

RAMKRISHNA FORGINGS LIMITED

CIN No: L74210WB1981PLC034281

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

Email : neha.gupta@ramkrishnaforgings.com

Phone : 033-39840900, Fax : 033-39840998, Website : www.ramkrishnaforgings.com

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Company will be held on 12th day of September, 2015 (Saturday) at 10.45 AM at Indian Council for Cultural Relations, 9A, Ho Chi Minh Sarani, Kolkata - 700 071 to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements (included Consolidated Audited Financial Statements) of the Company for the year ended 31st March, 2015 together with the Director's Report and the Auditor's Report thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. Naresh Jalan (DIN: 00375462) who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. Satish Mehta (DIN: 00871822) who retires by rotation and being eligible offers himself for reappointment
5. To appointment Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION** :

"**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and Rules made thereunder and pursuant to the resolution passed by the Members at the 32nd Annual General Meeting held on June 17, 2014 and on recommendations of the Audit Committee and the Board, the appointment of M/s. Singhi & Co. Chartered Accountants (Firm Registration No. 302049E), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, be and is hereby ratified at a remunerations to be fixed by the Board of Directors."

SPECIAL BUSINESS :

6. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mr. Amitabha Guha (DIN: 02836707) who was appointed as an Additional Director of the Company under Section 161 of the Act with effect from 14th August, 2014 by the Board of Directors to hold office up to the date of this Annual General Meeting and in respect of whom the Company received a notice in writing in terms of Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 14th August, 2014 and whose office shall not be liable to determination by retirement of directors by rotation."
7. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Ms. Aditi Bagri (DIN: 06943139) who was appointed as an Additional Director of the Company under Section 161 of the Act with effect from 1st November, 2014 by the Board of Directors to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 1st November, 2014 and whose office shall not be liable to determination by retirement of directors by rotation."
8. 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s.U Sharma & Associates, Cost Accountants, appointed as Cost Auditors by the Board of Directors

of the Company, to conduct the audit of the cost records of the Company for the financial years ending March 31, 2015 and March 31, 2016 be paid a remuneration of ₹ 3,25,000 (Rupees Three Lakhs Twenty Five Thousand) for the year 2014-2015 and ₹ 3,50,000 (Rupees Three Lakhs Fifty Thousand) for the year 2015-2016 plus service tax and Travelling, Local Conveyance and Out of pocket expenses not exceeding 20% of the remuneration for the respective year."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**.

"RESOLVED THAT in supersession of the resolution passed at the 32nd Annual General Meeting of the Company held on 17th June, 2014, under Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded under Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, for the creation by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee of the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, foreign financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding ₹ 2500 crore together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

10. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT in supersession of the resolution passed at the 32nd Annual General Meeting of the Company held on 17th June, 2014 under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 2500 crore."

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution including but not limited to the appointment of any manager/consultant or any other intermediary in respect of the above offerings and/or to execute all such documents, instruments and writings as may be required."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), existing Articles of Association of the Company be and are hereby amended as follows :

- a. Articles numbers 338 to 356 of existing articles be deleted.
- b. Article 136 be replaced and to read as follows:

At least 21 clear days' notice of every General Meeting, specifying the day, date, place and hour of meeting, containing a statement of the business to be transacted thereat, shall be given, either in writing or through Electronic Mode, to every member or legal representative of any deceased member or the assignee of an insolvent member, every Auditor(s) and Director of the Company. Any accidental omission to give any such notice as aforesaid to any of the members or the non receipt thereof, shall not invalidate the holding of the meeting or any resolution passed at any such meeting."

"**RESOLVED FURTHER THAT** the Board of the Company, be and are hereby severally authorized to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution."

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION** :

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the "Companies Act") read with the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") and all other applicable rules, regulations made thereunder, circulars, notifications and clarifications issued from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI Regulations") as amended from time to time, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions or modifications as may be prescribed or imposed while granting such permissions, approvals or sanctions, which may be accepted by the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any Committee including the Nomination and Remuneration Committee that the Board has constituted to exercise its powers, including the powers conferred by this resolution), approval and consent of the shareholders/members of the Company ("Shareholders") be and is hereby accorded for the following:

- (i) Formulation and implementation of the Ramkrishna Forgings Limited – Employee Stock Option Plan 2015 (hereinafter referred to as the "RKFL ESOP 2015/Plan");
- (ii) Creation, offer and grant by the Board from time to time upto 7,00,000 Employee Stock Options ("ESOPs/Options") to the permanent employees and whole time directors (other than Promoters or persons belonging to the Promoter Group or Independent Directors and directors holding directly or indirectly 10% or more of the outstanding equity capital of the Company) (herein after referred to as "Employees") as may be decided solely by the Board under the Plan/ or any other employee stock option plan (s) or share benefit plan(s) as may be introduced by the Company from time to time ("Employee Benefit Plan") exercisable into not more than 7,00,000 equity shares of the face value of ₹ 10 each, through an Employee Welfare Trust, being Ramkrishna Forgings Limited Employee Welfare Trust ("ESOP Trust") to be set up by the Company at such price or prices and in one or more tranches and on such terms and conditions as may be determined by the Board in accordance with the Plan/Employee Benefit Plan, the SEBI Regulations, the Companies Act and in due compliance with other applicable laws and regulations, each stock option shall be convertible into one equity share of ₹ 10 each;
- (iii) Issuance and allotment of equity shares to the ESOP Trust not exceeding 7,00,000 equity shares of the face value of ₹ 10 each which shall be transferred to the Employees upon the exercise of ESOPs in accordance with the Plan/Employee Benefit Plan, at such price or prices, in one or more tranches and on such terms and conditions as may be determined by the Board in accordance with the Plan/Employee Benefit Plan, the SEBI Regulations, the Companies Act and in due compliance with other applicable laws and regulations."

