



## NOTICE

Notice is hereby given that the 44<sup>th</sup> Annual General Meeting of Samrat Forgings Limited will be held on Friday, the 29<sup>th</sup> day of August, 2025 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, 2025 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, 2025 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, and in this regard, pass the following resolution as an Ordinary Resolution:-

"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. Appointment of Mr. Siddharth Joshi (DIN: 03326296) as Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Siddharth Joshi (DIN: 03326296), who was appointed as an Additional Director by the Board of Directors of the Company with effect from June 1, 2025 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. Appointment of Mr. Siddharth Joshi (DIN: 03326296) as Whole-time Director

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V read 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 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

appointment of Mr. Siddharth Joshi (DIN: 03326296) as Whole Time Director of the Company designated as Executive Director, for a period of three years with effect from June 1, 2025, liable to retire by rotation, 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. 3,00,000/- 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 actuarial basis.
- C) Amenities:
  - a) Company's car for official purpose and all expenses for maintenance and running of the same including salary of the driver to be borne by the Company.
  - 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 Whole Time 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 prescribed under Companies Act, 2013 ("Act").
  - b. The Whole Time 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 conform 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 Whole Time Director shall not, during the term of his appointment and without the prior written consent of the Board, engage in or be interested, 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 business of the Company. Furthermore, he shall not, in any manner whatsoever, whether directly or indirectly, use, apply, or utilize his knowledge or experience for the benefit of, or in the interest of, any such person, firm, company, body corporate, concern, or any such competing undertaking or business.
  - d. The Whole Time 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 Whole Time 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 Whole-Time Director, or to which he has access at any time, shall, upon the termination of his employment, be delivered by the Whole-Time Director to the Company or as the Company may direct. The Whole-Time Director shall not be entitled to the copyright of any such document, which he hereby acknowledges to be vested in the Company or its assigns, and he agrees not to retain copies of any such documents.

**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. Siddharth Joshi (DIN: 03326296) 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 authorized to take such steps and do all other acts, deeds and thing as may be necessary or desirable to give effect to this resolution.”

**5. To appoint Mr. Dhananjay Lakhanpal (DIN: 11120072) 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’), Mr. Dhananjay Lakhanpal (DIN: 11120072) who was appointed as an Additional Director (Non-Executive Independent) w.e.f. 01.06.2025, 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 he 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. June 1, 2025 to May 31, 2030.”

**6. 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, 2026, 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.”

**7. To appoint Secretarial Auditors of the Company for a term of five (5) consecutive years**

**To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, Ms Arshdeep Kaur Judge, a Peer Reviewed Practicing Company Secretary (Certificate of Practice No. 27198) is appointed as Secretarial Auditor of the

Company for a term of five (5) consecutive years, commencing from financial year 1st April, 2025 till 31st March, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to her during her tenure as the Secretarial Auditor of the Company, in consultation with the said Secretarial Auditor.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and are hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient 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: 30.07.2025

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 to 7 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, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 ("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, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167, dated 7th October, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 (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 2024-25 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 2024-25 has been uploaded on the Company's website [www.samratforgings.com](http://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](http://www.bseindia.com). The AGM Notice is also available on the website of CDSL at [www.evotingindia.com](http://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](mailto: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 25.08.2025 to 29.08.2025 (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](mailto: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](http://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 or desirous of availing an opportunity to speak during the AGM, are requested to address their questions in writing to the Company Secretary of the Company by 22<sup>nd</sup> August, 2025.

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

Mr. Siddharth Joshi (DIN: 03326296) who was appointed as Additional Director w.e.f. June 1, 2025 is proposed to be regularized as Director in the forthcoming Annual General Meeting (AGM). Also, he is proposed to be appointed as Whole Time Director of the Company designated as Executive Director for a term of three years w.e.f. June 1, 2025.

Mr. Dhananjay Lakhanpal (11120072) who was appointed as an Additional Director (Non Executive Independent) w.e.f. June 1, 2025, is proposed to be regularized as an Independent Director of the Company in the forthcoming AGM for a term of five years.

