident Fund as per Rules of the Company, but not exceeding 12% (twelve percent) of the basic salary.
<b>xi. Gratuity</b>	Not exceeding one-half month's salary for each completed year of service, subject to a maximum limit as prescribed under Schedule V to the Companies Act, 2013.
<b>xii. Other</b>	Company's contributions towards Pension/ Superannuation Fund such amount as together with the Company's contribution to the Provident Fund does not exceed the amount not taxable under the Income Tax Act, 1961.

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

Details of Mr. Lalit Kumar Khetan is provided in "**Annexure I**" 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.

The information pursuant to Schedule V of the Act, as amended, is given in "**Annexure II**" forming part of this Notice.

Your Directors believe that the continued association of Mr. Lalit Kumar Khetan would be immensely beneficial to the Company. Having regard to the above, the Special Resolution as set out in Item No. 6 of the Notice has been proposed and recommended by the Board of Directors for approval of the Members of the Company based on the recommendations of the Nomination and Remuneration Committee and Audit Committee.

Except Mr. Lalit Kumar Khetan and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.



## NOTICE

### Item no. 7

During the process of Annual Inventory Verification, certain discrepancies were noticed in the inventory, by the Company and the Company's Statutory Auditors, S.R. Batliboi & Co. LLP, Chartered Accountants. Accordingly, the Audit Committee at its meeting held on 26 April, 2025, appointed Independent External Agencies, to conduct a Joint Fact-Finding Study to examine and ascertain the discrepancies in Inventory and find reasons thereof.

Based on the Joint Fact-Finding Report of the Independent External Agencies it was reported that certain erroneous entries/non recording of rejections at Plants resulted in overstatement of WIP/Raw Material /Scrap Inventory as at 31 March, 2025 and as at 31 March, 2024 valued at ₹ 22,052.43 Lakhs and ₹ 5,022.26 Lakhs respectively. The overall approximate adverse impact (net of tax) was around ₹ 20,260 Lakhs (6.73% of the Net Worth of the Company as on 31 March, 2025) which has been accounted in the Financial Results for the Financial Year ended 31 March, 2025 and 31 March, 2024.

Further, the production of Commercial Vehicle (CV) sales in India decreased to 10,32,645 units in the Financial Year 2024-25 as against 10,67,504 units in the Financial Year 2023-24. The subdued market conditions in automobile industry, change in sales recognition stage in exports and certain one-time expenses incurred by the Company during the year resulted in inadequate profits of the Company during the Financial Year 2024-25.

The remuneration paid to the Directors during the Financial Year should be in accordance with the Sections 197, 198 and with the limits prescribed under Section II (A) of Part II of Schedule V of the Companies Act, 2013. The Company had inadequate profits during the Financial Year 2024-25 as per the provision of the Companies Act, 2013 which has resulted in excess remuneration of ₹ 693 Lakhs to the Directors as under-mentioned.

During the Financial Year 2024-25, the remuneration paid to Mr. Lalit Kumar Khetan, Whole-time Director & CFO, included ₹ 654.61 Lakhs which pertains to perquisites as per Income Tax Act recognized as remuneration on account of exercise of 83,825 ESOPs under the ESOP Scheme 2015. For the Financial Year 2024-25 the Company also proposes to pay a total of ₹ 50 Lakhs as Commission to the Non-Executive Independent Directors of the Company and Commission of ₹ 100 lakhs to Mr. Chaitanya Jalan, ₹ 60 Lakhs to Mr. Lalit Kumar Khetan and ₹ 40 Lakhs to Mr. Milesh Gandhi, Whole-time Directors of the Company.

