

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

Date: 31st May, 2017

To
The Listing Department
National Stock Exchange of India Limited,
"Exchange Plaza" C-1, Block G
Bandra - Kurla Complex, Bandra (E)
Mumbai - 400 051

Dear Sir,

Ref: Scrip Code: RKFORGE

Sub: - Postal Ballot Notice alongwith Explanatory Statement & Postal Ballot Form

Please be informed that pursuant to Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS 2) and pursuant to other applicable laws and regulations, it is sought to pass the following proposed resolutions by means of Postal Ballot, which includes e-voting (Voting by electronic means) for seeking approval of members:

- 1) Raising Fund by issuing Equity shares in the course of Qualified Institutional Placement (QIP) for an amount not exceeding Rs. 200 crores.
- 2) Increase in Authorised Capital from Rs. 29,75,00,000 divided into 2,97,50,000 equity shares of Rs. 10 each to Rs. 33,25,00,000 divided into 3,32,50,000 equity shares of Rs. 10 each.
- 3) Amendment of Memorandum of Association consequent upon increase in the Authorised share Capital of the Company.
- 4) Increase in investment limits of Foreign Institutional Investors and Foreign Portfolio Investors provided that the equity shareholding of all FIIs and sub-accounts put together shall not exceed 49% and each FII, on its own account and on behalf of each of the SEBI approved sub-accounts shall not exceed 10% of the total paid-up Equity Share Capital of the Company.



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

ISO 9001:2008
ISO 9001:2008
ISO 14001:2004
OHSAS 18001:2007
BUREAU VERITAS
Certification



PLANT- III & IV: PLOT NO. M-15, 16 & NS-26, PHASE VII, INDUSTRIAL AREA,
ADITYAPUR, JAMSHEDPUR -832109, JHARKHAND (INDIA) FAX: (+91 657) 3984998
PH: (+91 657) 3984900/999, EMAIL: cnc-division@ramkrishnaforgings.com

ISO 9001:2008

BUREAU VERITAS
Certification



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,
JAMSHEDPUR -833220, JHARKHAND (INDIA) PH: (+91657) 3984900
EMAIL: pressplant5@ramkrishnaforgings.com



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CIN NO. : L74210WB1981PLC034281

Event details of the same are as follows :

Company name	RAMKRISHNA FORGINGS LIMITED
Voting Start Date Time	June 1 2017 9:00 AM
Voting End Date Time	June 30 2017 5:00 PM
Result	On or before July 6 2017
Cut off Date	May 19 2017
Dispatch Date	May 31 2017

Accordingly please find attached Postal Ballot Notice alongwith Explanatory Statement & Postal Ballot Form.

This is for the information of the exchange and the members

Thanking you,

Yours faithfully,

For Ramkrishna Forgings Limited

Rajesh Mundhra
Company Secretary

Encl: As above.

WORKS

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EMAIL: pressplant5@ramkrishnaforgings.com



RAMKRISHNA FORGINGS LIMITED

CIN No: L74210WB1981PLC034281

"RAMKRISHNA CHAMBERS", 72 SHAKESPEARE SARANI, KOLKATA - 700 017

Email - neha.gupta@ramkrishnaforgings.com

Phone : 033-39840900. Fax-033-39840998

Website : www.ramkrishnaforgings.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of Ramkrishna Forgings Limited ("**Company**") that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings (SS 2) and pursuant to other applicable laws and regulations, it is sought to pass the proposed resolutions as set out hereinafter, by means of postal ballot, which includes e-voting (Voting by electronic means).

A Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof (the Statement) is annexed hereto along with a Postal Ballot Form, for your consideration. This Notice along with the Statement and the Postal Ballot Form is also available on the website of the Company (www.ramkrishnaforgings.com).

The Board of Directors of the Company has appointed Mrs. Asha Manoj Banthia, Practising Chartered Accountant, Kolkata (Membership No. 055643) as the Scrutiniser for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

Members desiring to exercise their vote(s) by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by the courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutiniser not later than 5.00 p.m. on Friday, 30th June, 2017 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for remote e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through remote e-voting'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically (remote e-voting).

The Scrutiniser will submit her report to the Chairman or in his absence any other Director authorised by the Board after completion of the scrutiny of the postal ballot and remote e-voting and the results of the postal ballot shall be declared on or before 5.00 p.m., Thursday, 6th July, 2017 at the Registered Office at "Ramkrishna Chambers", 72 Shakespeare Sarani, Kolkata – 700017 and shall be placed along with Scrutiniser's Report on the Company's website www.ramkrishnaforgings.com and shall also be displayed on the Notice Board of the Company at its Registered Office and communicated to the Stock Exchanges and Karvy (e-voting agency).

