



## RAMKRISHNA FORGINGS LIMITED

CIN No: L74210WB1981PLC034281

23 CIRCUS AVENUE, KOLKATA-700017

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### NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE** is hereby given that the **Extra Ordinary General Meeting** of the Members of **Ramkrishna Forgings Limited** will be held on **Wednesday, 12 October, 2022 at 11:00 A.M (I.S.T)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

#### SPECIAL BUSINESS

##### ITEM NO.1

**Issue of upto 46,00,000 (Forty Six Lakhs only) Warrants each convertible into, or exchangeable for, one equity share of Rs. 2/- each of the Company within the period of 18 (eighteen months) in accordance with the applicable laws to the Promoter of the Company and Non-Promoter Persons / Entity.**

**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 Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), ("**the Act**"), the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**SEBI Listing Regulations**") the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**") and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the stock exchanges where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot from time to time in one or more tranches, upto 46,00,000 (Forty Six lakhs only) Warrants, each convertible into, or exchangeable for, 46,00,000 (Forty Six lakhs only) fully paid-up equity share of the Company of face value of ₹ 2/- each ("**Equity Share(s)**") at a price of ₹ 205/- each payable in cash ("**Warrants Issue Price**"), aggregating upto ₹ 94,30,00,000/- (Rupees Ninety Four Crores Thirty Lakhs only) ("**Total Issue Size**") on a preferential basis to persons/ entity listed below which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine to the following persons belonging to Promoter and Non- Promoter Category (hereinafter referred to as the "Proposed Allottees" / "Warrant Holders").

## Notice

Sr. No	Name of the Proposed Allottees	Number of warrants to be issued
1.	Mr. Naresh Jalan	30,00,000
2.	Eastern Credit Capital Private Limited	10,00,000
3.	Mr. Lalit Kumar Khetan	1,00,000
4.	Shyama Wealth Management Private Limited	5,00,000
	<b>Total</b>	<b>46,00,000</b>

**RESOLVED FURTHER THAT** in terms of the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Warrants, as the case may be, shall be Monday, 12 September, 2022, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

**RESOLVED FURTHER THAT**, the preferential allotment of the Warrants, shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Warrant Holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share of ₹ 2 each against each Warrant.
- b) An amount of ₹ 51.25/- (Rupees Fifty One and Twenty Five Paise only), which is equivalent to 25% of the Warrant Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant Holders will be required to make payments of balance 75% of the Warrants Issue Price, at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).
- c) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and be listed on the Stock Exchanges subject to receipt of necessary permission(s), sanction(s) and approval(s).
- d) The price determined above and the number of equity shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants shall continue to be locked in till the time such amount is paid.
- e) The right attached to Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form within 15 days from the date of such exercise by the Warrant Holders.
- f) The tenure of Warrants shall not exceed 18 (Eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant Holder within the aforesaid period of 18 (Eighteen) months, the entitlement of the Warrant Holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount already paid by the Warrant Holder on such Warrants shall stand forfeited by the Company.
- g) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- h) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- i) The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant Holders any rights with respect to that of an equity shareholder of the Company.
- j) The Equity Shares allotted upon conversion of the Warrants will be listed on BSE Limited and the National Stock Exchange of India Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the names of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants in Form No. PAS-5 and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants, as the case may be, to be allotted to the Proposed Allottees, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Warrants, making applications to the stock exchanges for obtaining in-principle approvals, listing of equity shares to be issued on exercise of Warrants, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of warrants without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

