



# **SAMRAT FORGINGS LIMITED**

**CIN: L28910PB1981PLC056444**

**Regd. Office & Unit I** : Village & P.O. Ghollu Majra, Tehsil Derabassi, Distt. Mohali, Punjab - 140506 India

**Unit II (Machining Division)** : Village & P.O. Bhankarpur, Distt. Mohali, Punjab - 140 201 India

Tel. (P.B.X.) : +91-92572 40444, E-mail: [info@samratforgings.com](mailto:info@samratforgings.com)

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



SFL/2024-25/198

Dated: 05.09.2024

**Corporate Relationship Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001**

**Scrip Code: 543229**

**Sub: Notice of 43<sup>rd</sup> Annual General Meeting and E-Voting**

Dear Sir,

Please find enclosed herewith Notice of the 43<sup>rd</sup> Annual General Meeting (AGM) of the Company, sent through electronic mode to the Members of the Company and to others entitled to receive the notice through permitted mode on 5<sup>th</sup> September, 2024. The 43<sup>rd</sup> AGM of the Company will be held on Monday, 30<sup>th</sup> September, 2024 at 11:30 A.M. through Video Conferencing / Other Audio Visual Means.

Further, please be informed that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility for voting in electronic means to its members to enable them to cast their votes electronically through remote e-voting and also to exercise their right to vote at the 43<sup>rd</sup> AGM by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services Limited (CDSL).

The instructions for e-voting are given in the Notes to the Notices of AGM. The remote e-voting will commence on Friday, 27<sup>th</sup> September, 2024 at 09:00 A.M. and will end on Sunday, 29<sup>th</sup> September, 2024 at 05:00 P.M. The e-voting module shall be disabled by CDSL for voting thereafter and remote e-voting shall not be allowed beyond the said date and time. Facility of e-voting during the AGM will also be available and the members attending the AGM who have not already casted their vote by remote e-voting shall be able to exercise their right to vote during the AGM. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be entitled to vote again at the AGM.

The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on Monday, 23<sup>rd</sup> September, 2024 (Cut-Off date). A member as on the Cut-Off date shall only be entitled to avail the remote e-voting facility or to vote at the AGM.

The Annual Report of the Company for the Financial Year 2023-24 containing inter alia the Notice of the 43<sup>rd</sup> AGM has been displayed and can be downloaded from the website of the company [www.samratforgings.com](http://www.samratforgings.com). Notice of the 43<sup>rd</sup> AGM has been uploaded on the website of the Company under weblink <https://samratforgings.com/wp-content/uploads/2024/09/Notice-of-AGM-2024.pdf>. The Notice of the 43<sup>rd</sup> AGM has also been displayed on the website of CDSL i.e. the agency providing the services of e-voting at [www.evotingindia.com](http://www.evotingindia.com) and on the website of BSE Ltd at [www.bseindia.com](http://www.bseindia.com).

You are requested to kindly take the same on your record.

Thanking you,

Yours faithfully,

**For Samrat Forgings Limited**

**Sandeep Kumar**  
**Company Secretary**  
**FCS 9075**

Encl: As above

CC to:

National Securities Depository Limited, Trade World, A Wing, 4 <sup>th</sup> Floor, Kamala Parel, Mumbai - 400013	Central Depository Services (India) Limited, Marathon Futurex, A Wing, 25 <sup>th</sup> Floor, NM Joshi Marg, Lower Parel, Mumbai - 400013
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Tel. (P.B.X.) : +91-92572 40444, E-mail: info@samratforgings.com

Website: www.samratforgings.com



## **NOTICE**

**Notice is hereby given that the 43rd Annual General Meeting of Samrat Forgings Limited will be held on Monday, the 30<sup>th</sup> day of September, 2024 at 11:30 A.M. 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 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon, and in this regard, pass the following resolution as an Ordinary Resolution:-**

**"RESOLVED THAT** the Audited Financial Statements of the Company, Report of the Board of Directors and the Auditors' thereon for the financial year ended on March 31, 2024 alongwith Annexures as laid before this Annual General Meeting be and are hereby received, considered, approved and adopted."

