



SAMRAT FORGINGS LIMITED

CIN: L28910PB1981PLC056444

Regd. Office & Unit I : Village & P.O. Gholu 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

Website: www.samratforgings.com



NOTICE

Notice is hereby given that the 42nd Annual General Meeting of Samrat Forgings Limited will be held on Saturday, the 30th day of September, 2023 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, 2023 and the Reports of the Board of Directors and Auditors thereon.**

"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, 2023 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. Ritu Joshi (DIN: 01598873), who retires by rotation and, being eligible, offers herself for re-appointment.**

"RESOLVED THAT Mrs. Ritu Joshi (DIN: 01598873), a Director of the Company who retires by rotation at this Meeting, being eligible for re-appointment as Director of the Company be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Director by rotation."

SPECIAL BUSINESS

3. **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, 2024, 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."

4. Reappointment of Mr. Rakesh M. Kumar (DIN: 00066497) as Managing Director of the Company for a term of three years

To consider and 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 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”), and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to the approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Rakesh M. Kumar (DIN: 00066497) as Managing Director of the Company, for a period of three years with effect from 1st December, 2023 on the terms and conditions and remuneration including to pay remuneration in case of inadequate profits or no profits in any financial year, as are set out herein below:

A) Salary: Rs. 12,00,000/- per month with an annual increment of 10% p.a.

B) Perquisites:

- a. Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these are either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- c. Encashment of earned leave at the end of tenure subject to maximum of 10 months as per the rules of the Company.
- d. Official business travel expenses including air tickets, hotel stay and food expenses etc. on actual basis.

C) Amenities:

- a) Company maintained car with driver for official purpose.
- b) Phone, laptop, internet and other communication facilities.
- c) All other facilities, as may be required to ensure that he will be able to discharge his duties smoothly.

D) Other terms and conditions:

- a. The Managing Director shall be entitled to exercise his powers and authorities, subject to the overall supervision and control by the Board of Directors of the Company within the limits as prescribed under Companies Act, 2013.
- b. The Managing Director shall, throughout the said term, devote the whole of his time, attention and abilities to the business of the Company, and shall obey the decisions, from time to time of the Board and in all respects confirm to and comply with the directions and regulations made by the Board, and shall faithfully serve the Company and use his utmost endeavor to promote the interest thereof.
- c. The Managing Director shall not during his term of appointment, without the previous consent in writing of the Board, engage or interest himself either directly or indirectly in the business or affairs of any other person, firm, company, body corporate or concern or in any undertaking or business of a nature similar to or competing with the Company's business and further shall not, in any manner, whether directly or indirectly, use, apply or utilize his knowledge or experience for or in the interest of any such person, firm, company, body corporate or concern as aforesaid or any such competing undertaking or business as aforesaid.
- d. The Managing Director shall not, during the continuance of his term or any time thereafter, divulge or disclose to any person, firm, company, body corporate or concern, whatsoever or make any use whatsoever for his own or for whatever purpose of any confidential information or knowledge obtained by him during his employment of the business or affairs of the company or of any trade secrets or secret processes of the company and the Managing Director shall during the continuation of his employment hereunder, also use his best endeavors to prevent any other person, firm, company, body corporate or concern from doing so.

- e. Any property of the Company or relating to the business of the company, including memoranda, notes, records, reports, plans or other documents which may be in the possession or under the control of the Managing Director or to which the Executive Director has at any time access shall at the time of termination of his employment as delivered by the Managing Director to the company or as it shall direct and the Managing Director shall not be entitled to the copyright on any such document which he hereby acknowledge to be vested in the company or its assigns and binds himself not to retain copies of any of them.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during his tenure, the remuneration as aforesaid shall be deemed to be the minimum remuneration, in accordance with provisions of Section 197, 198 and other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof read with Schedule V to the Act and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any.

FURTHER RESOLVED THAT the remuneration to Mr. Rakesh M Kumar (DIN: 00066497) may be revised and altered in any manner as the Board may deem fit within the aforesaid limits during his tenure and no further consent of the shareholders be taken for such revision and alteration.

