

**INVITATION TO THE MEMBERS**

Dear Members,

You are cordially invited to attend the **31<sup>st</sup> Annual General Meeting** (“AGM”) of Rajkumar Forge Limited (“the Company”) which is scheduled to be held on **Monday, 20th September 2021 at 12.00 PM (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”).

The Notice of the meeting, containing business to be transacted, along with Explanatory Statement thereon is enclosed herewith.

As per Section 108 of the Companies Act 2013, read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice before or during the meeting. The instructions for e-voting are enclosed herewith AGM Notice.

Sincerely,

**For Rajkumar Forge Limited**

Satish Kadrolli  
Company Secretary

**Enclosures -**

- Notice of the 31<sup>st</sup> AGM
- Instructions for members for remote e-voting and joining AGM.
- Instructions for members for e-voting on the day of the AGM.
- Instructions for members for attending the AGM VC/OAVM.
- Explanatory Statement as per Section 102 of the Companies Act, 2013.

**NOTICE**

**Notice** is hereby given that the 31<sup>st</sup> Annual General Meeting (“AGM”) of the Members of **Rajkumar Forge Limited** (“the Company”) will be held on **Monday, September 20, 2021 at 12.00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Arun Krishankumar Jindal (DIN: 00121523), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:****3. Re-Appointment of Mr. Nitin Shyam Rajore (DIN: 01802633) as the Whole Time Director:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) if any and the rules made there under read with Schedule V to the Act and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article of Association of the Company and subject to approval of Central Government on such terms, conditions and modification, if any and based on recommendation of the Nomination and Remuneration Committee, consent of the Company be and hereby accorded for the re-appointment of Mr. Nitin Shyam Rajore holding Director Identification Number 01802633 as Executive Director to be designated as Whole Time Director of the Company, who is eligible for the said re-appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from member proposing his candidature for the office of Director, with effect from December 01, 2021 for the further period of five years and who would be liable to retire by rotation on the following terms and conditions:

**Terms & Conditions:**

1. **Term:** Five Years with effect from December 01, 2021.
2. **Remuneration:** In terms of Schedule V of the Companies Act, 2013 read together with Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Whole Time Director shall be paid the following remuneration:
  - i. Basic Salary: Rs. 3,72,600/- per month
  - ii. Perquisites: In addition to above, the Whole Time Director shall be entitled to the following perquisites with an option to the Whole Time Director to receive the perquisites in any lawful combination as mutually agreed between him and the Board.
    - a. Driver’s Salary not exceeding Rs. 20,000/- per month;
    - b. Company’s car will be provided and maintenance whereof to be borne by the Company;
    - c. Mobile Handset and Telephone Expenses; and
    - d. Reimbursement of Mediciam premium up to Rs. 50,000/- per annum for self and family.
    - e. Any other allowance, benefits and perquisites as per the Rules applicable to senior executives of the Company and/ or which may be applicable in the future and/or any other allowance, benefit, perquisite as the Board of Directors may decide from time to time.
  - iii. **Commission:** Nil
  - iv. **Remuneration in the event of loss etc.:** Notwithstanding anything contained herein, in the event of any loss or absence or inadequacy of profit in any financial year, during the term of office of the Whole Time Director, the Company may subject to requisite approval, if any required, pay to the Whole time Director the such remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board from time to time by way of salary, perquisites, commissions and other benefits as minimum remuneration and that the perquisites pertaining to contribution to provident fund, super annuation fund, gratuity and leave encashment, if any as per policy of the Company shall not be included in the computation of the ceiling of remuneration Specified in Schedule V of the Act.

**3. Other Terms and Conditions:**

- a. The terms and conditions of the said appointment including the remuneration may be altered and varied from time to time by the Board as it may, in its discretion deem fit, within the limits stipulated under the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.
- b. Nature of Duties: Mr. Nitin Rajore shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- c. This appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration, which shall be limited to provision of Salary, Benefits, Perquisites, Allowances, in lieu of such notice.
- d. The employment of the Executive Director, may be terminated by the Company without notice or payment in lieu of notice:
  - if the Executive Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate company to which he is required by the Agreement to render services; or
  - in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Executive Director, of any of the stipulations contained in the Agreement to be executed between the Company and the Executive Director; or
  - in the event the Board expresses its loss of confidence in the Executive Director.

**RESOLVED FURTHER THAT** any one of the Director or Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary, desirable and expedient to give effect to the above resolution."