Special Business

Item No. 1 : Resolution authorising Fund Raising

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 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 along with rules enacted thereunder ("**Companies Act**") (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, listing agreements entered into by the Company with the Stock Exchanges, where equity shares of the Company of face value Rs.10 each are

listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), Foreign Exchange Management Act, 1999 as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, and subject to other required rules, regulations, guidelines, notifications and circulars issued by the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), the Government of India ("**GOI**"), the Stock Exchanges and/or any other competent authorities from time to time to the extent applicable, subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GOI and/or any other concerned statutory or other relevant authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions which may be agreed to by the Board of Directors of the Company ("**Board**" which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the Board in its absolute discretion to offer, issue and allot equity shares ("**Equity Shares**") for an amount not exceeding Rs. 200 crores (Rupees Two Hundred Crores only), at such premium / discount, as applicable, as the Board deems fit, to qualified institutional buyers in accordance with Chapter VIII of the SEBI ICDR Regulations, through a qualified institutional placement ("**QIP**") and / or private placement offer letter and/or such other documents/writings/ circulars / memorandum in such manner, by way of cash and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI ICDR Regulations, as amended from time to time, the pricing shall be determined in compliance with principles and provisions set out in Regulation 85 of Chapter VIII of the SEBI ICDR Regulations, as amended from time to time. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI ICDR Regulations, as amended from time to time.

RESOLVED FURTHER THAT the allotment of Equity Shares, as may be decided by the Board shall be completed within twelve months from the date of shareholder's resolution or such other time as may be allowed under the applicable law from time to time and the Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognised Stock Exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the consent of the Company be and hereby accorded to the Board to do all such acts, deeds, matters and things including, but not limited to, finalisation and approval of the offer documents(s) / private placement offer letter, determining the form and manner of the issue, including the class of investors to whom the Equity Shares are to be issued and allotted, number of Equity Shares to be allotted, issue price, face value, execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and utilisation of the proceeds as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company.

RESOLVED FURTHER THAT the Equity Shares to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares shall be listed with the Stock Exchanges, where the existing equity shares of the Company are listed and the same shall rank pari passu with the existing equity shares of the Company. The number and/or price of the Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT the approval of the Company is hereby accorded to the Board to appoint merchant bankers, underwriters, depositories, registrars, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of Equity Shares on one or more recognised Stock Exchange(s), to affix Common Seal of the Company on any arrangements, contracts/agreements, memorandum, documents, etc. as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed by the Company in relation to the issue of Equity Shares, be and is

hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Equity Shares and listing thereof with the Stock Exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Equity Shares, including finalisation of the number of Equity Shares to be issued, terms and timing of the issue of Equity Shares, identification of the Qualified Institutional Investors to whom Equity Shares are to be offered, utilisation of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Equity Shares and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board, in its absolute discretion, deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company."

Item No. 2 : Increase in Authorised Share Capital

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

"RESOLVED THAT pursuant to the provisions of Sections 61, 64 and other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for time being in force) and rules made thereunder, the provisions of the Memorandum and Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 29,75,00,000 (Rupees Twenty Nine Crores and Seventy Five Lakhs only) divided into 2,97,50,000 (Two Crores Ninety Seven Lakhs and Fifty Thousand) equity shares of Rs. 10 each to Rs. 33,25,00,000 (Rupees Thirty Three Crore Twenty Five Lakhs only) divided into 3,32,50,000 (Three Crores Thirty Two Lakhs and Fifty Thousand) equity shares of Rs. 10 each."

"RESOLVED FURTHER THAT, Board of Directors of the Company and the Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

Item No. 3 : Amendment of Memorandum of Association consequent upon increase in the Authorised Share Capital of the Company

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

"RESOLVED THAT pursuant to provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for time being in force) and rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituted with following new Clause V:

V. The Authorised Share Capital of the Company is Rs.33,25,00,000 (Rupees Thirty Three Crore Twenty Five Lakhs only) divided into 3,32,50,000 equity shares of Rs. 10 each. The Company shall have power to increase or reduce the Share Capital from time to time as it may think proper, and the shares forming the capital, original, increased or reduced, may be divided into such classes, and may be issued with any preferential, deferred, qualified or special rights, privileges and conditions, or with such qualifications as regards preference, dividend, return of capital, voting or other special incidents, and to be held on such terms as may be attached thereto, or as may be provided by the Company's Articles of Association for the time being, but so that where shares are issued with any preferential or special rights attached thereto, such rights shall not be alterable otherwise than pursuant to the provisions of the Company's Articles of Association for the time being.