FURTHER RESOLVED THAT the Directors or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and thing as may be necessary or desirable to give effect to this resolution.”

Regd. Office:
Village & P.O. Ghollu Majra, Tehsil Derabassi,
Distt. Mohali, Punjab 140506
Email: info@samratforgings.com
CIN: L28910PB1981PLC056444
Date: 12.08.2023

By order of the Board of Directors
For Samrat Forgings Limited

(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 and 4 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, No. 02/2021 dated 13th January, 2021, No. 21/2021 dated 14th December, 2021, No. 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 ("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 (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. 22.

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 with a copy marked to 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 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 2022-23 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 2022-23 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 26.09.2023 to 30.09.2023 (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.
16. 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. Effective from 1st January 2022, any service requests or complaints received from such member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1st October 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.samratforgings.com/investors/downloads/
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. 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 in case the shares are held in physical form by quoting their Folio No.
18. The Securities and Exchange Board of India ("SEBI") has made it mandatory for the furnishing of PAN, KYC details (i.e. postal address with pin code, bank detail, mobile number and email address) and Nomination details by all the shareholders who are holding their shares in physical form. No services request or complaint will be processed by the RTA from 1st January, 2022, until unless KYC, PAN and nomination or opt-out detail will not be furnished. A separate letter already dispatched in this regard by company to all physical shareholders by post.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after October 01, 2023 by the RTA. 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.

19. Members holding shares in demat form are requested to:
- 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.
 - 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.
20. 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 25th September, 2023.

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 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.

21. Appointment /Re-appointment of Director

Mr. Rakesh M Kumar (DIN: 00066497), Managing Director whose current term is completing on 30.11.2023, is proposed to be reappointed as Managing Director of the Company in the forthcoming Annual General Meeting for a term of three years w.e.f. 01.12.2023.

Further, Mrs. Ritu Joshi (DIN: 01598873) 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.

22. Voting through Electronic means:

- 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.
- 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 27th September, 2023 at 9:00 AM and ends on 29th September, 2023 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 23rd September, 2023, 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. 23rd September, 2023, 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 members / retail members 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
Individual shareholders holding shares in demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration

	<p>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & 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>
Individual member holding shares in demat mode with NSDL	<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.nsdl.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 redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (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 & voting during the meeting.
Individual member (holding shares in demat mode) login through their Depository Participants	<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 & 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

Login Type	Helpdesk details
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
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 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:

	For physical shareholders and other than individual shareholders holding shares in Demat form
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">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.
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">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.

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 **230831036**.
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 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.
- 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 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 and to the company at the email address viz. sandeepsharma@samraforings.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, under help section or write an email to 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 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 and on the website of CDSL 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, 2023.
- 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, 2023.

Regd. Office:
Village & P.O. Gholu Majra, Tehsil Derabassi,
Distt. Mohali, Punjab - 140506
Email: info@samratforgings.com
CIN: L28910PB1981PLC056444
Date: 12.08.2023

By order of the Board of Directors
For Samrat Forgings Limited

(Sandeep Kumar)
Company Secretary
FCS-9075

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

The following Explanatory Statement sets out all the material facts relating to the Special business mentioned under item no. 3 and 4 of the accompanying Notice dated August 12, 2023:

ITEM NO. 3

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 2023-24 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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

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. 3 of the Notice.

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

ITEM NO. 4

Members of the Company in the 39th Annual General Meeting of the Company held on 30th September, 2020, approved the appointment of Mr. Rakesh M Kumar (DIN: 00066497) as Managing Director of the Company for a period of three years w.e.f. December 1, 2020. As a result, his tenure as Managing Director will be completing on November 30, 2023.

The Board of Directors of the Company in their meeting held on 12.08.2023, in terms of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Audit Committee and subject to the approval of members, has resolved to re-appoint Mr. Rakesh M Kumar as Managing Director of the Company for a period of three years with effect from December 1, 2023 on the terms and conditions as set out in the proposed resolution in item no. 4, subject to the approval of the Members.