"**RESOLVED FURTHER THAT** approval of the members of the Company be and is hereby accorded for the formation of the ESOP Trust which shall be irrevocable and comprise of such trustees as may be decided by the Board for the purpose of implementation of the Plan or any Employee Benefit Plan or for any other purpose contemplated herein in due compliance with the provisions of the Companies Act, SEBI Regulations and other applicable laws."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Company be and is hereby authorized to issue new shares to ESOP Trust and / or acquire the shares of the Company from the secondary market and to hold, transfer and deal in the shares of the Company and to do all such acts, deeds and things as may be incidental or ancillary in this regard."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to further issue and allot equity shares upto the ceiling limit prescribed herein above, to the ESOP Trust, from time to time as per discretion of the Board in accordance with the Plan/ Employee Benefit Plan and such equity shares shall rank pari passu with the then existing equity shares of the Company."

"**RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically ratified and approved."

"**RESOLVED FURTHER THAT** the number of ESOPs that may be granted to any Employee in any one financial year shall be less than 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options."

"**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, change in capital structure, merger and/or sale of division/undertaking or other forms of reorganization of the Company and others, all the Options including those which are vested but were not exercised and / or the price per share covered by each such outstanding Option, shall be proportionately adjusted for any increase in the number of issued shares resulting therefrom."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then, appropriate adjustments shall be made either to the number of Options or the exercise price of Options granted, to reflect such change, without in any way affecting the rights of the said option grantee, and also to prevent a dilution or enlargement of benefits of the Plan/Employee Benefit Plan."

"RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the RKFL ESOP 2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the RKFL ESOP 2015 and do all other things incidental and ancillary thereof."

"RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment or grant or transfer of equity shares to the Employees on exercise thereof, the Board be and is authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer, allotment, grant, transfer of shares upon exercise and utilization of the proceeds arising out of exercise of Options, as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the SEBI Regulations and such other laws and regulations as may be relevant and applicable to the Plan."

"RESOLVED FURTHER THAT the Board be authorised to take steps for listing of the equity shares allotted under the RKFL ESOP 2015 on the Stock Exchanges where the shares of the Company are listed as per the Listing Agreement with the concerned Stock Exchanges and other applicable laws, rules, guidelines and regulations."

"RESOLVED FURTHER THAT the Board be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including appointment of merchant bankers, consultants or representatives, being incidental to the effective implementation and administration of RKFL ESOP 2015 as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution."

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI Regulations") as amended from time to time, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions or modifications as may be prescribed or imposed while granting such permissions, approvals, sanctions, which may be accepted by the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any Committee including the Nomination and Remuneration Committee that the Board has constituted to exercise its powers including the powers conferred by this resolution), further pursuant to the approval and consent of the shareholders of the Company ("Shareholders") accorded to Ramkrishna Forgings Limited – Employee Stock Option Plan 2015 (hereinafter the "ESOP Plan 2015/ Plan") for creation, offer and grant from time to time of upto 7,00,000 Employee Stock Option to eligible employees and whole time directors of the Company ("Employees") vide resolution no. 12, further consent and approval of the Shareholders be and is hereby accorded for secondary acquisition of shares for implementation of the Plan or any other employee stock option plan (s) or share benefit plan(s) as may be introduced by the Company from time to time ("Employee Benefit Plan") upto the fullest limits prescribed hereunder and those under the SEBI Regulations, as may be decided solely by the Board under the Plan or any other Employee Benefit Plan exercisable into 7,00,000 fully paid up equity shares in the Company in aggregate of a face value of ₹ 10 each, through an employee welfare trust being Ramkrishna Forgings Limited Employee Welfare Trust to be set up by the Company ("Trust") at such price or prices, in one or more tranches and on such terms and conditions as may be determined by the Board subject however that the secondary acquisition by the Trust in any financial year shall not exceed 2% (two percent) of the paid up equity capital as at the end of the respective previous financial year and the total number of shares under secondary acquisition held by the Trust shall at no time exceed 5% (five percent) of the paid up equity capital as at the end of the financial year immediately prior to the year in which the resolution is being passed, more particularly in accordance with the provisions of the Plan, SEBI Regulations and in due compliance with other applicable laws and regulations."

