



Annexure 3 - Report on Corporate Governance

1. Company's Philosophy On Code of Governance:

The Company is committed to good Corporate Governance, which to us means protection of shareholders' rights, enhancement of shareholder value and equitable treatment of all other stakeholders such as customers, suppliers and employees. The Company is committed to reporting financial information transparently, objectively and accurately. A judicious mix of empowerment based on trust and accountability forms the foundation of our management philosophy.

1. Board of Directors:

2.1 Composition and category of Directors as of 31 March 2018 is as follows:

Category	No. of Directors	%
Executive Directors	2	33.33
Non-executive, Independent Directors	4	66.67
Total	6	100.00

2.2. Attendance of each Director at the Board meetings and the last AGM:

Name of the Director	No. of Board Meetings (wherein he was a director)	No. of Board Meetings Attended	Last AGM attendance (Yes / No)
Shri N. Srinivasan	4	2	Yes
Shri V. Vaidyanathan	4	4	Yes
Shri Vidyashankar Krishnan	4	4	Yes
Shri K. Venkatramanan	4	2	Yes
Shri. A. Gopalakrishnan	4	4	Yes
Smt. Kavitha Vijay	4	3	Yes

2.3. The names of the listed entities where the person is a director and the category of directorship: Please refer Note 29 of notes on accounts.

2.4. **No. of Board Meetings held, dates on which held:**

Four Board Meetings were held during the year- 19 May 2017, 14 August 2017, 13 November 2017 and 05 February 2018.

2.5. **Number of other Boards or Board Committees in which the Directors are members or Chairman: Refer Notes on Accounts.**

2.6. **Information placed before the Board of Directors, inter alia, include:**

The Board has complete access to any information within the company. The information regularly supplied to the Board of Directors includes:

- Annual operating plans and budgets and any updates.
- Capital Budgets any updates.
- Annual Accounts, Directors' Report etc.
- Quarterly Results of the Company.
- Minutes of the meetings of Audit Committee and other Committees of the Board.
- The information on recruitment and promotion of Senior Officers to the level of Executive Director which is just below the Board level.
- Fatal or serious accidents, dangerous occurrences etc.
- Operational highlights.
- Major investments.
- Award of large contracts.
- Disclosure of interest by Directors about Directorship and committee positions occupied by them in other companies.
- Quarterly Report on foreign exchange exposures.
- Any significant development in Human Resources / Industrial Relations.



- Non-Compliance of any regulatory, statutory or listing requirements and shareholders services such as non-payment of Dividend, delay in share transfer etc.
- Short term investments.
- Information relating to any legal disputes.
- Other materially important information.

2.7. Code of Conduct:

The Board of Directors have laid out a Code of Conduct which is applicable to each member of the Board of Directors and Senior Management of the company. The Company has received confirmation from all the Directors and Senior Management of the Company regarding compliance with the said Code for the year ended March 31, 2018. A certificate from Shri Vidyashankar Krishnan, Vice Chairman and Managing Director to this effect is given below. The said Code is also posted on the website of the Company 'www.mmforgings.com'

2.8. Prevention of Insider Trading:

The Company has framed a code of Conduct for Prevention on trading based on SEBI (Insider Trading) Regulations 1992. This Code is applicable to all Board Members / Officers / Designated Employees. This Code ensures the prevention of dealing in shares by persons having access to unpublished price sensitive information.

2.9. Disclosure of relationship between Directors interse:

Shri. Vidyashankar Krishnan, Vice Chairman and Managing Director and Shri. K. Venkatramanan, Joint Managing Director are brothers.

2.10. No. of shares held by Non- Executive Directors:

Shri. V. Vaidyanathan -6000 shares

Shri A.Gopalakrishnan – 800 shares.

2.11. Weblink where details of finalisation programmes imparted to Independent Directors is disclosed:www.mmforgings.com

3. Audit Committee (AC):

3.1. Terms of reference: The terms of reference of the AC are in accordance with Regulations 18 of SEBI (LODR) and it includes the following:

3.1.1. Reviewing the Company's internal control system, audit procedures, compliance with statutory and regulatory requirements, financial reporting process and the disclosure of its financial information to ensure that the financial statements are true and correct.

