

RAMKRISHNA FORGINGS LIMITED

REGD. & CORPORATE OFFICE:

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

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

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

CIN NO. : L74210WB1981PLC034281

Date: 4th July, 2017

The Listing Department Bombay Stock Exchange PJ Towers Dalal Street Mumbai - 400 001 <u>BSE SCRIP CODE: 532527</u>	The Listing Department National Stock Exchange of India Limited "Exchange Plaza" C-1, Block G Bandra- Kurla Complex, Bandra (E) Mumbai- 400051 <u>NSE SYMBOL: RKFORGE</u>
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Dear Sir / Madam,

Sub: Declaration of Results of postal Ballot (including e voting).

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, please find attached the details of the Voting results of the postal ballot that has been announced today, i.e. 4th July 2017, at the Registered Office of the Company and as per the Scrutinizer's Report all the resolutions of the notice dated 19th May 2017 has been passed with the requisite majority:

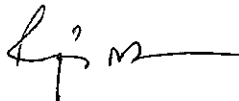
In this regard we are enclosing herewith the following:

1. Voting results as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (**Annexure 1**)
2. Scrutinizer's Consolidated Report (**Annexure 2**)

This is for the information of the Exchange and the members.

Thanking You,

Yours truly,
For Ramkrishna Forgings Limited


Company Secretary



Encl. As above

WORKS

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



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



PLANT- II: 7/40, DUFFER STREET, LILUAH, HOWRAH - 711204
WEST BENGAL (INDIA)
PH: (+91 33) 2654 8062/063

PLANT- V: VILL: BALIGUMA, P.O.: KOLABERA, THANA: SARAIKELA, DIST.: SARAIKELA KHARSWAN,
JAMSHEDPUR -833220, JHARKHAND (INDIA) PH: (+91657) 3984900
EMAIL: pressplant5@ramkrishnaforgings.com

Company Name	RAMKRISHNA FORGINGS LIMITED
Date of the AGM/EGM	Not Applicable
Total number of shareholders on record date	7862
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Item No.1 Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION - Offer, issue and allot equity shares ("Equity Shares") for an amount not exceeding Rs. 200 crores (Rupees two hundred crores only), at such premium / discount, as applicable, as the Board deems fit, to qualified institutional buyers in accordance with Chapter VIII of the SEBI ICDR Regulations, through a qualified institutional placement ("QIP") and / or private placement offer letter.							
Whether promoter/ promoter group are interested in the agenda/resolution? Category	No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group		13151069	13151069	100.0000	13151069	0	100.0000	0.0000
		13151069	0	0.0000	00	00	0.0000	0.0000
		13151069	0	0.0000	00	00	0.0000	0.0000
		6939367	3335161	48.0615	3335161	0	100.0000	0.0000
		6939367	0	0.0000	00	00	0.0000	0.0000
		6939367	0	0.0000	00	00	0.0000	0.0000
		8579504	62271	0.7258	61944	327	99.4748	0.5251
		8579504	0	0.0000	00	00	0.0000	0.0000
		8579504	1204	0.0140	1164	40	96.6777	3.3222
Public- Non Institutions		28669940	16549705	57.7249	16549338	367	99.9978	0.0022
Total								

Ramkrishna Forgings Ltd.



 COMPANY SECRETARY

Item No. 2	ORDINARY RESOLUTION - Increase in authorised capital from Rs. 29,75,00,000 divided into 2,97,50,000 equity shares of Rs. 10 each to Rs. 33,25,00,000 divided into 3,32,50,000 equity shares of Rs. 10 each.									
Whether promoter/ promoter group are interested in the agenda/resolution? Category	No	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	
Promoter and Promoter Group		E-Voting	13151069	13151069	100.0000	13151069	0	100.0000	0.0000	
		Poll	13151069	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions		Postal Ballot (if applicable)	13151069	0	0.0000	00	0	0.0000	0.0000	
		E-Voting	6939367	3335161	48.0615	3335161	0	100.0000	0.0000	
Public- Non Institutions		Poll	6939367	0	0.0000	00	0	0.0000	0.0000	
		Postal Ballot (if applicable)	6939367	0	0.0000	00	0	0.0000	0.0000	
		E-Voting	8579504	62271	0.7258	61944	327	99.4748	0.5251	
		Poll	8579504	0	0.0000	00	0	0.0000	0.0000	
		Postal Ballot (if applicable)	8579504	1194	0.0139	1194	0	100.0000	0.0000	
		Total	28669940	16549695	57.7249	16549368	327	99.9980	0.0020	

Ramkrishna Forgings Ltd.