RESOLVED FURTHER THAT Board of Directors of the Company and the Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

Item No. 4 : Increase in investment limits of Foreign Institutional Investors and Foreign Portfolio Investors

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

"RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Foreign Direct Investment Policy, Companies Act, 2013 and all other applicable rules, regulations, circulars, directions, notifications, press notes, guidelines and laws (including any statutory modifications or re-enactment thereof, from time to time) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include a Committee thereof for the time being exercising the powers conferred on the Board by this Resolution, to which Committee any such powers of the Board may be delegated by the Board), consent of the Company be and is hereby accorded to the Board to permit Foreign Institutional Investors (**"FI"**)

registered with the Securities and Exchange Board of India (“SEBI”) to acquire and hold, on their own account and/or and on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors (“FPI”), equity shares of the Company, provided that the equity shareholding of all such FIIs and sub-accounts put together shall not exceed 49% (Forty Nine per cent) of the total Paid-Up Equity Share Capital of the Company, provided however that the shareholding of each FII, on its own account and on behalf of each of the SEBI approved sub-accounts in the Company or FPI shall not exceed 10% (ten per cent) of the total Paid-Up Equity Share Capital of the Company or such limits as are applicable or may be prescribed, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and delegating all or any of the power conferred herein to any Committee or Directors of the Company.”

Place : Kolkata
Dated : May 19, 2017

Registered Office:
"Ramkrishna Chambers"
72 Shakespeare Sarani
Kolkata - 700 017

By order of the Board

Rajesh Mundhra
Company Secretary

IMPORTANT NOTES :

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of item nos. 1, 2, 3 and 4 which sets out details relating to Special Business, forms part of this Notice.

The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 19th May, 2017. The Postal Ballot Notice is being sent to Members in electronic form to their email addresses registered with their Depository Participants/ the Company's Registrar and Share Transfer Agent (R & T Agent) and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical ballot form through other permissible means. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.

2. Members whose names appear on the Register of Members/ List of Beneficial Owners as maintained by the Depositories as on the Cut-off date i.e. 19th May, 2017 will be considered for the purpose of remote e-voting and Postal Ballot. **A person who is in receipt of this Notice but is not a member on the said date should treat this Notice for information purposes only.**
3. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with the relevant rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) as the agency to provide remote e-voting facility. The instructions for Members opting for remote e-voting are annexed to this Notice
4. Members can opt for only one mode of voting i.e., either by postal ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
5. Members who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form, he or she may obtain the Ballot Form from (a) the Registrar and Share Transfer Agent (R & T Agent), M/s. Karvy Computer Share Private Limited, at Karvy Selenium Tower B, Plot Number 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana, India or mail to evoting@karvy.com or at telephone no. [040-6716-2222](tel:040-6716-2222) or from (b) the Company at its Registered Office. The Registrar and Share Transfer Agent/Company shall forward the same along with self-addressed Business Reply Envelope to the Members or download the same from the Company's website i.e. www.ramkrishnaforgings.com.
6. Members desiring to exercise their votes by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and form and return the form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutiniser, so that it reaches the Scrutiniser not later than 5.00 p.m. on Friday, 30th June, 2017. The postage of such envelope will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. The voting period begins on 1st June, 2017 (Thursday) from 9.00 a.m. and ends on 30th June, 2017 (Friday) at 5.00 p.m. The remote e-voting shall be disabled by Karvy thereafter. Postal Ballot Form received after 30th June, 2017 (Friday) at 5.00 p.m. will be strictly treated as if no reply has been received from the Member. Once the vote on a resolution is cast by the member, the member shall not be able to change it subsequently.
7. All the documents referred to in the Notice dated 19th May, 2017 shall be open for inspection by the Members at the Registered Office of the Company during normal working hours on any working day, excluding Saturdays, Sundays and Public Holidays between 11.00 am to 1.00 pm from the date of dispatch of the Notice till the last day of receipt of postal ballot Forms.
8. Members may address their queries regarding voting by Postal Ballot or remote e-voting to the Company Secretary/Karvy Computershare Private Limited, the Registrar and Share Transfer Agent of the Company at their office at Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, India or mail to evoting@karvy.com or at telephone no. [040-6716-2222](tel:040-6716-2222).
9. The results of the postal ballot will be posted on the website of the Company www.ramkrishnaforgings.com along with Scrutiniser's Report and shall be sent to the Stock Exchanges where the shares of the Company are listed and simultaneously to the Karvy facilitating the e-voting platform in this regard.
10. The Resolutions, if passed by majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting, i.e., 30th June, 2017 (Friday). Members, who wish to be present at the venue at the time of declaration of the Result, may do so.
11. **Members who have not registered their e-mail addresses so far are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company proposes to raise the capital for the purpose of capital expenditure for ongoing and future expansion projects, acquisition, working capital, repayment of loans and for general corporate purposes.