3.1.2. It reviews quarterly, half yearly and annual financial statements with the management before submission to the Board with special emphasis on accounting policies and practices and legal requirements concerning financial statements

3.1.3. Recommending to the Board, the appointment, remuneration and terms of appointment and removal of Statutory Auditors and fixing their fees.

3.1.4. Risk Management analysis

3.1.5. Reviewing the auditor's independence and performance and also the effectiveness of the audit process.

3.1.6. Any other terms of reference as may be included from time to time in accordance with SEBI (LODR)

3.2. Date of Meetings:

During the year under review, the Committee had 4 meetings held as follows: 19 May 2017, 14 August 2017, 13 November 2017 and 05 February 2018.

3.3. Formation, Composition and attendance to the AC Meetings:

The AC of the Board was formed on 16 June 2001. The Committee was reconstituted as follows with effect from 01 April 2015

Name	No. of AC Meetings	No. of AC Meetings attended
Shri N. Srinivasan (Chairman)	4	2
Shri V. Vaidyanathan	4	4
Shri A. Gopalakrishnan	4	4
Shri. Vidyashankar Krishnan	4	4
Smt Kavitha Vijay	4	3

3.4. Four members are Non- Executive Independent Directors.

3.5. Statutory Auditors, Internal Auditor and the Chief Financial Officer were present in the meetings.

**4. Stakeholders Relationship Committee :**

4.1. Formation and no. of meetings held:

The Stakeholders Relationship Committee of the Board was formed on 16 June 2001 and was reconstituted on 01 April 2015 to redress the grievances of the Investors/ Shareholders.

During the year under review, the Committee had 4 meetings held as follows:

19 May 2017, 14 August 2017, 13 November 2017 and 05 February 2018.

4.1.1. Composition:

Non – Executive Chairman – Shri V. Vaidyanathan

Other members: Shri Vidyashankar Krishnan, Shri K. Venkatramanan and Shri.A.Gopalakrishnan and Smt Kavitha Vijay.

4.1.2. Attendance:

Name	No. of IGC Meetings	No. of IGC Meetings attended
Shri V. Vaidyanathan	4	4
Shri Vidyashankar Krishnan	4	4
Shri K. Venkatramanan	4	2
Shri. A. Gopalakrishnan	4	4
Smt Kavitha Vijay	4	3

4.2. Name and Designation of the Compliance Officer: Smt. J. Sumathi, Company Secretary.

4.3. No of Shareholder complaints received during the year: 0

4.4. No. not solved to the satisfaction of shareholders : 0

4.5. No. of Pending Complaints : 0

4.6. No. of pending share transfers: There are no share transfers pending with the company.

4.7. For Redressal of Investor complaints, complaints can be mailed to sumathi@mmforgings.com

5. Share Transfer Committee:

The Share Transfer Committee was formed on June 16, 2001. It considers transfer / transmission of shares issued by the Company, issue of duplicate certificates and certificates after split/ consolidation / renewal. During the year the Committee met 10 times.

6. Corporate Social Responsibility Committee:

6.1 Terms of reference: The CSR Committee, aims to ensure that corporate social responsibility with a positive impact on people and communities.

6.2 Date of Meetings: (Total no. of meetings – 4) 19 May 2017, 14 August 2017, 13 November 2017 and 05 February 2018.

6.3 Attendance:

Name	No. of CSR Meetings	No. of CSR meetings attended
Shri Vidyashankar Krishnan (Chairman)	4	4
Shri V Vaidyanathan	4	4
Shri K Venkatramanan	4	2
Shri A Gopalakrishnan	4	4

6.4 Annual Report on CSR:

6.4.1 A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

The CSR activities carried out by the Company are in accordance with the policy as laid down and approved by the CSR Committee. The CSR Policy is available in Company's website www.mmforgings.com.