- 2. To appoint a Director in place of Mrs. Bindu Chowdhary (DIN: 01154263), who retires by rotation and, being eligible, offers herself for re-appointment, and in this regard, pass the following resolution as a Special Resolution: -**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013 and Rules framed thereunder, along with Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or re-enactment thereof for the time being in force), the extant Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities including but not limited to the Securities Exchange Board of India, and as per the provisions of Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the company, be and is hereby accorded to the reappointment of Smt. Bindu Chowdhary (DIN 01154263), who having attained the age of about Eighty Four (84) years, offers herself for reappointment as Non Executive Non-Independent Director of the Company, liable to retire by rotation."

### **SPECIAL BUSINESS**

- 3. Appointment of Statutory Auditor to fill casual vacancy**

**To appoint Statutory Auditors of the Company and to fix their remuneration and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s Rattan Kaur & Associates, Chartered Accountants (Firm Registration No. 022513N) be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by resignation of M/s Rajesh Aggarwal & Associates, Chartered Accountants, to hold the office from August 15, 2024, until the conclusion of the 43<sup>rd</sup> Annual General Meeting of the Company, as such remuneration and reimbursement of out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and approved by the Board of Directors of the Company."

#### 4. Appointment of Statutory Auditors

**To appoint Statutory Auditors of the Company and to fix their remuneration 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment (s) thereof for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company M/s Rattan Kaur & Associates, Chartered Accountants (Firm Registration No. 022513N) be and are hereby appointed as Statutory Auditor of the Company, to hold the office for a period of 5 (five) consecutive years from the conclusion of this 43<sup>rd</sup> Annual General Meeting till the conclusion of 48<sup>th</sup> Annual General Meeting to be held in the calendar year 2029, at such remuneration and reimbursement of out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and approved by the Board of Directors of the Company.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in this, be and is hereby authorized to do all such acts, deeds, and things, as it may in its absolute discretion deem necessary, proper or desirable in this regard.”

#### 5. To appoint Mrs. Amita Arora (DIN: 10752924) as an Independent Director

**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 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Mrs. Amita Arora (DIN: 10752924) who was appointed as an Additional Director (Non-Executive Independent) w.e.f. 31.08.2024, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, who holds office as such up to the date of ensuing Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act be and is hereby, appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years from the original date of appointment i.e. August 31, 2024 to August 30, 2029.”

#### 6. Re- Appointment of Ms Niveta Sharma (DIN: 08056816) as an Independent Director of the Company

**To consider and if thought fit, to pass, the following as special resolution: -**

“**RESOLVED THAT** pursuant to provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘Listing Regulations’) and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms Niveta Sharma (DIN: 08056816), who was appointed as an independent director of the Company for a term of five years up to 14<sup>th</sup> November, 2024 and is eligible for re-appointment as an independent director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner and considering the report of her performance evaluation for the year 2023-24, be and is hereby re-appointed as an independent director on the Board of the Company for a second term of five consecutive years, effective from 15<sup>th</sup> November, 2024 to 14<sup>th</sup> November, 2029.

**FURTHER RESOLVED THAT** pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Ms Niveta Sharma be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

**7. To Ratify the remuneration to Cost Auditors**

**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 148 and other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the remuneration payable to M/s. Balwinder & Associates, Cost Accountants (Firm Registration No.: 000201) appointed as the Cost Auditors of the Company, to conduct an audit of the cost records of the Company for the Financial Year ending on March 31, 2025, at Rs. 40,000/- (Rupees Forty Thousand Only) plus all applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or the Chief Financial Officer and / or the Company Secretary be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto.”

Regd. Office:  
Village & P.O. Ghollu Majra, Tehsil Derabassi,  
Distt. Mohali, Punjab 140506  
Email: info@samratforgings.com  
CIN: L28910PB1981PLC056444  
Date: 27.08.2024

By order of the Board of Directors  
**For Samrat Forgings Limited**

Sd/-  
**(Sandeep Kumar)**  
**Company Secretary**  
**FCS-9075**

## NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the special business under Item No. 3 to 5 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8th April 2020, No. 17/ 2020 dated 13th April, 2020, No. 20/2020 dated 5th May, 2020, 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 ("collectively referred to as MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167, dated 7th October, 2023 (collectively referred to as "SEBI Circulars"), permitted the companies for holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and above referred MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the meeting shall be registered office of the Company at Village & P.O. Ghollu Majra, Tehsil Derabassi, Distt. Mohali, Punjab - 140506.

