



Ramkrishna Forgings Limited

Regd. Office : Ramkrishna Chambers
72, Shakespeare Sarani, Kolkata - 700 017

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Company will be held on **7th day of January, 2013 at 10.30 AM** at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata -700 017 to transact the following business :

SPECIAL BUSINESS

1. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution :

"RESOLVED that the Authorised Share Capital of the Company be increased to Rs.29,75,00,000 (2,97,50,000 Equity Shares of Rs.10 each) from Rs.21,00,00,000 (2,10,00,000 Equity Shares of Rs.10 each) and the Clause V of the Memorandum of Association will read as follows :

The Authorised Share Capital of the Company is Rs. 29,75,00,000 (Rupees Twenty Nine Crore Seventy Five Lakhs Only) divided into 2,97,50,000 equity shares of Rs.10 each. The Company will have a rights to increase, divide, consolidate and reduce its capital for the time being into shares of different classes and attach to any such shares such preferential, deferred, qualified or special rights, privileges or conditions and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company, subject to the provisions of the Companies Act, 1956."

2. To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution :

"RESOLVED that pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof), Reserve Bank of India, Securities and Exchange Board of India and other regulatory authorities and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, and other applicable Rules, Regulations Guidelines Notifications, Circulars and clarification issued thereon, if any, prescribed by the Securities and Exchange Board of India ("the SEBI"), the Reserve Bank of India (the "RBI"), Stock Exchanges and/or any other regulatory authorities and in terms of the Listing agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to such approvals, consents, permissions and/or sanctions, if any of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which term shall include Committee thereof), consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue, allot and deliver in one or more tranches and upon such terms and conditions as may be appropriate by the Board by way of preferential issue of warrants convertible into equity shares of Rs.10 each of the Company to Promoter of the Company as under mentioned by way of preferential issue in such manner, in one or more tranches and at Rs.130 per share, and on such terms and conditions as may be determined by the Board in accordance with Chapter VII of the SEBI (ICDR) Regulations 2009 or other provisions of applicable law as may be prevailing at such time, provided that the price of the resultant shares (pursuant to exercise of the warrants issued) shall not be less than the price arrived at in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations 2009."

Name of the proposed allottee under Promoter category	No. of warrants convertible into equity shares proposed to be allotted upto a maximum of
Eastern Credit Capital (P) Limited	30,77,000

"RESOLVED FURTHER that the Relevant Date for the purpose of determining the floor price of resultant equity shares (pursuant to exercise of the option of converting the warrants) as per the provisions of SEBI (ICDR) Regulations 2009 as amended from time to time is the 30th day prior to the date on which the meeting of the general body of the shareholders is to be held, i.e. 7th January, 2013, in terms of Section 81(1A) of the Companies Act, 1956 to consider the proposed preferential issue. However in terms of the SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations 2012 date 30th January, 2012 where the relevant date falls on the weekend/holiday the day preceding the weekend/holiday will be reckoned to be the relevant date. Accordingly, since the 30th day prior to the date of the proposed meeting of the shareholders, being 8th December, 2012 is a Saturday, the Board acknowledges and resolves that the Relevant Date for the purpose of determining the floor price of resultant equity shares (pursuant to exercise of the option of converting the warrants) as per the provisions of SEBI (ICDR) Regulations 2009 shall be deemed to be 7th December, 2012 (Friday)."

"RESOLVED FURTHER that the subscription price of the equity shares arising out of or exchanged against conversion of warrants to be issued to the proposed allottee shall be Rs.130 per share (i.e at a premium of Rs.120 per share)."