6.4.2 Composition of the Committee Shri. Vidyashankar Krishnan (Chairman), Shri K. Venkatramanan, Shri V. Vaidyanathan and Shri. A. Gopalakrishnan

6.4.3 Average net profits of the Company for last three financial years : ₹ 64.36 Crores.

6.4.4 Prescribed CSR expenditure (2% of the amount as in item no. 3 above) : ₹ 128.72 lakhs.



6.4.5 Details of CSR spent during the financial year :

6.4.5.1 Total amount spent for the financial year : ₹ 131.36 lakhs

6.4.5.2 Amount unspent if any : NIL

6.4.5.3 Excess spent: ₹ 2.63 Lakhs

6.4.5.4 Manner in which the amount spent during the financial year is detailed below :

#	CSR projects or activities identified	Sector in which the Project is covered	Projects or programs 1) Local area or other (2) Specify the State, the district where projects or programs was undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects / programs Sub-heads: (1) Direct on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period (₹ in Lakhs)	Amount spent : Direct or through implementing agency
1	Eradicating Hunger and Poverty	Livelihood	KarnatakaTamil Nadu Uttaranchal	5.00	5.00	5.00	Direct
2	Education	Education	Maharashtra Tamil Nadu	57.50	57.00	57.00	Direct
3	Combating Diseases	Health	DelhiKarnataka Tamil Nadu	16.00	16.00	16.00	Direct
4	Social Business Projects	Social Business	Tamil Nadu	54.00	53.36	53.36	Direct
TOTAL				132.50	131.36	131.36	Direct

6.4.5.5 In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report : NOT APPLICABLE

6.4.5.6 A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company:

We hereby state that implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

Vidyashankar Krishnan
Chairman

V.Vaidyanathan
Director

7. Nomination and Remuneration Committee:

7.1 Remuneration Policy:

Preface:

The present Human Resource Policy of the Company considers human resources as its invaluable assets and has its objective the payment of remuneration to all its employees appropriate to employees' role and responsibilities and the Company's goals based on the performance of each of its employees in the Company.

This Nomination and Remuneration Policy (NR Policy) has been formulated, inter alia, for nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel and other Employees of M M Forgings Limited (hereinafter referred to as the Company), in accordance with the requirements of the provisions of Section 178 of the Companies Act, 2013 and Listing Agreement.

Objective and Purpose of the Policy:

The Objective and purpose of the Policy are:

To lay down criteria in relation to appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management.

To carry out evaluation of the performance of the Directors and remuneration for the Directors, KMPs and other Senior Management.

To formulate criteria for determining qualification, positive attributes and independence of a Director.

Effective date of the Policy:

This policy shall be effective from 01 April 2014.



Constitution of the Committee:

The Committee is established by a resolution of the Board of Directors of the Company and is to be known as Nomination and Remuneration Committee. This Committee is formed with retrospective effect viz., from 01 April 2014.

With effect from 01 April 2017, the committee is reconstituted as follows:

Shri. V. Vaidyanathan – Chairman

Shri N. Srinivasan

Shri A.Gopalakrishnan

Smt Kavitha Vijay

Frequency of Meetings

Meetings shall be held at such times as the Committee deems appropriate, and in any event shall be held not less than twice a year.

Quorum

A quorum shall be two members.

Objective:

To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

Role of the Remuneration Policy:

The Remuneration Policy is divided into three parts

Appointment:

Directors

Section 164 of the Companies Act, 2013 states disqualifications for appointment of any person to become Director of any Company. Any person who in the opinion of the Board is not disqualified to become a Director as per the above provision, and in the opinion of the Board, possesses the ability, integrity and relevant expertise and experience, can be appointed as Director of the Company.

Independent Directors

For appointing any person as an Independent Director he/she should satisfy the criteria of an Independent Director as per the applicable laws.

Senior Management Personnel and KMP and Other Employees

The Company has an Organisation Chart displaying positions of Senior Management including KMP and other positions with the minimum qualifications and experience requirements for each positions which commensurate with the size of its business and the nature and complexity of its operations. Any new recruit in the Company will match the requirements.

Remuneration:

Structure of Remuneration for the Managing Director, Key Managerial Personnel and Senior Management Personnel:

Key Managerial Personnel, who are Executive Directors, receive Salary, Perquisites and Commission on Net profit. The Overall Remuneration received by them will be within the permissible limit provided in the Companies Act, 2013. KMP, other than Executive Directors, Senior Management Personnel receive Basic Salary, Perquisites and Bonus (Ex gratia) . Perquisites include other allowances. The total salary includes fixed and variable components.

