

## Corporate Action Information Form

### (Buy-back of Shares)

Ref. No.

Date: 30.06.2020

#### Central Depository Services India Limited

Unit no. A- 2501, A Wing, Marathon Futurex,  
25th Floor, Mafatlal Mill Compounds,  
N M Joshi Marg, Lower Parel (E)  
Mumbai – 400013.

Dear Sir,

We confirm that the necessary entitlements as per the buyback have been distributed to the beneficiaries and wish to execute corporate action to **Debit** the following securities from account 10589128 in CDSL. The details of securities being extinguished are given below:

<b>ISIN</b>	INE399G01015
<b>Type of Securities</b>	Equity
<b>Total No. of Securities Bought Back (Including Current Securities)</b>	4,12,812
<b>No. of Records (In CDSL)</b>	Nil
<b>No. of Securities (In CDSL)</b>	Nil
<b>Paid-Up Capital Before Extinguishment of Equity Shares (In Shares)</b>	3,22,50,088
<b>Total No. of Equity Shares to be extinguished (Current Securities)</b>	10,000
<b>Paid-Up Capital After Extinguishment of Equity Shares (In Shares)</b>	3,22,40,088
<b>Name of the Stock Exchange(s) where the bought back securities are currently listed</b>	BSE & NSE
<b>Distinctive Numbers Ranges</b>	Not Applicable - All in demat

I, Rajesh Mundhra, Company Secretary & Compliance Officer of Ramkrishna Forgings Limited declare that the issuer has obtained consent of the concerned shareholder's (including joint holders) and obtained all necessary approvals for the aforesaid extinguishment of securities.

For Ramkrishna Forgings Limited



Name: Rajesh Mundhra

Designation: Company Secretary & Compliance Officer

#### REGISTERED & CORPORATE OFFICE

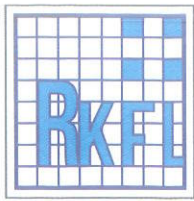
23 CIRCUS AVENUE, KOLKATA 700017, WEST BENGAL, INDIA

PHONE : (+91 33)4082 0900 / 7122 0900, FAX : (+91 33)4082 0998 / 7122 0998

EMAIL : info@ramkrishnaforgings.com, Website : www.ramkrishnaforgings.com

CIN NO. : L74210WB1981PLC034281





## Reconciliation of Buy-Back of Securities.

Total No. of Securities/ Amount for which the approval is received for Buy back	Rs. 40.00 Crores
No. of Securities/ Amount bought back till date under current buy back offer	Rs. 7.52 Crores
No. of Securities/ Amount bought back under current tranche	Rs. 0.18 Crores
Balance No. of Securities/ Amount available for buy back	Rs. 32.48 Crores



**Signature:**

**Name:** Rajesh Mundhra

**Designation:** Company Secretary & Compliance Officer

**Dated:** 30<sup>th</sup> June 2020

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Date	TxnId	Particulars	Opening Balance	Credit	Debit	Closing Balance
Name						
Status						
Category						
Type						
	INE399					
		<b>Beneficiary</b>	0			
16/06/20	81000001715305	By- NARNOLIA FINANCIAL A/IN525511 For: /NORMAL		5000	0	5000.000
18/06/20	81000001722079	By- NARNOLIA FINANCIAL A/IN525511 For: /NORMAL		5000	0	10000.000

STATEMEN

	Pledged/Blocked	Free balance	Dema
1. INE399G01015 RAMKRISHNA FORGINGS LIMITED EQ	0	10000.000	

This is a Computer generated statement which requires no signature. Any discrepancy in the statement should be brought to the notice of "NARNOLIA FINANCIAL ADVISORS LTD-IN302978" within one month from the date of the statement.

