



RAMKRISHNA FORGINGS LIMITED

Date: 22nd January, 2024

To
The Listing Department
Bombay Stock Exchange
PJ Towers
Dalal Street
Mumbai - 400 001

To
The Listing Department
National Stock Exchange of India Limited
"Exchange Plaza" C-1, Block G
Bandra- Kurla Complex, Bandra (E)
Mumbai- 400051

BSE SCRIP CODE: 532527

NSE SYMBOL: RKFORGE

Dear Sir / Madam,

Sub: DISCLOSURE UNDER REGULATION 30 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 - POSTAL BALLOT NOTICE

Dear Sir/Madam,

In continuation to the Outcome of Meeting of the Board of Directors of the Company dated 18th January, 2024, we hereby enclose a copy of the Postal Ballot Notice dated 18th January, 2024 ("Postal Ballot Notice"). The Postal Ballot Notice have been sent today i.e 22nd January, 2024 in electronic mode to all the shareholders whose names appear in the register of members/ beneficial owners received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited as on the Cut-off date i.e 19th January, 2024, seeking their approval to the resolution as set out in the Postal Ballot Notice.

The Company has engaged the services of KFin Technologies Limited (KFinTech) for the purpose of providing remote e-voting facility to all its members. The details of e-voting are given below:

<i>E-voting start Date and Time</i>	Tuesday, 23rd January, 2024 at 9:00 A.M
<i>E-voting End Date & Time</i>	Wednesday, 21st February, 2024 at 5:00 P.M

The postal ballot notice is also available on the website of the Company at www.ramkrishnaforgings.com and on the website of Kfintech at www.kfintech.com.

Request to kindly take the same into record.

Thanking You,

Yours truly,
For Ramkrishna Forgings Limited

Rajesh Mundhra
Company Secretary - ACS12991

Encl.: Stated as above



REGISTERED & CORPORATE OFFICE

23 CIRCUS AVENUE, KOLKATA 700017, WEST BENGAL, INDIA

PHONE : (+91 33)4082 0900 / 7122 0900, FAX : (+91 33)4082 0998 / 7122 0998, EMAIL : info@ramkrishnaforgings.com, WEB : www.ramkrishnaforgings.com

CIN NO. :L74210WB1981PLC034281



RAMKRISHNA FORGINGS LIMITED

CIN No. : L74210WB1981PLC034281
23, CIRCUS AVENUE, KOLKATA - 700 017
Email : secretarial@ramkrishnaforgings.com
Phone : 033-4082 0900, Fax : 033-4082 0998
Website : www.ramkrishnaforgings.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

E-voting starts on	09:00 A.M (IST) on Tuesday, 23rd January, 2024
E-voting ends on	05:00 P.M (IST) on Wednesday, 21st February, 2024

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS 2) issued by the Institute of Company Secretaries of India (ICSI) and pursuant to other applicable laws and regulations read with General Circular No. 09/2023 dated 25 September, 2023, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), it is sought to pass the proposed resolutions as set out hereinafter through postal ballot by remote e-voting process ("e-voting").

A Statement pursuant to Section 102 and other applicable provisions of the Act setting out the material facts and the reasons thereof (the Statement) is annexed hereto for your consideration. This Notice along with the Statement is also available on the website of the Company at www.ramkrishnaforgings.com.

In compliance with the MCA Circulars, the Notice is being sent in electronic mode only to those members who have registered their e-mail addresses with the Company or Depository Participant(s)/ Depository/KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), the Company's Registrar & Share Transfer Agent (RTA). Further, the members would have the option to vote only through remote e-voting and voting through physical ballot papers would not be provided. Accordingly, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes under the section "Voting Instructions" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically.

Members are requested to cast their vote through the e-voting process **not later than 5.00 P.M. (I.S.T) on Wednesday, 21st February, 2024** to be eligible to be considered, failing which it will be strictly considered that no vote has been received from the member.

In accordance with the MCA Circulars, the Company has made arrangements for the members to register their e-mail addresses. Therefore, those members who have not yet registered their e-mail addresses are requested to register the same by following the procedure as set out in the notes to this Postal Ballot Notice.

The Board of Directors of the Company has appointed MKB & Associates, Company Secretaries in Practice, Kolkata (FRN: P2010WB042700) as the Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.

The Scrutinizer will submit his/her report to the Chairman or to any person authorised by him after completion of the scrutiny of remote e-voting and the results of the postal ballot shall be declared on or before **Friday, 23rd February, 2024** at the Registered Office of the Company at 23, Circus Avenue, Kolkata – 700017 and shall be placed along with the Scrutinizer's Report on the Company's website at www.ramkrishnaforgings.com and shall also be displayed on the Notice Board of the Company at its Registered Office and communicated to the Stock Exchanges where the equity shares of the Company are listed and to KFin Technologies Limited (KFinTech) (e-voting agency).