**4. Re-appointment of Mr. Ratanlal Tikaram Goel (DIN: 07663394) as independent director for second term:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the rules made there under and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Ratanlal Tikaram Goel holding Director Identification Number 07663394, who was appointed as an Independent Director of the Company and who holds the office of the Independent Director upto November 30, 2021 and who is qualified & eligible to be re-appointed as an Independent director as per declarations submitted by him to the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years starting from December 01, 2021 upto November 30, 2026 and who would not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Director or Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary, desirable and expedient to give effect to the above resolution."

**5. Re-appointment of Ms. Sudha Santhanam (DIN: 06579108) as independent director for second term:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the rules made there under and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company, Ms. Sudha Santhanam holding Director Identification Number 06579108, who was appointed as an Independent Director of the Company and who holds the office of the Independent Director upto May 14, 2022 and who is qualified & eligible to be re-appointed as an Independent director as per declarations submitted by her to the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company for a second

term of five consecutive years starting from May 15, 2022 upto May 14, 2027 and who would not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Director or Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary, desirable and expedient to give effect to the resolution.”

By Order of the Board

**For RAJKUMAR FORGE LIMITED**

**Satish Kadrolli**

**Company Secretary & Compliance Officer**

**M. No. A43677**

**Date: August 14, 2021**

**Place: Pune**

**Registered Office:**

Office No. 511 to 513, Global Square,

S. No. 247, 14B, Yerawada, Pune

Maharashtra India-411006

CIN: L28910PN1990PLC056985

Website: <https://rkforge.in/>

E-mail ID: [secretarial@rkforge.in](mailto:secretarial@rkforge.in)

**NOTES:**

- 1) In view of the continuing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs (“MCA”) followed by Circular No. 20/2020 dated 5th May 2020, and Circular No. 02/2021 dated 13th January 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual general meeting (“AGM”) through Video Conferencing/ other audio-visual means (“VC/OAVM”), without physical presence of the members at common venue. Further, Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI Circulars”) also permitted the holding of the Annual General Meeting through VC / OAVM, without the physical presence of the Members at a common venue. In compliance of MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM (“AGM” or “e-AGM”). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM . The detailed procedure for participating in the meeting though VC/OAVM is annexed herewith.
- 2) The Board of Directors at its meeting held on June 26, 2021 has decided that the special businesses set out under item no. 3 to 5, being considered ‘unavoidable’, be transacted at the e-AGM of the Company
- 3) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), setting out the material facts of special business mentioned in item no. 3 to 5 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Companies Secretaries of India, in respect of Director seeking appointment at this AGM is annexed herewith.
- 4) The company has appointed National Securities Depository Limited (“NSDL”), to provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting of the e-AGM
- 5) Pursuant to the provisions of Section 91 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, September 14, 2021 to Monday, September 20, 2021** (both days inclusive).
- 6) Pursuant to the provisions of the Act, a member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his / her behalf and proxy need not be a member. Since this AGM is being held pursuant to MCA Circulars and SEBI Circulars through VC, physical attendance of Members has been dispensed with. Further as per the said Circulars, facility of appointment of proxies by Members under Section 105 of the Act, will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

- 7) Since the AGM will be held through VC / OAVM, the Route Map is not annexed hereto
- 8) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), 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 served basis.
- 9) 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. Members can attend and participate in the Annual General Meeting through VC / OAVM only.
- 10) The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are Link Intime India Private Limited. (Block No. 202, Akshay Complex, 2nd floor, near Ganesh Temple, Off Dhole Patil Road, Pune - 411 001).
- 11) **Dispatch Of Annual Report Through Electronic Mode:** In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2020-21 has been uploaded on the website of the Company at [www.rkforge.in](http://www.rkforge.in). The Notice of the AGM along with the Annual Report for the financial year 2020-21 is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. The Notice is also available on the website of the Stock Exchange, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 12) For members who have not registered their email id's so far, are requested to register their email id's for receiving all the communications including Annual Report, Notices from the Company electronically. Members are requested to respond to their messages and register their e-mail id and support the green initiative efforts of the Company.
- 13) Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of e-AGM, may temporarily get themselves registered with NSDL/Link InTime Pvt Ltd by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) for obtaining the same.
- 14) Members can avail the facility of nomination in respect of securities held by them in physical form by filing form SH-13, as prescribed under Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company/RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.
- 15) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars dated 8th April 2020, 13th April 2020 and 5th May 2020 the Company is providing facility of remote e voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 16) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
- 17) Members are requested to –
- intimate to their Depository Participant (DP), changes if any, in their names, registered addresses, email address, telephone / mobile numbers, and / or changes in their bank account details, if the shares are held in dematerialized form.
  - intimate to the Company's RTA, changes if any, in their names, registered addresses, email address, telephone / mobile numbers, and / or changes in their bank account details, if the shares are held in physical form (share certificates).
  - Non-Resident Indian members are requested to inform Company's RTA / respective DPs, immediately of:
    - Change in their residential status on return to India for permanent settlement.
    - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.