1. Please mention settlement no. & market type while transferring shares to your brokers account.
2. Mutual Fund Investments can now be held in this Demat a/c. For more details contact DP.
3. As per SEBI circular clients can now open BSDA and /or RGESS Demat account
4. Kindly ensure that separate mobile number & email address are uploaded for each client,ref Cir no-NSDL/POLICY/2015/0040
5. W.E.F 07/01/2016 DIS in the new format can only be executed, ref Circular no-NSDL/POLICY/2014/0092 DT-25/05/2014.
6. Please mention your client ID, Name, on the reverse of the cheque/demand draft.
7. Your demat Account may be suspended for Debit if bill is not paid within due date.
8. For the benefit of the investors SEBI has directed NSDL/CDSL to send Consolidated Account Statement (CAS) from February 2015.
9. The dispatch of the physical statement may be discontinued for the account which continues to remain zero balance even after one
10. Kindly Linking your Aadhar No. with your individual Demat Account. ref.Circular No.: NSDL/POLICY/2017/0021, dated April 12, 2017.







# RAMKRISHNA FORGINGS LIMITED

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON SATURDAY, 21<sup>ST</sup> DAY OF MARCH, 2020 AT THE REGISTERED OFFICE OF THE COMPANY AT 23, CIRCUS AVENUE, KOLKATA- 700 017 COMMENCED AT 12.30 P.M. AND CONCLUDED AT 3.50 P.M.**

**“RESOLVED THAT** Pursuant to article 33 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules thereunder, each as amended from time to time (the **“Companies Act”**) (including any re-enactment of the Companies Act or enactment of any rules framed thereunder from time to time), and the provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, the Board of Directors of the Company at their meeting held on 21.03.2020 (the **“Board Meeting”**), approved the buyback of the fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company (the **“Equity Shares”**) from the Members/ beneficial owners, other than those who are Promoters/ Promoter Group and Persons in Control of the Company from the open market through Stock Exchange mechanism i.e., using the electronic trading facilities of the BSE Limited (**“BSE”**) and the National Stock Exchange of India Limited (**“NSE”**), where the equity shares of the Company are presently listed (hereinafter collectively referred to as the **“Stock Exchanges”**) for an aggregate amount not exceeding Rs. 40,00,00,000/- (Rupees Forty Crores Only) (the **“Maximum Buyback Size”**), and at a price not exceeding Rs. 250/- (Rupees Two Hundred Fifty Only) per Equity Share (the **“Maximum Buyback Price”**), payable in cash (the process being referred hereinafter as **“Buyback”**) from the members of the Company, The Maximum Buyback Size represents 4.81% and 4.82% of the aggregate of the Company’s total paid-up equity share capital and free reserves based on the standalone audited financial statements and consolidated audited financial statements of the Company respectively, as at 31.03.2019 (being the latest available audited financial statements of the Company) which is less than 15% of the total paid-up equity share capital and free reserves of the Company on a standalone and consolidated basis in accordance with the proviso to the Regulation 4(iv) of the Buyback Regulations. The indicative maximum number of Equity Shares to be bought back at the Maximum Buyback Size and the Maximum Buyback Price is 1600000 (Sixteen Lakhs) Equity Shares (**“Maximum Buyback Shares”**), which is 4.90% of the total number of paid up equity shares of the Company.

**“RESOLVED FURTHER THAT** in case, the equity shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. Further, the number of Equity Shares to be bought back will not exceed 10% of the total paid up equity capital & free reserves of the Company. The Maximum Buyback Size does not include brokerage, advisor’s fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes such as securities transaction tax, goods and services tax, income tax, stamp duty and other incidental and related expenses thereto (collectively referred to as **“Transaction Costs”**).

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Ramkrishna Forgings Ltd.  
  
COMPANY SECRETARY

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CIN NO. :L74210WB1981PLC034281



# RAMKRISHNA FORGINGS LIMITED

**“RESOLVED FURTHER THAT** the Company shall implement the Buyback, through the methodology of "open market purchases through Stock Exchanges", as provided in the Buyback Regulations. The Buyback will be implemented in the manner and following the procedure prescribed in the Companies Act, 2013 and the Buyback Regulations and as may be determined by the Board of Directors and on such terms and conditions, as may be permitted by law from time to time. The Equity Shares of the Company are listed on both National Stock Exchange of India Limited and the BSE Limited ("**Stock Exchanges**") and the buyback of Equity Shares will be made through the Stock Exchanges with nationwide trading terminals having electronic trading facility.”

**“RESOLVED FURTHER THAT** the Buyback would be subject to the requirement of maintaining the minimum public shareholding as specified in Regulation 38 of the Listing Regulations.”

