

# PARAMOUNT SPECIALITY FORGINGS LIMITED

(Formerly Paramount Speciality Forgings LLP)

04/FY 2023-24/EGM

#### NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF PARAMOUNT SPECIALITY FORGINGS LIMITED WILL BE HELD ON FRIDAY, OCTOBER 20, 2023 AT 11.00 A.M. AT 3, 1, GURU HIMMAT BUILDING, DR. MASCARENHAS ROAD, ANJIRWADI, MAZGAON, MUMBAI - 400010 TO TRANSACT THE FOLLOWING BUSINESS:

#### Special Business:

MUMBALO

## Item No. 1: Appointment of Ms. Apurva Joshi as an Independent Director of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161, Schedule IV and their applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Article 64 of Articles of Association of the Company, approval and recommendation of the Board, Ms. Apurva Pradeep Joshi (DIN: 06608172) (Non-Executive & Professional), who was appointed as an Additional Director in the capacity of an Independent Director with effect from September 28, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till September 27, 2028, and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Company has received disclosure from the proposed independent Directors in Form MBP-1 and DIR-8 with consent in Form DIR-2 to act as director of the Company and Certificate provided by Indian Institute of Corporate Affairs (IICA).

**RESOLVED FURTHER THAT** Directors or any other officer of the Company, be and are hereby authorized to issue a certified true copy of the resolution, to file necessary e-forms (including but not limited to Form, DIR-12 and MGT-14) with the Registrar of Companies, Mumbai and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

## Item No. 2: Appointment of Mr. Kurian Chandy as an Independent Director of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161, Schedule IV and their applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder. [including any statutory modification(s) or re-enactment(s) thereof, for the time

Registered Office 3, Guru Himmat Bldg., 140, Dr. Mascarenhas Road, Mazgaon, Mumbai - 400 010.

Unit - I : 260/263, Jawahar Industrial Estate, Kamothe - 410 209, Panvel, Dist. Raigadh. ☎ : 91-22-2743 0301, 2743 5058

Unit - II : Survey No. 31/7, 47/11, 47/4D, 47/5, Savroli Kharpada Road, Village Dhamani Khalapur, Khopoli, Dist. Raigadh - 410 202. 
☐ : 91-9136494715-16 ☐ : sales@paramountforge.org, ali@paramountforge.org Website : www.paramountforge.com

being in force], and Article 64 of Articles of Association of the Company, approval and recommendation of the Board, **Mr. Kurian Pallathuseril Chandy (DIN: 00855226)** (Non-Executive & Professional), who was appointed as an Additional Director in the capacity of an Independent Director with effect from September 28, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till September 27, 2028, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Company has received disclosure from the proposed independent Directors in Form MBP-1 and DIR-8 with consent in Form DIR-2 to act as director of the Company and Certificate provided by Indian Institute of Corporate Affairs (IICA).

**RESOLVED FURTHER THAT** Directors or any other officer of the Company, be and are hereby authorized to issue a certified true copy of the resolution, to file necessary e-forms (including but not limited to Form, DIR-12 and MGT-14) with the Registrar of Companies, Mumbai and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

## <u>Item No. 3: Appointment of Mr. Nimesh Mukerji as an Independent Director of the Company:</u>

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 and other applicable provisions if any of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the Article 64 of Articles of Association of the Company, Consent of the members be and are hereby accorded to appoint Mr. Nimesh Mukerji (DIN: 07705885), (Age: 78 Year) as an Independent Director (Non-Executive & Independent) of the Company and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for an office of a director of the Company and who has also submitted a declaration confirming that he meet the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and is eligible for Reappointment, to hold the office for a term of five consecutive years with effect from September 28, 2023 to September 27, 2028 and he will not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Company has received disclosure from the proposed independent Directors in Form MBP-1 and DIR-8 with consent in Form DIR-2 to act as director of the Company and Certificate provided by Indian Institute of Corporate Affairs (IICA).

