



# RAJKUMAR FORGE LTD.

18, Shivaji Co-Op Housing Society, Off Senapati Bapat Road, PUNE – 411 016 India.  
Phone: +91(20) 25639050/51/52 Fax: +91(20) 25639049  
Email: secretarial@rkforge.in www.rkforging.com

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

NOTICE be and is hereby given that an **Extraordinary General Meeting** (“EGM”) of shareholders of Rajkumar Forge Limited (the “Company”) will be held on Tuesday, the 31st Day of January, 2017 at 11 A.M. at Poona Club, 6, Bund Garden Road, Pune - 411001 Maharashtra, India), to transact the following businesses:

### SPECIAL BUSINESS

#### Item No.1

#### PAYMENT OF REMUNERATION TO MR. NITIN RAJORE, EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit , to pass the following resolution, with or without modification, if any as **Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013,(including any amendment/modification thereof) and subject to such other necessary approval(s), consent(s)or permission(s), if any as may be required, the consent of the Members of the Company be and is hereby accorded to -appoint Mr. Nitin Rajore (DIN: 01802633) as Executive Director of the Company, for a period of 5 years w. e. f 1'st December,2017 on the terms and remuneration as mentioned in the statement annexed hereto.”

“ **RESOLVED FURTHER THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such approvals as may be necessary, the Company is authorized to pay minimum remuneration to Mr. Nitin Rajore, Executive Director for the financial year, in which there is inadequacy or absence of profits during his tenure.

“ **RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

#### Item No 2

#### APPOINTMENT OF GOKHALE, TANKSALE AND GHATPANDE, CHARTERED ACCOUNTANTS, HAVING FIRM REGISTRATION NO 103277W AS STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31'ST MARCH,2017

To consider and if thought fit, to pass the following resolution, with or without modifications, if any, as **special resolution**:

“ **RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act,2013 and the rules made there under, and pursuant to the recommendations of the Audit Committee, the appointment of M/s Gokhale, Tanksale and Ghatpande Chartered Accountants , having Firm Registration No 103277W be and is hereby approved as Statutory Auditors of the Company, up to the ensuing Annual General Meeting of the Company.”

“ **RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with Auditors, in addition to reimbursement of all out of pocket expenses and applicable taxes, in connection with the audit of the accounts of the Company.”

For and on behalf of the Board of Directors

Rajkumar Forge Limited

Sd/-

ARUN JINDAL

Director

(Authorized vide resolution dated 6th January, 2017)

RAJKUMAR FORGE LIMITED

18,Shivaji Housing Society

Off. Senapati Bapat Road

Pune-411016,

Maharashtra, India

Date:6th January, 2017

Place: Pune

Registered Office

Rajkumar Forge Limited,

18, Shivaji Housing Society

Off Senapti Bapat Road

Pune-411016

Maharashtra, India

CIN-L28910PN1990PLC056985

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM OF THE COMPANY IS ENTITLED TO APPOINT ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EGM.**
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 , in respect of special resolutions set above is annexed hereto and forms part of this notice.
3. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**For and on behalf of the Board of Directors**  
**RAJKUMAR FORGE LIMITED**  
**Sd/- ARUN JINDAL**  
**DIRECTOR**  
**(Authorized vide resolution dated 6th January, 2017)**  
**RAJKUMAR FORGE LIMITED**  
**18, Shivaji Housing Society**  
**Off. Senapati Bapat Road**  
**Pune-411016,**  
**Maharashtra, India**

**Date: 6th January, 2017**  
**Place: Pune**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the EGM of the Company.

**Item No 1**

The Nomination and Remuneration Committee in its meeting held on 6th January, 2017 had reviewed remuneration of Executive Director of the Company and considering the current position of the Company and prevailing market conditions, recommended that the remuneration payable to Executive Director in financial year commencing from 2016-2017 shall be as detailed herein below which was approved by the Board and Nomination and Remuneration Committee.