- iv. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
  - v. dematerialize their Physical Shares to Electronic Form (Demat) as in terms of Regulation 40 of the Listing Regulations, 2015, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. Accordingly, Company/ Link Intime Private Limited has stopped accepting any fresh lodgment of shares in physical form. Dematerialization of shares would help to eliminate risks associated with Physical Shares. Members can contact Registrar and Transfer Agents viz., Link Intime India Private Limited, Pune (Tel. No. 020-26160084) for assistance, if any, in this regard.
- 18) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective DP. Members holding shares in physical form are requested to submit their self- attested PAN Copy and original cancelled Cheque indicating bank account details to the Company or its Registrar & Transfer Agents. In case of residents of Sikkim the members holding shares in physical form are requested to give self-attested a valid Identity proof issued by Government.
- 19) Pursuant to Regulation 36(3) of the Listing Regulations, the information about the Director proposed to be appointed is given in the Annexure I to the Notice.
- 20) All the documents referred to in the Notice and Explanatory Statement along with other relevant documents will be made available for inspection by the Members on the website of the Company during the meeting.
- 21) Members desirous of getting any information about the accounts and / or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting through email on [secretarial@rkforge.in](mailto:secretarial@rkforge.in). The same will be replied by the Company suitably.
- 22) Registration of email ID and Bank Account details:**
- In case the shareholder's email ID is already registered with the Company / its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.
- In case the shareholder has not registered his /her / their email address with the Company / its RTA / Depositories and or not updated the Bank Account mandate, the following instructions to be followed:
- i. Kindly log in to the website of our RTA, Link Intime India Private Limited, [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email / Bank detail Registration - fill in the details and upload the required documents and submit weblike for the same is: [Link Intime India Pvt Ltd](http://Link Intime India Pvt Ltd) OR
  - ii. In the case of Shares held in Demat mode:
- The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
- 23) Members of the Company holding shares either in physical form or in electronic form as on the **cut-off date of Monday, September 13, 2021** may cast their vote by remote e-Voting. The remote e-Voting period commences on **Friday, September 17, 2021 at 9.00 a.m. (IST)** and ends on **Sunday, September 19, 2021 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before / during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of **Monday, September 13, 2020**.
- 24) Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Annual Report (including AGM Notice) and holds shares as on the cut-off date i.e. Monday, September 13, 2021 is requested to approach to RTA at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or to Company at [secretarial@rkforge.in](mailto:secretarial@rkforge.in)
- 25) CS Nishad Umranikar (FCS: 4910, CP: 3070), Partner, MSN & Associates, Company Secretaries, Pune has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting process at the AGM in a fair and transparent manner.
- 26) The Scrutinizer shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorized by him in writing, who shall countersign the same. The Chairman or the authorized Director shall declare the result of the voting forthwith.
- 27) The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company and uploaded on the Company's website [www.rkforge.in](http://www.rkforge.in) as well as on the website of Link Intime India Private Limited after the same is declared by the Chairman / authorized person. The Results shall also be simultaneously forwarded to the BSE (Stock Exchange). Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Monday, September 20, 2021

23) In case of joint holders, the Members whose name appear first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER**

The remote e-voting period begins on **Friday, September 17, 2021 at 09:00 A.M.** and ends on **Sunday, September 19, 2021 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, September 13, 2021**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, September 13, 2021**.

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>       </div>

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

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

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

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

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- 3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address at [nishad@msnassociates.in](mailto:nishad@msnassociates.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial@rkforge.in](mailto:secretarial@rkforge.in) and [sandip.pawar@linkintime.co.in](mailto:sandip.pawar@linkintime.co.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [secretarial@rkforge.in](mailto:secretarial@rkforge.in) and [sandip.pawar@linkintime.co.in](mailto:sandip.pawar@linkintime.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER**

Once the electronic voting is activated by the scrutinizer / moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the GM shall be the same person mentioned for Remote e-voting