"**RESOLVED FURTHER THAT** in the event of expansion of share capital arising out of corporate action undertaken by the Company including preferential allotment of shares or qualified institutional placement, the limits set herein for secondary acquisition shall accordingly apply to such increased capital in proportion of such expanded capital subject however that the Company shall adhere to the cap specified in regulation 3(11) of the SEBI Regulations."

"**RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically ratified and approved."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to settle any questions, difficulty or doubts that may arise in this regard without required the Board to secure any further consent or approval of the members of the Company."

14. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION** :

"**RESOLVED THAT** pursuant to the provisions of Section 67 and other applicable provisions of the Companies Act, 2013 ("Companies Act") read with rule 16 of Companies (Shares and Debentures) Rules, 2014 and other applicable Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI Regulations") as amended from time to time, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions or modifications as may be prescribed or imposed while granting such permissions, approvals, sanctions, which may be accepted by the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any Committee including the Nomination and Remuneration Committee that the Board has constituted to exercise its powers including the powers conferred by this resolution) consent of the shareholders of the Company ("Shareholders") be and is hereby accorded to the Board to grant loan to the Ramkrishna Forgings Limited Employee Welfare Trust to be set up by the Company ("Trust"), provide security or guarantee in connection with a loan granted or to be granted to the Trust set up by the Company in one or more tranches not exceeding 5% of the paid up capital and free reserves of the Company for the purpose of subscription and/or purchase of the equity shares of the Company from the Stock Exchange, by the Trust in one or more tranches, subject to the ceiling limit of equity shares as may be prescribed under the Ramkrishna Forgings Limited- Employee Stock Option Plan, 2015 ("ESOP Plan") or any other employee plan(s)/ share based employee benefit plan(s) as may be introduced by the Company from time to time (herein after referred to as "Employee Benefit Plan") with a view to deal with the equity shares in line with the contemplated objectives of the ESOP Plan or Employee Benefit Plan or for any other purpose as may be permitted under and in due compliance with the SEBI Regulations, Companies Act and other applicable rules and regulations."

"**RESOLVED FURTHER THAT** any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the ESOP Plan(s) or the Employee Benefit Plan as the case may be, subject to the exercise price being paid by the employee on the exercise of the employee stock option under the respective Employee Benefit Plan."

"**RESOLVED FURTHER THAT** the Trustees shall ensure compliance with the SEBI Regulations, Companies Act and all other laws applicable from time to time in dealing with the shares of the Company including maintenance of proper books of accounts, records and documents at all times."

By order of the Board

Place : Kolkata

Dated : 7th August 2015

Rajesh Mundhra
Company Secretary

IMPORTANT NOTES :

1. The Register of Members and the Share Transfer books of the Company will remain closed from 5th September, 2015 to 12th September, 2015 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend for 2015.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY IN TERMS OF SECTION 105 OF THE COMPANIES ACT, 2013.**

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. The person appointed as a proxy shall prove his identity at the time of attending the meeting and for this purpose such person shall carry proof of Identity.

Further as per the provisions of Section 105 read with rule 19 (2) of the Companies (Management and Administration) Rules 2014 a person can act as proxy on behalf of member or members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

4. The dividend of ₹ 2 per share has been recommended by the Board of Directors for the year ended 31st March, 2015 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid on and after 17th September, 2015.
5. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. Electronic copy of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for the financial year 2014-2015 will also be available on the Company's website www.ramkrishnaforgings.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: neha.gupta@ramkrishnaforgings.com.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (1 PM to 5.00 PM) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
12. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to inform that all the resolutions as stated in the Notice can be transacted by electronic voting system and the Company has provided members facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means through e-Voting Services provided by Karvy Computershare Private Limited. The instruction for E-voting has been enclosed and sent alongwith the Notice.
13. The Facility for voting either through electronic voting system or polling papers shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. However the members who have cast their vote by remote e-voting prior to the Meeting and continue to be members of the Company as on cut-off date 5th September, 2015, may also attend the meeting but shall not be entitled to cast their votes again.
14. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 5th September, 2015 (cut-off date). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting at the AGM.

15. Those who become Members of the Company after dispatch of the AGM Notice but on or before 5th September 2015 (cut-off date) may write to Karvy at varghese1@karvy.com or to Mr P A Varghese, Contact No. 040-33215424, at Karvy Computershare Private Limited, Unit- Ramkrishna Forgings Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, requesting for the User ID and Password. However, those Members already registered with Karvy for remote e-voting can login to website <https://evoting.karvy.com> and exercise their votes.
16. The Board of Directors of the Company at their meeting held on 7th August, 2015 has appointed Mr. Saheb Ali, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner, whose e-mail address is: saheballi14@gmail.com.

The results of voting will be declared not later than (3) days from the conclusion of AGM and the resolutions proposed thereat will be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes. The declared results, along with Scrutinizer's Report, will be available forthwith on the website of the Company: www.ramkrishnaforgings.com and on the website of Karvy at <https://evoting.karvy.com>. Such results will also be forwarded to the Stock Exchanges where the Company's shares are listed.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item no.6

The Board of Directors at its meeting held on 14th August, 2014 appointed Mr. Amitabha Guha as an Additional Non-Executive Independent Director of the Company with effect from 14th August, 2014 to hold office upto the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013.