COMPANY SECRETARY

Item no. 3

ORDINARY RESOLUTION - Amendment of the existing Clause V of Memorandum of Association consequent upon increase in the Authorised share Capital of the Company										
Resolution required: (Ordinary/ Special)	Capital of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
	E-Voting	13151069	13151069	100.0000	13151069	0	100.0000	0.0000		
	Poll	13151069	0	0.0000	00	0	0.0000	0.0000		
Promoter and Promoter Group	Postal Ballot (if applicable)	13151069	0	0.0000	00	0	0.0000	0.0000		
	E-Voting	6939367	3335161	48.0615	3335161	0	100.0000	0.0000		
	Poll	6939367	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	6939367	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	8579504	62271	0.7258	61944	327	99.4748	0.5251		
	Poll	8579504	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	Postal Ballot (if applicable)	8579504	1194	0.0139	1194	0	100.0000	0.0000		
	Total	28669940	16549695	57.7249	16549358	327	99.9980	0.0020		

Ramkrishna Forgings Ltd.

COMPANY SECRETARY

Item No. 4

Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION - Increase in investment limits of Foreign Institutional Investors and Foreign Portfolio Investors provided that the equity shareholding of all FIs and sub-accounts put together shall not exceed 49% of the total paid-up Equity Share Capital of the Company and each FI, on its own account and on behalf of each of the SEBI approved sub-accounts shall not exceed 10% of the total paid-up Equity Share Capital of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	13151069	13151069	100.0000	13151069	0	100.0000	0.0000		
	Poll	13151069	0	0.0000	00	00	0.0000	0.0000		
	Postal Ballot (if applicable)	13151069	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	6939367	3335161	48.0615	3335161	0	100.0000	0.0000		
	Poll	6939367	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	6939367	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	8579504	62271	0.7258	61944	327	99.4748	0.5251		
	Poll	8579504	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	8579504	1194	0.0139	1194	0	100.0000	0.0000		
	Total	28669940	16549695	57.7249	16549368	327	99.9980	0.0020		

Ramkrishna Forgings Ltd.



COMPANY SECRETARY



Asha M Banthia
Chartered Accountant

Asha Banthia & Co.

CHANDRANAGAR, 19TH CROSSING, HOBBOLUR, CHENNAI - 600 017
(TEL: 044-2623338, 92233042296) (Email: ashambanthia@gmail.com)

SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by Companies (Management & Administration) Amendment Rules, 2015]

4th July, 2017

To
The Chairman
Ramkrishna Forgings Limited
"Ramkrishna Chambers",
72, Shakespeare Sarani,
Kolkata-700017

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot & Voting through E-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20, *mutatis mutandis*, of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Asha Manoj Banthia, Practicing Chartered Accountant, appointed by the Board of Directors of Ramkrishna Forgings Limited (the Company) at its meeting held on 19th May, 2017 for the purpose of scrutinizing the postal





Asha M Banthia
Chartered Accountant

Asha Banthia & Co.

SHANTIBHASTAN | 5TH FLOOR | ROOM NO. 311 | 8, CAMAC STREET | KOLKATA 700 017
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ballot process and voting through e-voting conducted for seeking approval of members of the Company for the following:

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

do hereby submit my report as follows:

- (a) The notice dated 19th May, 2017 along with the Statement under Section 102 of the Act, setting out all material facts in respect of the resolution mentioned therein was sent to the shareholders of the Company electronically by email and physically by other permitted means to the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 19th May, 2017.
- (b) The Company has completed the dispatch of Notice and Postal Ballot forms along with postage prepaid business reply envelope by Courier and email on 31st May, 2017. The Company also provided e-voting facility offered by Karvy Computershare Private Limited (karvy) to its shareholders.





Asha M Banthia
Chartered Accountant

Asha Banthia & Co.

SHANTHIKETAN | 5TH FLOOR | ROOM NO. 511 | 8, CAMAC STREET | KOLKATA - 700 017
TEL - 91 - 33 - 2282 1248, 93318 87276 | E-mail - ashambanthia@gmail.com

- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 19th May, 2017 were entitled to vote on the proposed resolutions;
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Thursday, 1st June 2017 at 9:00 AM and ended on Friday, 30th June, 2017 at 5:00 PM.
- (e) All physical ballots received up to close of Working hours i.e. 5.00 P.M on Friday, 30th June, 2017 being the last date and time fixed by the Company for receipt of the Ballot Forms, were opened on 1st of July, 2017 in my presence and scrutinized by me. The votes cast through postal ballot were counted first, and thereafter, the votes cast through e-voting were unblocked in presence of Ms. Mudra Khetan and Ms. Pritha Bose, not in employment of the Company, who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.
- (f) The Postal Ballot forms were scrutinized and the signatures of the members who had cast their votes were verified with their specimen signatures registered with Karvy Computershare Private Limited, Registrar & Share Transfer Agent as provided by the depositories;
- (g) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- (h) Thereafter, the details containing, inter alia, list of the members, who voted "For" or "Against" on the resolutions were derived from the ballot forms received from the members of the Company as well as the report generated from the e-voting website of Karvy's e-voting website <https://evoting.karvy.com> in respect of voting through e-voting.





Asha M Banthia
Chartered Accountant

Asha Banthia & Co.