"RESOLVED FURTHER that the Board be and is hereby authorized in one or more tranches to decide the date for the issue of warrants, finalise the allotment of the warrants on the basis of the subscriptions received, finalise and arrange for the submission

of any documents with any Government and Regulatory Authorities, Institutions or Bodies, as may be 'required and applicable' to finalize the pricing and terms and conditions of the warrants, and all other related matters, as per applicable laws, regulations and guidelines for the time being applicable, decide the number of warrants to be issued, determination of the number of shares to be allotted to the warrant holder pursuant to exercise of the option for conversion of warrants and determination of the price of the resultant shares (upon exercise of the option for conversion of warrants) in accordance with the SEBI (ICDR) Regulations 2009, authorise any Director or Directors of the Company or other Officer or Officers of the Company, to do such acts, deeds and things in connection with and incidental thereto, as the authorised person at his absolute discretion may deem fit and necessary and desirable in connection with the issue and allotment of the warrants and equity shares arising on conversion of warrants, to seek listing of the equity shares arising on conversion of warrants on any stock exchanges at which the equity of the Company was already listed and proposed to be listed in future, if any, submitting the listing applications to such stock exchanges and taking all necessary actions that may be required in connection with the obtaining of such listing approvals and to do all such acts, deeds and things as it may, in its absolute discretion deem necessary or desirable."

"RESOLVED FURTHER that all the equity shares arising out of conversion of warrants proposed to be allotted pursuant to this resolution shall be ranking pari passu with the then existing equity shares of the Company in all respects including dividend."

"RESOLVED FURTHER that for the purpose of giving effect to the above resolutions, the Board, be and is hereby authorised on behalf of the Company to take all actions and do all such deeds, matters and things as it may at their sole discretion deem necessary and desirable or expedient to the issue and allotment of warrants and listing of the equity shares arising on conversion of the warrants with the stock exchange(s) on which the Company's equity shares are listed and to resolve and settle any question, difficulty or doubt that may arise in regard to any such issue, offer and allotment of equity shares and warrants, utilisation of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its sole discretion deems fit without being required to seek any further consent or approval of the Shareholders."

3. To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution :

"RESOLVED that pursuant to the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act 1956 (including any amendment thereto or re-enactment thereof), Foreign Exchange Management Act, 1999 (FEMA) and the Rules and Regulations made thereunder including the Foreign Exchange Management (Transfer and Issue of Security by Person Resident outside India) Regulations, 2000 (including any amendment thereto or re-enactment thereof), Reserve Bank of India, Securities and Exchange Board of India and other Regulatory Authorities and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, and other applicable Rules, Regulations, Guidelines, Notifications, Circulars and clarification issued thereon, if any, prescribed by the Securities and Exchange Board of India ("the SEBI"), the Reserve Bank of India (the "RBI"), Stock Exchanges and/or any other Regulatory Authorities and in terms of the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to such approvals, consents, permissions and/or sanctions, if any of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which term shall include Committee thereof), consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue, allot and deliver in one or more tranches and upon such terms and conditions as may be appropriate by the Board by way of preferential issue of fully paid up equity shares ranking pari-passu in all respects, including as to dividend, with the existing equity shares of the Company to the under mentioned Investor/Entities and Promoter of the Company whether or not they are members of the Company of Rs.10 each by way of preferential issue in such manner, in one or more tranches and on such price, terms and conditions as may be determined by the Board in accordance with Chapter VII of the SEBI (ICDR) Regulations 2009 or other provisions of applicable law as may be prevailing at such time, provided that the price of the equity shares shall not be less than the price arrived at in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations 2009."

Name of the proposed allottee under Promoter category	No. of fully paid up equity shares
Eastern Credit Capital (P) Limited	781000
Name of the proposed allottee to Investor/Entities	No. of fully paid up equity shares
International Finance Corporation (hereinafter referred to as "IFC")	2148400

"RESOLVED FURTHER that the Relevant Date for the purpose of determining the floor price of the equity shares as per the provisions of SEBI (ICDR) Regulations 2009 as amended from time to time is the 30th day prior to the date on which the meeting of the general body of the shareholders is to be held, i.e. 7th January, 2013, in terms of Section 81(1A) of the Companies Act, 1956 to consider the proposed preferential issue. However, in terms of the SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations 2012 dated 30th January, 2012, where the relevant date falls on the weekend/holiday, the day preceding the weekend/holiday will be reckoned to be the relevant date. Accordingly, since the 30th day prior to the date of the proposed meeting of the shareholders, being 8th December, 2012 is a Saturday, the Board acknowledges and resolves that the Relevant Date for the purpose of determining the floor price of equity shares proposed to be issued and allotted to IFC and the Promoter as per the provisions of SEBI (ICDR) Regulations 2009 shall be 7th December, 2012 (Friday)".