Further, Mrs. Ritu Joshi (DIN: 01598873) shall retire by rotation at the forthcoming AGM 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. Pursuant to 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. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- III. Members will be provided the facility to vote 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.
- IV. In view of the 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:

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in demat mode.

- i. The voting period begins at **9.00 A.M. on Tuesday, 26th August, 2025 and ends at 5.00 P.M. on Thursday, 28th August, 2025**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 22<sup>nd</sup> August, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities 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 shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL 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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN Number from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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.nsdl.com">https://eservices.nsdl.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 re-directed 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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.</li> </ol>

	4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed 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 Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in demat mode.**

- v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form:**
- 1) The shareholders should log on to the 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 Digits 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 e-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.</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 the 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>

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) 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 for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for Samrat Forgings Ltd. (250731009) on which you choose to vote.
- x) 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.
- xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii) 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.
- xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote 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 User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. sandeepsharma@samratforgings.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast 7 days prior to 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.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

## **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 22<sup>nd</sup> August, 2025.
- 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. 29<sup>th</sup> August, 2025.

Regd. Office:  
Village & P.O. Ghollu Majra, Tehsil Derabassi,  
Distt. Mohali, Punjab – 140506  
Email: [info@samratforgings.com](mailto:info@samratforgings.com)  
CIN: L28910PB1981PLC056444  
Date: 30.07.2025

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

### ITEM NO. 3 & 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Siddharth Joshi (DIN: 03326296) as an Additional Director of the Company with effect from June 1, 2025, pursuant to Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company. He holds office up to the date of this Annual General Meeting.

Further, based on his qualifications, experience and recommendation of the Nomination and Remuneration Committee, the Board has also approved his appointment as Whole-Time Director of the Company designated as Executive Director for a period of three (3) years with effect from June 1, 2025, subject to the approval of the members of the Company.

A brief profile of Mr. Siddharth Joshi is provided in the Annexure to the Notice, in accordance with the provisions of the Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms and conditions of his appointment, including remuneration are stated in item no. 4 of the Notice.

Mr. Siddharth Joshi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent for the appointment as Whole Time Director. The Company has also received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing his candidature for the office of Director.

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 31<sup>st</sup> March, 2025:**

(Amount in Lakhs)

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
Turnover & Other Income	19168.24	16294.14	18167.31
Profit before tax	697.19	428.83	698.70
Profit after tax	509.89	297.41	488.62

##### 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. Siddharth Joshi is Chartered Accountant and Bachelor of Law by qualification and possesses over a decade of professional experience in legal practice and consultancy. He was earlier engaged with the Company as a consultant advisor in professional capacity on retainership basis on financial and legal matters and now contributing to the Company in a full-time capacity as a Whole Time Director.

### **2. Past remuneration:**

Mr. Siddharth Joshi was engaged as a consultant advisor in professional capacity at retainership fee of Rs. 1,50,000/- per month, before his appointment as Director of the Company.

### **3. Recognition or awards:**

Not applicable.

### **4. Job profile and his suitability:**

Mr. Siddharth Joshi is associated with the company from the last four years as consultant advisor and well versed with financial and legal affairs of the Company. Considering his professional acumen and understating of business of the Company, 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 responsibility of a whole time director of the Company, his qualification and experience and level of remuneration prevailing in similar size companies in forging industry for such position, the remuneration proposed to be paid to him is considered reasonable and commensurate with Industry Standards.

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

Except the remuneration and perquisites stated in the resolution and besides his relation with Mrs. Ritu Joshi and Mr. Rakesh M Kumar, Directors 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 2024-25. The company has been recording net profits over the past several years and has achieved landmarks in terms of its operational and Financial performance. However, the profit margins were less due to slowdown of market, high input costs, 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 2025 despite the challenges such as high input costs, availability of required manpower 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 and management regarding capital expenditure and cost optimization, expansion in production capacity, the company is looking forward to increase its productivity and profitability.

