

RAMKRISHNA FORGINGS LIMITED

REGD. & CORPORATE OFFICE:

"RAMKRISHNA CHAMBERS"
72 SHAKESPEARE SARANI,
KOLKATA 700017
WESTBENGAL, INDIA

PHONE : (+91 33) 3984 0900 / 0999
FAX : (+91 33) 3984 0998

EMAIL : info@ramkrishnaforgings.com
WEBSITE : www.ramkrishnaforgings.com

CIN NO. : L74210WB1981PLC034281

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE QIP COMMITTEE OF THE BOARD OF DIRECTORS OF RAMKRISHNA FORGINGS LIMITED HELD ON JULY 18, 2017 AT RAMKRISHNA CHAMBERS, 72 SHAKESPEARE SARANI, KOLKATA – 700017 AUTHORISING THE CLOSURE OF THE QUALIFIED INSTITUTIONS PLACEMENT OF EQUITY SHARES AND APPROVING AND ADOPTING THE FINAL PRICE AT WHICH THE EQUITY SHARES WOULD BE ISSUED PURSUANT TO THE QUALIFIED INSTITUTIONS PLACEMENT

"RESOLVED THAT in respect of the issue of equity shares of face value of Rs. 10 each ("**Equity Shares**") of Ramkrishna Forgings Limited (the "**Company**") to qualified institutional buyers pursuant to a Qualified Institutions Placement in terms of the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI Regulations**"), and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule s, 2014 (the "**Issue**") and as opened pursuant to the resolution passed by the Committee at its meeting dated July 13, 2017, the Issue be and is hereby declared to be closed on the date of this resolution with immediate effect."

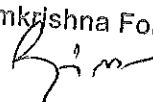
"RESOLVED FURTHER THAT an issue price of Rs. 510 (including a premium of Rs. 500) per Equity Share (the "**Issue Price**") in respect of the Issue and allocation of 39,21,568 Equity Shares aggregating to Rs. 199,99,99,680 (Rupees One Hundred Ninety Nine Crore Ninety Nine Lakhs Ninety Nine Thousand Six hundred and Eighty) to qualified institutional buyers who are successful bidders in the Issue, inter-alia in accordance with the terms and conditions of the Preliminary Placement Document dated July 13, 2017, application forms, confirmation of allocation notes and the Placement Document dated July 18, 2017 adopted in this meeting, in connection with this Issue, and applicable contractual, statutory and/or regulatory requirements under Chapter VIII of the SEBI Regulations, be and is hereby approved."

"RESOLVED FURTHER THAT pursuant to a shareholders' approval received on June 30, 2017 permitting a discount to the floor price, the Issue Price shall be fixed at a final price of Rs. 510 per equity share."

"RESOLVED FURTHER THAT draft of the Placement Document dated July 18, 2017 and confirmation of allocation note ("**CAN**") tabled at the meeting and duly initialled by the Chairman for identification purpose be and are hereby approved and adopted."

Certified True Copy

Ramkrishna Forgings Ltd.


COMPANY SECRETARY

WORKS

PLANT- I: PLOT NO. M-6, PHASE VI, GAMARIA, JAMSHEDPUR -832108,
JHARKHAND (INDIA); FAX: (+91 657) 2202814
PH: (+91 657) 3984900, 3204242, 3204249
EMAIL: forgings-division@ramkrishnaforgings.com

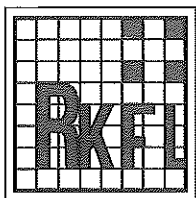


PLANT- III & IV: PLOT NO. M-15, 16 & NS-26, PHASE VII, INDUSTRIAL AREA,
ADITYAPUR, JAMSHEDPUR -832109, JHARKHAND (INDIA) FAX: (+91 657) 3984998
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PLANT- II: 7/40, DUFFER STREET, LILUAH, HOWRAH – 711204
WEST BENGAL (INDIA)
PH: (+91 33) 2654 8062/063

PLANT- V: VILL: BALIGUMA, P.O.: KOLABERA, THANA: SARAİKELA, DIST.: SARAİKELA KHARSWAN;
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"RESOLVED FURTHER THAT Mr. Naresh Jalan, Managing Director and Mr. Rajesh Mundhra, Company Secretary be and are hereby severally authorised to carry out amendments or modifications to the Placement Document as they in their absolute reasonable discretion may deem necessary or desirable, to execute the form of pricing notification, the CANs and any other document in connection with the Issue and to do all such acts, deeds, matters and things as may be required to give effect to the above resolution, including all such acts, deeds, matters and things as may be required by the BSE Limited, the National Stock Exchange of India Limited, the Securities and Exchange Board of India, the Registrar of Companies, West Bengal or any other governmental or regulatory authority in connection with the Issue."

"RESOLVED FURTHER THAT the serially numbered Placement Document, together with the serially numbered CANs, be sent to such eligible qualified institutional buyers to whom the allocation of the Equity Shares is to be confirmed, to pay the entire Issue Price for the Equity Shares allocated."

"RESOLVED FURTHER THAT the Company Secretary is authorised to keep the record of private placement offer in Form PAS 5 as per the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended."

"RESOLVED FURTHER THAT the Company Secretary is authorised to certify the true copy of the aforesaid resolution and forward the same alongwith the Placement Document to the BSE Limited, the National Stock Exchange of India Limited and/or other concerned authorities for their record and necessary action."

Certified True Copy

Ramkrishna Forgings Ltd.

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