"RESOLVED FURTHER that the subscription price of the equity shares to be issued to the proposed allottee shall be Rs. 128 per share (i.e at a premium of Rs.118 per share)."

"RESOLVED FURTHER that the Board be and is hereby authorised to decide the date for the issue of equity shares, finalise the allotment of the equity shares on the basis of the subscriptions received, finalize and arrange for the submission of any documents with any Government and Regulatory Authorities, Institutions or Bodies, as may be required and applicable, finalize the pricing and terms and conditions of the equity shares and all other related matters, as per applicable laws, regulations or guidelines for the time being applicable, decide the number of equity shares to be issued in accordance with the SEBI (ICDR) Regulations 2009, authorize any Director or Directors of the Company or other Officer or Officers of the Company, to do such acts, deeds and things in connection with and incidental thereto, as the authorised person at his absolute discretion may deem fit and necessary or desirable in connection with the issue and allotment of the equity shares, to seek listing of the equity shares on any stock exchanges at which the equity of the Company was already listed and proposed to be listed in future, if any, by submitting the listing applications to such stock exchanges and taking all necessary actions that may be required for obtaining such listing approvals and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable."

"RESOLVED FURTHER that all the equity shares proposed to be allotted pursuant to this resolution shall be ranking pari passu with the then existing equity shares of the Company in all respects including dividend."

"RESOLVED FURTHER that for the purpose of giving effect to the above resolutions, the Board, be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may at their sole discretion deem necessary, desirable or expedient to the issue and allotment of equity shares and listing of the equity shares with the stock exchange(s) on which the Company's equity shares are listed and to resolve and settle any question, difficulty or doubt that may arise in regard to any such issue, offer and allotment of equity shares, utilisation of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its sole discretion deems fit without being required to seek any further consent or approval of the Shareholders."

NOTES :

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed herewith and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE THE MEMBER OF THE COMPANY.**
3. The documents referred to in the notice and explanatory statement are open for inspection at the Registered Office of the Company during office hours on all working days except Saturday and holidays between 10.30 am to 12.30 pm upto the date of Extra-Ordinary General Meeting.
4. The instrument of Proxy should however be deposited at the Registered Office of the Company at least 48 Hours before the meeting.
5. Members/Proxies should bring their attendance slip duly filled in for attending the meeting.
6. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easy identification of attendance at the meeting.

Place : Kolkata
Dated : 8th December, 2012

By order of the Board
Sd/- **RAJESH MUNDHRA**
(Company Secretary)

Explanatory Statement as required under Section 173(2) of the Companies Act, 1956.

Item no. 1

The Present Authorised Share Capital of the Company is Rs.21,00,00,000 divided into 2,10,00,000 Equity Shares of Rs.10 each. The Present Paid up Share Capital of the Company is Rs. 18,14,85,400 divided into 1,81,48,540 equity shares of Rs.10 each.

In order to make the Preferential Issue of the equity shares and warrants to be converted into equity shares of Rs.10 each, the Authorised Share Capital of the Company has to be increased.

It is proposed to increase the Authorised Share Capital to Rs.29,75,00,000 comprising of 2,97,50,000 Equity Shares of Rs.10 each. None of the Directors are concerned or interested in the above resolution.

Item no. 2 & 3

Issue of further equity shares and warrants of the Company by way of preferential issue.

The present resolution is proposed to be passed in order to enable the Board of Directors of the Company to make the above-mentioned preferential issue of shares and warrants which can be convertible into or exchangeable with equity shares. The aforesaid issue and allotment of equity shares and warrants which can be convertible into or exchangeable with equity shares will be governed by the provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

As per SEBI (ICDR) Regulations 2009, for Preferential Issues, an issue of shares and warrants on a preferential basis can be only at a price ("Floor Price") which is not less than the higher of the following :

- (i) The average of the weekly high and low of the closing prices of the shares quoted on the stock exchange during the six months preceding the "relevant date"; or
- (ii) The average of the weekly high and low of the closing prices of the shares quoted on a stock exchange during the two weeks preceding the "relevant date".
- (iii) Any preferential issue of the shares or warrants to qualified institutional buyer not exceeding five (5) in number shall be at a price not less than the average of the weekly high and low of the closing prices of the shares quoted on a stock exchange during the two weeks preceding the "relevant date"