As the remuneration is in excess of the limits specified under Sections 197, 198 and Section II (A) of Part II of Schedule V of the Companies Act, 2013, therefore, it is proposed to seek approval from the Members of the Company by way of Special Resolution for waiver of recovery of the excess remuneration as detailed hereinbelow:

Sl. No.	Name of Directors	Designation	Remuneration/ Commission (₹ in Lakhs)
i.	Mr. Lalit Kumar Khetan	Whole-time Director & Chief Financial Officer	371.48
ii.	Mr. Naresh Jalan	Managing Director	131.52
iii.	Mr. Chaitanya Jalan	Whole-time Director	100.00
iv.	Mr. Milesh Gandhi	Whole-time Director	40.00
iv.	Mr. Partha Sarathi Bhattacharyya	Independent Director	10.00
v.	Mr. Sandipan Chakravorty	Independent Director	10.00
vi.	Mr. Ranaveer Sinha	Independent Director	10.00
vii.	Mrs. Rekha Bagry	Independent Director	10.00
vii.	Mr. Sanjay Kothari	Independent Director	10.00
<b>TOTAL</b>			<b>693.00</b>

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor and accordingly, their prior approval is not required, for approval of the proposed Special Resolution.

The Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company at its respective meetings held on 30 May, 2025 and 31 May, 2025, approved/ recommended waiver for recovery of excess remuneration for the Financial Year 2024-25 to the above-mentioned Directors, subject to the approval of the Members of the Company by way of Special Resolution.

In terms of Section 197 of the Act, the Members of the Company can waive the recovery of excess remuneration for the Financial Year 2024-25 to the Directors by way of passing a Special Resolution.

## NOTICE

The disclosure as required under Schedule V of the Act is mentioned in “**Annexure II**” to this Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members of the Company.

Except Mr. Naresh Jalan, Mr. Chaitanya Jalan, Mr. Mahabir Prasad Jalan, Mr. Lalit Kumar Khetan, Mr. Milesh Gandhi, Mr. Sandipan Chakravortty, Mr. Partha Sarathi Bhattacharyya, Mrs. Rekha Bagry, Mr. Sanjay Kothari and Mr. Ranaveer Sinha and their respective relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

**Place: Kolkata**  
**Dated: 1 August, 2025**  
**Registered Office:**  
**23 Circus Avenue**  
**Kolkata – 700017**

**By order of the Board of Directors**

**Rajesh Mundhra**  
**Company Secretary**  
**Membership No. ACS 12991**



## NOTICE

### ANNEXURE I

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

Name	Mr. Naresh Jalan	Mr. Lalit Kumar Khetan
DIN	00375462	00533671
Date of Birth	04/10/1975	16/03/1970
Brief Resume/ Experience/Expertise in Specific Functional Area	He possesses more than 26 years of experience in Forging Industry. Under his guidance the Company has risen to unprecedented heights, establishing itself as a global leader in the forging industry. Today, it stands as the second largest forging player in India in terms of revenue in the country and is recognized as a premium supplier across key sectors such as Automotive, Farm Equipment, Oil & Gas, Power, Earth Moving, Mining, Constructions, and General Engineering, earning the trust of leading OEMs and Tier-1 suppliers in India and overseas. His strategic foresight has driven the Company's expansion into advanced technologies of Hot Forging, advanced Machining and Heat Treatment Facilities. He was instrumental in the foray of the Company to Warm & Cold forgings and Castings, enabling the Company to secure a leadership position across diverse sectors. His relentless pursuit of excellence has seen the Company continually invest in Greenfield projects incorporating best-in-class technology and acquisitions and attain unprecedented heights in Turnover and Profitability.	He is a Fellow Member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Cost and Management Accountants of India. He has a rich experience of more than 31 years in handling Finance, Accounts, Taxation, Compliance, Auditing and Commercial function. He has worked as a Chief Financial Officer for multiple Companies including large EPC and manufacturing concerns for last 20 years. He was instrumental in all the recent acquisitions made by the Company and has also been awarded the Chief Financial Officer (CFO) Excellence Award in mergers and acquisitions for the Financial Year 2023-24 by the Confederation of Indian Industry (CII) Southern Region. He is also the Chief Financial Officer of the Company since 25 May, 2018.
Qualification	Master of Business Administration	Fellow Member of the Institute of Chartered Accountants of India and Associate Member of the Institute of Cost Accounts of India.
Date of first appointment on the Board	25/01/1995	20/10/2020
Terms and conditions of appointment or re- appointment	Not Applicable	Proposed to be re-appointed as a Whole-Time Director for a further period of 3 (three) years and is liable to retire by rotation.
Remuneration last drawn	F.Y 2024-25 ₹ 478.87 Lakhs	F.Y 2024-25 ₹ 965.56 Lakhs (₹ 654.61 Lakhs pertains to exercise of 83,825 ESOPs under the ESOP Scheme 2015)
Details of remuneration sought to be paid	Not Applicable	Refer Explanatory Statement to this Notice