The Company's policy is that the total fixed salary should be fair and reasonable after taking into account the following factors:

- The scope of duties, the role and nature of responsibilities
- The level of skill, knowledge and experience of individual
- Core performance requirements and expectations of individuals
- The Company's performance and strategy

Performance linked salary:

The annual increase in the salary will be based purely on their performance.

Remuneration for Non-executive Director:

The total remuneration of Non- executive Directors may include all, or any combination of following elements:

- Fees for attending meeting of the Board of Directors and Committee thereof.
- Commission on net profits as permissible under Section 197 of the Companies Act, 2013 and decided by the Board from time to time to be payable to each of the Non-executive Director.
- Non-Executive Directors are entitled to be paid all traveling and other expenses they incur for attending to the Company's affairs, that may be fair and reasonable expenditure incurred by them while performing their role as Independent Directors

Structure of Remuneration for Other Employees

The power to decide structure of remuneration for other employees has been delegated to Shri Vidyashankar Krishnan, Vice Chairman & Managing Director and to Shri K. Venkatramanan, Joint Managing Director of the Company. Their report will be submitted in the Committee Meeting for their approval.

Performance Evaluation:**Executive Directors and Non-Executive Directors**

The performance of the Board as a whole, of its committees, and of its members shall be evaluated at least once a year keeping in view the objectives of the Company. The results of board evaluation shall remain confidential between the Chairman and Directors concerned. The evaluation process will be used constructively as a mechanism to improve board effectiveness and maximize strengths.

Criteria for evaluating Board members:

Section 149 of the Companies Act, 2013 read with Schedule IV of the said Act states that the Independent Directors shall at its separate meeting review performance of non- independent directors and the Board as a whole and the performance evaluation of Independent Directors shall be done by the entire Board of Directors excluding the Director being evaluated.

Criteria for evaluating KMP (Other than Executive Directors), Senior Management Personnel and Other employees:

Criteria for evaluating performance of KMP, Senior Management Personnel and Other Employees has been delegated to Shri Vidyashankar Krishnan, Vice Chairman & Managing Director and to Shri K. Venkatramanan, Joint Managing Director of the Company. The Criteria for evaluation will be appraised and approved by the Nomination and Remuneration Committee

General Criteria for determining appointment, qualifications, positive attributes, independence of a director, KMP and other employees:

The Board shall have minimum 3 and maximum 15 directors, unless otherwise approved.

No person of age less than 21 years shall be appointed as a director on the Board.

The Company shall have such person on the Board who complies with the requirements of the Companies Act, 2013, Provisions of the Listing Agreement, Memorandum of Association and Articles of Association of the Bank and all other statutory provisions and guidelines as may be applicable from time to time.

Majority of the Directors shall have specialised knowledge/experience in the areas like Agriculture, Banking, SSI, Legal, Risk Management, Accountancy, Finance, Windmill, manufacturing of forgings etc.

Except for the Vice Chairman and Managing Director and the Joint Managing Director, no other directors are paid remuneration, but are paid only sitting fees and Commission subject to the ceiling provided in the Companies Act, 2013.

Vice Chairman and Managing Director / CEO, Company Secretary and Chief Financial Officer shall be the Key Managerial Personnel (KMPs) of the Company.

All persons who are Directors / KMPs, members of Senior Management and all other employees shall abide by the Code of Conduct. Directors/KMPs shall not acquire any disqualification and shall be persons of sound integrity and honesty, apart from knowledge, experience, etc. in their respective fields.

Amendment

The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

7.2 Composition of the Committee: Shri N. Srinivasan (Chairman), Shri V. Vaidyanathan, Shri A. Gopalakrishnan and Smt Kavitha Vijay.

7.3 Date of Meetings: (Total no. of meetings – 4) 19 May 2017, 14 August 2017, 13 November 2017 and 05 February 2018.

7.4 Attendance :

Name of the Director	No. of Nom and Rem Committee Meetings held	No. of Nom. And Remn. Committee Meetings attended
Shri N Srinivasan	4	2
Shri V Vaidyanathan	4	4
Shri A Goplakrishnan	4	4
Shri Kavitha Vijay	4	3

7.5 Performance evaluation criteria for Non Executive Directors:

In respect of each of the evaluations factors, various aspects have been provided to assist with the evaluations process in respect of performance of Board itself, and of its Committees and individual Directors as, such evaluation factors may vary in accordance with their respective functions and duties.