**“RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

**Place: Kolkata**  
**Dated: 12 September, 2022**

**Registered Office:**  
**23 Circus Avenue**  
**Kolkata – 700017**

**By order of the Board**  
**Sd/-**  
**Rajesh Mundhra**  
**Company Secretary**  
**Membership No. ACS 12991**

## Notice

### NOTES:

#### GENERAL:

1. In view of the outbreak of the COVID-19 pandemic and pursuant to General Circulars issued by the Ministry of Corporate Affairs ("MCA") vide General Circular No. 3/2022 dated 5<sup>th</sup> May 2022 read with General Circular No. 02/2021 dated 13<sup>th</sup> January 2021, General Circular No. 20/ 2020 dated 5<sup>th</sup> May, 2020, General Circular No. 14/ 2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/ 2020 dated 13<sup>th</sup> April, 2020 (collectively referred to as "said Circulars") and the Securities and Exchange Board of India vide its circulars dated 13<sup>th</sup> May, 2022, 15<sup>th</sup> January, 2021 and 12<sup>th</sup> May, 2020 and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), an Extra Ordinary General Meeting ("EGM"/"Meeting") of the Company is being conducted through Video Conferencing or Other Audio Visual Means (VC / OAVM) from its Registered Office, i.e, 23 Circus Avenue, Kolkata – 700017 which shall be deemed to be venue of the meeting, without the physical presence of the Shareholders.
2. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item No. 1 as Special Business as it is in the interest of the Company.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this EGM is being held through VC/ OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said Circulars read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 issued by the SEBI, **THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
4. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with the relevant rules made thereunder and Regulation 44 of the SEBI Listing Regulations (as amended), the Company is pleased to extend e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited (Formerly known as KFin Technologies Pvt. Ltd.) ("KFinTech") as the Agency to provide remote e-voting facility and e-voting facility at the EGM.
5. The Board of Directors of the Company at their meeting held on 12 September, 2022 has appointed MKB & Associates, as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner. The Scrutinizer shall, after conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or person authorized by him in writing, who shall countersign the same and declare the result of the voting therewith. The Results shall be declared within two working days from the conclusion of the EGM of the Company and the resolutions will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolution.

The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com) and on the website of the service provider i.e <https://evoting.kfintech.com> after the declaration of result by the Chairman or a person authorized by him in writing and also the same will be communicated to the National Stock Exchange of India Ltd. and BSE Limited.

6. In terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint their authorized representatives to attend the EGM through VC/ OAVM on their behalf and participate thereat, including cast votes by electronic means shall be required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. whereby their authorized representative has been appointed to attend the EGM on their behalf, to the Company, together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) with a copy marked to [secretarial@ramkrishnaforgings.com](mailto:secretarial@ramkrishnaforgings.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above mentioned documents should be in the naming format "Ramkrishna Forgings Limited, Extraordinary General Meeting." The documents must be received by the Scrutinizer on or before Saturday, 8 October 2022 (17:00 hours [IST]).
7. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company i.e. 23, Circus Avenue, Kolkata - 700017, which shall be the venue of the EGM.
8. The quorum for the EGM, as provided in Section 103 of the Act, is thirty members (including a duly authorized

## Notice

representative of a body corporate) and the members present in the meeting through VC/ OAVM shall be counted for the purpose of quorum.

9. The Shareholders can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the EGM through VC/ OAVM will be made available for 1,000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of 'first come first serve basis.
10. Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Applicant Company/ list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.
11. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM.
12. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **Wednesday, 5 October, 2022**. Members shall have one vote for every one fully paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion.
13. In accordance with the said Circulars issued by MCA and SEBI Circulars, the Notice of the EGM of the Company is being sent only through electronic mode (e-mail) to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA") or with their respective Depository Participant/s (DPs). Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and SEBI Circulars, the Notice of EGM along with the explanatory statement and other related documents will also be available on the website of the Company at [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com). The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFinTech, e-voting agency i.e. [www.kfintech.com](http://www.kfintech.com).
14. The Notice is being sent to all the members of the Company, whose name appear in the Register of Members as on Benpos date of **Friday, 9 September 2022**.
15. Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. **Wednesday, 5 October, 2022** may obtain electronic copy of Notice of EGM by sending a request to the Company or KFin Technologies Limited, Registrar and Share Transfer Agent ("RTA").
16. For receiving all communication from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by providing the details of folio number and attaching a self-attested copy of PAN card to KFinTech at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
  - b) Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.
17. The remote e-voting period shall commence on **Sunday, 9 October, 2022 (9.00 A.M. IST) and end on Tuesday, 11 October, 2022 (5.00 P.M. IST)**. The remote e-voting module shall be disabled for voting after 5:00 P.M. on Tuesday, 11 October, 2022 and no remote e-voting will be allowed thereafter.
18. Only those Shareholders, who will be present at the EGM through VC/ OAVM facility and who have not cast their vote by remote e-voting prior to the EGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the EGM.
19. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com) and on the website of the service provider (<https://evoting.kfintech.com>) after the declaration of result by the Chairman or a person authorized by him in writing and also the same will be communicated to the National Stock Exchange of India Ltd. and BSE Limited, where the shares of the Company are listed.
20. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.