**“RESOLVED FURTHER THAT,** the Buyback shall be out of the Company's free reserves, securities premium account and the amount required by the Company for the Buyback is intended to be met out of the accumulated current surplus and/or cash balances and/or internal accruals and on such terms and conditions as the Board may decide from time to time at its absolute discretion.”

**“RESOLVED FURTHER THAT** the Buyback of the Equity Shares will be completed within a period of six months from the date of opening of Buyback or such shorter period, as may be permitted under the Companies Act or the Buyback Regulations or by the appropriate authorities under applicable laws.”

**“RESOLVED FURTHER THAT** the Board (or a Committee duly constituted by the Board to exercise its powers in relation to the Buyback, i.e., the Buyback Committee), shall determine, at its discretion may decide to close the Buyback of equity shares (which shall not be longer than (6) six months from the date of opening of the Buyback or such other period as may be permitted under the Companies Act and/or Buyback Regulations or as may be directed by the appropriate authorities) after the Minimum Buyback Size has been reached, and irrespective of whether the Maximum Buyback Size has or has not been reached, after giving appropriate notice for such closure and on completing all formalities in this regard, in accordance with the Companies Act and/or Buyback Regulations.”

**“RESOLVED FURTHER THAT,** in accordance with Section 69 of Companies Act 2013 and other applicable laws, a sum equal to the nominal value of equity shares purchased, which will be determined at the closure of the Buyback to be transferred to Capital Redemption Reserve Account.”

**“RESOLVED FURTHER THAT** the Company will not buy any equity shares held in physical form in compliance with SEBI notification no. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 read with SEBI Press Release PR No.: 51/2018 dated 03.12.2018 and PR No.: 12/2019 dated 27.03.2019 and subsequent amendment to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 wherein the transfer of physical equity shares has been restricted.”

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**“RESOLVED FURTHER THAT**, nothing contained hereinabove shall confer any right on the part of any shareholder to offer and/or any obligation on the part of the Company or the Board to buyback any equity shares, and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback, if so permissible by law.”

**“RESOLVED FURTHER THAT** the consent of the Board be and is hereby accorded to the appointment of:

- 1.VC Corporate Advisors Private Limited as the Manager to the Buyback.”
- 2.Narnolia Financial Advisors Limited as the registered Broker to the Buy Back;
- 3.KFin Technologies Private Limited, Registrar and Transfer Agent, as the Registrar to the Buy Back Offer and as Investor Service Centre.
- 4.HDFC Bank Limited, Sarat Bose Road Branch, as the Escrow Agent to enter into Escrow Agreement along with VC Corporate Advisors Private Limited as required under the Buy Back Regulations.

**“RESOLVED FURTHER THAT** the Buyback from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and members of foreign nationality, if any, etc. shall be subject to such approvals if, and to the extent necessary or required including approvals from the Reserve Bank of India under the applicable Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any.”

**“RESOLVED FURTHER THAT**, as required under the provisions to Section 68 of the Companies Act, 2013 and the Buyback Regulations read with relevant Schedules thereto, the Declaration of Solvency along with annexure thereof prepared in the prescribed form and placed before the Board, be and is hereby approved and Mr. Mahabir Prasad Jalan, Chairman & Whole-time Director and Mr. Naresh Jalan, Managing Director, be and are hereby jointly & severally authorized to sign the same.”

**“RESOLVED FURTHER THAT**, as required under clause (x) of the Schedule- I and under Regulation 5 of the Buy-back Regulations, the Board hereby confirms that it has made a full equity into the affairs and prospects of the Company and has formed the opinion:

a) that immediately following the date of this Board Meeting, there will be no grounds on which the Company could be found unable to pay its debts;

b) that as regards the Company’s prospects for the year immediately following the date of this Board Meeting approving the Buyback, and having regard to the Board’s intentions with respect to the management of the Company’s business during the year and to the amount and character of the financial resources which will, in the Board’s view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board Meeting.

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c) that in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code 2016 (including prospective and contingent liabilities).”