The Board recommends the resolution at item no. 3 of the Notice for the approval of the members as an Ordinary Resolution and resolution at item no. 4 of the Notice for the approval of the members as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Mr. Siddharth Joshi to whom the resolution relates and Mr. Ritu Joshi (DIN: 01598873) and Mr. Rakesh M Kumar (DIN: 00066497) being related to him, is concerned or interested, financially or otherwise, in these resolutions.

**ITEM NO. 5**

On the recommendation of Nomination & Remuneration Committee Mr. Dhananjay Lakhanpal (DIN: 11120072) was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board with effect from June 1, 2025. 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"), he will hold office upto the date of the forthcoming Annual General Meeting of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

He is an Architect by profession and has rich experience of more than seventeen years in the field of Architecture and Designing. The Board, upon recommendation of the Nomination and Remuneration Committee, is of the view that Mr. Dhananjay Lakhanpal's varied experience will be very useful to the Company and, therefore, recommends his appointment as an Independent Director of the Company for a period of five years from the original date of appointment i.e. June 1, 2025, to the members in terms of Resolution set out in Item No. 5 of the Notice. The Company has received a declaration from Mr. Dhananjay Lakhanpal declaring that he 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, Mr. Dhananjay Lakhanpal fulfills the conditions required to be fulfilled for being appointed as an Independent Director of the Company as per the provisions of Act and Listing Regulations. Except for Mr. Dhananjay Lakhanpal 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 No. 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**

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 2025-26 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

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. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

## **ITEM NO. 7**

SEBI vide its notification dated 12<sup>th</sup> December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/ HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31<sup>st</sup> December, 2024 (the Circular) have inter-alia prescribed the term of appointment/ re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per the amended Regulation 24A of the Listing Regulations, the Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company.

In accordance with the above, upon recommendation of the Audit Committee, the Board of Directors at its meeting held on 30<sup>th</sup> July, 2025, approved and recommended to the Shareholders of the Company for their approval, the appointment of Ms Arshdeep Kaur Judge, Practicing Company Secretary (ICSI Membership No. : ACS - 33911 and CP No.: 27198), as Secretarial Auditor of the Company at the ensuing 44<sup>th</sup> Annual General Meeting (AGM) for a term of 5 (Five) consecutive years commencing from 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030.

The Board of Directors also approved to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws.

Ms Arshdeep Kaur Judge has given her consent to act as Secretarial Auditors of the Company and confirmed that her aforesaid appointment (if made) would be within the prescribed limits under the Companies Act, 2013 ('the Act') & Rules made thereunder and the Listing Regulations. She has also confirmed that she is not disqualified to be appointed as Secretarial Auditor in terms of the provisions of the Act & Rules made thereunder and the Listing Regulations.

Brief profile of Ms Arshdeep Kaur Judge, Company Secretary is as under:

Ms Arshdeep Kaur Judge, Practicing Company Secretary (Certificate of Practice No. 27198) is an Associate Member of the Institute of Company Secretarial of India (ICSI) holding Membership No. 33911. She has rich experience of 12 years in practice and has proficiency in Secretarial Audit and other corporate law matters. She holds a valid Peer Review Certificate (5799/2024 valid upto 30.06.2026).

Other disclosures:

The Board, after taking into account the experience of Ms Arshdeep Kaur Judge was of the opinion that she is qualified to be appointed as the Secretarial Auditor of the Company in accordance with the Listing Regulations. The Board accordingly recommend her appointment as the Secretarial Auditor for the term, as set out in the proposed resolution, to the members of the Company.

It is further proposed that the remuneration of Rs. 70,000/- plus applicable taxes and reimbursement of out of pocket expenses incurred during the course of the audit to be paid to the Secretarial Auditor, for the Financial Year ending 31<sup>st</sup> March, 2026 and for subsequent year(s) of her term, such fee as determined by the Board, on recommendation of the Audit Committee.