**RESOLVED FURTHER THAT** Directors or any other officer of the Company, be and are hereby authorized to issue a certified true copy of the resolution, to file necessary e-forms (including but not limited to Form, DIR-12 and MGT-14) with the Registrar of Companies, Mumbai and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

For Paramount Speciality Forgings Limited

Aliasgar Roshan Hararwala

**Managing Director** 

DIN: 00334957

Place: Mumbai

Date: September 28, 2023

#### Notes:

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and
  vote on a poll instead of himself and a proxy need not be a member of the Company. Proxies in
  order to be valid and effective must be delivered at the registered office of the Company not later
  than forty-eight hours before the commencement of the meeting. Accordingly, the Proxy Form is
  annexed hereto.
- 2. The Memorandum of Association of the Company, the Articles of Association of the Company, Register of Director and Key Managerial Personnel and their shareholding, Register of Contract and Arrangement in which Directors are interested are open for inspection for the members at the Company's Registered Office between 10.00 A.M. and 6.00 P.M. on any working day up to the date of the Extra-Ordinary General Meeting and at the Extra-Ordinary General Meeting.
- 3. Corporate members who intend to send their authorized representatives to attend and vote at the meeting should send a certified copy of their board resolution to this effect.
- 4. The route map of the venue of the meeting is annexed hereto.
- 5. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.
- 6. The voting right of the members shall be in proportion to their shares of the paid-up equity share capital of the Company. Members shall have one vote for every one fully paid share of the Company held by them. Members can vote for their entire voting rights as per their discretion.



#### **Explanatory Statement**

(Pursuant to Section 102 of the Companies Act, 2013)

## Item No. 1: Appointment of Ms. Apurva Pradeep Joshi as an Independent Director:

As required under Section 102 read with Section 110 of the Act and rules made thereunder, the following is the Explanatory Statement setting out the material facts in relation to the proposed Special Resolution.

The Board of Directors had appointed Ms. Apurva Pradeep Joshi (DIN: **06608172**) as an Additional Non-Executive Independent Director of the Company with effect from September 28, 2023. Her appointment is subject to the approval of the Members of the Company. The said appointment shall be for a term of 5 (five) consecutive years upto September 27, 2028 and not liable to retire by rotation, in terms of all the applicable provisions of the Act.

The brief profile of Ms. Apurva Pradeep Joshi is given below:

Ms. Apurva Pradeep Joshi heads the Technology & Due Diligence practice of Riskpro Management Consulting Private Limited. Due to her efforts today Riskpro is considered to be one of the top 10 Forensic Accounting Firms in the country. Apurva is the Youngest Certified Forensic Accounting Professionals and Certified Fraud Examiner in the country.

She is a Certified Anti-Money Laundering Expert, Certified Bank Forensic Accountant and Certified Vigilance & Investigation Expert. She also has completed a Certificate Course from TATA Institute of Social Sciences (TISS) in Organization Development, Change and Leadership (ODCL) in Civil Society Organizations in India. She is a Certified Independent Director from Indian Institute of Corporate Affairs (IICA).

She recently has been chosen for a prestigious global program "10000 Women" by Goldman Sachs Foundation and IIM-Bangalore. She is chosen as "Champion of NSRCEL" by IIMB NSRCEL to lead the initiatives of NSRCEL from Pune. She is also is a part of a Cohort to study Leadership and Management in New-Age Business Program by The Wharton School- University of Pennsylvania and completed the course in February 2023. She is the First Woman Professional to join the EC-Council Global Advisory Board for CHFI (Computer Hacking Forensic Investigator) IMEA (India Middle East Africa) region.

Apurva is a notable woman figure in the corporate world and occupies the position of an Independent Director at Precision Camshafts Limited (First Camshafts company in India to go public), Fino Paytech Limited (Holding Company of Fino Payments Bank); at Fidel Softech Limited (First Lang-tech Indian company to go public); Nihilent Limited, Associated Alcohol and Breweries Limited (MP based one of the largest distilleries in India), Quickheal Technologies Limited which is biggest Information Security Company of India and at Minda Rinder which is a leading Multinational Automobile Component company.