Mr. Rakesh M Kumar is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given his consent in writing to act as Director of the Company. He is associated with the Company since 1994 as a Whole Time Director and has rich business experience of more than three decades in forging industry to his credit. He is managing the affairs of the Company for the last almost thirty years and given his strong dedication and devotion for the overall growth of the Company to a very sound state. The Board feels that continuation of Mr. Rakesh M Kumar as Managing Director of the Company will lead to the better growth and development of the Company.

The Directors recommend the Resolution set out at Item No. 4 of the Notice to be passed by the Members as Special Resolution in terms of the Companies Act, 2013, Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Rakesh M Kumar being the appointee is interested in the resolution set out at Item No. 4 of the Notice. Mrs. Ritu Joshi, Director being related to Mr. Rakesh M Kumar, may deemed to be interested in the said resolution. The other relatives of Mr. Rakesh M Kumar may deemed to be interested in the resolution as set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the aforementioned resolution.

The following additional information on Item No. 4 as per the requirement of Schedule V of the Companies Act, 2013 is given below:

I. General information:

1. Nature of Industry:

The Company comes under Forgings Industry and is in the business of manufacturing of closed die steel forgings and machined components.

2. Date or expected date of commencement of commercial production:

Not applicable as the Company is an existing Company and have already commenced the commercial production in the year 1985.

3. In case new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable

4. Financial performance based on given indicators – as per audited financial statements for the year ended 31st March, 2023:

(Amount in Lakhs)

Particulars	FY 2022-23	FY 2021-22	FY 2020-21
Turnover & Other Income	18167.31	13997.40	11792.61
Profit before tax	698.70	518.47	300.95
Profit after tax	488.62	356.27	224.99

5. Foreign investments or collaborations, if any:

The Company has not made any investment in foreign market and it has no foreign collaborations.

II. Information about the appointee

1. Background detail:

Mr. Rakesh M. Kumar (aged 57 years) is professionally qualified having B. Tech (Hons.) degree and done MBA from California State University. He has rich industrial experience of more than three decades to his credit. He joined the Company in the year 1994 as an Executive Director and presently designated as Managing Director of the Company. He looks after marketing, sales, technical, financial and all administrative and day to day affairs of the Company.

2. Past remuneration:

Mr. Rakesh M Kumar drew total remuneration of Rs. 120.22 lakh during the year ended 31st March, 2023.

3. Recognition or awards:

Career profile already covered in the section Background detail.

4. Job profile and his suitability:

Mr. Rakesh M. Kumar is managing the affairs of the Company for the last thirty years and has given his strong dedication and devotion for the overall growth of the Company to a very sound state. He is very well suited to handle the responsibility of his designation/position and the responsibilities assigned to him by the Board of Directors of the Company.

5. Remuneration proposed:

As set out in proposed resolution No. 4 of the Notice.

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

Considering the industrial experience of more than thirty years and taking into account the responsibility shouldered by him and high level of remuneration prevailing in forging industry for such position, the remuneration proposed to be paid to him is considered reasonable.

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

Mr. Rakesh M Kumar is holding 11,80,100 equity shares of Rs. 10/- each and except the remuneration and perquisites stated in the resolution, unsecured loan given by him to the Company and besides his relation with Mrs. Ritu Joshi, Director of the Company, he has no other pecuniary relationship with the Company.

III. Other information:

1. Reasons of loss or inadequate profits:

The Company has not suffered any losses as per the latest Audited Annual Financial Statements i.e. FY 2022-23. However, the profit margins were very less due to global slowdown, escalating input costs, higher inflation and highly competitive market scenario in Forging Industry and it may remain inadequate particularly for the purpose of paying Managerial Remuneration according to section 197 of the Companies Act, 2013.

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

The Indian automotive industry is expected to get growth momentum in 2023 despite the challenges such as escalating input costs, higher inflation etc. Tractor industry whereof the company has major supplies and new businesses coming from non-tractor segment, overseas customers like Railways and construction equipment manufacturers and focus on exports, it is expected that the company would be able to make its business grow and achieve better profits in coming years.