The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 21.

3. As this AGM is being held through VC/OAVM, 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 to this Notice. The Route Map is also not required to be annexed to the Notice.
4. The facility for joining AGM through VC/OVAM will be available to all the Members, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 30 (thirty) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 30 (thirty) minutes after the scheduled time.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Institutional Investors / Corporate Shareholders (i.e. other than Individual / HUF / NRI etc) can appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC / OAVM or to vote through remote e-Voting. They are requested to send a certified copy of the Board Resolution of authorization to the Scrutinizer by e-mail at [kanwalcs@gmail.com](mailto:kanwalcs@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
7. In case of Joint Holders attending the AGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote.
8. Only bona fide members of the Company, whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/ OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
9. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to inspect, may send their request through an email at [sandeepsharma@samratforgings.com](mailto:sandeepsharma@samratforgings.com) up to the date of AGM.
10. In line with the aforesaid MCA and SEBI circulars, the notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 has been uploaded on the Company's website

www.samratforgings.com and may also be accessed from the relevant section of the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of CDSL at www.evotingindia.com.

11. M/s Mas Services Ltd, having their office at T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi - 110 020, Tel. 011-26387281, 282, 283, Email: investor@masserv.com are the Company's Registrar and Share Transfer Agent ("RTA") for its Share Registry Work (Physical and Electronic).
12. The Register of Members and Share Transfer Books of the Company will remain closed from 26.09.2024 to 30.09.2024 (both days inclusive).
13. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of the listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of this and to eliminate all risks associated with physical shares, Members are advised to dematerialize shares held by them in physical form. Members can contact the Company's Registrar and Share Transfer Agents M/s Mas Services Ltd for assistance in this matter.
14. 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 RTA to do the needful.
15. Members holding shares in dematerialized mode who have not registered / updated their email addresses are requested to register / update their email addresses with the relevant Depository Participants.

Members holding shares in physical mode may please note that the Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by all the shareholders who are holding their shares in physical form.

In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN;
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature (in Form ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14.

All of above required documents/details shall be provided to RTA at investor@masserv.com and send the documents to RTA. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://samratforgings.com/investors/downloads/>

The shareholders can also download the forms mentioned in SEBI circular from the website of RTA i.e. www.masserv.com.

16. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8, dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://samratforgings.com/investors/downloads/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Further, SEBI, vide its circular dated 3rd November, 2021 (subsequently amended by circulars dated 14th December, 2021, 16th March, 2023 and 17th November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or

Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1st April, 2024, only upon furnishing all the aforesaid details to the Company's Registrar and Share Transfer Agent. The relevant FAQs published by SEBI in this regard on its website can be viewed at [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)

17. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members can avail of the facility of nomination in respect of shares held by them. Members desiring to avail of this facility may send their nomination in the prescribed Form SH-13 duly filled in. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms can be downloaded from downloads link under Investors page at the Company's website at [www.samratforgings.com](http://www.samratforgings.com). Members are requested to submit the said forms to their DP in case the shares are held in electronic form and to the RTA at [investor@masserv.com](mailto:investor@masserv.com) in case the shares are held in physical form by quoting their Folio No.
18. Members holding shares in demat form are requested to:
  - i. Intimate their latest bank account details viz. name and address of the branch of the bank with 9 digit MICR code of the branch & 11 digit IFSC code, type of account and account number, to the respective depository participant.
  - ii. Intimate changes, if any, pertaining to their registered addresses, email address, telephone/mobile numbers, specimen signatures (duly attested by the bank), nomination, etc. to their respective depository participants.
19. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary of the Company by 23<sup>rd</sup> September, 2024.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [sandeepsharma@samratforgings.com](mailto:sandeepsharma@samratforgings.com) at least 7 (seven) days prior to the AGM. Those Members who have registered themselves as a speaker will only 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.

Relevant documents referred to in the accompanying Notice shall be available for inspection by the Members through electronic mode on the basis of request being sent on [sandeepsharma@samratforgings.com](mailto:sandeepsharma@samratforgings.com).

20. Appointment /Re-appointment of Director

Mrs. Amita Arora (DIN: 10752924) who was appointed as Additional Director (Non-Executive Independent) w.e.f. August 31, 2024, is proposed to be regularized as an Independent Director of the Company in the forthcoming Annual General Meeting.