The company has received requisite consent and declarations from Ms. Apurva Pradeep Joshi including confirmation that she meets the criteria of independence as prescribed under section

149(6) of the act. She is neither disqualified from being appointed as director in terms Section 164 of the Act nor debarred by virtue of any order of SEBI or any such other authority and has given her consent to act as director.

The matter regarding appointment of Ms. Apurva Pradeep Joshi as Independent Director was placed before the Board, which recommended her appointment as an Independent Director.

Further, She confirmed that in compliance with the provisions contained under sub rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, she has registered himself with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Apurva Pradeep Joshi fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of management. The Board has formed an opinion that Ms. Apurva Pradeep Joshi possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Ms. Apurva Pradeep Joshi, Director as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Ms. Apurva Pradeep Joshi as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Ms. Apurva Pradeep Joshi is interested and concerned in the Resolution mentioned at Item No. 1 of the Notice. Other than Ms. Apurva Pradeep Joshi, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 1 of the Notice.

The Directors recommend the resolutions for approval by the members.

### Item No. 2: Appointment of Mr. Kurian Pallathuseril Chandy as an Independent Director:

As required under Section 102 read with Section 110 of the Act and rules made thereunder, the following is the Explanatory Statement setting out the material facts in relation to the proposed Special Resolution.

The Board of Directors had appointed Mr. Kurian Pallathuseril Chandy (DIN: **00855226**) as an Additional Non-Executive Independent Director of the Company with effect from September 28, 2023. His appointment is subject to the approval of the Members of the Company. The said appointment shall be for a term of 5 (five) consecutive years upto September 27, 2028 and not liable to retire by rotation, in terms of all the applicable provisions of the Act.

The brief profile of Mr. Kurian Pallathuseril Chandy is given below:

Kurian Pallathuseril Chandy is a CA from the Institute of Chartered Accountants of India having nearly 33 years of rich & extensive work experience across Finance & Accounting along with nearly 7 years of experience in Consulting roles with Rich background in leading Finance Function and in

providing consultation & guidance on financial issues affecting the organization, including accounting, development of financial policies & systems, budgeting, accounts, treasury operations, risk management, corporate governance and statutory compliance.

Working as an Independent Director in two listed companies Vidli Restaurants Limited, and Creative Newtech Limited acts as a guide and mentor to the Company Role:

- Improved corporate credibility and governance standards by working as a watchdog and helped in managing risk
- Assisted the company in implementing the best corporate governance practices.
- Helped in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Safeguarded the interests of all stakeholders, particularly the minority shareholders.

The company has received requisite consent and declarations from Mr. Kurian Pallathuseril Chandy including confirmation that he meets the criteria of independence as prescribed under section 149(6) of the act. He is neither disqualified from being appointed as director in terms Section 164 of the Act nor debarred by virtue of any order of SEBI or any such other authority and has given his consent to act as director.

The matter regarding appointment of Mr. Kurian Pallathuseril Chandy as Independent Director was placed before the Board, which recommended his appointment as an Independent Director.

Further, He confirmed that in compliance with the provisions contained under sub rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, he has registered himself with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Kurian Pallathuseril Chandy fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Kurian Pallathuseril Chandy possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Kurian Chandy, Director as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Kurian Pallathuseril Chandy as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Kurian Pallathuseril Chandy is interested and concerned in the Resolution mentioned at Item No. 2 of the Notice. Other than Mr. Kurian Pallathuseril Chandy, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 2 of the Notice.

The Directors recommend the resolutions for approval by the members.

Item No. 3: Appointment of Mr. Nimesh Mukerji as an Independent Director:

As required under Section 102 read with Section 110 of the Act and rules made thereunder, the following is the Explanatory Statement setting out the material facts in relation to the proposed Special Resolution

The Board of Directors had appointed Mr. Nimesh Mukerji (DIN: **07705885**) as an Additional Non-Executive Independent Director of the Company with effect fromSeptember 28, 2023. His appointment is subject to the approval of the Members of the Company. The said appointment shall be for a term of 5 (five) consecutive years upto September 27, 2028 and not liable to retire by rotation, in terms of all the applicable provisions of the Act.