**“RESOLVED FURTHER THAT** the Board does accept responsibility for the information contained in Public Announcement in connection with the Buy back and the draft of the same as placed before the Board duly initialed by Company Secretary be and is hereby approved and Mr. Mahabir Prasad Jalan, Chairman & Whole-time Director, Mr. Naresh Jalan, Managing Director and Mr. Rajesh Mundhra, Company Secretary & Compliance Officer, be and are hereby jointly & severally authorized to finalize, sign and issue the final public announcement on behalf of the Board.”

**“RESOLVED FURTHER THAT,** the Board is of the view that,

- having regard to the cash flows that the Company has been able to consistently generate, the future projected cash flows of the Company and the anticipated funds required for capital expenditure and working capital to meet the expected future growth of the Company, the Buyback will help the Company achieve the following objectives:

- (a) Optimize returns to shareholders;
- (b) Enhance overall shareholders value; and
- (c) Optimize the capital structure

resulting in reduction in outstanding shares, improvement in earnings per share and enhanced return on invested capital. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.”

**“RESOLVED FURTHER THAT** the Board hereby confirms that:

- the Company shall not purchase equity shares under the Buyback from the Promoters or persons in control and Key Managerial Personnel of the Company.
- the Company shall not buyback its equity shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback.
- till date no default has been made by the Company in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013, interest payment thereof, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable to thereon to any financial institution or banking company.
- that the debt equity ratio of the Company after the buyback will be well within the limit of 2:1 as prescribed under the Companies Act, 2013.

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- that the equity shares bought back will be compulsorily cancelled and will not be held for reissuance.
- that the Company shall not withdraw the offer to Buy back after public announcement of the offer to Buy back is made;
- the Company shall utilize at least 50% of the amount earmarked as the Maximum Buyback Size for the Buyback i.e. Rs. 20,00,00,000/- (Rupees Twenty Crores Only) . Based on the Minimum Buy-back Size and the Maximum Buy-back Price, the Company shall purchase a minimum of 800000(Eight Lakhs) Equity Shares ("Minimum Buy-back Shares") in the Buyback.
- that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act.
- in accordance with Regulation 24 (i)(f) of the Buyback Regulations, the Company shall not raise further capital for a period of 1 (one) year from the expiry of the Buyback Period, except in discharge of its subsisting obligations like allotment of shares under Employee Stock Option Schemes etc., and in accordance with Regulation 24(i)(b) of the Buyback Regulations, the Company shall not issue any shares or other specified securities including by way of bonus till the expiry of the Buyback Period.
- the Company shall not raise further capital for a period of one year from the closure of Buyback Offer;
- the Equity Shares that may be bought back in a financial year shall not exceed 25% of the paid- up equity capital outstanding in such financial year;
- the Company will pay the Buyback consideration only by way of cash;
- the Company will not Buyback equity shares which are partly paid-up, equity shares with calls-in-arrears, locked- in equity shares or non-transferable Equity Shares, in the Buyback, until they become fully paid-up, or until the pendency of the lock-in, or until the equity shares become transferable, as applicable;
- that no information material likely to have a bearing on the decision of investors has been suppressed, withheld and/ or incorporated in the manner that would amount to misstatement misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a misstatement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations."

**"RESOLVED FURTHER THAT** Mr. Rajesh Mundhra, Company Secretary, be and is hereby appointed as the Compliance Officer for the Buyback and the Company Secretary, be and is hereby authorized to file a certified copy of the above resolution with the stock exchanges, Securities Exchange Board Of India (SEBI) and such other authorities as may be necessary, interalia, including to make applications to requisite authorities, extinguishment of equity shares, and to comply with the all regulatory compliances as may be required prior, during and post Buyback Offer."

**"RESOLVED FURTHER THAT**, the Company shall maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing the Equity Shares and such other particulars as may be prescribed in relation to the Buy-back shall be entered, and that the Company Secretary of the Company be and is hereby authorized to authenticate the entries made in the said register."

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**“RESOLVED FURTHER THAT**, the Company shall intimate the Stock Exchanges as well as shall upload the information regarding the Equity Shares bought-back on its website on a daily basis as prescribed by the Buyback Regulations.”