The Company is constantly looking forward to improve its productivity, sales and its profits by optimum utilization of resources and cost cutting with all possible means.

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

The Company is taking all necessary measures to deal with challenges posed before the Forging Industry. The key priorities of the Company are to closely monitor costs and optimize the use of financial resources. The company expects the growth in market in the current year and years to come. And with the strategic planning of the management regarding capital expenditure and cost optimization, expansion in production capacity, the company is looking forward to increase its productivity and profitability.

Regd. Office:
Village & P.O. Ghollu Majra, Tehsil Derabassi,
Distt. Mohali, Punjab 140506
Email: info@samratforgings.com
CIN: L28910PB1981PLC056444
Date: 12.08.2023

By order of the Board of Directors
For Samrat Forgings Limited

(Sandeep Kumar)
Company Secretary
FCS-9075

ADDITIONAL INFORMATION OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 42ND 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:

Name of the Director	Mr. Rakesh M. Kumar	Mrs. Ritu Joshi
Director Identification Number (DIN)	00066497	01598873
Date of Birth	22.02.1966	20.12.1964
Age (in years)	57	58
Nationality	Indian	Indian
Date of appointment	01.06.1994	25.05.2011
Qualification	B.Tech, MBA	M.A.
Experience (including expertise in specific functional area)	Mr. Rakesh M Kumar is experienced in Business Management, Strategy Planning, Finance & Accounts, Technical, Sales & Marketing and Risk Management etc.	Mrs. Ritu Joshi is experienced in business management, business strategy, corporate affairs & planning.
Brief Resume	Mr. Rakesh M. Kumar (aged 57 years) is professionally qualified having B. Tech (Hons.) degree and done MBA from California State University. He has rich industrial experience of more than three decades to his credit. He joined the Company in the year 1994 as an Executive Director and presently designated as Managing Director of the Company. He looks after marketing, sales, technical, financial and all administrative and day to day affairs of the Company.	Mrs. Ritu Joshi is post graduate by qualification and she is the non executive promoter director of the Company since 2011. During her business carrier of more than three decades she has held directorship in various companies and successfully directed them towards sustained growth. She has enriched experience of management, business strategy and managing the corporate affairs and business planning.
List of Directorship	Listed entities: Samrat Forgings Limited Others: Susoka Enterprises Private Limited Samedha Enterprises Private Limited Divyendu Enterprises Private Limited Kanjam Enterprises Private Limited Jitya Enterprises Private Limited	Listed entities: Samrat Forgings Limited Others: Susoka Enterprises Private Limited Samedha Enterprises Private Limited Divyendu Enterprises Private Limited Kanjam Enterprises Private Limited Jitya Enterprises Private Limited Devi Computronics Private Limited
Committee Membership	Samrat Forgings Limited: Audit Committee (Member) Stakeholders Relationship Committee (Member) Others: Nil	Samrat Forgings Limited: Stakeholders Relationship Committee (Chairperson) Nomination & Remuneration Committee (Member) Others: Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
Number of Board Meetings of Samrat Forgings Limited attended during FY 2022-23	9 out of 9	9 out of 9
Shareholding in Samrat Forgings Limited	11,80,100 equity shares	20 equity shares

Disclosure of inter-se relationships between Directors and Key Managerial Personnel	Brother of Mrs. Ritu Joshi, Director	Sister of Mr. Rakesh M Kumar, Managing Director
Terms and conditions of appointment or re-appointment	As set out at Resolution No. 4 of the Notice of 42 nd AGM of the Company.	Non Executive Non Independent Director liable to retire by rotation
Remuneration last drawn (including Sitting fees, if any)	Rs. 120.22 lakh	Sitting fee of Rs. 75,000/- for attending Board Meetings during FY 2022-23.
Justification for choosing the appointees for appointment as Independent Director	N.A.	N.A.