Evaluation of Non Executive Directors shall be carried on by the entire Board in the same way as it is done for the Executive Directors of the Company except the Director getting evaluated.

Matters taken into consideration for performance evaluation.

- Attendance and participation in meetings
- Raising concerns to the Board
- Safeguard of confidential information
- Unbiased opinion for issues raised in the meetings.
- New ideas and suggestions made for the company
- Any other matter.

8. Whistle Blower Protection Committee:

8.1. Whistle Blower Policy: A Whistle Blower Policy has been framed by the Board of Directors for employees to report to the Management –

- Instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code or Ethics.
- In case of any event of misconduct, act of misdemeanor or act not in Company's interest, which could affect the business or reputation of the Company.

8.2 Composition of the Committee: Shri Vidyashankar Krishnan (Chairman), Shri K. Venkatramanan, Shri. N. Ramnath and Shri. M.N. Rajesekaran.

8.3 Date of Meetings: : (Total no. of meetings – 4) 19 May 2017, 14 August 2017, 13 November 2017 and 05 February 2018.

8.4 The Committee has not received any whistle Blower in the current year.

9 Directors' Remuneration:

9.1 Remuneration of Vice Chairman and Managing Director and Joint Managing Director

	Mr. Vidyashankar Krishnan		Mr. K. Venkatramanan	
	2018	2017	2018	2017
Salary and allowances	2,00,35,875	2,00,35,875	1,90,44,000	1,90,44,000
Perquisites:				
Provident Fund	15,06,588	15,35,356	15,06,588	15,35,356
Superannuation	17,85,396	20,53,200	17,85,396	20,53,200
Gratuity Insurance	4,88,003	4,88,003	4,88,003	4,88,003
Others	4,29,812	2,26,290	1,17,304	1,25,966
Commission on Profits	1,98,00,000	61,65,000	1,98,00,000	61,65,000
Total	4,40,45,674	3,05,03,724	4,27,41,291	2,94,11,525



9.2 Remuneration of Non – Executive Directors:

		Commission in ₹	Sitting Fees in ₹	Total in ₹
Shri N. Srinivasan	2016-17	7,50,000	30,000	7,80,000
	2017-18	7,50,000	30,000	7,80,000
Shri V.Vaidyanathan	2016-17	4,00,000	80,000	4,80,000
	2017-18	4,00,000	80,000	4,80,000
Shri A Gopalakrishnan	2016-17	3,00,000	60,000	3,60,000
	2017-18	3,00,000	80,000	3,80,000
Smt Kavitha Vijay	2016-17	3,00,000	52,500	3,52,500
	2017-18	3,00,000	52,500	3,52,500

No benefits by way of remuneration or otherwise is received by Non Executive Directors other than above.

9.3 All pecuniary relationship of Non Executive Directors : Nil

9.4 Criteria of making payments to Non Executive Directors:

- Their contribution made to the Company.
- Taking into consideration their performance evaluation made by the Board.

10 Subsidiary Company

10.1 DVS Industries Private Ltd:

Your company has acquired majority stake in DVS Industries Private Limited for cash consideration, who is a leading manufacturer of crank shafts, automobile crank shafts and diesel engines. This acquisition was decided in the Board Meeting held on 05 February 2018.

11 General Meetings:

11.1 Location and time, where last three AGMs held:

Financial year	Date	Time	Location
2014-15	26 August 2015	11.45 AM	Narada Gana Sabha, Chennai
2015-16	06 Sept 2016	12 Noon	The Music Academy, Chennai
2016-17	26 Sept 2017	11.45 AM	The Music Academy, Chennai

11.2 Special Resolutions passed in the previous 3 AGMs:

11.2.1 Resolution passed by way of Postal Ballot in 2014:

11.2.1.1 Sell, Lease, Mortgage / Charge the properties of the Company situated at Singampunari and Viralimalai

11.2.1.2 To increase the Borrowing limits upto ₹ 500 Crores.

12 Disclosures:

12.1 There were no transactions of material nature with the Directors or the management or relatives of the Directors during the year

12.2 Related party Transaction which is not of material nature:

An amount of ₹ 5,00,000/- (Rupees Five Lakhs only) was paid as Legal Consultation fees to M/s. Universal Legal for the purpose of undertaking all legal activities in connection with the acquisition of DVS Industries Private limited. The transaction was at arms length and in the ordinary course of business.