Under the Companies Act, 2013, the Company is required to appoint independent directors for a fixed term and their office shall not be liable to determination by retirement of directors by rotation. Accordingly, in compliance of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013, Mr. Amitabha Guha, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from 14th August, 2014. A notice has been received from a member proposing him as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Amitabha Guha fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Amitabha Guha as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Amitabha Guha as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Amitabha Guha, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item no.7

The Board of Directors at its meeting held on 1st November, 2014 appointed Ms. Aditi Bagri as an Additional Non-Executive Independent Director of the Company with effect from 1st November, 2014 to hold office upto the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013.

Under the Companies Act, 2013, the Company is required to appoint independent directors for a fixed term and their office shall not be liable to determination by retirement of directors by rotation. Accordingly, in compliance of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013, Ms. Aditi Bagri being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from 1st November, 2014. A notice has been received from a member proposing her as a candidate for the office of Director of the Company.

In the opinion of the Board, Ms. Aditi Bagri fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and she is independent of the management.

The Board considers that her association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Aditi Bagri as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Ms. Aditi Bagri as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. Aditi Bagri, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

The profile of the Independent Directors as well as the Director retiring by rotation and getting reappointed is provided in the notice.

Item no.8

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. U Sharma & Associates, Cost Accountants, as the Cost Auditor in the Board Meeting dated 31st January, 2015 to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2015 at a remuneration of ₹ 3,25,000 (Rupees Three Lakhs Twenty Five Thousand) plus service tax and travelling, local Conveyance and out of pocket expenses not exceeding 20% of the remuneration and in Board Meeting dated 7th August, 2015 to conduct the audit of the cost records for the financial year ending March 31, 2016 at a remuneration of ₹ 3,50,000 (Rupees Three Lakhs Fifty Thousand) plus service tax and travelling, local Conveyance and out of pocket expenses not exceeding 20% of the remuneration.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2015 and March 31, 2016 respectively.

The Board therefore, submits the proposed resolution for your consideration and recommends it to be passed as Ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Item no.9

In the normal course of business, the Company from time to time is required to avail term loans, working capital, external borrowings or any other financial accommodation. A charge on the assets / properties of the Company, both present and future, is normally given as security for such borrowings. As the documents to be executed for the creation of such charge/mortgages from time to time to secure such borrowings, may contain the power to take over the management of the Company in certain events, it is necessary for the shareholders to pass a resolution under section 180(1)(a) of the Companies Act, 2013 for the creation of the mortgage /charge as set out in this resolution. As the Company is on the expansion mode and will require additional funds for meetings its increased working capital and term loan requirements it is desirable to increase the limit from ₹ 1300 Cr to ₹ 2500 Cr in supersession of the resolution passed by the members on 17th June, 2014.

The Board therefore, submits the proposed resolution for your consideration and recommends it to be passed as special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9

Item no.10

In terms of the resolution passed by the members of the Company at the Annual General Meeting held on 17th June, 2014, the Board of Directors of the Company were authorised to borrow on behalf of the Company upto ₹ 1300 Crores at any point of time. In view of expected growth in the business of the Company, it may be necessary for the Company to borrow monies from various sources consequent to which the amount outstanding could exceed the present limit of ₹ 1300 crores.

Your Directors accordingly recommend increase in the borrowing powers from ₹ 1300 Crores to ₹ 2500 Crores as set out in the resolution at Item No. 10 for approval of the members.

The Board therefore, submits the proposed resolution for your consideration and recommends it to be passed as special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

Item no. 11

The Company has entered into a subscription and shareholder agreement (SHA) dated 22nd February, 2015 and further amended on 3rd April, 2013 with M/s.Wayzata II Indian Ocean Limited (Wayzata). In order to give effect to the above agreement, necessary amendments were done in the Articles of Association of the Company. As the shareholding of Wayzata has fallen below the threshold as stipulated in the said SHA, the SHA with Wayzata has been terminated automatically. On account of this termination, the articles pertaining to the SHA with Wayzata needs to be deleted /amended.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the amendment of Articles of Association requires approval of members by way of special resolution.

The Board therefore, submits the proposed resolution for your consideration and recommends it to be passed as special resolution.

None of the directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested in the proposed special resolution, except to the extent of securities of the Company held by them.

Item no. 12 and 13

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/ plan. Your Company believes in rewarding its permanent employees and whole time directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement Ramkrishna Forgings Limited Employee Stock Option Plan 2015 (“**RKFL ESOP 2015**”/ “**Plan**”) with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company seeks approval of the shareholders in respect of RKFL ESOP 2015 and for grant of stock options to the eligible employees / whole time directors of the Company, as may decided by the Board (as defined in the Notice) from time to time in due compliance with the Companies, Act, 2013 (including rules framed thereunder), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“**SEBI Regulations**”) and other applicable laws and regulations.