## NOTICE

<b>Directorship in other Companies</b>	<b>Listed-</b> Nil <b>Unlisted Indian Companies-</b> a) Dove Airlines Pvt. Ltd. b) Ramkrishna Rail & Infrastructure Private Limited	<b>Listed-</b> Nil <b>Unlisted Indian Companies-</b> a) Ramkrishna Casting Solutions Limited (erstwhile JMT Auto Ltd.) b) Multitech Auto Private Limited c) Mal Metalliks Private Limited d) Ramkrishna Titagarh Rail Wheels Limited e) Headstrong Tardecon Private Limited
<b>Listed entities from which resigned in the past three years</b>	Nil	Nil
<b>Chairman/ Member of the Committee of Directors in the Company</b>	Corporate Social Responsibility Committee – Member Investment Committee – Member	Stakeholders Relationship Committee – Member Corporate Social Responsibility Committee – Member Risk Management Committee – Member Management & Finance Committee – Member Capital Market Committee – Member
<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]</b>	Nil	Nil
<b>Shareholding in the Company as on the date of Notice</b>	45,15,425 Equity Shares	82,000 Equity Shares
<b>Inter-se Relationship between Directors/ KMP</b>	Mr. Mahabir Prasad Jalan (Non-Executive Director) – Father, Mr. Chaitanya Jalan (Whole-time Director) - Son	Not related
<b>No. of Board Meetings attended during the year (1st April 2024 to 31st March, 2025)</b>	6/6	6/6



## NOTICE

### ANNEXURE II

#### STATEMENT PURSUANT TO PROVISIONS OF SCHEDULE V OF THE ACT WITH RESPECT TO ITEM NO. 7 OF THE NOTICE AND THE SEBI LISTING REGULATIONS, AS THE CASE MAY BE:

##### 1. General Information

i. Nature of Industry	<p>The Company is one of the leading integrated hot forgings manufacturer and suppliers of high precision components to various industries across the globe. It supplies world class forged, machined &amp; fabricated products to diverse sectors like Automotive, Railways, Farm Equipment, Earth Moving, Mining &amp; Construction, Oil &amp; Gas, Power and General Engineering.</p> <p>It has also made foray in warm forgings and Cold Forgings. The Company has also expanded in product portfolios for Electric Vehicle Segment.</p>																																
ii. Date or expected date of commencement of commercial production	Not Applicable																																
iii. In the case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																																
iv. Financial performance based on given indicators:	<table border="1"> <thead> <tr> <th></th> <th colspan="3" style="text-align: right;">(₹ in Lakhs)</th> </tr> <tr> <th style="text-align: left;"><b>For the Financial Year</b></th> <th style="text-align: center;"><b>2024-25</b></th> <th style="text-align: center;"><b>2023-24</b></th> <th style="text-align: center;"><b>2022-23</b></th> </tr> </thead> <tbody> <tr> <td><b>Revenues</b></td> <td style="text-align: right;">363429.92</td> <td style="text-align: right;">349933.17</td> <td style="text-align: right;">300099.86</td> </tr> <tr> <td><b>Profit/ (Loss) before Tax</b></td> <td style="text-align: right;">22356.91</td> <td style="text-align: right;">38451.15</td> <td style="text-align: right;">35564.66</td> </tr> <tr> <td><b>Net Profit/ (Loss) after Tax</b></td> <td style="text-align: right;">40182.01</td> <td style="text-align: right;">27404.73</td> <td style="text-align: right;">23559.21</td> </tr> <tr> <td><b>Paid up Equity Share Capital</b></td> <td style="text-align: right;">3620.61</td> <td style="text-align: right;">3615.52</td> <td style="text-align: right;">3197.79</td> </tr> <tr> <td><b>Earnings Per Share</b></td> <td style="text-align: right;">22.22</td> <td style="text-align: right;">16.27</td> <td style="text-align: right;">14.73</td> </tr> <tr> <td><b>Dividend %</b></td> <td style="text-align: right;">100</td> <td style="text-align: right;">100</td> <td style="text-align: right;">75</td> </tr> </tbody> </table>		(₹ in Lakhs)			<b>For the Financial Year</b>	<b>2024-25</b>	<b>2023-24</b>	<b>2022-23</b>	<b>Revenues</b>	363429.92	349933.17	300099.86	<b>Profit/ (Loss) before Tax</b>	22356.91	38451.15	35564.66	<b>Net Profit/ (Loss) after Tax</b>	40182.01	27404.73	23559.21	<b>Paid up Equity Share Capital</b>	3620.61	3615.52	3197.79	<b>Earnings Per Share</b>	22.22	16.27	14.73	<b>Dividend %</b>	100	100	75
	(₹ in Lakhs)																																
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Foreign investments or collaborations if any	<p>During the Financial Year 2024-25, the Company acquired 100% equity of a Mexican Company Resortes Libertad S.A. de C.V. w.e.f 13 August, 2024. The name of Resortes Libertad S.A. de C.V., was changed to Ramkrishna Forgings Mexico S.A. de C.V., wholly owned subsidiary. The Company made an investment of ₹ 2,469.14 Lakhs during the Financial Year 2025-26.</p>																																