**SPEAKER REGISTRATION**

1. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request at [secretarial@rkforge.in](mailto:secretarial@rkforge.in) from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at between **September 14 2021** (9:00 AM IST) and **September 17, 2021** (5:00 PM IST). Only those Members who have pre-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.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@rkforge.in](mailto:secretarial@rkforge.in) . The same will be replied by the company suitably.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 3:****Re-Appointment of Mr. Nitin Shyam Rajore (DIN: 01802633) as the Whole Time Director**

The members at their General Meeting held on January 31, 2017 and September 27, 2017 had approved of the appointment and payment of remuneration to Mr. Nitin Shyam Rajore ("Mr. Rajore") as Whole Time Director of the Company for a period of 5 years from December 01, 2016 upto November 30, 2021. Further, Board of Directors of the Company at their meeting held on June 26, 2021, based on the recommendation of the Nomination & Remuneration Committee, re-appointed Mr. Rajore as the Whole Time Director of the Company for a period of five years with effect from December 01, 2021 on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Act or any statutory amendment or relaxation thereof :

**Remuneration:** In terms of Schedule V of the Companies Act, 2013 read together with Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Managing Director shall be paid the following remuneration:

- i. Basic Salary: Rs. 3,72,600/- per month
- ii. Perquisites: In addition to above, the Whole Time Director shall be entitled to the following perquisites with an option to the Whole Time Director to receive the perquisites in any lawful combination as mutually agreed between him and the Board.

- a. Driver's Salary not exceeding Rs. 20,000/- per month;
- b. Company's car will be provided and maintenance whereof to be borne by the Company;
- c. Mobile Handset and Telephone Expenses; and
- d. Reimbursement of Mediciclaim premium up to Rs. 50,000/- per annum for self and family.
- e. Any other allowance, benefits and perquisites as per the Rules applicable to senior executives of the Company and/or which may be applicable in the future and/or any other allowance, benefit, perquisite as the Board of Directors may decide from time to time.

iii. **Commission:** Nil

iv. **Remuneration in the event of loss etc.:** Notwithstanding anything contained herein, in the event of any loss or absence or inadequacy of profit in any financial year, during the term of office of the Whole Time Director, the Company may subject to requisite approval, if any required, pay to the Whole time Director the such remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board from time to time by way of salary, perquisites, commissions and other benefits as minimum remuneration and that the perquisites pertaining to contribution to provident fund, super annuation fund, gratuity and leave encashment, if any as per policy of the Company shall not be included in the computation of the ceiling of remuneration Specified in Schedule V of the Act.

The main terms and conditions relating to the appointment of Mr. Rajore are as follows:

- a. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion deem fit, within the limits stipulated under the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.
- b. **Nature of Duties:** Mr. Nitin Rajore shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- c. This appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration, which shall be limited to provision of Salary, Benefits, Perquisites, Allowances, in lieu of such notice.
- d. The employment of the Executive Director, may be terminated by the Company without notice or payment in lieu of notice:
  - if the Executive Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate company to which he is required by the Agreement to render services; or
  - in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Executive Director, of any of the stipulations contained in the Agreement to be executed between the Company and the Executive Director; or
  - in the event the Board expresses its loss of confidence in the Executive Director.

This resolution is being proposed as a special resolution in view of, the relevant provisions of Schedule V to the Act requiring a special resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.

Mr. Rajore satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is also not disqualified from being re-appointed as a Director in terms of section 164 of the Act. The Company has also received a notice in writing under Section 160(1) of the Act from member proposing his candidature for the office of Director.

Details of Mr. Rajore seeking re-appointment at the 31st Annual General Meeting pursuant to Regulation 36(3) of the Listing Regulations are provided in the "Annexure I" to the Notice.

Mr. Rajore has vast experience of over 40 Years of experience in the field of Manufacturing. Having regard to the experience and knowledge, the Directors are of the view that the re-appointment of Mr. Rajore as Whole Time Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience. Accordingly, the Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Nitin Shyam Rajore under Section 190 of the Act.

Except Mr. Rajore, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members as Special Resolution.

**ITEM NO. 4:****Re-appointment of Mr. Ratanlal Tikaram Goel (DIN: 07663394) as independent director for second term**

Mr. Ratanlal Tikaram Goel ("Mr. Goel"), (DIN 07663394) age 59 years, was appointed as an Independent Director of the Company for the first term w.e.f December 01, 2016. He is a Chartered Accountant and Company Secretary by profession and holds a Master's degree in commerce and Bachelor's Degree in Law. He is specialized in the areas of Financial Management, Corporate Governance and tax planning with over 30 years of experience. Mr. Goel's first term of office as an Independent Director is upto November 30, 2021. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Goel being eligible and offering himself for re-appointment, is proposed to be reappointed as an Independent Director for a term of 5 (Five) consecutive years starting from December 01, 2021 upto November 30, 2026.