Ms Niveta Sharma (DIN: 08056816), whose term of appointment as Independent Director is upto 14<sup>th</sup> November, 2024 is proposed to be reappointed for another term of five years i.e. from 15<sup>th</sup> November, 2024 to 14<sup>th</sup> November, 2029.

Further, Mrs. Bindu Chowdhary (DIN: 01154263) shall retire by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for re-appointment.

Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM, are annexed hereto and marked as Annexure A, forms part of the Notice.

21. Voting through Electronic means:

- i. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its members to exercise their right to vote in respect to the business to be transacted at the AGM. For this purpose, the Company has availed the services



from Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised agency. The facility to cast the votes by the members using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- II. The Members can join the AGM through VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
- III. The remote e-Voting period commences on 27<sup>th</sup> September, 2024 at 9:00 AM and ends on 29<sup>th</sup> September, 2024 at 5:00 PM. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September, 2024, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. 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 only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2024, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com or to the Company's Registrar and Share Transfer Agent at investor@masserv.com.
- IV. Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who could not cast their vote by remote e-Voting. They will be eligible to exercise their right to vote during the AGM. Members could have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
- V. Pursuant to SEBI Circular No. SEBI/HO/FD/ CMD/CIR/P/2020/242 dated December 9, 2020, under regulation 44 of the Listing Regulations; listed companies are required to provide remote e-voting facility to its shareholders in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional member's / retail member's is at a negligible level. Currently there are multiple e-voting service providers ("ESPs") providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication, but also enhancing ease and convenience of participating in e-voting process.
- VI. In view of the aforesaid SEBI Circular dated December 9, 2020, individual shareholders holding shares 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.

Pursuant to the above said SEBI Circular, Login method for e-voting and joining the AGM through VC for individual shareholders holding shares in demat mode is given below:

Type of Member	Login Methods
<b>Individual shareholders holding shares in demat mode with CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URLs 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 Login icon and select New System Myeasi.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email ID 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>
<p><b>Individual member holding shares in demat mode with NSDL</b></p>	<p>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 “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p><b>Individual member (holding shares in demat mode) login through their Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, 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. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider’s website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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

**Login method for e-voting and joining virtual meeting for physical shareholders and shareholders other than individual holding shares in Demat form is as under:**

1. The shareholder should log on to the remote e-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on 'Shareholders' module
3. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digit Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. If you are a first time user follow the steps given below:

	<b>For physical shareholders and other than individual shareholders holding shares in Demat 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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR 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.</li> </ul>

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders 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 on resolutions of any other company in 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.
9. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for Samrat Forgings Limited which is 240904091.
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by you by clicking on "Click here to print" option on the Voting page.
16. If 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.
17. **Note for Non-Individual Shareholders and Custodians – For Remote e-voting only:**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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 Users 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.
  - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorised signatories who are authorised to vote, to the Scrutinizer at [kanwalcs@gmail.com](mailto:kanwalcs@gmail.com) and to the company at the email address viz. [sandeepsharma@samraforgings.com](mailto:sandeepsharma@samraforgings.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-voting from the e-voting system, 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) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, CDSL, A, Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORY**

1. For physical shareholders – please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders – please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat Shareholders – please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM AND E-VOTING DURING AGM ARE AS UNDER:**

- I. The procedure for attending the AGM and e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- II. The link for VC / OAVM to attend AGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- III. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- IV. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.  
Further, Shareholders will be required to allow camera and use internet connection with a good speed to avoid any disturbance during the meeting.
- V. 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.
- VI. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to the meeting mentioning their name, demat account number / folio number, email id, mobile number at sandeepsharma@samratforgings.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at sandeepsharma@samratforgings.com. These queries will be replied to by the Company suitably by email.
- VII. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the meeting.
- VIII. Only those 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 available during the AGM.
- IX. If any votes are cast by the Shareholders through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

## **GENERAL INSTRUCTIONS**

- i. Mr. Kanwaljit Singh, Practicing Company Secretary (Certificate of Practice No. 5870) has been appointed as the Scrutinizer to scrutinize remote e-voting process before the AGM as well as remote e-voting during the meeting in a fair and transparent manner.
- ii. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast and make, not later than 2 working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.
- iii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.samratforgings.com](http://www.samratforgings.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the results are declared. The Company shall simultaneously forward the results to BSE Limited ("BSE").
- iv. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on 23rd September, 2024.