The "relevant date" for the above purpose means the date thirty days prior to the date on which the General Meeting is to consider the proposed issue under Section 81(1A) of the Act. As the date of the Extra-Ordinary General Meeting (ECOGM) of the shareholders is, 7th January, 2013, the "relevant date" is 8th December, 2012. However in terms of the SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations 2012 dated 30th January, 2012 where the relevant date falls on the weekend/holiday the day preceding the weekend/holiday will be reckoned to be the relevant date. Since 8th December, 2012 is a Saturday the 7th December, 2012 (Friday) shall be deemed to be the Relevant date.

The Floor price computed on the basis of the Relevant Date is as under :

The average of the weekly high and low of the closing prices of the shares quoted on the stock exchange during the six months preceding the "relevant date" is Rs.119.72.

The average of the weekly high and low of the closing prices of the shares quoted on a stock exchange during the two weeks preceding the "relevant date" is Rs. 120.65.

Accordingly, the Board has proposed the issue of 2148400 equity shares to IFC and 781000 equity shares to M/s Eastern Credit Capital (P) Ltd. Promoters at the issue price of Rs. 128 per share (i.e. at a premium of Rs. 118 per share). As against this, the warrants are proposed to be issued to Eastern Credit Capital (P) Ltd, Promoter, at Rs.130 per warrant (i.e. at a premium of Rs.120 per warrant). The shares to be allotted and the new equity shares arising out of the warrant shall be subject to the Memorandum and Articles of Association of the Company and the terms of issue as decided by the Board. The equity shares and the shares arising out of conversion of the warrants shall rank pari-passu in all respects with, and carry the same rights including dividend as, the existing equity shares and will be listed on the Stock exchange in which equity shares of the Company are listed.

The Board believes that the proposed offer will be in the best interest of the Company and its members.

The consent of the shareholders is therefore being sought pursuant to the provisions of Section 81(1A) of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Listing Agreements entered into with the Stock Exchanges, authorising the Board to raise additional capital by further issue of equity shares and warrants compulsorily convertible into equity shares at later date in such manner or on such terms as the Board may deem fit in the manner proposed in the Resolution.

The proposed preferential issue is in accordance with the 'Regulations of Preferential Issues contained in Chapter VII of the SEBI (ICDR) Regulations 2009 as amended from time to time.

Terms and Conditions for issue and conversion of warrants :

1. The maximum period for conversion of warrants into equity shares of the Company shall be 18 months from the date of allotment of warrants in terms of Regulation 75 of SEBI (ICDR) Regulations 2009 as amended from time to time.
2. An amount equivalent to at least 25% of the Issue price shall become payable on or before the date of allotment of the warrants in terms of Regulation 77(2) of SEBI (ICDR) Regulations 2009 as amended from time to time.
3. The amount referred to in point No.2 shall be adjusted against the price payable subsequently for acquiring the shares on exercising the option for conversion of warrants into equity shares.
4. The minimum amount referred to in point No.2 shall be forfeited if the option to acquire shares is not exercised by the respective allottee within the period of 18 months from the date of allotment of the warrants.
5. The balance 75% of the issue price shall become payable on or before expiry of 18 months from the date of allotment of warrants before the conversion of the warrants into equity shares.
6. The ratio for conversion of warrants into equity shares of the Company shall be 1:1.
7. In the event of the Company making a rights offer by way of issue of the new shares prior to allotment of equity shares resulting from exercise of options under the warrants the entitlement of the equity shares under the warrants shall stand increased in the same proportion in the rights offer and such additional equity shares will be offered to the warrant holders at the same price at which the existing shareholders are offered equity shares.
8. In the event of the Company making a bonus issue by way of capitalization of its reserves, prior to allotment of Equity Shares resulting from the exercise of the option under the warrants, the number of shares to be allotted against such warrants shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium shall stand reduced accordingly.

9. The equity shares to be issued and allotted by the Company as a consequence of the conversion of warrants in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing equity shares of the Company.
10. The warrants and the equity shares allotted pursuant to the exercise of such warrants shall be subject to lock-in period for such period as specified in the SEBI (ICDR) Regulations, 2009.