After considering the performance evaluation, the knowledge, acumen, expertise, experience and the substantial contribution by Mr. Goel to the Company during his first term of five years the Board of Directors is of the opinion that, Mr. Goel fulfils the conditions specified in the Companies Act, 2013 & rules made there under and the Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management. The Board of Directors considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Goel as an Independent Director.

The Nomination and Remuneration Committee and the Board of Directors had recommended re-appointment of Mr. Gole for second term of 5 (five) years on the Board of the Company as an Independent Director, not liable to retire by rotation for the approval by the shareholders of the Company.

Mr. Goel is not disqualified from being appointed as the Director in terms of Section 164 of the Act. The Company has received declaration from Mr. Goel that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of Listing Regulations. The Company has also received a notice in writing under Section 160(1) of the Act from member proposing his candidature for the office of Director.

Details of Mr. Goel seeking re-appointment at the 31st Annual General Meeting pursuant to Regulation 36(3) of the Listing Regulations are provided in the "Annexure I" to the Notice.

Except Mr. Goel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as Special Resolution.

**ITEM NO. 5:****Re-appointment of Ms. Sudha Santhanam (DIN: 06579108) as independent director for second term**

Mr. Sudha Santhanam ("Ms. Santhanam"), (DIN 06579108) age 62 years, was appointed as an Independent Director of the Company for the first term w.e.f May 15, 2017. She is a Chartered Accountant and Company Secretary by profession and holds a bachelor's degree in commerce. She is specialized in the areas of Financial Management, Corporate Governance and tax planning with over 30 years of experience. Ms. Santhanam's first term as an Independent Director is upto May 14, 2022. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Ms. Santhanam being eligible and offering herself for re-appointment, is proposed to be reappointed as an Independent Director for a term of 5 (Five) consecutive years starting from May 15, 2022 upto May 14, 2027.

After considering the performance evaluation, the knowledge, acumen, expertise, experience and the substantial contribution by Mr. Santhanam to the Company during her first term of five years the Board of Directors is of the opinion that, Ms. Santhanam fulfils the conditions specified in the Companies Act, 2013 & rules made there under and the Listing Regulations for her re-appointment as an Independent Director of the Company and is independent of the management. The Board of Directors considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Santhanam as an Independent Director.

The Nomination and Remuneration Committee and the Board of Directors had recommended re-appointment of Ms. Santhanam for second term of 5 (five) years on the Board of the Company as an Independent Director, not liable to retire by rotation for the approval by the shareholders of the Company.



Ms. Santhanam is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has also received declaration from Ms. Santhanam that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of Listing Regulations. The Company has received a notice in writing under Section 160(1) of the Act from member proposing her candidature for the office of Director.

Details of Ms. Santhanam seeking re-appointment at the 31st Annual General Meeting pursuant to Regulation 36(3) of the Listing Regulations are provided in the "Annexure I" to the Notice.

Except Ms. Santhanam, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members as Special Resolution.

By Order of the Board

**For RAJKUMAR FORGE LIMITED**

**Satish Kadrolli**

**Company Secretary & Compliance Officer**

**M. No. A43677**

**Date: August 14, 2021**

**Place: Pune**

**Registered Office:**

Office No. 511 to 513, Global Square,

S. No. 247, 14B, Yerawada, Pune

Maharashtra India-411006

CIN: L28910PN1990PLC056985

Website: <https://rkforge.in/>

E-mail ID: [secretarial@rkforge.in](mailto:secretarial@rkforge.in)

**ANNEXURE I TO ITEM NO. 03, 04 & 05 OF NOTICE**

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard 2 issued by the Institute of Company Secretaries of India and Additional Information as required under Schedule V of the Act, following information is furnished about the Directors proposed to be re-appointed:

<b>I. General Information</b>				
1	Nature of Industry	The Company is engaged in the business of manufacturing medium and heavy open die forgings for the domestic and export market. The major products which the Company deals in are mill roller shafts, gear shafts, tail bars, gear rings, blanks, table rolls, pinions, spindles, rolls for slab and continuous casters, blooming mill -and hot rolling mill roles, elongator rolls, wobblers and gearing components etc.		
2	Date or expected date of commencement of commercial production	The Company was incorporated on June 22, 1990. The existing plant of the Company is situated at Chakan, Pune and has commenced the Commercial Production for more than last 26 years.		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable		
4	Financial performance based on given indicators	2018-19 (₹ In lacs)	2019-20 (₹ In lacs)	2020-21 (₹ In lacs)
	Net Sales	5511.15	5087.76	4044.30
	Profit/(Loss) before Tax	390.18	558.60	439.04
	Net Profit/(Loss)	204.73	449.37	348.29
5	Foreign investments or collaborations, if any	NIL	NIL	NIL