- v. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. 30th September, 2024.

Regd. Office:  
Village & P.O. Ghollu Majra, Tehsil Derabassi,  
Distt. Mohali, Punjab – 140506  
Email: info@samratforgings.com  
CIN: L28910PB1981PLC056444  
Date: 27.08.2024

By order of the Board of Directors  
**For Samrat Forgings Limited**

Sd/-  
**(Sandeep Kumar)**  
**Company Secretary**  
**FCS-9075**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NO. 2**

Smt. Bindu Chowdhary (DIN: 01154263), aged about 84 (eighty four) years, Non-Executive Non Independent Director of the Company, retires by rotation at the ensuing Annual General Meeting (“AGM”) and being eligible seeks re-appointment under Item No. 2 of this Notice.

In accordance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 consent of the members is required to appoint/continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy-five) years. Accordingly, consent of the members by way of Special Resolution is sought for the continuation of Directorship of Smt. Bindu Chowdhary, who has attained the age of about 84 (eighty four) years.

The Board of Directors, upon recommendation of Nomination and Remuneration Committee, in its meeting held on 27.08.2024, has recommended the Continuation of Directorship of Smt. Bindu Chowdhary, Non-Executive Non Independent Director of the Company, till the date she retires by rotation in terms of Section 152 of the Companies Act, 2013, subject to the approval of the members of the Company at the ensuing Annual General Meeting. A brief justification for her continuation of Directorship as Non-Executive Director of the Company is as under:

Smt. Bindu Chowdhary is a promoter of the Company. She has wide and varied experience of more than four decades in business management and making and implementing the business strategies. The Company is benefitted from her vision and vast experience in the various industrial fields and her contribution towards the growth of the Company.

A brief resume of Smt. Bindu Chowdhary, the nature of her expertise, Directorships held in other companies, Committee Memberships/ Chairmanships, her shareholding etc., is separately annexed to the Notice of AGM.

The Board recommends the Special Resolution as set out in Item No. 2 for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Smt. Bindu Chowdhary (whose continuation of directorship is proposed in the resolution) is in any way concerned or interested financially or otherwise in the resolution mentioned at Item No. 2 of the accompanying notice.

### **ITEM NO. 3**

The Members of the Company at its 40<sup>th</sup> Annual General Meeting (AGM) held on 30<sup>th</sup> September, 2022 had appointed M/s Rajesh Aggarwal & Associates, Chartered Accountants (Firm Registration No. 009831N) as Statutory Auditors of the Company to hold office from the conclusion of 40<sup>th</sup> AGM till the conclusion of 45<sup>th</sup> AGM of the Company.

M/s Rajesh Aggarwal & Associates, Chartered Accountants vide their letter dated August 10, 2024 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors in its meeting held on August 14, 2024, as per the recommendation of the Audit Committee and pursuant to the provisions of Section 139(8) of the Companies Act, 2013 has appointed M/s Rattan Kaur & Associates, Chartered Accountants (Firm Registration No. 022513N), to hold office as Statutory Auditor of the Company till the conclusion of 43<sup>rd</sup> Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s Rajesh Aggarwal & Associates subject to the approval by the members at the 43<sup>rd</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommend by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s Rattan Kaur & Associates, Chartered Accountants to act as Statutory Auditor of the Company in place of M/s Rajesh Aggarwal & Associates, Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

#### **ITEM NO. 4**

The Board of Directors in its meeting held on August 27, 2024, as per the recommendation of Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, recommended the appointment of M/s Rattan Kaur & Associates, Chartered Accountants (Firm Registration No. 022513N), as Statutory Auditors of the Company, on the basis of review of their audit experience, clients served, technical knowledge, etc. to hold office for a period of five years, from the conclusion of the 43<sup>rd</sup> Annual General Meeting, till the conclusion of 48<sup>th</sup> Annual General Meeting of the Company to be held in the year 2029. The fee for Statutory Audit and Limited Review proposed to be paid to M/s Rattan Kaur & Associates for the Financial Year 2024-25 is Rs. 1.50 lacs plus applicable taxes and reimbursement of out of pocket expenses. The proposed fee amount is the same as the company has paid to the former auditors for the Financial Year 2023-24.

