



**M M FORGINGS LIMITED
(CIN L51102TN1946PLC001473)**

**Registered Office: SVK Towers, 8th Floor, A25, Industrial Estate,
Guindy, Chennai – 600 032**

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Phone: 044-7160 1000, Fax: 044-7160 1010

Notice is hereby given that the Seventy Eighth Annual General Meeting of M M Forgings Limited will be held on **Monday, 08 July 2024 at 03:00 P.M. (IST)**, through video conference [VC] / other audio-visual means [OAVM]. The company will conduct the meeting from Registered Office i.e., ‘SVK Towers’, A25, Industrial Estate, Guindy, Chennai - 600032, which will be deemed to be the venue of the meeting to transact the following businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - 1.1. the audited standalone financial statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
 - 1.2. the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To appoint a director in place of Shri. Vidyashankar Krishnan, (holding DIN No. 00081441) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Increase in the Authorized Share Capital of the Company and consequent Alteration of capital clause of Memorandum of Association of the Company**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Sections 13, 14, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, consent of the members of the Company is hereby accorded for increase in the Authorized Share Capital of the Company from ₹39,00,00,000 (Rupees Thirty Nine Crores only) divided into 3,90,00,000 (Three Crores Ninety Lakhs) equity shares of ₹10 each to ₹51,00,00,000 (Rupees Fifty-One Crores only) divided into 5,10,00,000 (Five Crores Ten Lakhs) equity shares of ₹10 each and that the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause V:



V. The Capital of the Company is ₹51,00,00,000 divided into 5,10,00,000 Equity Shares of ₹10/- each with power to increase or reduce such capital as per provisions of the Companies Act and to issue the same as Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

4. Issue of Bonus shares by way of capitalisation of Reserves:

To consider and, if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Article 37 of Articles of Association of the Company and subject to such approvals, consents, permissions and/or sanctions as may be required from the appropriate authorities, institutions or bodies (hereinafter collectively referred to as the “concerned authorities”) and subject to fulfilment of such conditions, if any, as may be required to be fulfilled in obtaining, or as may be stipulated by the concerned authorities from time to time in granting, any such approvals, consents, permissions or sanctions, consent of the members of the Company is hereby accorded for capitalization of such sum standing to the credit of General Reserve account or such other account as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) for distribution among the members of existing fully paid equity shares of ₹10/- each of the Company, issue of fully paid up bonus shares of ₹10 (Rupees Ten only) each in the proportion of One equity share for every One equity share held by the members of the Company whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners of the Depository as on the record date to be determined by the Board, for this purpose, and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the Bonus Shares so issued shall be issued in dematerialized form only and shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum of Association and Articles of Association of the Company.



RESOLVED FURTHER THAT pursuant to SEBI (ICDR) Regulations and Listing Regulations, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

RESOLVED FURTHER THAT the allotment of new equity bonus shares to the extent that they relate to non-resident (including Non-Resident Indians (NRIs), Overseas Citizen of India and Foreign Portfolio Investors (FPIs)) Members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended or any other Regulatory authority, if any, as may be deemed necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto.”

5. **Ratification of Remuneration paid to the Cost Auditor:**

To consider and if thought fit, to pass, with or without modification, the following resolution as **ORDINARY RESOLUTION**

“**RESOLVED THAT**, subject to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014 (including any amendment therein) the reappointment of Shri. S. Hariharan, (CP No. 20864) Cost Accountant, Tiruchirappalli, as Cost Auditor to audit the cost records maintained by the Company for the Financial Year 2024-25 on a remuneration of ₹60,000 plus out of pocket expenses of ₹15,000, totalling ₹75,000 and future remuneration as may be decided by the Board be and is hereby ratified.”