**NOTICE**

**2. Information about the Appointee Directors/ Directors**

Particulars	Mr. Naresh Jalan (Managing Director)	Mr. Lalit Kumar Khetan (Whole-time Director & CFO)	Mr. Millesh Gandhi (Whole-time Director)	Mr. Partha Sarathi Bhattacharyya (Independent Director)	Mr. Sandipan Chakravorty (Independent Director)	Mr. Ranaveer Sinha (Independent Director)	Mrs. Rekha Bagry (Independent Director)	Mr. Sanjay Kothari (Independent Director)
<b>i. Background Details</b>								
- Education Qualification	Refer Annexure I	B.Com (Hons.) LLlI, SJP	B. Com (Hons.)	MSc (Physics)	B. Tech in Mechanical Engineering and M. Tech	B.E. (Mechanical), PGDBM (XLRI)	B.Com (Hons.), FCA	FCA, FCS, ACMA
- Experience	Refer Annexure I	He has been associated with the Company since 2016. He is an integral part of the management team. He is responsible for monitoring the day to day operations at the Plant. Apart from operational activities he is also responsible for spearheading the marketing efforts of the Company both in the domestic and export markets and to oversee the implementation of the capital expenditure and expansion of project(s) of the Company.	He is a Commerce Graduate and a Licentiate from the Insurance Institute of India, Mumbai. He has been associated with the Company for nearly 26 years and is responsible for Marketing & Sales Strategy of the Company. During the career span of 25 years, he has been instrumental in the growth of the Company and opening of various sectors opportunities for the businesses not only in India but across the world.	He joined Coal India Ltd (CIL) as Management Trainee in 1977, rose to become its Chairman. He steered CIL through Mini-ratna in 2007, Navratna in 2008 and finally Maharatna in 2011 - a unique feat in the career of any PSU CMD. In 2010, Mr. Bhattacharyya spearheaded the Initial Public Offer (IPO) of 10% of CIL's equity. The IPO was one of the top three in the World in that year and is still reckoned the largest in India so far in most parameters. In Nov 2003, Mr Bhattacharyya took over the reins of Bharat Coking Coal Ltd (BCCL) - a perennially loss-making CIL Subsidiary - as the CMD. In less than two and a half years, the company reported its maiden profit in 2005-06. The implementation of sale of coal through e-auction was first introduced by Mr Bhattacharyya in BCCL and extended later to all over CIL.	He is a Member of the Governing Council of Globysn Business School and Siksha O Anusandhan University (Bhubaneswar). He is an Active Member of CII and Bengal Chamber of Commerce and Industry. In the past he has been the Managing Director of Tata Ryerson Ltd (Now "Tata Steel Downstream Products Ltd"), Director of Sales at TATA Steel Limited, Chairman of CII (Eastern Region), Tata Martrade International Logistics Ltd, MJUNCTION, JUSCO and Board of Practical Training (Eastern Region). He has also been part President of Bengal Chamber of Commerce & Industry and Member of the Board of Governors of IIT Kharagpur and Kolkata Port Trust.	He retired as the Managing Director of Tata Hitachi Construction Machinery Co. Ltd. He was also the Chairman of CII Eastern Region and Chairman of Indian Earthmoving and Construction Equipment Manufacturers Association. He is a Member of the Board of Governors of XLRI School of Business as also the current President of its Alumni Association. He also held position of Chairman Serviplem SA, Spain, Leberero SA, Spain and North Baryyal Special Vehicles, China. He has been mentoring several companies in their quest for Business Excellence.	She has started her career with RRSM (1997) and then Price Waterhouse Coopers (PwC) in 2005 and rose to the level of a partner in the year 2010 at PwC. She has worked in diverse sectors/ industries of the like Beverages, Textile, Retail, Cement, Steel, Engineering, Telecom, Packaging Chemicals, Pharma, Media, BPO, among others. She is now working as an Independent Professional. She has over 20 years of experience in tax and advisory. She specializes in tax and regulatory aspects of mergers and acquisition including deal advisory and diligences and has advised on family succession, Trust formation, wills etc. She also has wide experience in Mergers & Acquisition, handling large Indian corporate and multinationals.	He was associated with Industrial Meters Limited, Ajanta Auto Industries Private Limited, Akar Tools Limited, and Hindustan Wires Limited. He has more than 35 years of expertise in finance and taxation, specializing in loan syndications, equity placements, and financial restructuring initiatives. He is the head of the family office of one of the leading Ultra High Net Worth Individuals (UHNII) Investor of India. He is Actively involved with Krishnashray Gurukul "https://krishnashraygurukul.org" a skill and Entrepreneurship development institute -SEDI at Jatipura, Dist. Govardhan, Uttar Pradesh. Krishnashray Gurukul SEDI is a charitable initiative running under Krishnashray Foundation with a mission to provide mentorship to Youth (Male & Female) for under-privileged communities in order to develop them into socially conscious leaders.
<b>ii. Past Remuneration for the last three years</b>								



