



M M FORGINGS LIMITED

CORPORATE OFFICE: SVK TOWERS, 8TH FLOOR,
A25 INDUSTRIAL ESTATE, GUINDY, CHENNAI - 600032, INDIA.

Date: 07 April 2025

The Deputy General Manager Corporate Relationship Department. Bombay Stock Exchange Limited, Rotunda Building, P.J. Towers, First Floor, New Trading Wing, Dalal Street, MUMBAI -400 001	National Stock Exchange of India Ltd. 'Exchange Plaza', Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051
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Dear Sirs,

Ref.: NSE: security code- MMFL –EQ; BSE: Security Code -522241
SUB: Postal Ballot seeking consent of the shareholders of the Company:

Pursuant to Regulation 30 of SEBI Listing Regulation, 2015 and in continuation to our earlier intimation dated 21 March 2025, we enclose the Postal Ballot Notice sent to the shareholders of the Company, seeking their consent by way of Special Resolution for the appointment of Smt. Rama Sivaraman, holding DIN: 07425519, as a Non-Executive Independent Director of the Company in the position of woman Independent Director, for a term of five years, effective 31 March 2025.

The Company has completed the dispatch of Postal Ballot Notice through electronic mode to those shareholders whose email address is registered with Cameo Corporate Services Limited / Depositories. In compliance with the requirements of the MCA Circulars the hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The said Notice is also being made available on the website of the Company i.e., www.mmforgings.com.

This is for your kind information please.

Thanking you,
Yours faithfully,
For M M FORGINGS LIMITED

Chandrasekar S
Company Secretary
Encl: a/a



M M FORGINGS LIMITED
(CIN L51102TN1946PLC001473)
Registered Office: SVK Towers, 8th Floor, A25, Industrial Estate,
Guindy, Chennai – 600032
Email: corporate@mmforgings.com; Web: www.mmforgings.com
Phone: 044-7160 1000, Fax: 044-7160 1010

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

NOTICE is hereby given that the resolution set out below is proposed for approval by the members of M M Forgings Limited (“the Company”) by means of Postal Ballot, only by remote (“e-Voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 and 108 and other applicable provisions, if any of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, (“the Rules”), the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Company is pleased to provide the facility for voting through "electronic means" to enable members for casting their votes for e-Voting by selecting appropriate options for the Resolution. The draft of the proposed resolution together with the Explanatory Statement, pursuant to Section 102(1) of the Act stating the material facts and reasons thereto, for this purpose and the detailed procedure / instructions regarding voting through “electronic means” are being attached.

The Board of Directors, through resolution by circulation on 21 March 2025, has appointed Shri. M. Damodaran, Practicing Company Secretary, Managing Partner of M Damodaran & Associates LLP as the Scrutinizer, for conducting the postal ballot process, including e-Voting, in a fair and transparent manner.

The Company has engaged Central Depository Services (India) Limited (CSDL), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolution.

The e-voting period commences at 9.00 a.m. (IST) on Wednesday, the 09 April 2025 and will conclude at 5.00 p.m. (IST) on Thursday, 08 May 2025. Thereafter, the e-Voting will be disabled and voting shall not be allowed beyond the said time. Based on the Scrutinizer’s Report, the results of remote e-Voting will be declared by the Chairman and Managing Director or any one of the directors of the Company, as authorized, at its Registered Office of the Company on 09 May 2025. The results will also be posted on the Company’s website viz., www.mmforgings.com besides being communicated to the Stock Exchanges, where the Company’s shares are listed.

The last date of voting, i.e., Thursday, the 08 May 2025 will be taken as the date of passing of the said Resolution by the members of the Company, subject to the votes cast in favour of the resolutions being not less than three times the votes cast against the resolution.

The Notice of Postal Ballot along with the Ballot form have also been placed on the Company's website viz., www.mmforgings.com for use by the Members.

SPECIAL BUSINESS

Item No. 1

Approving the appointment of Smt. Rama Sivaraman as Non-Executive Independent Director

To consider providing your assent or dissent for passing the following resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV), 150, 152, 160, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Smt. Rama Sivaraman (DIN: 07425519), who was appointed as an Additional Director and Non-Executive Independent Director effective 31 March 2025, and who holds office up to the date of next General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, the consent of the Members is hereby accorded for her appointment as a Non-Executive Independent Director of the Company, for a term of five consecutive years effective 31 March 2025, and whose office shall not be liable to retire by rotation during her tenure, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Companies Act, 2013, as determined by the Board, from time to time including reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees or for any other purpose whatsoever in terms of applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board is hereby authorised to do all acts and take all 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: 21 March 2025

CHANDRASEKAR S
Company Secretary
Membership No. A34736

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 of the Act, setting out the material facts relating to the business to be transacted is annexed hereto.
2. The relevant information as required under Schedule V of the Companies Act, 2013 and Regulation 36(3) of Listing Regulations read with Secretarial Standard on General

Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment is annexed and forms part of this notice. Further, the Company has received relevant disclosure/consent from the Director seeking appointment / re-appointment.