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TEL: 91-33-2282 1348, 93310 87229 | E-mail: Ashambanthia@gmail.com

- (i) The Company in aggregate has received 24 (Twenty Four) Postal Ballot forms representing 1204 equity shares in the Company out of which one member representing 10 share abstained from voting in Resolution No. 2,3 and 4.
- (j) Members representing 16548501 equity shares have cast their votes through e-voting for Resolution No. 1,2,3 and 4.

I now submit my consolidated report as under on the result of the voting through e-voting and postal ballot.

Item No. 1 -Special Resolution-Approval for raising fund by issuing equity shares in the course of Qualified Institutional Placement (QIP) for an amount not exceeding Rs. 200 Crores pursuant to the provisions of Section 42, 62 and other applicable provisions, if any of the Companies Act, 2013, and applicable provisions of SEBI LODR Regulations 2015, SEBI (ICDR) Regulations, 2009, FEMA Act, 1999 as amended.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	37	16548174	23	1164	60	16549338	99.997
Voted against the resolution	3	327	1	40	4	367	0.003





Asha M Banthia
Chartered Accountant

Asha Banthia & Co.

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TEL: 21 21 2261 1948, 91318 87276 | E-mail: ashambanthia@gmail.com

Invalid votes	0	0	0	0	0	0	NA
Abstained	0	0	0	0	0	0	NA

Item No. 2 - Ordinary Resolution - Approval for increase in the Authorized share capital from Rs. 29,75,00,000 divided into 2,97,50,000 equity shares of Rs. 10/- each to Rs. 33,25,00,000 divided into 3,32,50,000 equity shares of Rs. 10/- each pursuant to section 61, 64 and other applicable provisions of the Companies Act, 2013.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	37	16548174	23	1194	60	16549368	99.997
Voted against the resolution	3	327	0	0	3	327	0.003
Invalid votes	0	0	0	0	0	0	NA
Abstained	0	0	1	10	1	10	NA

Item No. 3 - Ordinary Resolution - Approval for amendment of Memorandum of Association of the company consequent to increase in the Authorized share capital pursuant to Section 61 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.





Asha M Banthia
Chartered Accountant

Asha Banthia & Co.

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	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	37	16548174	23	1194	60	16549368	99.997
Voted against the resolution	3	327	0	0	3	327	0.003
Invalid votes	0	0	0	0	0	0	NA
Abstained	0	0	1	10	1	10	NA

Item No. 4 -Special Resolution-Approval for increasing the limit of Foreign Institutional Investors and Foreign Portfolio Investors provided that the equity shareholding of all FIIs and sub-accounts put together shall not exceed 49% and each FII, on its own account and on behalf of each of the SEBI approved sub-accounts shall not exceed 10% of the total paid-up Equity Share Capital of the Company pursuant to the applicable provisions of Foreign Management Act, 1999 and other applicable rules and regulations.





Asha M Banthia
Chartered Accountant

Asha Banthia & Co.

Chartered Accountants (Firm) (Incorporated in India) - Kolkata - West Bengal - India
Tel: 033-25574108, 25574109, 25574110, 25574111, 25574112, 25574113, 25574114, 25574115, 25574116, 25574117, 25574118, 25574119, 25574120, 25574121, 25574122, 25574123, 25574124, 25574125, 25574126, 25574127, 25574128, 25574129, 25574130, 25574131, 25574132, 25574133, 25574134, 25574135, 25574136, 25574137, 25574138, 25574139, 25574140, 25574141, 25574142, 25574143, 25574144, 25574145, 25574146, 25574147, 25574148, 25574149, 25574150, 25574151, 25574152, 25574153, 25574154, 25574155, 25574156, 25574157, 25574158, 25574159, 25574160, 25574161, 25574162, 25574163, 25574164, 25574165, 25574166, 25574167, 25574168, 25574169, 25574170, 25574171, 25574172, 25574173, 25574174, 25574175, 25574176, 25574177, 25574178, 25574179, 25574180, 25574181, 25574182, 25574183, 25574184, 25574185, 25574186, 25574187, 25574188, 25574189, 25574190, 25574191, 25574192, 25574193, 25574194, 25574195, 25574196, 25574197, 25574198, 25574199, 25574200

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution.	37	16548174	23	1194	60	16549368	99.997
Voted against the resolution.	3	327	0	0	3	327	0.003
Invalid votes	0	0	0	0	0	0	NA
Abstained	0	0	1	10	1	10	NA

In view of the above scrutiny, I hereby certify that the Special and Ordinary resolutions as aforesaid, as set out in notice dated 19th May, 2017 has been approved and passed by the requisite majority.

The Postal Ballot Forms and other related papers/ registers and records have been handed over to the Company Secretary of the Company authorized by the Board to supervise the Postal Ballot process.

Thanking You,
Yours Faithfully,
Asha Manoj Banthia
[Practicing Chartered Accountant]
Membership No.: 055643
COP No.: 055643

Date: 4th July 2017
Place: Kolkata