**NOTICE**

2023-23	426.27	162.92	163.32	-	7.65	10.15	6.50	6.00	6.00
2023-24	588.56	219.69	299.46	-	14.25	15.50	11.15	13.40	13.10
2024-25	478.87	965.56	313.88	122.63	24.25	21.75	19.35	23.50	24.75
<b>iii. Recognition or awards</b>	None	He has been awarded the Chief Financial Officer (CFO) Excellence Award in mergers and acquisition for the Financial Year 2023-24 by the Confederation of Indian Industry (CII) Southern Region	None	None	None	None	None	None	None
<b>iv. Job Profile and his/her suitability</b>	<p>-Having experience of more than 25 years in forgings</p> <p>-His strategic foresight has driven the Company's expansion into advanced technologies of Hot forging, advanced Machining and Heat Treatment Facilities.</p> <p>- He was instrumental in the foray of the Company to Warm &amp; Cold forgings and Castings, enabling the company to secure a leadership position across diverse sectors.</p> <p>-His relentless pursuit of excellence has seen the Company continually invest in Greenfield project incorporating best-in-class technology and Acquisitions and attain unprecedented heights in Turnover and Profitability.</p>	<p>-Heading the Finance department of the Company.</p> <p>-Heading the Accounts department of the Company.</p> <p>-Reviewing the Cost savings of the Company.</p> <p>-Heading the Taxation department of the Company.</p>	<p>- Responsible for monitoring the day to day operations at Plants</p> <p>- Responsible for spearheading the marketing efforts of the Company both in the domestic and export markets</p> <p>- oversee the implementation of the capital expenditure and expansion of project(s)</p>	Responsible for Marketing & Sales and Global Sales Strategy	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
<b>v. Remuneration proposed</b>	As approved by the shareholders in the Annual General Meeting held on 31 August, 2024	Refer explanatory statement in item no. 6	As approved by the shareholders in the Annual General Meeting held on 31 August, 2024	As approved by the shareholders in the Annual General Meeting held on 31 August, 2024	The Independent Directors shall be sitting fees for the Board and Committee meetings attended by them and commission as per the limits prescribed under the Companies Act, 2013.	The Independent Directors shall be paid sitting fees for the Board and Committee meetings attended by them and commission as per the limits prescribed under the Companies Act, 2013.	The Independent Directors shall be paid sitting fees for the Board and Committee meetings attended by them and commission as per the limits prescribed under the Companies Act, 2013.	The Independent Directors shall be paid sitting fees for the Board and Committee meetings attended by them and commission as per the limits prescribed under the Companies Act, 2013.	The Independent Directors shall be paid sitting fees for the Board and Committee meetings attended by them and commission as per the limits prescribed under the Companies Act, 2013.