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

**BY ORDER OF THE BOARD
For MM FORGINGS LIMITED**

Place: Chennai
Date: 29 May 2024

CHANDRASEKAR S
Company Secretary
Membership No. A34736

**IMPORTANT NOTES:****Instructions for Shareholders attending the AGM through VC/OAVM are as under:**

1. Pursuant to General Circulars No.14/2020 dated 08 April 2020, No.17/2020 dated 13 April 2020, No.20/2020 dated 05 May 2020, No. 02/2021 dated 13 January 2021, No. 21/2021 dated 14 December 2021, No. 2/2022 dated 05 May 2022, No. 10/2022 dated 28 December 2022 and No. 09/2023 dated 25 September 2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07 October 2023, the Company is convening the 78th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Hence, Shareholders can attend and participate in the AGM through VC/OAVM only.
2. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (Listing Regulations) and MCA Circulars dated 08 April 2020, 13 April 2020, 05 May 2020, 05 May 2022, 28 December 2022 and 25 September 2023, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated 08 April 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.



6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mmforgings.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.
7. In continuation of SEBI Circular dated 07 October 2023 and Ministry's General Circular No. 09/2023, dated 25 September 2023, it has been decided to allow companies to conduct their AGMs, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2020 dated 05 May 2020.
8. Shareholders seeking any information with regard to accounts are request to send their queries through mail, at least 5 days before the meeting so as to enable the Company to keep the information ready.
9. **The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.**
10. Additional information pursuant to Regulation 36(3) of the Listing Regulations in respect of the Directors seeking appointment / re-appointment is appended. Further, the Company has received relevant disclosure/consent from the Director seeking appointment / re-appointment.
11. Pursuant to SEBI (ICDR) Regulations and Listing Regulations, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the proposed bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such timeline as prescribed. The holder of securities in physical form are hence requested to update their demat account details by submitting KYC forms with RTA for getting their bonus shares credited to their demat account directly.
12. Under Section 124 of the Companies Act, 2013 and the Rules therein, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred ₹3,11,764/- during April 2023 and ₹6,46,697 during October 2023, pertaining to the interim dividends declared for the year 2016-17, to the IEPF of the Central Government. Those shareholders who have not claimed, can claim from the Government. The Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2016 to 2023, as on the date of the 77th Annual General Meeting (AGM) held on 11 August 2023 on the website of the IEPF viz., www.iepf.gov.in and on the Website of the Company, www.mmforgings.com. Members who have not encashed their dividend, are advised to write to the Company to claim their dividend.



13. Shares transferred under IEPF account of the government (taken on the basis of 2017 dividend unclaimed):
Shareholders, those who have not encashed the Dividend for Seven consecutive years, their shares were transferred to IEPF account. The details are available in the Company's website:
https://www.mmforgings.com/uploads/IEPF/Share_Transferred_to_IEPF.pdf
14. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022, has mandated Listed Companies to issue securities in demat form only while processing service requests viz., Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Sub-division Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. The shareholders holding shares in physical form are requested to make service request by submitting a duly filled and signed Form ISR-4, the format of which is available at Company website www.mmforgings.com under Investors/General Shareholder Information and on the website of RTA. It may also be noted that any service request can be processed only after the folio is KYC compliant. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
16. Norms for Updating KYC, Bank details and Nomination:
It is mandatory for holders of physical securities in listed company to furnish PAN, full KYC details (address proof, bank details, e-mail address, mobile number) and Nomination (for all the eligible folios). Pursuant to SEBI circular dated 17 November 2023, all payment of dividend in respect of physical folios will be only through electronic mode with effect from April 01, 2024 and accordingly, the dividend payment for the KYC non-compliant shareholders will be kept in unclaimed dividend account. Upon receipt or updation of bank details, the RTA will update the KYC and automatically, pay electronically, all the moneys of / payments to the holder that were previous unclaimed / unsuccessful.

Further, the KYC non-compliant shareholders shall be eligible to lodge any grievance or avail of any services, only after furnishing the complete documents / details. The forms for updating the PAN, KYC Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available in the general Shareholders Information section in the Company's website www.mmforgings.com. Members who are holding shares in physical form are requested to submit the required forms along with the supporting documents at the earliest.



Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

As specified in the above SEBI circular, the Company had sent letters on 30 April 2024, to the Members who holds shares in physical form, intimating them to update KYC documents. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Electronic copy of the Annual Report for 2023-24 will be sent to all members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses with the Company can get the same registered by submitting the necessary KYC forms as mentioned in the previous notes. The Notice convening the AGM and the Annual Report for F24 have also been uploaded on the website of the Company at www.mmforgings.com and may also be accessed from the relevant section on the websites of the Stock Exchanges viz., BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively.

THE INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

1. The voting period begins on **Friday, 05 July 2024 at 9.00 A.M. and ends on Sunday, 07 July 2024 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, **Monday, 01 July 2024**, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
2. Details of Scrutinizer: Shri. M. Damodaran, Practicing Company Secretary, Managing Partner of M Damodaran & Associates LLP (Membership No. 5837, C P No. 5081).
3. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
4. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of the Listing Regulations, 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 shareholder's /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.

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

- (i) 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.
- (ii) Pursuant to above said 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 CDSL	<p>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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab.</p> <ol style="list-style-type: none"> 1. 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, so that the user can visit the e-Voting service providers' website directly. 2. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration



	<p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin.</p> <p>The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.</p>



Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. 2. 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. 3. 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 and voting during the meeting.
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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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.e-Voting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at e-Voting@nsdl.co.in or call at.: 022 - 4886 7000 and 022 - 2499 7000

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

Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form:**

The shareholders should log on to the e-Voting website www.e-Votingindia.com.

Click on “Shareholders” module.

Now enter your User ID

- 1.1. For CDSL: 16 digits beneficiary ID,
- 1.2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 1.3. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification (CAPTCHA) as displayed and Click on Login.



If you are holding shares in demat form and had logged on to www.e-Votingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
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. 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.

2. After entering these details appropriately, click on “SUBMIT” tab.
3. 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.
4. For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
5. Click on the EVSN for the relevant <Company Name> on which you choose to vote. Choose <M M Forgings Limited>.
6. 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.
7. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
8. 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.



9. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
10. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
11. 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.
12. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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.e-Votingindia.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.

1. 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.
2. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
3. 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., corporate@mmforgings.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 through VC / OAVM and e-Voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM 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. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. 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 meeting** mentioning their name, demat account number/folio number, email id, mobile number to corporate@mmforgings.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at corporate@mmforgings.com. These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are 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.
9. 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 Shareholder whose e-mail / Mobile No. are not registered with the Company / Depositories:

1. For Physical shareholders - please provide necessary details like Folio No., Name of the 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 e-mail 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 22 55 33.

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 Futurex, 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 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:

The following Explanatory Statement sets out all material facts relating to the Ordinary Business and the Special Business of the accompanying Notice dated 29 May 2024.

Item No. 2:

Appointment of Shri. Vidyashankar Krishnan, who retires by rotation and being eligible, offers himself for re appointment:

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, Shri. Vidyashankar Krishnan, Chairman and Managing Director, holding DIN: 00081441, who is liable to retire by rotation in the ensuing Annual General Meeting, being eligible, offers himself for re-appointment.

The Board recommends the Resolution as set out as an Ordinary Business in Item no. 2 of the Notice for the approval of Members as an Ordinary Resolution.

Pursuant to Regulations 36(3) of Listing Regulations and Secretarial Standard 2 issued by Institute of Company Secretaries of India, the following information is furnished:

Brief resume and nature of expertise	<p>Shri. Vidyashankar Krishnan, aged 58 years, holding DIN 00081441, is a Post Graduate in Engineering from I.I.T., Chennai, having around 34 years of experience. He has served in the Company's Board since April 1997. He was appointed as Managing Director of the Company in February 1999. He was elevated as Vice Chairman and Managing Director of the Company effective 24 October 2012. The Board has appointed him as Chairman and Managing Director of the Company effective 01 April 2024.</p> <p>He has over three decades of experience in the forgings industry. He has been instrumental in the company's growth, including major expansions at Viralimalai plant, Padappai plant, and wind farm and solar sites. He has also guided the company towards sustainability and made key decisions in expansions and acquisitions.</p>
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	<p>Under his leadership, M M Forgings Limited has been accredited as “India’s Most Admirable Brand 2022” under the category “Forging Excellence.” He has been conferred as “India’s Top Minds 2022” and has been recognized as one of the “Top Business Leaders of the Nation”.</p> <p>He is the Director and former President of the Association of Indian Forging Industry, Director in Sree Sankara College Association and partner at Unique Technologies. He holds directorship in seven other companies.</p>
Relationship with other Directors, Manager and KMP of the Company	Shri. Vidyashankar Krishnan is the elder brother of Shri. K. Venkatramanan, Joint Managing Director and spouse of Smt. Sumita Vidyashankar, non-Executive Director of the Company.
Other Directorships and committee Membership of listed entities	He does not hold Directorship or a Member in any Committee in any of the other listed entities during the last three years.
No. of shares held in the Company	2720240 shares

Item No. 3 & 4:

Issue of Bonus Shares and Increase in authorized Share Capital of the Company:

The Company has completed 50 years of forging operations during April 2024. To commemorate this golden jubilee year, the Board of Directors recommended a 1:1 bonus, i.e., One equity shares for every One equity share held as on the ‘record date’ to be determined by the Board by capitalizing a part of the amount standing to the credit of General Reserve account or such other account as may be considered appropriate by the Board of Directors of the Company, subject to approval of shareholders.

The equity shares of your Company are listed and actively traded on National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE). The above bonus issue would also encourage the participation of small investors by making equity shares of the Company affordable, increase the liquidity of the equity shares and will expand the retail shareholders’ base.

The proposed issue of Bonus Shares will be made in line with the provisions of Section 63 of the Companies Act, 2013, SEBI Listing Regulations and subject to such approvals, if required, from the statutory authority(ies). As per Article 37 of the Articles of Association of the Company, approval of the Members for issue of Bonus Shares by capitalization of reserves of the Company is being sought.



The proposed bonus share issue would necessitate an increase in the Company's authorized share capital and consequently alter Clause V of its Memorandum of Association. Pursuant to NCLT approving the scheme of amalgamation of Cafoma Autoparts Private Limited (Cafoma) with the Company, the Cafoma's authorized share capital has been consolidated with the Company, increasing it by ₹9 Crores. The current authorized share capital is ₹39,00,00,000 divided into 3,90,00,000 equity shares of ₹10 each. The Board of Directors, at its meeting on 29 May 2024, proposed an increase in authorized share capital to ₹51,00,00,000, divided into 5,10,00,000 equity shares of ₹10 each.

The record date for issue of bonus shares is 16 July 2024. The Board recommends the Resolutions as set out in item no 3 as a Special Resolution and Item no. 4 of the Notice for approval of the Members as an Ordinary Resolution. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 3 and 4 of this Notice except to the extent of their shareholding and held by them in the Company.

Item No. 5:

Ratification of remuneration paid to the Cost Auditor:

Pursuant to the provisions contained in Rule 14 of the Companies (Audit and Auditors) Rules 2014, the appointment and remuneration paid to Shri. S. Hariharan, cost auditor appointed at the Board meeting dated 29 May 2024, ought to be ratified by the shareholders subsequently. Accordingly, consent of the members is sought for passing the resolution as set out in the Notice for ratification of remuneration for the financial year ending 31 March 2025.

The Board recommends the Resolutions as set out in Item no. 5 of the Notice for approval of the Members as an Ordinary Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 5. The above resolution does not affect any other Company.

**BY ORDER OF THE BOARD
For MM FORGINGS LIMITED**

Place: Chennai
Date: 29 May 2024

CHANDRASEKAR S
Company Secretary
Membership No. A34736