The brief profile of Mr. Nimesh Mukerji is given below:

Mr. Nimesh Mukerji is a Chartered Engineer having Member Registered No. M44717/4 from the Institution of Engineers (India), Kolkata.

He has a Bachelor's Degree in Mechanical Engineering, B.E. (Hons), from Jabalpur University in 1966 and has done Post-Graduate Diploma in Business Management, (D.B.M.), from Bombay University in 1975.

The following are the experiences possessed by Mr. Nimesh Mukerji.

- As Trainee Engineer to Assistant Operations Manager at M/s WG Forge & Allied Industries Ltd, Thane from January 1967 to November 1984;
- As Assistant Operations Manager was responsible for the complete forging manufacturing and machining activity at the Thane Works;
- Promotor Director M/s Tech Team Consultants Pvt. Ltd., Thane from 1985 to 1992;
- As Technical Advisor from the year 1992 to 1999 at M/s Pradeep Metals Ltd. Navi Mumbai;
- As Technical Consultant from the year 1992 till date with the forging Industry along-with other assignment. Handled 48 assignments with 44 forging units; and
- As Independent Director at M/s Frontier Springs Ltd., Kanpur 2017 till date.

The company has received requisite consent and declarations from Mr. Nimesh Mukerji including confirmation that he meets the criteria of independence as prescribed under section 149(6) of the act. He is neither disqualified from being appointed as director in terms Section 164 of the Act nor debarred by virtue of any order of SEBI or any such other authority and has given his consent to act as director.

The matter regarding appointment of Mr. Nimesh Mukerji as Independent Director was placed before the Board, which recommended his appointment as an Independent Director.

Further, He confirmed that in compliance with the provisions contained under sub rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, he has registered himself with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Nimesh Mukerji fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Nimesh Mukerji possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Nimesh Mukerji, Director as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Nimesh Mukerji as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Nimesh Mukerji is interested and concerned in the Resolution mentioned at Item No. 3 of the Notice. Other than Mr. Nimesh Mukerji, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 3 of the Notice.

The Directors recommend the resolutions for approval by the members.

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## <u>Additional Disclosures/Information pursuant to applicable provisions of Secretarial Standard - 2</u>

Name of Director	Apurva Pradeep Joshi	Kurian Pallathuseril Chandy	Nimesh Mukerji
Designation	Non-Executive Director	Non-Executive Director	Non-Executive Director
DIN	06608172	00855226	07705885
Date of Birth and Age	34 Years	58 Years	78 Years
Experience and nature of expertise in specific functional area	As per the resolution set out in this Notice read with the Explanatory Statement hereto	As per the resolution set out in this Notice read with the Explanatory Statement hereto	As per the resolution set ou in this Notice read with the Explanatory Statement hereto
Qualifications	As per the resolution set out in this Notice read with the Explanatory Statement hereto	Chartered Accountant	Chartered Engineer
Date of first appointment on the Board	September 28, 2023	September 28, 2023	September 28, 2023
Relationship with other directors, if any	NA	NA	NA
Details of Remuneration sought to be paid	Sitting fees for attending Board & Committee Meetings	Sitting fees for attending Board & Committee Meetings	Sitting fees for attending Board & Committee Meetings
Memberships/ Chairmanships of committees across all other companies	Precision Camshafts Limited Audit Committee - Member Nomination and Remuneration Committee - Member  Quick Heal Technologies Limited Nomination and Remuneration -Committee - Chairperson Risk Management Committee - Chairperson CSR Committee - Chairperson Audit Committee - Member Stakeholder Relationship Committee - Member  Associated Alcohols & Breweries Ltd. Audit Committee - Member Nomination and Remuneration Committee - Member  Fidel Softech Limited Audit Committee - Chairperson Nomination and Remuneration Committee - Member Stakeholder Relationship Committee - Member  Nihilent Limited Audit Committee - Member  Stakeholder Relationship Committee - Member  Fino Paytech Limited Nomination and Remuneration Committee - Chairperson CSR Committee - Chairperson Stakeholder Relationship Committee - Chairperson	Creative Newtech Limited Audit Committee - Chairperson Stakeholder Relationship Committee - Member Nomination and Remuneration Committee - Member Risk Management Committee - Member  Vidli Restaurants Limited Audit Committee - Member Nomination and Remuneration Committee - Member Stakeholder Relationship Committee - Member	Frontier Springs Limited Audit Committee Membe Nomination and Remuneration Committee - Member Stakeholder Relationship Committee - Member
umber of Board Meetings tended during the year (FY 2023-24) till the date of notice	None	None	None
Number of Equity Shares held in the Company	None	None	None