1. Brief Description of the Scheme

The RKFL ESOP 2015 envisages grant of upto 7,00,000 stock options (“Options”) to the eligible employees (as described herein below) exercisable into 7,00,000 equity shares having a face value of ₹ 10 each.

The Plan shall be effective from the date of approval by the shareholders of the same and shall continue to be in force until (i) its termination by the Board or (ii) the date on which all of the options available for issuance under the Plan have vested and have been exercised or have lapsed, as the case may be.

The Plan shall be administered by the Board through a trust being Ramkrishna Forgings Limited Employee Welfare Trust (“Trust”). The Trust shall be entitled to implement the plan either by subscription to the equity shares of the Company or by purchase of equity shares at all times in accordance with the applicable laws and regulations. All questions relating to the interpretation of the plan shall be determined by the Board and such determination shall be final and binding upon all persons having an interest in the plan.

Further details of the RKFL ESOP 2015 are as under :

2. Total number of Options to be granted

7,00,000 Options would be available for grant to the eligible employees of the Company in aggregate under the RKFL ESOP 2015, in one or more tranches exercisable into not exceeding 7,00,000 equity shares in aggregate in the Company of face value of ₹ 10 each fully paid up.

Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled in accordance with the terms of the Scheme formulated by the Board, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled Options as per the provisions of RKFL ESOP2015.

The SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of Options or equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SEBI Regulations.

Further, in case the equity shares of the Company are either sub-divided or consolidated, then, appropriate adjustments shall be made either to the number of Options or the exercise price of Options granted, to reflect such change without in any way affecting the rights of the said Option grantee, and also to prevent a dilution or enlargement of benefits of the Plan/Employee Benefit Plan.

3. Identification of classes of employees entitled to participate and be beneficiaries in RKFL ESOP 2015

Following class/classes of employees as may be determined by the Board from time to time, are entitled to participate in RKFL ESOP 2015:

- a) Permanent employees of the Company working with the Company in India; and
- b) Whole time Directors of the Company

Following class/classes of employees are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

4. Requirements of vesting and period of vesting

The Board may, at its discretion, lay down the period and certain performance metrics based on which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest, subject to the minimum vesting period of 1(one) year. The exact proportion in which and the exact period over which the Options would vest would be determined by the Board, subject to the minimum vesting period of one year from the date of grant of Options.

5. Maximum period within which the Options shall be vested

Options granted under RKFL ESOP 2015 would vest subject to maximum period of 10 (ten) years from the date of grant of such Options.

6. Exercise price

The exercise price per Option for the initial grant shall be 90% (ninety percent) of the Market Price prevailing on the date on which the Options are granted. For any subsequent Options, the exercise price shall be determined by the Nomination and Remuneration Committee.

“Initial Grant” means the first round of grant of Options by the Board made to the Employees.

“Market Price” means the latest available closing price on the date of grant of the Options, on the stock exchange on which the shares of the Company are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date shall be considered.

7. Exercise period and the process of Exercise

The vested Options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 4 (four) years from the date of vesting of such Options.

The vested Options shall be exercisable by the employees by a written application to the Trust or Company expressing his/her desire to exercise such Options in such manner and on such format as may be prescribed by the Trust/ Board from time to time, along with a cheque / demand draft, favouring the Trust, payable in Kolkata, for the total money payable by him in respect of the exercise price, calculated as the number of Options exercised multiplied by the Exercise Price per Option. If the day of exercise happens to be a holiday as per the Company's rules or a Saturday, then the Options will be presumed to be exercised on the subsequent working day.

The Options will be exercisable by the employees/legal heirs or nominees by a written application to the Trust to exercise the Options in such manner and on execution of such documents as may be prescribed by the Board from time to time.

The Options shall lapse if not exercised within the specified exercise period.

8. Appraisal process for determining the eligibility of employees under RKFL ESOP 2015

The appraisal process for determining the eligibility of the employees will be decided by the Board from time to time.

The employees would be granted Options under the RKFL ESOP 2015 based on various parameters such as length of service of the employee, contribution of the employee, integrity of the employee, criticality of the position, compensation structure of the employee, and such other criteria/parameters as may be decided by the Board from time to time.

9. Maximum number of Options to be issued per employee and in aggregate

The maximum number of Options granted per Employee shall not exceed 1% (one percent), for each financial year, of the issued shares of the Company at that time (each Option providing an entitlement to one share of the Company). The aggregate of all such Options granted shall not result in equity shares exceeding 7,00,000 at any point of time.

10. Implementation of RKFL ESOP 2015 through Trust

The RKFL ESOP 2015 shall be implemented through the Trust to be set up by the Company. The Trust shall be authorized to be issued new shares by the Company and / or acquire the shares of the Company from the secondary market. The Trust shall be entitled to hold, transfer and deal in the shares of the Company and to do all such acts, deeds and things as may be incidental or ancillary in this regard.

11. Accounting and Disclosure Policies

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

12. Method of Option Valuation

To calculate the employee compensation cost, the Company shall use the Fair Value method for valuation of the Option granted.