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### Instructions for the Members for attending the e-EGM through Video Conference or Other Audio Visual Means (VC/OAVM) and Voting:

- i. The e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- ii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iii. The remote e-voting period shall commence on **Sunday, 9 October, 2022 (9.00 A.M. IST) and end on Tuesday, 11 October, 2022 (5.00 P.M. IST)**. The remote e-voting module shall be disabled for voting after 5:00 P.M. on Tuesday, 11 October, 2022 and no remote e-voting will be allowed thereafter. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Wednesday, 5 October, 2022**, may cast their vote electronically in the manner and process set out hereinabove. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further the Members who have cast their vote electronically may attend the EGM but shall not be entitled to cast their vote again. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the **cut-off date of Wednesday, 5 October, 2022** shall only be entitled to avail the facility of remote e-voting or voting at the EGM.
- iv. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- v. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under **Step no. 2** "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- vi. The details of the process and manner for remote e-Voting and e-EGM are explained herein below:

**Step 1:** Access to join virtual meetings (e-EGM) of the Company on KFintech system to participate e-EGM and vote at the EGM.

**Step 2:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 3:** Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

#### Details on Step 1 are mentioned below:

#### Instructions for all the shareholders, including Individual, for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting:

- i. Member will be provided with a facility to attend the e-EGM through video conferencing platform provided by KFin Technologies Limited. Members may access the same at <https://emeetings.kfintech.com> / under shareholders/members login by using the remote evoting credentials. The link for e-EGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned below in Step no. 3 [(a) to (l)].
- ii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- iii. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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- v. Members who would like to express their views/ask questions during the meeting may do so at <https://evoting.kfintech.com/login.aspx> from **Friday, 7 October, 2022 (9:00 a.m. IST) to Saturday, 8 October, 2022 (5:00 p.m. IST)**. Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Please note that, Members question will be answered only, the Shareholder continue to hold the shares as of cut-off date.
- Further, Members who would like to have their questions/queries responded to during the EGM are requested to send such questions/queries in advance within the aforesaid date and time, by following the similar process as stated above
- vi. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the e-EGM conference.

### Details on Step 2 are mentioned below:

#### Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2) After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, Kfin Technologies Limited, LINKNTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ol>

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option.</p> <p>Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022-23058738 or 22-23058542-43.

**Details on Step 3 are mentioned below:**

**Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- i. In case a Member receives an email from Kfintech [for Members whose email IDs are registered with the Company/ Depository Participants(s)]:
  - a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
  - b. Enter the login credentials (i.e., User ID and password mentioned below). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting your vote.
  - c. After entering these details appropriately, Click on "LOGIN".
  - d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - e. You need to login again with the new credentials.
  - f. On successful login, the system will prompt you to select the "EVENT" i.e., Ramkrishna Forgings Limited.
  - g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove.
  - h. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - i. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.



## Notice

- j. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - k. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - l. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
  - m. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFintech on 1-800-309-4001 (toll free).
- ii. Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:
- a. Members who have not registered their email address and in consequence the Notice of EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Select the company name i.e. RAMKRISHNA FORGINGS LIMITED.
  - b. Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical
  - c. Enter DPID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
  - d. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
  - e. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
  - f. Enter the email address and mobile number.
  - g. System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
  - h. Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.
  - i. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
  - j. Alternatively, members may send an email request addressed to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFintech to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
  - k. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
  - l. In case of queries, members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll free number 1-800- 309-4001.
21. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective depository accounts will be used by the Company for payment of dividend. For the safety and interest of the shareholders, it is important that bank account details are correctly provided to the depository participants. 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/Registrars and Share Transfer Agents viz. KFintech.