Smt Kavitha Vijay is a partner in Universal Legal as mentioned in the Notes forming part of the financial statements.

12.1 Directors and Key Managerial Personnel are considered to be interested to the extent of their shareholding in the Company and following is the status of their shareholding as on 31 March 2018

Name	Category	No. of shares	% to total
Shri. V.Vaidyanathan	Non-Executive Director	6000	0.05
Shri A.Gopalakrishnan	Non-Executive Director	800	0.01
Shri Vidyashankar Krishnan	Executive Director	1360120	11.27
Shri K. Venkatramanan	Executive Director	1292480	10.71
Smt J. Sumathi	Company Secretary	200	0
Shri. R Venkatakrishnan	Chief Financial Officer	1200	0.01

- 12.2 **Compliances by the Company:**
The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last years. No penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or other statutory authorities relating to the above.
- 12.3 The company has complied with all the mandatory requirements under the Code of Corporate Governance.
- 12.4 **Disclosures regarding appointment or reappointment of Director:**
Both Executive Directors, namely, Shri Vidyashankar Krishnan and Shri K Venkatramanan are proposed to be reappointed for a tenure of 5 years with effect from 01 September 2018.
- 12.5 All the three Non-executive Directors will be appointed for a period of 5 years with effect from 01 April 2019.
- 12.6 **Disclosure : Holding and subsidiary Company (DVS Industries Private Limited):**

Sr.no.	In the accounts of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.
1	Holding Company	The Company has made advance to the tune of ₹ 46.28 Crores to its Subsidiary Company, DVS Industries Private Limited, repayable at prevailing rates.

- 12.8 Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/ promoter group which hold(s) 10% or more shareholding in the listed entity.: NIL

13 **Means of Communication**

- 13.1 The quarterly, half yearly and annual results of the Company's performance are published in financial dailies viz., Business line and Makkal Kural
- 13.2 The financial results and the shareholding pattern for every quarter are uploaded in the website framed in this regard by the Bombay Stock Exchange Ltd and National Stock exchange Ltd in the prescribed form, which would enable them to place it on their website www.bseindia.com and www.nseindia.com
- 13.3 The financial result, official news releases and presentation made to Institutional Investors are displayed on the website of the Company, www.mmforgings.com.

14 **General Shareholders Information**

- 14.1 **Date, time and venue of the Annual General Meeting**
Annual General Meeting is proposed to be held on 11 July 2018
- 14.2 **Financial year :** 01 April 2017 to 31 March 2018
- 14.3 **Record date during the year :** 06 December 2017 and 08 June 2018
- 14.4 **RECORD DATE FOR ISSUE OF BONUS SHARES : 19 July 2018**
- 14.5 **Listing on Stock Exchanges :**
The shares of the Company are listed at:
- 14.5.1 **Bombay Stock Exchange Limited**
Rotunda Building, P.J.Towers, First Floor, New Trading Wing, Dalal Street, Mumbai –400 001.
Annual Listing fees has been paid as on date
- 14.5.2 **National Stock Exchange of India Ltd**
'Exchange Plaza', Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051
Annual Listing Fees has been paid as on date.
- 14.6 **Stock Exchange Security Code :Physical :**
Bombay Stock Exchange Scrip Code:522241 Name of the Scrip : MMFORG
National Stock Exchange Scrip Code: MMFL Name of the Scrip : MMFL – EQ
- 14.6.1 **The ISIN No. of the Company's equity shares in Demat form :** INE227C01017
- 14.6.2 **Depository Connectivity :** National Securities Depository Limited, Central Depository Services (India) Limited

**14.7 Registrar and Transfer Agents:**

Cameo Corporate Services Limited, Unit: M M Forgings Limited, "Subramanian Building" Fifth Floor, No. 1, Club House Road, Chennai – 600 002

044-40020723; 044-40020726

They are the Common Agency for all Investor Servicing activities relating to both electronic and physical segments.