**“RESOLVED FURTHER THAT** a Committee (Buyback of Shares) (**“Buyback Committee”**) comprising of Mr. Naresh Jalan, Managing Director, Mr. Sandipan Chakravorty, Independent Director, Mr. Partha Sarathi Bhattacharyya, Independent Director Mr. Amitabha Guha, Independent Director and Mr. Rajesh Mundhra, Company Secretary and Compliance Officer be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, as the Buyback Committee may consider to be in the best interests of the members, including but not limited to:

- the appointment of Brokers, Registrars, Advertisement Agency, Investor Service Centers and other Advisors, Consultants or Representatives;
- to finalize the appointment of Escrow Agent as per the Buy-back Regulations to meet the Escrow requirements.
- the initiating of all necessary actions for preparation and issue of Public Announcement.
- finalizing and signing of Public Announcement and any corrigendum/ amendment thereto.
- the settling of all such questions or difficulties whatsoever which may arise in connection with the Buyback so as to take all such steps and decisions as may be necessary in this regard.
- to delegate all or any of the authorizations conferred as above to any officer/authorized representative of the Company;
- to do or cause to be done all such acts, deeds, matters and things which may be required to give effect to this resolution.
- dating, making alterations, additions, deletions, variations, amendments or corrections in all documents, resolutions, advertisements, confirmations, intimations and declarations, and certificate for extinguishment and other documents required in connection with the Buy-back and such alterations, additions, omissions, variations, amendments or corrections shall be deemed to have been approved by the Board of Directors;
- depositing and/or instructing the deposit of the requisite amount into escrow and finalizing the composition/combination of such deposit into escrow in accordance with the provisions of Regulation 20 and other applicable provisions of the Buy-back Regulations (i.e. cash deposit or bank guarantee including the amounts of the cash deposit and the bank guarantee) and the escrow agreement entered into with the Escrow Agent;
- preparing, finalizing, altering, modifying, signing, issuing, reissuing and filing with the appropriate authorities the public announcement and all other documents, resolutions, advertisements, confirmations, intimations and declarations, and the certificate for extinguishment and causing the declaration of solvency (**“Declaration of Solvency”**) and supporting affidavit to be executed in accordance with applicable law;
- taking all actions for extinguishment of dematerialized shares in respect of the Equity Shares bought back by the Company, as required under applicable law;
- providing such confirmations and opinions as may be required for the Buy-back;
- signing, executing and delivering such documents as may be necessary or desirable in connection with or incidental to the Buyback, execution of documents under common seal of the Company as may be required;

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- settling and resolving any queries raised by SEBI, Stock Exchanges, Registrar of Companies and any other authorities whatsoever in connection to any matter incidental to and ancillary of the Buy-back;
- creating and maintaining requisite statutory registers and records as required under the Companies Act and to furnish appropriate returns to the Appropriate Authorities;
- closing the Buy back and completing all the required formalities as specified under the Companies Act, Buy back Regulations and the Listing Regulations and other applicable laws;
- to do all such acts and deeds, matters and things that may be required in connection with the Buy-back or for matters incidental thereto, filling all such documents, declarations, undertakings with appropriate authorities and completing such other formalities as may be required for the Buy- back;
- delegating all or any of the authorities conferred above to any other Director(s) or Executive(s)/Officer(s) of the Company as may be necessary to give effect to the aforesaid resolutions.”

**“RESOLVED FURTHER THAT** the Buyback Committee be and is hereby authorized to delegate all or any of the authorities conferred on it to any Director(s) / Officer(s) / Authorised Representative(s) of the Company.”

**“RESOLVED FURTHER THAT** the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Buyback Committee be and is hereby authorized to give such directions as may be necessary or desirable and to settle any question or difficulties whatsoever that may arise in relation to the Buyback.”

**“RESOLVED FURTHER THAT** the Committee of Directors be and they are hereby authorised, for the purposes of the Buy Back, to do all such acts, deeds, matters and things, and to give such directions, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any question, difficulty or doubt, that may arise in this regard, in the best interest of the Company and its shareholders in connection with the Buy Back.”

**“RESOLVED FURTHER THAT** nothing contained herein shall confer any right on any member to offer and/or any obligation on the Company or the Board or the Buyback Committee to buyback any shares, and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such buyback, if so permissible by law.”