## Notice

22. Pursuant to section 72 of the Companies Act 2013 members holding shares in physical form are advised to file nomination in prescribed Form SH-13 with the Company's Registrar, KFin Technologies Limited and in respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
23. In accordance with Companies (Significant Beneficial Owners) Rules, 2018, an individual person (including non-members of the Company) if holding the ultimate beneficial interest in any shares of the Company which is not registered in his/her name are requested to provide to the Company at its Registered Office or its RTA a declaration of his/her being a significant beneficial owner (i.e. holding ultimate beneficial holding of 10% or more of the shares of the Company) in Form no. BEN 1. Further, in case of any change in significant beneficial ownership, the declaration in Form BEN-1 has to be submitted within 30 days of such change.
24. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. KFinTech are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
25. 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.

**Place: Kolkata**  
**Dated: 12 September, 2022**

**Registered Office:**  
**23 Circus Avenue**  
**Kolkata – 700017**

**By order of the Board**  
**Sd/-**  
**Rajesh Mundhra**  
**Company Secretary**  
**Membership No. ACS 12991**

## Notice

### EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 12 September, 2022.

#### Item No. 1

The Board of Directors of the Company at their meeting held on 12 September, 2022, approved raising of funds aggregating upto ₹ 94,30,00,000/- (Rupees Ninety Four Crore and Thirty Lakh only) by way of issuance of upto 46,00,000 (Forty Six lakhs only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 2 each ("**Warrants**") at a price of ₹ 205/- each payable in cash ("**Warrants Issue Price**"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to persons belonging to the Promoter category of the Company and to the persons belonging to Non-Promoter category by way of a preferential issue through private placement offer, that have agreed to subscribe to the proposed preferential issue and have confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**").

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), as amended from time to time, approval of the Members of the Company, by way of special resolution, is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto ₹ 94,30,00,000/- (Rupees Ninety Four Crore and Thirty Lakh only) by way of issue and allotment of upto 46,00,000 (Forty Six lakhs only) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 2/- each at a price of ₹205/- (Rupees Two Hundred and Five only) each payable in cash, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the Promoters of the Company and to the persons belonging to Non-Promoter category (hereinafter referred to as "Proposed Allottees"/ "Warrant Holders"), by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

#### (i) Objects of the Issue

The Company proposes to raise the capital for the purpose of capital expenditure, acquisition, financing the existing as well as future growth opportunities, working capital, repayment/prepayment of loans and for general corporate purposes.

#### (ii) Relevant Date

The "Relevant Date" as per SEBI ICDR Regulations for the determination of the minimum price for Warrants, to be issued is fixed as Monday, 12 September, 2022 i.e. 30 (thirty) days prior to the date of this Extraordinary General Meeting.

#### (iii) Basis or justification for the price (including the premium, if any) has been arrived at

Regulation 164 of the SEBI ICDR Regulations prescribes the minimum price at which a preferential issue may be made. In accordance with Regulation 164, the minimum price of the Warrants, shall be the higher of:

- (a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; and
- (b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The equity shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited and are frequently traded in accordance with the SEBI ICDR Regulations. For the purposes of computation of price per Warrant, the National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume for the said period and, accordingly, has been considered.

As per the pricing formula prescribed under Regulation 164 of the SEBI ICDR Regulations, the minimum price at which

## Notice

the Warrants can be issued is ₹ 202.61/- per Warrant. The Company proposes to issue the Warrants at an issue price of ₹ 205/- per Warrant, which is not less than the minimum price computed in accordance with Regulation 164 of the SEBI ICDR Regulations.

**(iv) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price**

The Company has not made any preferential allotment during the current Financial Year 2022-23.