Disclosure under Regulation 73(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, regarding proposed issue and allotment of equity shares and convertible warrants as preferential allotment :

(a) The objects of the preferential issue.

The proceeds of issue and allotment of equity shares and warrants, as preferential allotment is proposed to be utilized for financing the capital expenditure in respect of projects undertaken by the Company, working capital requirements of the Company and General Corporate purposes.

(b) The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer.

The Promoter are intending to subscribe to the offer to provide financing for the projects undertaken by the Company.

(c) The shareholding pattern of the issuer before and after the proposed preferential issue of equity shares and warrants :

Shareholding Pattern of the issuer before and after the preferential issue of equity shares and warrants based on the shareholding pattern as on 30th November, 2012 :

Sl. No.	Category	Pre Preferential issue Shareholding		Equity Shares proposed to be allotted	Convertible Warrant proposed to be allotted upto a maximum of	Post Preferential issue Shareholding after proposed allotment of equity shares and before conversion of warrants		Post Preferential holding (after allotment of equity shares on assumption of full conversion of warrants) (Please see Notes 1 to 3)	
		No. of Shares	% of Holding			No. of Shares	% of Holding	No. of Shares	% of Holding
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)
A	Promoters Shareholding								
	Indian	9515287	52.43	781000	3077000	10296287	48.85	13373287	55.36
	Foreign								
	Total (A)	9515287	52.43	781000	3077000	10296287	48.85	13373287	55.36
B	Public Shareholding								
	1. Mutual Funds /UTI	3637444	20.04	2148400		3637444	17.26	3637444	15.06
	2. Foreign Institutional Investors	252828	1.39			252828	1.20	252828	1.05
	3. IFC					2148400	10.19	2148400	8.89
	4. Bodies Corporate	1428156	7.87			1428156	6.78	1428156	5.91
	5. Individuals	3308090	18.23			3308090	15.69	3308090	13.70
	6. Others								
	a. Non Resident Indians	5629	0.03			5629	0.03	5629	0.02
	b. Clearing Members	1106	0.01			1106	0.01	1106	0.00
	Total (B)	8633253	47.57	2148400	0	10781653	51.15	10781653	44.64
C	Shares held by Custodian and against which Depository Receipts have been issued.	0	0	0	0	0	0	0	0.00
	Grand Total (A+B+C) :	18148540	100	2929400	3077000	21077940	100	24154940	100

Notes:

1. In the above table, the shareholding pattern vide column Nos. (IX) and (X), has been calculated on the basis of allotment of equity shares and on assumption of full conversion of all warrants to be issued allotted to the proposed allottees respectively.
2. The ratio for conversion of warrants into equity shares of the Company shall be 1:1.
3. The holders of warrants, entitled to acquire equity shares upon conversion shall comply with the applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997, if applicable.

(d) The time within which the preferential issue shall be completed.

The allotment of the equity shares and warrants, will be completed within a period of 15 days from 7th January, 2013, being date on which members sanction is obtained in extraordinary general meeting to be convened for preferential allotment, as per Section 81(1A) of the Companies Act, 1956 or within 15 days from the date of approval for such allotment by any Regulatory Authority, Stock Exchange or the Central Government, whichever is later.

(e) The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue.

IFC is interested to subscribe the issue upto maximum of 2148400 equity shares.

The Promoters of the Company along with persons forming part of the Promoters Group are presently holding 52.43% of share Capital.

The Body Corporate-Eastern Credit Capital (P) Limited, Promoter is interested to subscribe the issue upto maximum of 781000 equity shares and 3077000 warrants to be converted into equity shares.

Sl. No.	Category	Pre Preferential issue Shareholding		Equity Shares proposed to be allotted upto a maximum of	Warrant proposed to be allotted	Post Preferential Issue Shareholding after proposed allotment of equity shares and before conversion of warrants		Post Preferential Issue Shareholding on assumption of full conversion warrants	
		No. of Shares	% of Holding			No. of Shares	% of Holding	No. of Shares	% of Holding
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)
1	Eastern Credit Capital (P) Limited	2170000	11.96	781000	3077000	2951000	14.00	6028000	24.96

The Equity shares and the shares arising out of conversion of the warrants to be allotted to the Promoter under the proposed offering shall be subject to a lock-in of three years from the date of allotment of equity shares and equity shares arising out of conversion of the warrants in accordance with SEBI (ICDR) Regulations 2009.