3. In compliance with Sections 110 and 108 of the Companies Act, 2013 and Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically through e-Voting facility provided by CDSL. The instructions for electronic voting are annexed to this Notice.
4. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the close of business hours on Friday, 04 April 2025 (“Cut Off date”). Only those Members whose names appear in the Company’s Register of Members / List of Beneficial Owners as on the close of business hours on **Friday, 04 April 2025** will be considered for the purpose of e-Voting. However, a person who is not a member as on the cut-off date should treat this Notice for information purposes only.
5. In compliance with MCA Circulars, the Postal Ballot Notice is being sent to the members only through electronic mode to those members whose names appear on the Register of members / register of beneficial owners as on Friday, 04 April 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
6. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
7. Members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no. / folio no., which may be used for sending future communication(s).
8. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.mmforgings.com) duly filled and signed along with requisite supporting documents to the Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited (RTA) at Subramanian Building, No. 1, Club House Road, Chennai – 600002.

9. The remote e-Voting period commences at 9.00 a.m. (IST) on Wednesday, the 09 April 2025 and will conclude at 5.00 p.m. (IST) on Thursday, 08 May 2025 for the members exercising their voting through remote e-Voting, thereafter remote e-Voting module will be disabled and e-voting shall not be allowed beyond the said time. During this period, members of the Company holding shares either in physical mode or in dematerialized mode, as on the Cut-off date may cast their vote electronically. Once a member cast their vote on the Resolution, he or she will not be allowed to change it subsequently.
10. The Member may kindly note that the Notice of the Postal Ballot is uploaded in the Company's website i.e., 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 and on the website of CDSL (agency for providing the Remote e-Voting facility) i.e., www.evotingindia.com.
11. Resolutions passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf. A Member cannot exercise his/her vote by proxy on the Postal Ballot.
12. All documents, referred to in this Notice and in the Explanatory Statement referred to under Section 102(1) of the Act, 2013 are open for inspection at the Registered Office of the Company during office hours on all working days between 11.00 A.M. (IST) and 01.00 P.M. (IST) up to the last date of e-Voting.
13. Shri. M. Damodaran, Practicing Company Secretary, Managing Partner of M Damodaran & Associates LLP (M. No. 5837, C.P. No. 5081) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
14. The Scrutinizer will submit their report to the Chairman and Managing Director or any one of the directors as authorized after the completion of scrutiny, and the results of voting through electronic means will be declared by placing it along with the Scrutinizer's report on the Company's website www.mmforgings.com and communicated to the Stock Exchanges.
15. The voting rights in respect of unclaimed shares held in MM Forgings Limited Unclaimed Suspense Account and Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations and Section 124 of the Act respectively.
16. Members requiring any clarification may contact the Company Secretary through e-mail viz., corporate@mmforgings.com.
17. 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 updating 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.

18. The Company had issued and allotted bonus shares at a ratio of 1:1 during July 2024. Pursuant to SEBI (ICDR) Regulations and Listing Regulations, the bonus shares were credited to those shareholders who hold shares as on the record date to their respective demat account. The bonus shares of those shareholders who holds shares in physical mode and who had not submitted their demat particulars were transferred to Company's unclaimed suspense account. An intimation was sent through Registered post to the shareholders to update their KYC particulars and demat details for crediting their bonus shares from unclaimed suspense account to the respective shareholders' account. The shareholders who still holds securities in physical form are kindly requested to update their demat particulars by submitting requisite KYC forms with the RTA for getting their bonus shares credited to their demat account directly.

THE INSTRUCTIONS FOR MEMBERS TO VOTE THROUGH REMOTE E-VOTING FOR POSTAL BALLOT

1. The voting period begins on **9.00 a.m. (IST) on Wednesday, the 09 April 2025 and will conclude at 5.00 p.m. (IST) on Thursday, 08 May 2025** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, **Friday, 04 April 2025**, 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. 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.

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.

Step 1: 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 ESP for casting the vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there links are also provided to access the system of all ESPs, so that the user can visit the ESP's 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 an e-Voting link available</p>

	<p>on www.cdslindia.com home page or click on https://evoting.cdslindia.com.</p> <p>The system will authenticate the user by sending OTP on registered Mobile and 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 ESPs.</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.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or ESP name and you will be re-directed to ESP website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or ESP name and you will be redirected to ESP website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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 ESP name and you will be redirected to ESP website for casting your vote during the remote e-Voting period.