**(v) The Class or Classes of Persons to whom the allotment is proposed to be made:**

The entire issue is made to the category belonging to the Promoter and Non-Promoter Category as mentioned herein:

Sr. No.	Name of the Proposed Allottees	Number of Warrants proposed to be allotted
1	Mr. Naresh Jalan	30,00,000
2	Eastern Credit Capital Private Limited	10,00,000
3	Mr. Lalit Kumar Khetan	1,00,000
4	Shyama Wealth Management Private Limited	5,00,000

**(vi) Total amount which the company intends to raise by the issue and maximum number of securities to be issued**

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto ₹ 94,30,00,000/- (Rupees Ninety Four Crore and Thirty Lakh only) by way of issue of upto 46,00,000 (Forty Six lakhs only) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 2 each at a price of ₹ 205/- ("Warrant Exercise Price") each payable in cash, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months from the date of allotment of the warrants.

An amount of ₹ 51.25/- (Rupees Fifty One and Twenty Five Paise Only) which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant Holders will be required to make payments of balance 75% of the Warrants Issue Price, at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

**(vii) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer**

Sr. No.	Names	Category/ Designation	Maximum Nos. of Warrants to be Allotted
1.	Mr. Naresh Jalan	Promoter & Managing Director	30,00,000
2.	Mr. Lalit Kumar Khetan	Whole-time Director & CFO	1,00,000
3.	Eastern Credit Capital Private Limited	Promoter	10,00,000

Except as mentioned above, none of the other Promoters, Directors or Key Managerial Personnel of the Company intends to apply/ subscribe to any of the Warrants.

**(viii) Shareholding pattern of the Company before and after the Preferential Issue**

Sr. No.	Category	Pre-Issue		Post-Issue*	
		Total No. of Equity Shares held	% age of Shareholding	Total No. of Equity Shares held	% age of Shareholding
<b>A.</b>	<b>Shareholding of Promoter and Promoter Group</b>				
<b>1.</b>	<b>Indian:</b>				
	a) Individuals				
	i) Naresh Jalan	<b>15,09,650</b>	<b>0.94</b>	<b>45,09,650</b>	<b>2.74</b>
	ii) Others	64,85,400	4.06	64,85,400	3.94
	b) Bodies Corporate				
	<b>i) Eastern Credit Capital Pvt. Ltd.</b>	<b>2,16,11,651</b>	<b>13.52</b>	<b>2,26,11,651</b>	<b>13.75</b>
	ii) Others	4,43,76,229	27.75	4,43,76,229	26.98
	<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>7,39,82,930</b>	<b>46.27</b>	<b>7,79,82,930</b>	<b>47.41</b>

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Sr. No.	Category	Pre-Issue		Post-Issue*	
		Total No. of Equity Shares held	% age of Shareholding	Total No. of Equity Shares held	% age of Shareholding
<b>B.</b>	<b>Non-Promoters' / Public Shareholding:</b>				
<b>1.</b>	<b>Institutions:</b>				
	a) Mutual Funds	48,70,554	3.05	48,70,554	2.96
	b) Foreign Portfolio Investors	1,18,000	0.07	1,18,000	0.07
	c) Financial Institution/ Banks	-	-	-	-
	d) Insurance Companies	-	-	-	-
	e) Any other				
	i) Foreign Institutional Investors	-	-	-	-
	ii) Foreign Banks	-	-	-	-
	iii) Alternative Investment Fund	25,05,000	1.57	25,05,000	1.52
	iv) Qualified Institutional Buyers	25,000	0.01	25,000	0.02
	<b>Sub-Total (B1)</b>	<b>75,18,554</b>	<b>4.70</b>	<b>75,18,554</b>	<b>4.57</b>
<b>2.</b>	<b>Central Government/State Government(s)/ President of India</b>	-	-	-	-
	<b>Sub-Total (B2)</b>	-	-	-	-
<b>3.</b>	<b>Non-Institutions:</b>				
	a) Individual				
	i) Lalit Kumar Khetan	<b>5,000</b>	<b>0.00</b>	<b>1,05,000</b>	<b>0.06</b>
	ii) Others	3,66,30,703	22.91	3,66,30,703	22.27
	a) NBFC registered with RBI	-	-	-	-
	b) Any other				
	i. Bodies Corporate				
	a) Shyama Wealth Management Private Limited	<b>4,000</b>	<b>0.003</b>	<b>5,04,000</b>	<b>0.31</b>
	b) Others	1,81,67,405	11.36	1,81,67,405	11.04
	ii. Trust	2,750	0.00	2,750	0.00
	iii. Societies	-	-	-	-
	iv. Overseas Corporate Bodies	2,14,32,725	13.40	2,14,32,725	13.03
	v. NRIs	12,27,651	0.77	12,27,651	0.75
	vi. IEPF	10,590	0.01	10,590	0.00
	vii. Clearing Members	6,51,927	0.41	6,51,927	0.40
	<b>Sub-Total (B3)</b>	<b>7,81,32,751</b>	<b>48.86</b>	<b>7,87,32,751</b>	<b>47.86</b>
	<b>Total Public Shareholding (B)=(B1)+(B2)+(B3)</b>	<b>8,56,51,305</b>	<b>53.57</b>	<b>8,62,51,305</b>	<b>52.43</b>
<b>C.</b>	<b>Employee Benefit Trust (under SEBI (Share based employee Benefit) Regulations, 2014 (C))</b>	<b>255,300</b>	<b>0.16</b>	<b>2,55,300</b>	<b>0.16</b>
	<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>15,98,89,535</b>	<b>100.00</b>	<b>16,44,89,535</b>	<b>100.00</b>