Provided that not more than 20% of the total capital of the Company shall be locked in for more than 3 years from the date of allotment. Provided further that equity shares allotted in excess of 20% shall be locked in for the period of one year from the date of allotment pursuant to exercise of warrants or otherwise.

However, the specified securities can be transferred within the Promoters' Group as interse transfers and the lock-in period shall continue in the hands of the transferee as per Regulations 79 of the SEBI (ICDR) Regulations, 2009. The holders of specified securities shall comply with all the applicable laws during the course of interse transfers and conversion of warrants into equity shares

Sl. No.	Category	Pre Preferential issue Shareholding		Equity Shares proposed to be allotted upto a maximum of	Post Preferential Issue Shareholding after proposed allotment of equity shares and before conversion of Promoter warrants		Post Preferential Issue Shareholding on assumption of full conversion Promoter warrants	
		No. of Shares	% of Holding		No. of Shares	% of Holding	No. of Shares	% of Holding
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
1	International Finance Corporation	0	0.00	2148400	2148400	10.19	2148400	8.89

The equity shares to be allotted to International Finance Corporation under the proposed offering shall be subject to a lock-in of one year from the date of allotment, in accordance with the SEBI (ICDR) Regulations 2009.

The certificate from the Statutory Auditors of the Company stating that the issue is being made in accordance with the requirements of SEBI (ICDR) Regulations 2009, shall be placed before the Extra Ordinary General Meeting on 7th January, 2013 for the verification of members. The Board has approved the execution of the Share Subscription Agreement with IFC and letter of intent with Eastern Credit Capital (P) Ltd (company belonging to the Promoter) has been obtained with respect to the preferential allotment of the aforesaid equity shares and warrants.

The holders of warrants, entitled to acquire equity shares upon conversion shall comply with the applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997, as amended from time to time, if applicable.

The allotment would not result in change in control over the Company or the management of the affairs of the Company and the existing Promoters/ Directors of the Company will continue to be in control of the Company.

(f) An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

It is not required to re-compute the price, as the closing prices of equity shares of the Company are available for calculating the subscription prices at which equity shares and warrants are proposed to be allotted to IFC and the Promoter as per Regulation 76(1) SEBI (ICDR) Regulations 2009.

(g) An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

Not applicable, as the price will be calculated as per Regulation 76(1) SEBI (ICDR) Regulations 2009.

None of the Directors of the Company except Mr. Mahabir Prasad Jalan and Mr. Naresh Jalan is concerned or interested in the proposed resolution.

Your Directors recommend the resolution for your approval.

Place : Kolkata

Dated : 8th December, 2012

By order of the Board
Sd/- RAJESH MUNDHRA
(Company Secretary)



Ramkrishna Forgings Limited

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

ATTENDANCE SLIP

NAME OF THE MEMBER _____

MEMBER FOLIO NUMBER/CLIENT ID NO. _____

NUMBER OF SHARES HELD _____

NAME OF PROXY (IN BLOCK LETTER) _____

(To be filled in if the Proxy attends instead of the Member)

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata - 700 017, the 7th day of January, 2013 at 10.30 A.M.

To be signed at the time of Handing over this Slip.

As no extra copy of this attendance slip will be available, Members are requested to bring it with them positively.

This attendance slip filled in accordance with the specimen signature registered with the Company to be handed over before the meeting.

----- Tear here -----



Ramkrishna Forgings Limited

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

Reg. Folio No./Client ID No

No. of Shares held

PROXY FORM

I/We _____ of _____

_____ being a member/members of the above named Company

hereby appoint _____

of _____

failing him _____ or

as my/our proxy to vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata - 700 017, the 7th day of January, 2013 at 10.30 A.M.

Signed this _____ day of _____ 2013

(Signature of the shareholder) _____

Affix Revenue
Stamp of
Re. 1/-

Note : The proxy must reach the Registered Office of the Company not less than forty-eight hours before the time for holding for the aforesaid meeting.