Special Business

Item No. 1:

Re-appointment of Mr. Ranaveer Sinha (DIN: 00103398) as an Independent Director of the Company and consider, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Ranaveer Sinha (DIN: 00103398), holding office as an Independent Director and being eligible to be re-appointed for 2nd (second) term under the provisions of the Act and rules made thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 2nd February, 2024 upto 1st February, 2029 (both days inclusive).

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

By order of the Board of Directors

Place : Kolkata
Dated : 18th January, 2024
Registered Office:
23, Circus Avenue, Kolkata – 700017

S d/-
Rajesh Mundhra
Company Secretary
Membership No. ACS 12991

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Sections 102(1) and 110 of the Act, in respect of item no. 1 which sets out details relating to Special Business at the meeting, forms part of this Postal Ballot Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic mode to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours of **Friday, 19th January, 2024 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice.




The Notice shall also be uploaded on the website of the Company at www.ramkrihnaforgings.com and on the website of Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process as specified in this Notice.

3. Members whose names appear on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 19th January, 2024 will be considered for the purpose of remote e-voting and Postal Ballot.
4. In accordance with the provisions of the MCA Circulars, Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders can vote only through remote e-voting process only.
5. Resolution passed by the members through postal ballot shall be deemed to have been passed as if they have been passed at a General Meeting of the members.
6. The instructions for Members for remote e-voting are as under:
 - i. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with the relevant rules made thereunder, the MCA Circulars and SEBI Listing Regulations, the Company has extended e-voting facility, for its members to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited (Kfintech) as the Agency to provide remote e-voting facility. The instructions for remote e-Voting are given herein below.
 - ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 on "e- Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
 - iii. Individual demat account holders would be able to cast their votes without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

- iv. **The remote e-voting period commences at 9.00 A.M. (I.S.T) on Tuesday, 23rd January, 2024 and ends at 5.00 P.M. (I.S.T) on Wednesday, 21st February, 2024.**
- v. The voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the **Cut-Off Date i.e. Friday, 19th January, 2024. A person who is in receipt of this Notice but is not a member on the said date should treat this Notice for information purposes only.**

Details on Step 1 are mentioned below:

l) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If you are not registered for IdeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IdeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users of Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1) You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 2) Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3) Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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 evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 / 022-2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 1800 22 55 33.

Details on Method 2 are mentioned below:

II) Login method for remote e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) In case a Member receives an email from Kfintech [for Members whose email IDs are registered with the Company/Depository Participants(s)]:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
- c. After entering these details appropriately, Click on **“LOGIN”**.
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the **“EVENT”** i.e., **Ramkrishna Forgings Limited**.
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under **“FOR/ AGAINST”** or alternatively, you may partially enter any number in **“FOR”** and partially in **“AGAINST”** but the total number in **“FOR/ AGAINST”** taken together should not exceed your total shareholding as mentioned hereinabove.
- h. You may also choose the option **ABSTAIN**. If the shareholder does not indicate either **“FOR”** or **“AGAINST”** it will be treated as **“ABSTAIN”** and the shares held will not be counted under either head.
- i. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- j. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- k. You may then cast your vote by selecting an appropriate option and click on **“Submit”**.
- l. A confirmation box will be displayed. Click **“OK”** to confirm else **“CANCEL”** to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- m. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call Kfintech on 1-800-309-4001 (toll free).
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:**
- a. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may send an email request addressed to einward.ris@kfintech.com to provide them the Notice and the e-voting instructions along with the User ID and Password.
 - b. In case of any queries, Members may write to einward.ris@kfintech.com and secretarial@ramkrishnaforgings.com.
 - vi. Necessary information of the Independent Director seeking re-appointment through this postal ballot as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms part of this notice.
 - vii. The document referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to secretarial@ramkrishnaforgings.com.
 - viii. The Board of Directors has appointed MKB & Associates, Company Secretaries in Practice, Kolkata (FRN: P2010WB042700), as the Scrutinizer to scrutinize the e-voting and postal ballot voting process in a fair and transparent manner.
 - ix. The Scrutinizer shall after conclusion of remote e-voting period, make consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit to the Chairman or to any person authorized by him, who shall countersign the same and declare the results of the e-Voting therewith.
 - x. The results of the postal ballot shall be sent to the Stock Exchanges where the equity shares of the Company are listed and the same will be posted on the website of the Company at www.ramkrishnaforgings.com and E-voting agency at <https://evoting.kfintech.com>.
 - xi. The Resolution, if passed by majority, will be deemed to be passed on the last date of e-voting, i.e. 21st February, 2024. Members, who wish to be present at the venue at the time of declaration of the Result, may do so.
 - xii. Members may address their queries regarding e-voting to KFin Technologies Limited (E-voting Agency), at their office at Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Hyderabad, Rangareddy, Telangana, India or mail to einward.ris@kfintech.com or call at toll free no. 1800-309-4001.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Mr. Ranaveer Sinha (DIN: 00103398) is currently an Independent Director of the Company, Member of the Stakeholders Relationship Committee, Risk Management Committee and Investment Committee.