\* The post issue shareholding pattern in the above table has been prepared with shareholding as on 2 September, 2022, on the basis that the Proposed Allottees would have subscribed to all the Warrants and been allotted all the Equity Shares upon conversion of Warrants. In the event for any reason, the Proposed Allottees do not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

It is further assumed that shareholding of the Company in all other categories will remain unchanged.

(ix) **The price of the shares or other securities to be issued on a preferential basis, either for cash or for consideration other than cash, shall be determined on the basis of valuation report of a registered valuer:**

The issue of Warrants shall be made only for cash consideration.

The price of Warrants to be issued on a preferential basis by a listed company is not required to be determined by the valuation report of a registered valuer.

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Since the Equity Shares of the Company are listed on the Stock Exchanges and the Preferential Issue is not more than 5%, report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations.

### (x) Time frame within which the preferential issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants, as the case may be, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

### (xi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee

Sr. No.	Details of Proposed Allotees	Name of the Ultimate Beneficial Owner of the Proposed Allotees
1.	Mr. Naresh Jalan	Not Applicable
2.	Mr. Lalit Kumar Khetan	Not Applicable
3.	Eastern Credit Capital Private Limited	Mahabir Prasad Jalan and Naresh Jalan
4.	Shyama Wealth Management Private Limited	Mahesh Kumar Singhania and Puita Singhania

### (xii) The percentage of the post-preferential issue that may be held by the Proposed Allotees and change in control, if any, in the Company consequent to the Preferential Issue

Sr. No.	Name of the Proposed Allottee	Category	Pre-Issue Holding (No. of Shares)	Pre Issue % Holding	Number of Equity Shares of face value of ₹ 2/- each to be allotted post conversion of Warrants into Equity	Post-Issue Holding (No. of Shares)	Post Issue % Holding*
1	Mr. Naresh Jalan	Promoter	15,09,650	0.94	30,00,000	45,09,650	2.74
2	Eastern Credit Capital Private Limited	Promoter	2,16,11,651	13.52	10,00,000	2,26,11,651	13.75
3	Mr. Lalit Kumar Khetan	Non-Promoter	5,000	0.003	1,00,000	1,05,000	0.06
4	Shyama Wealth Management Private Limited	Non-Promoter	4,000	0.003	500,000	5,04,000	0.31

\* The above table shows the expected holding in the Company upon consummation of the allotment, and assuming the full conversion of Warrants, if allotted into Equity Shares, and that holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.

### (xiii) The change in control, if any, in the Company consequent to the preferential issue:

At present, the Promoters/Promoters Group Shareholding in the Company is 7,39,82,930 (46.27%) which would increase to 7,79,82,930 (47.41%) upon allotment of warrants on a fully diluted basis (assuming the full conversion of Warrants).