The Company has been exploring various avenues for raising funds by way of issue of equity shares ("**Equity Shares**") to qualified institutional buyers, through a Qualified Institutions Placement ("**QIP**") by way of an offer document for an amount not exceeding Rs. 200 crores (Rupees Two Hundred Crores only), for cash and at such premium / discount, as applicable, as the Board deems fit and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors. The Equity Shares shall rank pari passu with the existing equity shares of the Company.

In the event of the issue of the Equity Shares as aforesaid by way of QIP, it will be ensured that:

- a) The relevant date for the purpose of pricing of the Equity Shares would, pursuant to Chapter VIII of the SEBI ICDR Regulations, be the date of the meeting in which the Board or duly authorised Committee thereof decides to open the proposed issue of Equity Shares;
- b) The pricing for this purpose shall be in accordance with Regulation 85 of Chapter VIII of the SEBI ICDR Regulations. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI ICDR Regulations, as amended from time to time;
- c) The issue and allotment of Equity Shares shall be made only to Qualified Institutional Buyers (**QIBs**) within the meaning of SEBI ICDR Regulations and such Equity Shares shall be fully paid up on its allotment;
- d) The total amount raised in such manner and all previous QIPs made by the Company in a financial year would not exceed 5 times of the Company's net worth as per the audited balance sheet for the previous financial year;
- e) The Equity Shares shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognised Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.
- f) The Equity Shares shall be allotted within 12 months of the date of passing of the shareholders' resolution.

For making any further issue of shares to any person(s) other than existing equity shareholders of the Company, approval of members is required to be obtained by way of passing a Special Resolution, in pursuance to Section 62(1)(c) of the Companies Act, 2013.

Therefore, the Board recommends the resolution contained in Item No. 1 to be passed by the members so as to enable it to issue further Equity Shares.

The proposed issue is in the interest of the Company and your Directors recommend the resolution for your approval.

Neither the Directors, Managers, Key Managerial Personnel(s) nor their relatives are concerned or interested in the Resolution at Item No. 1.

Item Nos. 2 and 3

The present Authorised Share Capital of the Company of Rs. 29,75,00,000 (Rupees Twenty Nine Crores and Seventy Five Lakhs only) divided into 2,97,50,000 equity shares of Rs.10 each. For the purpose of capital raising, it is now proposed to increase the Authorised Share Capital to Rs. 33,25,00,000 (Rupees Thirty Three Crore Twenty Five Lakhs only) divided into 3,32,50,000 equity shares of Rs. 10 each. The increase in the Authorised Share Capital is done in accordance with Sections 14 and 61 of the Companies Act, 2013.

The alteration of the Authorised Share Capital clause of Memorandum of Association of the Company is purely consequential to this increase of the Authorised Share Capital of the Company. The altered Memorandum of Association shall be available for inspection during the period of voting by way of postal ballot.

The Board recommends passing of the Resolutions set out in the accompanying notice, as Ordinary Resolutions.

Neither the Directors, Managers, Key Managerial Personnel(s) nor their relatives are concerned or interested in the Resolutions at Item Nos. 2 and No. 3.

Item No. 4

In terms of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors ("**FI**") registered with the Securities and Exchange Board of India ("**SEBI**") can acquire and hold on their own account and on behalf of their SEBI approved sub-accounts

or Foreign Portfolio Investors ("**FPI**") together, up to an aggregate limit of 24% of the paid up Equity Share capital of an Indian Company. The said Regulations further provide that the limit of 24% can be further increased up to the sectoral cap/statutory ceiling as applicable, by passing a resolution of the Board, a Special Resolution to that effect by its members and followed by necessary filings with the Reserve Bank of India.

As of 19th May, 2017 holding of FIIs/FPIs in the Company is approximately 8.87% of total paid up capital and the same has shown an increasing trend. To make more space for FIIs/FPIs to invest in the equity of the Company, it is proposed to increase the present limit of FII/FPIs shareholding in the Company from 24% to 49% of paid up equity share capital of the Company. The Board had vide a resolution dated 19th May, 2017, decided to increase the aggregate permissible limit of FIIs / FPIs in equity shareholding of the Company from 24% to 49% of the paid-up Equity Share Capital of the Company, subject to the approval of the members.