Mr. Sinha was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Director) Rules, 2014 for a term of 5 (five) consecutive years commencing from 2nd February, 2019 upto 1st February, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its respective meetings held on 17th January, 2024 and 18th January, 2024, the re-appointment of Mr. Sinha as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 2nd February, 2024 upto 1st February, 2029 (both days inclusive), not liable to retire by rotation, has been recommended for the approval of the Members by way of a Special Resolution.

Mr. Sinha, aged about 70 years is a B.E. (Mechanical), PGDBM (XLRI) by qualification. He retired as MD of Tata Hitachi Construction Machinery Co. Ltd. He is the Chairman of CII Eastern Region and Chairman of Indian Earthmoving and Construction Equipment Manufacturers Association. He is a Member of the Board of Governors, XLRI. He was also the Chairman of Serviplem SA and Comoplesa Lebrero SA, Spain, and North Baryval Special Vehicles (NBSV) in China. He has also been mentoring several companies and helping them in their quest for Business Excellence.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Sinha's qualifications and the rich experience of over 4.5 decades in the abovementioned areas meets the skills and capabilities required for the role of an Independent Director of the Company. The Board is of the opinion that Mr. Sinha continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has received a declaration from Mr. Sinha confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ('the Act'), read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Sinha has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Sinha has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20 June 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Sinha has confirmed that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Sinha has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Sinha is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mr. Sinha fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

He shall be paid remuneration by way of sitting fees for attending each meeting of the Board or Committees thereof or for any other purpose whatsoever as may be recommended by the NRC and approved by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of re-appointment of Mr. Sinha setting out the terms and conditions of his re-appointment is available for inspection by the members in electronic mode. Members can inspect the same by sending email to secretarial@ramkrishnaforgings.com.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Sinha as an Independent Director is now placed for the approval of the Members by way of a Special Resolution.

The Board recommends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Sinha and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

Details of Mr. Ranaveer Sinha is provided in "**Annexure I**" to the Notice pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

By order of the Board of Directors

Place : Kolkata
Dated : 18th January, 2024
Registered Office:
23, Circus Avenue, Kolkata – 700017

Sd/-
Rajesh Mundhra
Company Secretary
Membership No. ACS 12991

ANNEXURE-I

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]

Name	Mr. Ranaveer Sinha
DIN	00103398
Date of Birth/Age	9 th July, 1954 Aged about 70 years
Brief Resume/ Experience/ Expertise in Specific Functional Area	Mr. Sinha, aged about 70 years, is a B.E. (Mechanical), PGDBM (XLRI) by qualification. He retired as MD of Tata Hitachi Construction Machinery Co. Ltd. He is the Chairman of CII Eastern Region and Chairman of Indian Earthmoving and Construction Equipment Manufacturers Association. He is a Member of the Board of Governors, XLRI. He was also the Chairman of ServiPLEM SA and Comoplesa Lebrero SA, Spain and North Baryval Special Vehicles (NBSV) in China, He has also been mentoring a number of companies and helping them in their quest for Business Excellence.
Qualification	B.E. (Mechanical), PGDBM (XLRI)
Original Date of Joining the Board /Date of first appointment on the Board	2 nd February, 2019
Terms and conditions of appointment or re-appointment	Being re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 2 nd February, 2024 upto 1 st February, 2029 (both days inclusive).
Remuneration last Drawn	Received Rs. 7.35 Lakhs as Sitting Fees for attending Board and Committee meetings during the Financial Year 2023-24 as on 31st December, 2023.
Details of remuneration sought to be paid.	Entitled to receive Sitting fees for attending Board and Committee meetings thereof and reimbursement of expenses for participating in the Board and other meetings.
Directorship in other companies)	Listed- TRF Limited Unlisted- Adithya Automotive Applications Private Limited.
Listed entities from which resigned in the past Three years	Nil
Chairman/ Member of the Committee of Directors in the Company	Stakeholders Relationship Committee – Member; Risk Management Committee – Member; and Investment Committee – Member
Chairperson / Member of the Committee of Board of Directors of other Public Companies of which he/she is a director [only Audit Committee and Stakeholders Relationship Committee is Considered]	TRF Limited Stakeholders Relationship Committee – Chairman; and Audit Committee – Member
Shareholding in the Company as on date	6,250 Equity Shares of Face Value Rs. 2 each
Inter-se Relationship between Directors/ KMP	Not related
No. of Board Meetings attended during FY 2023-24 (upto the date of Notice)	Attended all 6 Board Meetings held during the period.

By order of the Board of Directors

Sd/-

Rajesh Mundhra

Company Secretary

Membership No. ACS 12991

Place : Kolkata

Dated : 18th January, 2024

Registered Office:

23, Circus Avenue, Kolkata – 700017