<b>II. Information about the appointee</b>				
Name of Director	Mr. Arun Jindal	Mr. Nitin Shyam Rajore	Mr. Ratanlal Tikaram Goel	Ms. Sudha Santhanam
DIN	00121523	01802633	07663394	06579108
Date of Birth	November 11, 1960	May 09, 1961	February 09, 1962	May 28, 1959
Age	60 Years	60 Years	59 Years	62 Years
Date of First Appointment	December 01, 2016	December 01, 2016	December 01, 2016	May 15, 2017
Qualifications/ Brief Resume	BE. Mech Mr. Jindal has vast experience of forgings industry, He is also the Chairman and Managing Director of Western India Forgings Pvt Ltd.	BSc (Chemistry ) Hons Mr. Rajore has total experience of 40 years in the field of Manufacturing which includes overall management, administration, and finance.	Chartered Accountant, Company Secretary, Master's in Commerce and Bachelor's in Law. Mr. R T Goel has total experience of more than 30 Years in field of finance and Corporate Legal.	Chartered Accountant, Company Secretary & Bachelor's in Commerce. Ms. Santhanam has total experience of more than 30 Years in field of finance and Corporate Legal
Disclosure of Relationship between Directors interse	Not related to any of the Directors	Not related to any of the Directors	Not related to any of the Directors	Not related to any of the Directors
Experience (including expertise in specific area)	Business Operations, Strategy & Planning, Finance, Leadership, Human Resource, Sales & Marketing, Risk Management	Business Operations, Strategy & Planning, Finance, Leadership, Human Resource, Sales & Marketing, Risk Management	Finance, Leadership, Governance, Strategy & Planning, Risk Management, Human Resource.	Finance, Governance, Leadership, Risk Management, Strategy & Planning.
Number of Board Meetings attended during the year	5	5	5	5

List of other Indian Companies in which Directorship is held as on March 31, 2021	Listed Companies: NiL Unlisted Companies: 1. Western India Forgings Pvt Ltd 2. Kran Rader Private Limited 3. Orient Precision Engineering Pvt Ltd	Listed Companies: NiL Unlisted Companies: 1. Tristar Polymers Private Limited 2. Matushree Holdings Private Limited	Listed Companies: NiL Unlisted Companies: Nil	Listed Companies: NiL Unlisted Companies: Nil
Terms and Conditions of re-appointment	As an Non-Executive Chairman, Liable to retire by rotation	As Executive Director to be designated as Whole Time Director for second term of 5 years commencing from December 01, 2021, liable to retire by rotation.	As Non-Executive, Independent Director for the second term of 5 years commencing from December 01, 2021, not liable to retire by rotation.	As Non-Executive, Independent Director for the second term of 5 years commencing from May 15, 2022, not liable to retire by rotation.
	Entitled for sitting fees only.	Entitled for Remuneration as mentioned in Resolution along with authority to Board to revise the same..	Entitled for sitting fees only.	Entitled for sitting fees only
Remuneration last drawn (including sitting fees, if any)	Rs. 3,00,000	Rs. 44,02,105	Rs. 3,00,000	Rs. 3,00,000
Remuneration proposed to be paid	Rs. 3,00,000 as sitting fees for attending Board Meetings only	Rs. 44,71,200 and perquisites as mentioned in the notice.	Rs. 3,00,000 as sitting fees for attending Board Meetings only	Rs. 3,00,000 as sitting fees for attending Board Meetings only
Number of Shares held in the Company as on March 31, 2021	7,25,000	75,500	0	0

**III. Other Information**

1	Reasons of inadequate profits	In wake of wide spread Pandemic which has seen the unprecedented effects on world as well as on the operations of the Company.
2	Steps taken or proposed to be taken for improvement	Company is well equipped to cater the forgings needs across the globe and also various steps have been taken by new management for achieving operating efficiencies and controlling costs, alongside working on improvements in processes and controls.
3	Expected increase in the productivity and profit in measurable terms	The above measures undertaken are expected to yield positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company.