The Company has received consent letter and eligibility certificate from M/s Rattan Kaur & Associates, Chartered Accountants to act as Statutory Auditor of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

#### **Brief profile of M/s Rattan Kaur & Associates:**

M/s Rattan Kaur & Associates, Chartered Accountants ("the Audit Firm) was established in the year 2009. It is a partnership firm based at Chandigarh having Peer Review Certificate Number 014929 valid till 31.01.2027. The firm has rich experience of Statutory Audit, Tax Audit, Internal Audit, concurrent audit etc. The firm provide their audit and advisory services to various Banks, NBFC's, Corporates and Government Companies etc.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

#### **ITEM NO. 5**

On the recommendation of Nomination & Remuneration Committee Mrs. Amita Arora (DIN: 10752924) was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board with effect from August 31, 2024. In accordance to the provisions of section 161 of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), she will hold office upto the date of the forthcoming Annual General Meeting of the Company. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

She is an Advocate by profession and has rich experience in the field of legal practice, consultancy and advisory service. The Board, upon recommendation of the Nomination and Remuneration Committee, is of the view that Mrs. Amita Arora's varied experience will be of immense value to the Company and, therefore, recommends her appointment as an Independent Director of the Company for a period of five years from the original date of appointment i.e. August 31, 2024, to the members in terms of Resolution set out in Item No. 5 of the Notice. The Company has received a declaration from Mrs. Amita Arora declaring that she meets the criteria of independence as provided under Section 146(9) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment. Also, the Company has received a notice in writing in terms of Section 160(1) of the Act recommending him to be appointed as an Independent Director of the Company.

In the opinion of the Board, Mrs. Amita Arora fulfills the conditions required to be fulfilled for being appointed as an Independent Directors of the Company as per the provisions of Act and Listing Regulations. Except for Mrs. Amita Arora being the appointee, none of the Directors or key managerial personnel of the Company or their relatives is/are, in any way concerned or interested in the proposed resolution as set out in Item Nos. 5 of this Notice.



The Directors recommend the Resolution set out at Item No. 5 of the Notice to be passed by the Members as a Special Resolution.

## **ITEM NO. 6**

Ms Niveta Sharma was appointed as Independent Director of the Company for a term of 5 (Five) years starting from November 15, 2019 upto November 14, 2024. The Nomination and Remuneration Committee and the Board of Directors at their Meetings held on August 27, 2024, had recommended re-appointment of Ms Niveta Sharma as the Non- Executive Independent Director of the Company, subject to the approval of the Members, for a second term starting from November 15, 2024 upto November 14, 2029.

The Company has received the consent from the said director and also her declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board, based on her performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and expertise in the relevant field and valuable contribution made by the Director during her tenure, continued association of Ms Niveta Sharma would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director.

Ms Niveta Sharma is independent of the management of the Company and in the opinion of the Board of Directors of the Company, she fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as the Independent Director of the Company. A copy of the draft letter of appointment in respect of Independent Director setting out the terms and conditions would be available for inspection without any fee to the Members upto the date of AGM at the Registered Office of the Company during all days between 10:00 am to 04:00 pm excluding Sundays and Public Holidays.

### **Brief profile of Ms Niveta Sharma as under:**

Ms Niveta Sharma is a Company Secretary by profession having rich professional experience of ten years to her credit. She serves as a Director on the Board of various public limited companies. She has an expertise in secretarial, listing, corporate governance and financial matter and her association with the Company as an independent director is very advantageous to gain the advisory services from her in various aspects.

Detailed disclosure of the profile and other credentials of Ms Niveta Sharma is given in the annexure to this Notice. Other than Ms Niveta Sharma and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution as set out in Item Nos. 6 of this Notice. The Board recommends the Special Resolution as set out at Item Nos. 6 of the Notice for approval by the Members.