14.8 Share Transfer System

- The Share Transfer Agent acknowledges and executes transfers of securities. The Share Transfer Committee approves the transfers etc..
- They arrange for issue of dividend. They reconcile the Dividend paid with that of the list of the shareholders.
- They also accept, deal with and resolve complaints of the shareholders. Shareholder complaints are given top priority by the Company and are replied to, promptly by the Secretarial Department and Share Transfer Agents.
- Remat requests are processed within the time prescribed.
- Demat requests are processed within the time prescribed.
- The Company's Registrar and share Transfer Agents, Cameo Corporate Services Limited have adequate infrastructure to process the share transfers.

14.9 Pattern of shareholding as on 31 March 2018

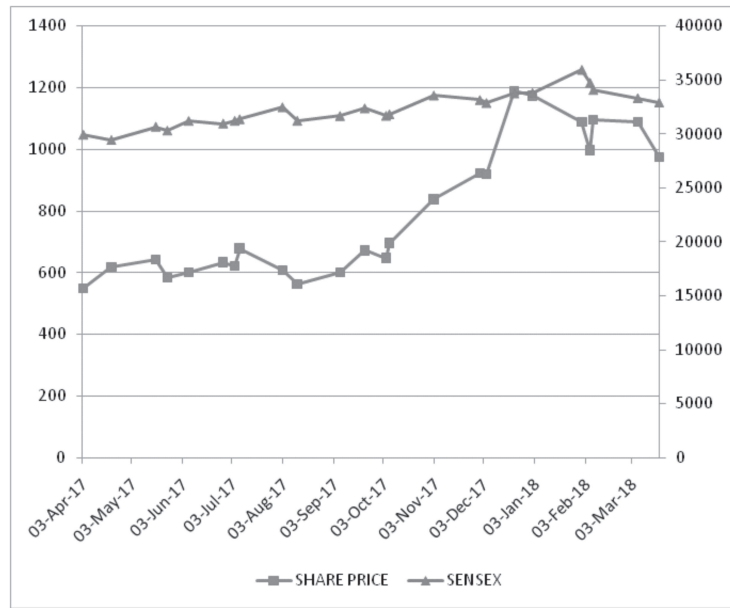
No. of equity shares held	No. of shareholders	% to total	No. of shares held	% of shareholding
1-500	7333	91.45	7225310	5.99
501-1000	344	4.29	2649470	2.20
1001-2000	141	1.76	2137120	1.77
2001-3000	52	0.65	1365880	1.13
3001-4000	30	0.37	1092060	0.90
4001-5000	23	0.29	1089950	0.90
5001-10000	23	0.29	1685680	1.40
10000 & above	72	0.90	103458530	85.71
TOTAL	8018	100.00	12070400	100.00

14.10 Shareholding pattern as on 31 March 2018

Category	No. of Share-holders	% to total	No. of shares held	% of share-holding
Resident Indians	7542	94.07	2426885	20.11
FII	1	0.01	100	0
Financial Institutions/ Banks	2	0.02	2592	0.01
NRIs	230	2.87	76108	0.63
Domestic Company	187	2.33	266823	2.21
Trust	3	0.03	56202	0.47
Mutual Funds	28	0.35	2252634	18.66
FPI	13	0.17	130402	1.08
Alternative Inv Fund	1	0.01	57500	0.48
IEPF	1	0.01	1209	0.01
Promoters	10	0.13	6799945	56.34
Total	8018	100.00	12070400	100.00



14.11 Share Performance BSE vs SENSEX



14.12 Share Performance NSE vs Nifty



14.13 Share price data

Month	Bombay Stock Exchange		National Stock Exchange	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-17	618	550	619	546
May -17	642	583	641	589
June-17	634	601	630	601
July -17	679	623	697	577
Aug -17	608	563	614	555
Sept-17	673	602	671	599
Oct -17	697	648	850	570
Nov- 17	923	839	927	827
Dec-17	1190	920	1190	920
Jan -18	1175	1090	1120	1091
Feb -18	1096	998	1100	1004
Mar-18	1090	976	1091	975