In case the Company uses the intrinsic value for valuation of the Options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on the earning per share of the Company shall also be disclosed in the Directors' Report.

13. Primary / Secondary Route

The Board shall decide on exploring the option for issuance of shares upon exercise by way of primary issue or by way of secondary acquisition or both, subject however to adherence with applicable laws and regulations as prevailing and in force from time to time.

14. Maximum percentage of secondary acquisitions that can be made by the Trust for the purposes of the Plan

The secondary acquisition by the Trust in any financial year shall not exceed 2% (two percent) of the paid up equity capital as at the end of the respective previous financial year and the total number of shares under secondary acquisition held by the Trust shall at no time exceed 5% of the paid up equity capital as at the end of the financial year prior to the year in which the resolution is passed, more particularly in accordance with the provisions of the Plan, SEBI Regulations and in due compliance with other applicable laws and regulations.

In the event of expansion of share capital arising out of corporate action undertaken by the Company including preferential allotment of shares or qualified institutional placement, the limits set herein for secondary acquisition shall accordingly apply to such increased capital in proportion of such expanded capital subject however that the Company shall adhere to the cap specified in regulation 3(11) of the SEBI Regulations.

In terms of the provisions of section 62(1)(b) of the Companies Act, 2013 and the SEBI Regulations, consent of the shareholders is being sought by way of a Special Resolution(s) set out at Item No. 12 and Item No. 13 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is in any way concerned in the aforesaid Special Resolution(s), except to the extent of their entitlements, if any, under the Plan.

Your Directors recommend the Resolution(s) proposed at Item No. 12 and Item No. 13 of this Notice for your approval.

Item no. 14

The Company intends to implement Ramkrishna Forgings Limited- Employee Stock Option Plan 2015 ("RKFL ESOP 2015"/ "Plan") with a view to attract and retain key talents working with the Company by primary/secondary issue of shares and through trust route for its implementation. The SEBI Regulations govern share based employee benefit schemes/ plans being implemented by a Company. The SEBI Regulations permit trust route in implementation of the Plan.

The Board passed a resolution to set-up an Employee Welfare Trust namely Ramkrishna Forgings Limited Employees Welfare Trust ("Trust") and approved the proposal for sanction of loan by the Company to the Trust. This proposed amount of loan will be within the statutory limit of 5% of the aggregate of paid-up share capital and free reserves, as prescribed under the Companies Act read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 ("Companies Rules").

Relevant disclosures under Rule 16 of the Companies Rules and as per SEBI Regulations are as follows:

(a) The class of employees for whose benefit the Plan is being implemented and money is being provided for purchase and subscription of the shares

The Plan is being implemented and money is being provided for purchase and/or subscription of shares for the benefit of employees within the meaning of the Plan. The class/ classes of employees who are eligible subject to selection by the Board (as defined in the Notice) are as under:

- i. Permanent employees of the Company working with the Company in India;
- ii. Whole time directors of the Company.

Following class/classes of employees are not eligible:

- i. an employee who is a Promoter or belongs to the Promoter Group;
- ii. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- iii. an Independent Director within the meaning of the Companies Act, 2013.

(b) The particulars of the Trustee in whose favour such shares are to be registered

It is contemplated that one or more of the designated trustees shall acquire and hold the shares in due compliance of the relevant provisions of the SEBI Regulations and other applicable provisions. The trustees shall transfer the shares in favour of the employees on exercise of the Employee Stock Options after realisation of exercise price.

(c) **The particulars of the Trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any**

The Trust is proposed to be set-up in the nature of an irrevocable Employee Welfare Trust with the name Ramkrishna Forgings Limited Employees Welfare Trust having its registered office at Ramkrishna Chambers, 72 Shakespeare Sarani, Kolkata 700017.

Particulars of the Trustees :

SN	Name	Address	Occupation	Nationality	PAN
1.	Mr. Dilip Patodia	238, Lake Town, Swagatam Apartment, Kolkata – 700089	Service	Indian	AGOPP4294P
2.	Ms. Ramya Hariharan	Cascade, 39 Sardar Shankar Road, 2nd Floor, Kolkata – 700029	Lawyer	Indian	ABMPH5112M
3.	Mr. Milesh Gandhi	Ashirwad, Flat 4C, 8/1 Sarat Bose Road, Kolkata – 700020	Service	Indian	AFIPG3760Q

The Trustees are neither promoters, directors nor key managerial personnel of the Company nor are they related to the promoters, directors or key managerial personnel in their personal capacity.

(d) **Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof**

Promoters are not eligible to be covered under the Plan. However, key managerial personnel and directors may be covered under the Plan as provided in the Plan in due compliance with the SEBI Regulations. Any key managerial personnel, director or promoter are not related to the Trust.

(e) **The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan**

The eligible employees shall be granted employee stock options under the Plan which would vest subject to the vesting conditions prescribed by the Board. After vesting and on exercise of the Options, the Trust/ Trustees shall transfer corresponding number of Equity Shares to the employees. The employees may deal in the shares by way of selling /holding or otherwise deal in their absolute discretion subject to applicable laws and regulations immediately after exercise or may hold and sell after a definite period of time at his/ her discretion. The employees would get the benefit on sale of shares depending on sale price of such Shares.