## **ITEM NO. 7**

The Board of Directors of the Company, on recommendation of the Audit Committee, approved the appointment of M/s Balwinder & Associates, Cost Accountants (Firm Registration No. 000201) as the Cost Auditor of the Company to conduct audit of the cost records of the Company for the financial year 2024-25 on a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes and reimbursement of out of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the Directors / Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

Regd. Office:  
Village & P.O. Ghollu Majra, Tehsil Derabassi,  
Distt. Mohali, Punjab 140506  
Email: info@samratforgings.com  
CIN: L28910PB1981PLC056444  
Date: 27.08.2024

By order of the Board of Directors  
**For Samrat Forgings Limited**

Sd/-  
**(Sandeep Kumar)**  
**Company Secretary**  
**FCS-9075**

**ADDITIONAL INFORMATION OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 43<sup>RD</sup> ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015] AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:**

<b>Name of the Director</b>	<b>Mrs. Amita Arora</b>	<b>Ms Niveta Sharma</b>	<b>Mrs. Bindu Chowdhary</b>
Director Identification Number (DIN)	10752924	08056816	01154263
Date of Birth	10.04.1963	06.03.1992	13.04.1940
Age (in years)	61	32	84
Nationality	Indian	Indian	Indian
Date of appointment	31.08.2024	15.11.2019	25.04.1990
Qualification	B.A. (Hons) LLB	B.Com, ACS	B.A.
Experience (including expertise in specific functional area)	Extensive experience of more than three decades in legal practice, consultancy and advisory services.	Rich experience of around ten years of Secretarial, Legal, Listing and Finance fields.	Vast experience of more than four decades in Business Administration and Management.
Brief Resume	Mrs. Amita Arora is an Advocate by profession. She is practicing in legal field from the past more than thirty years and represent her corporate as well as non corporate clients before the Courts, Tribunals and other Judicial and Non Judicial Authorities. She also serves as legal consultant and counsel to various corporate and non corporate clients on retainership or assignment basis before the National Company Law Tribunal.	Ms Niveta Sharma is Company Secretary by profession. She is serving as director of various companies. She has rich experience of Secretarial, Legal, Listing and Accounts fields and contributing in strategic planning, corporate governance and managerial decision of the companies.	Mrs. Bindu Chowdhary is graduate by qualification and she is the non executive promoter director of the Company since 1990. During her business carrier of more than four decades she has held directorship in various companies. She has enriched experience of management and business administration and contributing successfully to the company in strategic management and business planning.
List of Directorship	<b>Listed entities:</b> Samrat Forgings Ltd <b>Others:</b> Nil	<b>Listed entities:</b> Samrat Forgings Ltd <b>Others:</b> Cheema Boilers Ltd Spray Engineering Devices Ltd Leeford Healthcare Ltd Ind Sphinx Precision Ltd	<b>Listed entities:</b> Samrat Forgings Ltd <b>Others:</b> Jandwani Poly Products Pvt Ltd
Committee Membership	Nil	<b>Samrat Forgings Ltd:</b> Audit Committee (Member) Stakeholders Relationship Committee (Member) Nomination and Remuneration Committee (Chairperson) <b>Others:</b> Nil	<b>Samrat Forgings Ltd:</b> Stakeholders Relationship Committee (Member) <b>Others:</b> Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Number of Board Meetings of Samrat Forgings Limited attended during FY	N.A.	6 out of 6	6 out of 6

2023-24			
Shareholding in Samrat Forgings Limited	Nil	Nil	20 equity shares
Relationship with other Directors, Manager and Key Managerial Personnel	Nil	Nil	Nil
Terms and conditions of appointment or re-appointment	Independent Director not liable to retire by rotation	Reappointment as Non Executive Independent Director	Non Executive Non Independent Director liable to retire by rotation
Remuneration last drawn (including Sitting fees, if any)	Nil	Sitting fee of Rs. 67,500/- for attending Meetings during FY 2023-24.	Sitting fee of Rs. 52,500/- for attending Meetings during FY 2023-24.
Justification for choosing the appointees for appointment as Independent Director	Mrs. Amita Arora has extensive experience in legal field. Based upon her profile and other information available she would be beneficial to the Company and its Board in taking decision on various legal issues. Also, the company enters into various agreements with its customers, suppliers etc. in the regular course of business. Therefore, she being having specific legal background would be extensively helpful to the Board and company in analyzing and entering into those contracts, agreements etc. in the best interest of the Company.	Her term of appointment as Independent Director for five years is completing on November 14, 2024 and the Board, based on her performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considered that, taking into account her background and expertise in the relevant field and valuable contribution made as an Independent Director during her tenure, continued association of Ms Niveta Sharma would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director for another term of five years.	Not applicable