Accordingly, the Resolution set out at Item no. 4 of this notice is proposed to enable the FIIs / FPIs to acquire equity shares of the Company up to the revised ceiling limit of 49% of the paid-up Equity Share Capital of the Company under the Portfolio Investment Scheme of the Reserve Bank of India.

The Board recommends passing of the Resolutions set out in the accompanying notice, as Special Resolutions.

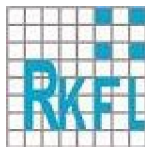
Neither the Directors, Managers, Key Managerial Personnel(s) nor their relatives are concerned or interested in the Resolution at Item No. 4.

Place : Kolkata
Dated : May 19, 2017

Registered Office:
"Ramkrishna Chambers"
72 Shakespeare Sarani
Kolkata - 700 017

By order of the Board

Rajesh Mundhra
Company Secretary



RAMKRISHNA FORGINGS LIMITED

CIN No: L74210WB1981PLC034281

RAMKRISHNA CHAMBERS, 72 SHAKESPEARE SARANI, KOLKATA-700017.

Email- neha.gupta@ramkrishnaforgings.com, Phone:033-39840900. Fax-033-39840998

Website: www.ramkrishnaforgings.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Postal Ballot No.:

1. Name and Registered Address :
of the Sole/First named member
(in block letters)

2. Name(s) of the Joint :
Member(s), if any

3. DP ID No./ Client ID No./ :
Registered Folio No. *
(*applicable to investors
holding shares in physical form)

4. Number of Equity Shares held :

I/We hereby exercise my/our vote(s) in respect of the Special Resolution(s) to be passed through postal ballot/ e-voting for the business stated in the Notice dated 19th May, 2017 by sending my/our assent (for) or dissent (against) to the said Resolution (please refer the Notice for full text of resolution) by placing a tick (✓) mark at the appropriate box below:

Item no. of the Notice.	Brief Description	No. of Equity Share(s) for which vote(s) cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for Raising Fund by issuing Equity shares in the course of Qualified Institutional Placement (QIP) for an amount not exceeding Rs. 200 crores			
2.	Ordinary Resolution for increase in Authorised Capital from Rs. 29,75,00,000 divided into 2,97,50,000 equity shares of Rs. 10 each to Rs. 33,25,00,000 divided into 3,32,50,000 equity shares of Rs. 10 each.			
3.	Ordinary Resolution for amendment of Memorandum of Association consequent upon increase in the Authorised share Capital of the Company			
4.	Special Resolution for increase in investment limits of Foreign Institutional Investors and Foreign Portfolio Investors provided that the equity shareholding of all FIIs and sub-accounts put together shall not exceed 49% and each FII, on its own account and on behalf of each of the SEBI approved sub-accounts shall not exceed 10% of the total paid-up Equity Share Capital of the Company			

Place :

Date :

Signature of Shareholder/ authorised Representative

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Particulars of E-Voting

E-voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions printed overleaf carefully before exercising the vote.

INSTRUCTIONS:

1. A Member desiring to exercise the vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope (bearing the address of the Scrutinizer appointed by the Board of Directors of the Company). Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by registered post/speed post at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialised form, respectively) by the first named Member and in his/her absence, by the next named Member.
3. In case of shares held by Companies, Trusts, Societies, etc., duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorisation giving requisite authority to the person voting on the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Members.
5. The right of voting by Postal Ballot shall not be exercised by a Proxy.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
7. Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.
8. Additionally, please note that the Postal Ballot Forms shall be considered invalid if:
 - a. The Member's signature does not tally;
 - b. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
 - c. The Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
 - d. The Member has made any amendment to the Resolution or imposed any condition while exercising his/her/its vote.
9. A Member need not use all the votes nor needs to cast all the votes in the same way.
10. Duly completed Postal Ballot Form should reach the Scrutinizer on or before Friday, 30th June, 2017 by 5:00 P.M. Postal Ballot Form received after this date will be treated as if the reply from the Member(s) has not been received.
11. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's Website at the link <http://www.ramkrishnaforgings.com> and the same duly completed should reach the Scrutinizer not later than the last date for voting specified at Sr. No.10 above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.
12. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) on the cut off date i.e. 19th May, 2017. Any recipient of the Notice who has no voting rights is requested to treat this Notice for information purposes only.
13. Member(s) are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
15. The Results of the Postal Ballot will be declared on or before 6th July, 2017 (Thursday) as specified in the Notice.
16. The Results declared along with the Scrutinizer's Report will be hosted on the website of the Company at the link <http://www.ramkrishnaforgings.com> and on the website of Karvy at the link <https://evoting.karvy.com> and shall also be communicated to Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.