(f) **The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the Plan would be exercised**

As per SEBI Regulations, the Trustees shall not vote in respect of equity shares held in the Trust. In these circumstances, the voting rights can be exercised by an employee only when the equity shares are transferred to them after due process of exercise of Options.

(g) **Details of loan, tenure, utilization and terms of repayment**

Any loan provided by the Company shall be utilized by the Trust for subscription or purchase of the shares of the Company in one or more tranches, subject to the ceiling limit of equity shares as may be prescribed under the Plan or any other employee plan/ share based employee benefit plan as may be introduced by the Company from time to time, provided that the quantum of loan shall not exceed 5% (five percent) of the paid up capital and free reserves of the Company. The loans shall be valid for the term of the Plan and shall be repayable to and recoverable by the Company from time to time during the term of the Plan or the Employee Benefit Plan as the case may be, subject to the exercise price being paid by the employee on the exercise of the Employee Stock Option under the respective Employee Benefit Plan.

In term of the provisions of Regulation 3(8) of the SEBI Regulations read with Rule 16 of the Companies Rules, consent of the Shareholders is being sought by way of a Special Resolution set out at Item No. 14 of this Notice.

Copy of the Plan and the Trust Deed will be available for inspection on all working days (Monday to Friday) between 10.00 a.m. and 6.00 p.m. at the registered office of the Company.

Your Directors recommend the Resolution proposed at Item No. 14 of this Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is in any way concerned or in the Trust or the aforesaid Special Resolution, except to the extent of their entitlements, if any, under the Plan.

By order of the Board

Place : Kolkata
Dated : 7th August 2015

Rajesh Mundhra
Company Secretary

Details of Directors Seeking Appointment/Re-Appointment at the Annual General Meeting:

Name of the Director	NARESH JALAN	SATISH KUMAR MEHTA	AMITABHA GUHA	ADITI BAGRI
Date of Birth	04.10.1975	10.05.1944	10.11.1948	27.02.1986
Expertise in Specific Functional Area	<p>He possesses more than 20 years of experience in Forging industry. Under his leadership, the Company has achieved high growth in turnover.</p>	<p>He has about 40 years of Industrial Experience with various companies who are manufacturing Closed Die Forgings, Machined Crankshafts and Non- Traditional machine Tools.</p> <p>He has developed India's first Electrical Discharge machine with electro Hydraulic Servo mechanism. He has won a National Award in 1977 for his contribution in the field of Mechanical Engineering.</p> <p>He has won the Jaycee Award for outstanding young person in 1978</p> <p>He is:</p> <p>i) Chairman-Technical Committee of Association of the Indian Forging Industry for past 20 Years.</p> <p>ii) Member - Institute of Forging Technology, U.K.</p> <p>iii) Member- Institute of Engineers – India & Chartered Engineer.</p> <p>iv) Providing Technical Assistance to Price Waterhouse Coopers (P) Ltd and ICICI Bank and other Forging companies.</p> <p>He had several professional Training both in India and Overseas and has written several Papers in the field of Non- Traditional Machining Processes & Metal forming.</p>	<p>He has been a Banker throughout his life. He was appointed as Chief Manager (Personal Administration) in July 1987 in State Bank of Saurashtra. Thereafter he served various banks from the post of Asst. General Manager in State Bank of Saurashtra in 1992 to Managing Director in State Bank of Travancore in 2004.</p> <p>He finally retired as Deputy Managing Director of State Bank of India in November, 2008. He is presently the Non – Executive Chairman of South Indian Bank. He has been member of the undermentioned Institutions:</p> <p>i) Indian Banks' Association (IBA) - Served as a Member of the Management Committee from December 2003-May 2008.</p> <p>ii) Personnel Committee of IBA - Served as the Alternate Chairman for one term.</p> <p>iii) Finance Committee of IBA- Served as a Member of the Committee.</p> <p>iv) Indian Institute of Banking&Finance - Served as a Member of the Governing Body.</p> <p>v) Advisory Board of ICFAI Business School, Hyderabad - Served as a Member for two years.</p> <p>vi) Hyderabad Management Association- Served as a co-opted Member.</p> <p>vii) School Board of the School of Management Studies, University of Hyderabad - Served as a member of the Board of Trustees.</p>	<p>She has created a dissertation as part of the curriculum on the criteria for Patentability analysed with respect to reported UK and Indian Cases.</p> <p>She started her career as intern in Pangea 3 in July, 2007, worked as Attorney Associate in Integreon Managed Solutions from January, 2010 to December, 2013 and is presently working as Senior Associate in Juris Corp.</p>