Directorships held in other companies as on the date of the Notice	Precision Camshafts Limited Quick Heal Technologies Limited Fidel Softech Limited Nihilent Limited Riskpro Management Consulting Private Limited Associated Alcohols & Breweries Ltd. Fino Paytech Limited	Creative Newtech Limited Vits Hotels Worldwide Private Limited Vidli Restaurants Limited	Frontier Springs Limited	
Remuneration last drawn from the Company	None	None	None	
Terms and conditions of appointment & As per the resolution set out in this Notice read with the Explanatory Statement hereto		As per the resolution set out in this Notice read with the Explanatory Statement hereto	As per the resolution set ou in this Notice read with the Explanatory Statement hereto	
justification for choosing the appointee for appointment as Independent Directors  Based on the skill and experience as mentioned in the notice read with Explanatory Statement		Based on the skill and experience as mentioned in the notice read with Explanatory Statement	Based on the skill and experience as mentioned in the notice read with Explanatory Statement	



# Attendance Slip To be handed over at the entrance of the meeting hall

04/FY 2023-24/EGM

Name of the Member  Name of the proxy  (To be filled if the proxy attends instead of the member)			
	Extra-Ordinary General Meeting held on Friday, October t Building, Dr. Mascarenhas Road Anjirwadi, Mazgaon,		
Place: Mumbai Date:	(Member's/Proxy's Signature)		

(To be signed at the time of handing over the slip)

Member/Proxyholder are requested to bring a valid photo identity (i.e. PAN/AADHAR etc.) for identification purposes.

### Form No. MGT-11

#### **Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	
Name of the Company:	
Registered Office:	
Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	
I/We, being the member(s) of shares of	of the above named company, hereby appoint
Address:	
E-mail Id:	
Signature:	
2. Name:	or failing him
Address:	
E-mail Id:	
Signature:	
	C-111 1 1
3. Name:	or failing him
Address:	
E-mail Id:	
Signature:	
orginature.	
Meeting of the Company, to be held on Friday,	) for me/us and on my/our behalf at the 4th Extra-Ordinary Genera October 20, 2023, at 11.00 A.M. at 3, 1, Guru Himmat Building, Dr bai - 400010 and at any adjournment thereof in respect of sucl
Resolution No.	
1. Appointment of Ms. Apurva Joshi as an Indep	pendent Director of the Company
2. Appointment of Mr. Kurian Chandy as an Ind	dependent Director of the Company; and
3. Appointment of Mr. Nimesh Mukerji as an In	dependent Director of the Company
Signed this day of, 2023	
	Affix
Signature of Shareholder:	Revenue
Signature of Proxy holder(s):	Stamp
Note: This form of prove in order to be offer	tive should be duly completed.
Office of the Company not less than 48 hours	tive should be duly completed and deposited at the Registered
i v indis	o and commencement of the Meeting.

## **Extra-Ordinary General Meeting Venue**



Address: Address: 3, 1, Guru Himmat Building, Dr. Mascarenhas Road Anjirwadi, Mazgaon, Mumbai - 400010

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