- 14.14 Dematerialisation of shares :
11819204 Shares (97.92%) dematerialized as on 31 March 2018.
Promoters: 6799945 (56.34 %); Public: 5019259 (41.58%)
- 14.15 Details of public funding obtained in the last three years
No capital has been raised in the last three years by way of public issue
- 14.16 Outstanding GDRs / ADRs / Warrants or any convertible instruments etc:
As on 31 March 2018 the company has not issued these types of securities
- 14.17 Plant Location
- 14.17.1 Singampunari – 624 502
- 14.17.2 Viralimalai – 621 316
- 14.17.3 Karanaithangal Village, Mathur Post – 602 105, Sriperumbudur Taluk, Kancheepuram District
- 14.17.4 Wind farm at Panagudi village near Muppandal in Tirunelveli District.
- 14.17.5 Wind farm at Meenakshipuram Village, Theni District.
- 14.17.6 Wind farm at Kulasekaramangalam Village, Sankaran Kovil Taluk, Tirunelveli – 627 756.
- 14.17.7 Solar Plant at Bommakkottai, Kalayar Karisalkulam Village, Virudhunagar District, Aruppukottai – 626 105.
- 14.17.8 Solar Plant at Roof Top, Viralimalai
- 14.18 Address for correspondence :
The Company’s registered office is situated at ‘SVK TOWERS’, 8th Floor, A 25, Industrial Estate, Guindy, Chennai – 600032
Email: mmforge@mmforgings.com
- 14.19 Compliance Officer : Ms.J.Sumathi, Company Secretary
- 14.20 Exclusive Email id for redress of Investor Complaints : sumathi@mmforgings.com
- 14.21 Website : www.mmforgings.com
- 14.22 Details of Bonus shares unclaimed:
- 14.22.1 Details of bonus share certificates returned undelivered – Bonus issue 2005
No. of shareholders at the beginning of the year – 65
No. of outstanding shares at the beginning of the year – 7800
No. of shareholders who approached the issuer for transfer of these shares during the year– 0
No. of shareholders to whom shares were transferred - 0
No. of shareholders at the end of the year– 65
No. of outstanding shares at the end of the year – 7800
- 14.22.2 Details of bonus share certificates returned undelivered – Bonus issue 2008
No. of shareholders at the beginning of the year – 73
No. of outstanding shares at the beginning of the year – 15600
No. of shareholders who approached the issuer for transfer of these shares during the year–0
No. of shareholders to whom shares were transferred - 0
No. of shareholders at the end of the year– 73
No. of outstanding shares at the end of the year –15600
- 14.22.3 Unclaimed bonus share certificates had been credited to Suspense Account. The shares shall be issued either in demat form or physical form, when the rightful owner of such shares claims the shares.
- 14.22.4 Reminder letters have been sent to those shareholders who have not claimed their bonus shares.
- 15 Shares Transferred to IEPF account of the Government:
- 15.1 Shares transferred under IEPF account of the government (taken the basis of 2010 dividend unclaimed) – 1209 shares.
- 15.2 Reminders to the concerned shareholders and also Public Notice to this effect was made as per the Regulations, before transferring the shares to IEPF account of the Government.
- 15.3 The list of shareholders, whose share have been transferred to IEPF account, is available at the Company’s website, [www. mmforgings.com](http://www.mmforgings.com)
- 16 Other Disclosures:
- 16.2 Details of Non Compliance, Penalties, Structures imposed on any matter connected with Capital market : Nil



- 16.3 The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for Directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the audit committee. The said policy has also been put up on the website of the Company.
- 16.4 All mandatory requirements have been disclosed and some non mandatory requirements have been adopted.
- 16.5 Policy for determining Related Party Transaction and policy for determining 'material' subsidiaries is disclosed in Company's website, www.mmforgings.com.
- 16.6 Commodity price risk and hedging activities : These have been disclosed under Management Discussion and Analysis.
- 16.7 The Company has duly fulfilled the following discretionary requirements as described in Schedule II Part E of the SEBI Listing Regulations:
- 16.7.1 The Company has separate persons to the post of Chairperson and CEO (Clause D)
- 16.7.2 The necessary disclosures of the Compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 have been complied.

Place : Chennai
Date : 28 May 2018

For and On behalf of the Board
N. SRINIVASAN
Chairman