Name of the Director	NARESH JALAN	SATISH KUMAR MEHTA	AMITABHA GUHA	ADITI BAGRI
Qualification	Graduate in commerce stream and also an MBA from Symbiosis, Pune.	He is B.E (Mech), Diploma in Non- Traditional Machining Processors from Easco Sparcatron School, USA, Diploma in Production Management from Jamnalal Bajaj Institute of Management, Mumbai	He has a qualification of M.Sc	She has completed her : <ul style="list-style-type: none"> • LLB is the year 2009 from Mumbai University • Certificate course on General IP from World Intellectual Property Organisation in 2009. • Diploma in Intellectual Property rights from Mumbai University in 2009.
Board Membership of other Companies as on 31st March, 2015	Globe Forex and Travels Ltd Eastern Credit Capital Pvt Ltd Ramkrishna Rail and Infrastructure Pvt Ltd Clifftop Infrabuild Pvt Ltd Northeast Infra Properties Pvt Ltd Chaitanya Aviation Pvt Ltd	Nil	1) The South Indian Bank Ltd 2) X Pro (I) Ltd 3) Gangavaram Port Ltd 4) Power Mech Projects Ltd	M/s. 'The Rai Saheb Rekhchand Spinning and Weaving Mills
Chairman/ Member of the Committee of the Board of Directors of the Company as on 31st March, 2015	Member: 1. Finance and Management Committee 2. Corporate Social Responsibility Committee	Chairman: 1. Stakeholders Relationship Committee Member: 1. Nomination and Remuneration Committee	Member: 1. Audit Committee	1. Audit Committee
Chairman/ Member of the Committee of Directors of other Public Companies of which he is a director as on 31st March, 2015	Nil	Nil	Nil	Nil
Shareholding	285750	Nil	Nil	Nil
Inter-se Relationship between Directors	Naresh Jalan and Mahabir Prasad Jalan are related to each other as father and son	Not related	Not related	Not related

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules 2014]

CIN No. : L74210WB1981PLC034281
Name of the Company : **RAMKRISHNA FORGINGS LIMITED**
Registered Office : "Ramkrishna Chambers", 72, Shakespeare Sarani, Kolkata - 700 017

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No / Cliend ID	
DP ID	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name _____
Address _____

E-mail ID _____
Signature _____, or falling him/her
2. Name _____
Address _____

E-mail ID _____
Signature _____, or falling him/her



RAMKRISHNA FORGINGS LIMITED

CIN No: L74210WB1981PLC034281

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

ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
Name & Address of the Shareholder	

- I hereby record my presence at the 33rd Annual General Meeting of the Company, to be held on the 12th day of September, 2015 (Saturday) at 10.45 A.M. at Indian Council for Cultural Relations, 9A, Ho Chi Minh Sarani, Kolkata - 700 071.
- Signature of the Shareholder/Proxy Present.
- Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting.

----- ✂ ----- ✂

3. Name _____
 Address _____

 E-mail ID _____
 Signature _____

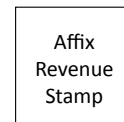
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on the 12th day of September, 2015 (Saturday) at 10.45 A.M. at Indian Council for Cultural Relations, 9A, Ho Chi Minh Sarani, Kolkata - 700 071 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl No	Resolutions	Sl No	Resolutions
1	Adoption of Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss for the year ended on that date together with the Director's Report and Auditor's Report thereon.	9	Resolution u/s 180(1)(a) of Companies Act, 2013 to increase the limit to ₹ 2500 crore from ₹ 1300 crore.
2	Declaration of dividend for the year 2014-15.	10	Resolution u/s 180(1) (c) of Companies Act, 2013 to increase the limit to ₹ 2500 crore from ₹ 1300 crore.
3	Appoint a Director in place of Mr. Naresh Jalan who retires by rotation and being eligible offers himself for reappointment.	11	Amendment of Articles of Association of the Company.
4	Appoint a Director in place of Mr. Satish Mehta who retires by rotation and being eligible offers himself for reappointment.	12	Approval of Ramkrishna Forgings Limited employee stock option plan 2015, formation of esop trust, grant of employee stock options to the employees of the company thereunder and issue of equity shares to the esop trust.
5	Ratification of the appointment of M/s. Singhi & Co., Chartered Accountants, Chartered Accountants as Statutory auditors from the conclusion of this AGM until the conclusion of the next AGM of the Company.	13	Approval to ESOP Trust for secondary acquisition of shares for implementing the ESOP scheme.
6	Appointment of Mr. Amitabha Guha as an Independent Director for a term of 5 years.	14	Approval to provide money by the Company for purchase and/or subscription of its own shares by the trust/trustees for implementation of the ESOP scheme of the Company.
7	Appointment of Ms. Aditi Bagri as an Independent Director for a term of 5 years.		
8	Ratification of the Remuneration to be paid to M/s. U. Sharma & Associates, Cost Accountants, as the Cost Auditors for the financial years ending March 31, 2015 and March 31, 2016 of ₹ 3,25,000 for the year 2014-2015 and ₹ 3,50,000 for the year 2015-2016 plus service tax and Travelling, Local Conveyance and Out of pocket expenses not exceeding 20% of the remuneration respectively.		

Signed this _____ day of _____ 2015

Signature of Shareholder _____

Signature of Proxy holder(s) _____



Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.