The payment of remuneration to Mr. Nitin Rajore as stated above is subject to the approval of the Members. Except Mr. Nitin Rajore and his relatives, none of the Director and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at Item No 1 of the notice.

The information as required under Section II of Part II of the Schedule V of the Companies Act, 2013 :-

Name of whole time Director	Mr. Nitin Shyam Rajore
Basic Salary	Rs 2,50,000 Per Month

**Part A:**

a. **Gratuity** : which shall be limited to approximately 4.8% of the basic salary for each completed month, as per scheme of the Company not exceeding Rs. 12,000/- per month.

**Part B**

He shall be entitled to drivers salary not exceeding Rs. 15,000/- per month and Company’s car, maintenance to be borne by the Company. Mobile Handset and reimbursement of mobile bill.

The other information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below :

**I GENERAL INFORMATION**

1	Nature of Industry	Open Die Forgings			
2	Date or expected date of commencement of commercial production	Not Applicable ( The Company is an existing Company)			
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institution appearing in prospectus	Not applicable			
4	Financial performance based on given indicators	(Rs.)			
		Particulars	FY 15-16	FY 14-15	FY 13-14
		Total Revenue	123,364,903	266,625,947	331,387,033
		Profit After Tax	( 11,203,436)	10,606,811	2,530,704
5	Foreign investments or Collaborations, if any	NIL			

**II INFORMATION ABOUT EXECUTIVE DIRECTOR**

**1. Background details**

Name :	Nitin Shyam Rajore
Place of Permanent Residence:	Pune
Place Born and date	Pune 9 <sup>th</sup> May 1961
Schooling:	Bishops School Pune
College:	Fergusson College Pune.
Academics:	BSc (Chemistry ) Hons Career: 1981 to 1986 Worked in Nigeria as MD of Papiilon Industry Ltd ( A Plastic Moulding and Processing Unit) 986 to 2000 Started own venture in Plastics Injection Molding in the Name of Argee Platics (P) Ltd Bhosari Worked in the capacity of Promoter Director /Managing Director 1995 till date Started another Plastic Moulding Unit in the Name of Tristar Polymers (P) Ltd in the capacity of Promoter Director / Managing Director 2002 till date working as CEO Kran Rader ( A div of Western India Forgings (P) Ltd) a forging company

Exposed to Vast work experience of 36 years in the field of Manufacturing, which includes overall management and administration and Finance.

**2. Past remuneration of Mr. Nitin Rajore**

2013-2014	Rs.21,60,000
2014-2015	Rs.24,60,000
2015-2016	Rs.24,60,000

**3. Recognition or Awards**

Nil

**4. Job profile and his suitability**

Mr. Nitin Rajore being the whole time director of the Company will be responsible for leading Rajkumar Forge's strategic alliance initiative and leveraging growth opportunities in addition to overseeing all the functions of the Company.

**5. Remuneration Proposed**

As per details given in the Item No 1 of statement annexed to Notice.

**6. Comparative remuneration profile with respect to Industry, size of the Company ,profile of the position and person ( in case of expatriates the relevant details would be of the country of his origin)**

The remuneration payable to Executive Director has been benchmarked with the remuneration being drawn by similar positions in Forging Industry and has been considered by the Nomination and Remuneration Committee of the Company at their meeting held on 6th January, 2017.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel , if any**

The Executive Director have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration and shareholding in the Company.

**III OTHER INFORMATION**

**1. Reasons of loss or inadequate profits :**

Performance of the Company in the last few financial years has been impacted due to slowdown in global and Indian economies due to steep fall in crude oil prices .The profits have been impacted negatively.

**2. Steps taken or proposed to be taken for improvement:**

The Company will remain committed to generating superior returns for its stakeholders by diversification in its activities and by exploring new markets for its products.

**3. Expected increase in productivity and profits in measurable terms :**

RKF'S margins are low in the financial year 2015-2016 due to adverse impact of operating leverage in forging business. As demand for open die forgings pick up , the margins and profits would improve. The Company expects growth in its business in near future.