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 toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: 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 and 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 and 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 and not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

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 and mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding 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 the material facts relating to the special business mentioned in the accompanying notice dated 21 March 2025 and shall be taken as forming part of the Notice.

Item No. 1**Appointment of Smt. Rama Sivaraman as a Non-Executive Independent Director for a period of five years, effective 31 March 2025:**

Pursuant to provisions of Sections 149, 150, 152, 160, 161, 164 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25(2A) and other applicable Regulations of Listing Regulations and as recommended by Nomination and Remuneration Committee (NRC), the Board of Directors through circular resolution approved on 21 March 2025, appointed Smt. Rama Sivaraman (DIN: 07425519) as an Additional Director and Non-Executive Independent Director in the position of woman Independent Director (NEID) of the Company, effective 31 March 2025.

The NRC has evaluated the qualification, skills, experience, integrity and knowledge of Smt. Rama Sivaraman and felt that it would be sufficient / satisfactory to recommend the appointment as a NEID on the Board, as per the Nomination and Remuneration Policy of the Company.

In the opinion of the Board, Smt. Rama Sivaraman fulfil the conditions as specified in the Companies Act, 2013 and the rules made thereunder and the Listing Regulations, for the proposed appointment as a NEID by the shareholders of the Company. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013, from a Member proposing the candidature for aforesaid appointment.

The Company has received consent in writing from the proposed NEID to act as a Director in Form DIR-2 as required under the Companies Act, 2013. She has also enrolled with the database for Independent Director as specified under the Section 150 of the Companies Act, 2013. Smt. Rama Sivaraman is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Smt. Rama Sivaraman has also confirmed that she is not debarred from holding the office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any such authority. Necessary declaration under sub-section (6) of Section 149 of the Companies Act, 2013 and as per Listing Regulations has been received from the proposed Director confirming that she meets with the criteria of Independence.

Further, in pursuant to Regulation 25(2A) read with 17(1C) of Listing Regulations, the appointment of NEID would require approval of the members of the Company by a Special Resolution, to be accorded within 3 months from the date of appointment or at the next General Meeting whichever is earlier.

Accordingly, approval of the Members is being sought for the appointment of Smt. Rama Sivaraman as a Non-Executive Independent Director and also as a woman Independent Director of the Company by way of a Special Resolution. The director will not be liable to retire by rotation during her tenure of appointment.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than the proposed appointee for her proposed appointment, is in any way concerned or interested in the Resolution, as set out in Item no. 1 of the Notice.

The Board, therefore, recommend the resolution as set out in Item no. 1 of this Notice, for appointment of Smt. Rama Sivaraman as Non-Executive Independent Director effective 31 March 2025, for a period of five years, for approval of the members as Special 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, skill and nature of expertise	<p>Smt. Rama Sivaraman, aged 58 years, holding DIN 07425519, is an accomplished business leader with extensive experience of around 35 years in strategic planning, global operations management, and performance improvement across various industries, particularly in IT and financial services. Currently, she serves as an advisor to various start-up Companies.</p> <p>She has also held leadership roles such as the Chief Operating Officer of Polaris Software (now VirtusaPolaris), managing global operations across 22 countries, overseeing 7500 employees and ensuring successful delivery of banking IT services to Fortune 500 clients.</p> <p>With a strong track record in strategy formulation, change management, and operational excellence, Smt. Rama has been instrumental in leading major restructuring deals and cost management initiatives that safeguarded company margins during challenging times.</p> <p>She was ranked among the Top 20 Women Leaders in IT in India in 2014 and received the Woman Leadership Award in 2016. She has played a pivotal role in the development of eWit (Empowering Women in IT), having been a founding member and a former president. She has consistently mentored and groomed future leaders, and is recognized for their ability to keep teams together and drive organizational success during times of uncertainty.</p> <p>Her wide range of experience in various field will surely bring value addition and strengthen the Board.</p>
Relationship with other Directors, Manager and KMP of the Company	NIL
Directorship in other Companies	She holds the position of Independent Director in the Board of Maveric Systems Limited, an unlisted Indian Public Company.
Membership / Chairpersonship of Committees in other companies	NIL
No. of shares held in the Company	NIL

BY ORDER OF THE BOARD
For MM FORGINGS LIMITED

Place: Chennai
Date: 21 March 2025

CHANDRASEKAR S
Company Secretary
Membership No. A34736