None of the Directors, key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Basis the rationale provided above, the Board of Directors of the Company recommends the resolution set out at Item No. 7 for approval of the Members as an Ordinary Resolution.

Regd. Office:  
Village & P.O. Ghollu Majra, Tehsil Derabassi,  
Distt. Mohali, Punjab 140506  
Email: info@samratforgings.com  
CIN: L28910PB1981PLC056444  
Date: 30.07.2025

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 44<sup>th</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>Mr. Siddharth Joshi</b>	<b>Mr. Dhananjay Lakhanpal</b>	<b>Mrs. Ritu Joshi</b>
Director Identification Number (DIN)	03326296	11120072	01598873
Date of Birth	06.09.1990	30.08.1982	20.12.1964
Age (in years)	35	43	60
Nationality	Indian	Indian	Indian
Date of appointment	01.06.2025	01.06.2025	25.05.2011
Qualification	CA, LLB	B.Arch	M.A.
Experience (including expertise in specific functional area)	Extensive professional experience of over a decade in legal practice and consultancy.	Rich experience of more than seventeen years in the field of Architecture and Designing.	Mrs. Ritu Joshi is experienced in business management, business strategy, corporate affairs & planning.
Brief Resume	Mr. Siddharth Joshi is Chartered Accountant and Bachelor of Law by qualification and possesses over a decade of professional experience in legal practice and consultancy. He was earlier engaged with the Company as a consultant advisor in professional capacity on financial and legal matters and now contributing to the Company in a full-time capacity as Whole Time Director.	Mr. Dhananjay Lakhanpal is Bachelor of Architecture by qualification having experience of more than seventeen years in the field of Architecture and Designing. He is providing these professional services to various organizations based on their requirement in designing, spatial planning and sustainability initiatives and setting up their commercial projects.	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	<b>Listed entities:</b> Samrat Forgings Ltd <b>Others:</b> Jandwani Poly Products Pvt Ltd Devi Computronics Pvt Ltd	<b>Listed entities:</b> Samrat Forgings Ltd <b>Others:</b> Nil	<b>Listed entities:</b> Samrat Forgings Limited <b>Others:</b> Susoka Enterprises Pvt Ltd Samedha Enterprises Pvt Ltd Divyendu Enterprises Pvt Ltd Kanjam Enterprises Pvt Ltd Jitya Enterprises Pvt Ltd Devi Computronics Pvt Ltd
Committee Membership	Nil	Nil	<b>Samrat Forgings Ltd:</b> Stakeholders Relationship Committee (Chairperson) Nomination & Remuneration 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	N.A.	N.A.	8 out of 8

Meetings of Samrat Forgings Limited attended during FY 2024-25			
Shareholding in Samrat Forgings Limited	Nil	Nil	20 equity shares
Relationship with other Directors, Manager and Key Managerial Personnel	Son of Mrs. Ritu Joshi and Nephew of Mr. Rakesh M Kumar	Nil	Sister of Mr. Rakesh M Kumar and Mother of Mr. Siddharth Joshi
Terms and conditions of appointment or re-appointment	As set out at Resolution No. 4 of the Notice of 44 <sup>th</sup> AGM of the Company.	Independent Director not liable to retire by rotation	Non Executive Non Independent Director liable to retire by rotation
Remuneration last drawn (including Sitting fees, if any)	Retainership/Consultancy Fee of Rs. 18,00,000/- during FY 2024-25 (not in the capacity of director)	Nil	Sitting fee of Rs. 65,000/- for attending Board Meetings and Committee Meetings during FY 2024-25
Justification for choosing the appointees for appointment as Independent Director	N.A.	Mr. Dhananjay Lakhanpal has extensive experience in architecture and designing. Based upon his profile and other information available he would be beneficial to the Company to advise on design and development department, spatial planning and affiliated commercial projects.	N.A.