**NOTICE**

<p><b>vi. Comparative remuneration Profile with Industry, Size of the Company, position and person.</b></p> <p>Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance the proposed remuneration is in line with the current structure of the industry.</p> <p>Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance the proposed remuneration is in line with the current structure of the industry.</p> <p>Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance the proposed remuneration is in line with the current structure of the industry.</p>	<p>He has been appointed as an Independent Director of the Company and is entitled to sitting fees for the Board and Committee meetings attended by him and commission.</p> <p>He has been appointed as an Independent Director of the Company and is entitled to sitting fees for the Board and Committee meetings attended by her and commission.</p> <p>He has been appointed as an Independent Director of the Company and is entitled to sitting fees for the Board and Committee meetings attended by him and commission.</p> <p>He has been appointed as an Independent Director of the Company and is entitled to sitting fees for the Board and Committee meetings attended by him and commission.</p>	<p>He has been appointed as an Independent Director of the Company and is entitled to sitting fees for the Board and Committee meetings attended by him and commission.</p> <p>She has been appointed as an Independent Director of the Company and is entitled to sitting fees for the Board and Committee meetings attended by her and commission.</p> <p>He has been appointed as an Independent Director of the Company and is entitled to sitting fees for the Board and Committee meetings attended by him and commission.</p> <p>Besides the Sitting fees and Commission, he does not have any other pecuniary relationship with the Company or any managerial personnel of the Company.</p>
<p><b>vii. Pecuniary relationship indirectly with the Company or with the managerial personnel, if any:</b></p> <p>Besides the remuneration and dividend on shares held in the Company, he does not have any other pecuniary relationship with the Company. He is the Promoter of the Company. Mr. Mahabir Prasad Jalan (Non-Executive Director) – Father, Mr. Chaitanya Jalan (Whole-time Director) - Son</p>	<p>Besides the remuneration and dividend on shares held in the Company, he does not have any other pecuniary relationship with the Company. He is the Promoter of the Company. Mr. Mahabir Prasad Jalan (Non-Executive Director) – Grandfather, Mr. Naresh Jalan (Managing Director) – Father</p>	<p>Besides the Sitting fees and Commission, he does not have any other pecuniary relationship with the Company or any managerial personnel of the Company.</p> <p>Besides the Sitting fees &amp; Commission and dividend on shares held in the Company, he does not have any other pecuniary relationship with the Company or any managerial personnel of the Company.</p> <p>Besides the Sitting fees and Commission, he does not have any other pecuniary relationship with the Company or any managerial personnel of the Company.</p> <p>Besides the Sitting fees &amp; Commission and dividend on shares held in the Company, he does not have any other pecuniary relationship with the Company or any managerial personnel of the Company.</p>



## NOTICE

### 3. Other Information

i. Reasons of Inadequate Profits	<b>Refer Explanatory Statement item no. 7</b>
ii. Steps taken or proposed to be taken for improvement	The Company is making necessary efforts to maintain its leadership and improve its performance by aggressively implementing its strategies for improving productivity, yield, energy conservation and other cost reduction initiatives along with revenue enhancement initiatives. The Company is also taking steps to increase its presence in other sectors in the export market.
iii. Expected increase in productivity and profits in measurable terms	The above measures are expected to improve productivity and increase profitability in the coming years.

### 4. Disclosures

The details required to be given under this head are disclosed in the Corporate Governance Report of the Company which forms part of the Annual Report for the Financial Year 2024-25.