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the proposed preferential issue.

### (xiv) Undertaking:

The Company hereby undertakes that:

- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

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- (b) The Company shall re-compute the price of the Warrants, in terms of the provisions of the SEBI Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required;
- (c) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above Warrants, shall continue to be locked in till the time such amount is paid by the Proposed Allottees.
- (d) Neither the Company, its Directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.
- (e) The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- (f) As the Equity Shares have been listed for a period of more than 90 (ninety) days as on the Relevant Date, the provision of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

### (xv) Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the Equity Shares to be allotted on exercise of Warrants. The Equity Shares, once allotted, shall rank *pari passu* with the then existing equity shares of the Company in all respects.

### (xvi) Current and proposed status of the Proposed Allottees post the preferential issue viz. promoter or non-promoter

As mentioned above, the Proposed Allottee i.e Mr. Naresh Jalan and Eastern Credit Capital Private Limited are Promoters of the Company and their status will continue as Promoter post the preferential issue and the remaining Proposed Allottees i.e Mr. Lalit Kumar Khetan and Shyama Wealth Management Private Limited are from Non-Promoter Category and will fall under Non-Promoter Category post the preferential issue.

### (xvii) Lock-in period

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

### (xviii) Shareholding Interest of every Promoter, Director and KMPs to the extent of 2% or more in Eastern Credit Capital Private Limited:

Eastern Credit Capital Private Limited has equity shares of ₹ 1 and ₹ 10 each. Mr. Mahabir Prasad Jalan, Promoter & Executive Director, Chairperson, directly holds 7.16% equity stake (of equity shares of ₹ 1 each) and 8.08% equity stake (of equity shares of ₹ 10 each) and exercise significant influence over Eastern Credit Capital Pvt. Ltd. Mr. Naresh Jalan, Promoter & Executive Director, Managing Director, directly holds 7.05% equity stake (of equity shares of ₹ 1 each) and 24.72% equity stake (of equity shares of ₹ 10 each) and exercise significant influence over Eastern Credit Capital Pvt. Ltd. Mrs. Rashmi Jalan, Promoter directly holds 2.97% equity stake (of equity shares of ₹ 1 each) exercises significant influence over Eastern Credit Capital Pvt. Ltd. Riddhi Portfolio Pvt. Ltd, Promoter directly holds 43.23% equity stake (of equity shares of ₹ 1 each) and 53.85% equity stake (of equity shares of ₹ 10 each) and exercises significant influence over Eastern Credit Capital Pvt. Ltd. Save as aforesaid, no other Promoter, Director and KMP directly holds any equity shares to the extent of 2% or more in Eastern Credit Capital Pvt. Ltd.

Additionally, Mahabir Prasad Jalan HUF, Promoter Group, directly holds 1.54% equity stake (of equity shares of ₹ 1 each) and 9.74% equity stake (of equity shares of ₹ 10 each) and exercises significant influence over Eastern Credit Capital Pvt. Ltd. Further Naresh Jalan HUF, Promoter Group, directly holds 2.66% equity stake (of equity shares of ₹ 1 each) and 3.61% equity stake (of equity shares of ₹ 10 each) and exercises significant influence over Eastern Credit Capital Pvt. Ltd.

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### (xvix) Practicing Company Secretary's Certificate

A certificate from MKB & Associates, Company Secretaries in Practice, certifying that the preferential issue of warrants is being made in accordance with the requirements of the SEBI ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com).

Other than Mr. Naresh Jalan, Mr Mahabir Prasad Jalan, Mr. Chaitanya Jalan and Mr. Lalit Kumar Khetan, Directors of the Company and may be considered as deemed to be concerned or interested in the said resolution, due to their directorship on the board of the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

The Board accordingly recommends the **Special Resolution** as set out in Item No.1 of this Notice for your approval.

Place: Kolkata  
Dated: 12 September, 2022

Registered Office:  
23 Circus Avenue  
Kolkata – 700017

By order of the Board  
Sd/-  
**Rajesh Mundhra**  
Company Secretary  
Membership No. ACS 12991