**Item No 2**

As M/S Haribhakti and Company, LLP, Chartered Accountants, Pune has resigned on 6th January, 2017 from post of Statutory Auditor of the Company. Hence, for the audit of accounts for the year 2016-2017, the Board has appointed Gokhale, Tanksale & Ghatpande, Chartered Accountants, Pune, FRN NO 103277W as Statutory Auditor of the Company pursuant to the provisions of Section 139(8) of the Companies Act 2013. Since the appointment needs to be also approved by the shareholders in general meeting .The Board recommends the resolution for approval by the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the company are in any manner, financially or otherwise ,concerned or interested in the resolution.

**For and on behalf of the Board of Directors**

**RAJKUMAR FORGE LIMITED**

**Sd/-**

**ARUN JINDAL**

**DIRECTOR**

**(Authorized vide resolution dated 6th January, 2017)**

**Registered Office**

**18,Shivaji Housing Society**

**Off. Senapati Bapat Road**

**Pune-411016,**

**Maharashtra, India**

**Date: 6th January, 2017**

**Place: Pune**

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## EXTRA ORDINARY GENERAL MEETING

### ATTENDANCE SLIP

DP ID	Client Id	Folio No	No of shares

Name : .....

Address : .....  
.....

Name of Proxy : .....  
( To be filled in, if the Proxy attends instead of member)

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company on Tuesday the 31st day of January, 2017 at 11 A.M. at Poona Club Limited ,6, Bund Garden Road, Pune - 411 001.

#### SIGNATURE OF THE ATTENDING MEMBER/PROXY

#### NOTE:

1. Member/ Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.







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## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act,2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the member(s)</b>		<b>e-mail id</b>	
<b>Registered Address</b>		<b>Folio No / Client Id</b>	
		<b>DP ID</b>	

I/ We, being member(s) holding ----- shares of Rajkumar Forge Limited, hereby appoint

1.------(Name) of -----( Address) having e-mail id -----

-----or failing him

2.------(Name) of -----( Address) having e-mail id -----

-----or failing him

3.------(Name) of -----( Address) having e-mail id -----

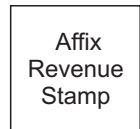
-----or failing him

And whose signature(s) are appended below , as my/our proxy to attend and vote( on poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday the 31st day of January 2017 at 11.00 A.M. at Poona Club Limited and at any adjournment thereof in respect of such resolution as are indicated below :

Sr No		For	Against
<b>Special Business</b>			
1	Approval of remuneration of Mr. Nitin Rajore, Executive Director		
2	Approval of appointment of Gokhale, Tanksale and Ghatpande as Statutory Auditors of the Company in casual vacancy caused by resignation of Haribhakati and Company,LLP, Statutory Auditors of the Company		

Signed this.....day of .....2017

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Signature of shareholder



Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of he Meeting.**





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## **BALLOT FORM** **(In Lieu of E-Voting at AGM)**

1	Name of Sole/ First member
2	Names of Joint Member(s) if any
3	Registered Folio No / DP Id No/Client id No
4	Number of shares held
5	I/We hereby exercise my/our vote in respect of the resolutions to be passed through E-Voting for the business stated in the EGM Notice dated 6th January, 2017 of the Company to be held on Tuesday 31st day of January, 2017, by conveying my/our assent or dissent to the said resolutions by pacing (✓) mark at the appropriate mark below.

Item No	Description of Resolution ( For details, refer notice of Extra Ordinary General Meeting dated 6th January, 2017	I assent to the resolution	I dissent to the resolution	I abstain to the resolution
1	Approval of remuneration of Mr. Nitin Rajore, Executive Director			
2	Approval of appointment of Gokhale, Tanksale and Ghatpande as Statutory Auditors in casual vacancy caused by resignation of Haribhakati and Company, LLP, Statutory Auditors of the Company			

Place :  
Date :

\_\_\_\_\_  
Signature of Member