**“RESOLVED FURTHER THAT**, the common seal of the Company, if required, shall be affixed in the presence of any one of Mr. Mahabir Prasad Jalan, Chairman & Whole-time Director, Mr. Naresh Jalan, Managing Director, Mr. Pawan Kumar Kedia, Finance Director and Mr. Rajesh Mundhra, Company Secretary of the Company, who shall countersign the same in token thereof on such documents as are required for the purpose of the Buy-back.”

**“RESOLVED FURTHER THAT**, certified true copy of the resolution be forwarded to whomsoever concerned under the signature of any of its Directors/ Company Secretary.”

**Certified True Copy**  
Ramkrishna Forgings Ltd.  
  
COMPANY SECRETARY

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## NOTICES

Notice No.	20200401-4	Notice Date	01 Apr 2020
Category	Company related	Segment	Equity
Subject	Buyback of the shares of Ramkrishna Forgings Limited (Scrip code: 532527)		

## Content

Trading Members are hereby informed that **Ramkrishna Forgings Limited (Scrip code: 532527)** has announced buyback of its fully paid-up equity shares of face value of Rs. 10/- each from the Open Market through electronic trading mechanism of the Exchange. The Maximum Buyback Price would not exceed Rs. 250/- (Rupees Two Hundred & Fifty only) per equity share payable in cash for an aggregate amount not exceeding INR 40,00,00,000/- (Indian Rupees Forty crores only).

**Proposed timetable for buyback:**

<b>Date of Opening of the Buyback on BOLT</b>	Friday, April 03, 2020
<b>Last Date for the Buyback</b>	<p>Earlier of:</p> <p>a. Sunday, September 27, 2020 (i.e., 6 (six) months from the date of the opening of the Buyback; or</p> <p>b. when the Company completes the Buyback by deploying the amount equivalent to the Maximum Buyback Size; or</p> <p>c. at such earlier date as may be determined by the Board (including a committee thereof, constituted by the Board or persons nominated by the Board/committee to exercise its powers, and/or the powers conferred by the Board resolution in relation to the Buyback), after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), however, that all payment obligations relating to the Buyback shall be completed before the last date for the Buyback.</p>

**Broker Members for buyback:**

The company has appointed the following BSE Trading Members through whom the purchases and settlement on account of the buyback would be made:

Name of the Member's	Clearing No
Narnolia Financial Advisors Limited	3051

**Details of Shares held in DEMAT Form.**

The Trading Members may note that the Equity Shares held in DEMAT form can be offered for Buyback to the Company in rolling settlement, as per details mentioned below:

<b>Scrip Code No.</b>	532527
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<b>Market Lot</b>	1 Share
<b>Scrp ID on BOLT System</b>	RKFORGE*

Circuit Filters, Margins, Capital Adequacy Norms, Auction, Close out, Bad Delivery, Arbitration, etc. are applicable in case of buyback as in the case of the normal trading.

Institutional Investors are allowed to participate in the buyback.

The documents are available in Department of Corporate Services for inspection. In case of any queries /clarifications on the scheme of buyback, Trading Members may please contact the under mentioned persons:

- **Merchant Banker to the Buyback:**  
**VC Corporate Advisors Private Limited**  
 31, Ganesh Chandra Avenue, 2nd Floor,  
 Suite No. -2C, Kolkata-700 01.  
**Tel.:** +91 033 2225 3940  
**Fax:** +91 033 2225 3941  
**Contact Person:** Urvi Belani  
**Email:** mail@vccorporate.com  
**Website:** [www.vccorporate.com](http://www.vccorporate.com)
  
- **At the Company:**  
**Mr. Rajesh Mundhra**  
**Company Secretary & Compliance Officer**  
 23, Circus Avenue, Kolkata- 700017,  
**Tel No.:** +91- (033) 4082 0900 / 7122 0900  
**Fax No.:** +91- (033) 4082 0998 / 7122 0998;  
**Email:** rajesh@ramkrishnaforgings.com  
**Website:** [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com)
  
- **At the Exchange:**  
**Clearing & Settlement Department -**  
 Mr. Nilesh Shah/Ajay Darji - Extn: 022-2272-8704/8468 (For Clearing & Settlement)
  
- Trading Department -**  
 Trading Operations - Extn: 022-2272- 8376 (For Trading Related)
  
- Help desk - Extn: 61363100 (Hunting) (For BOLT System)**
  
- Listing Operations Department –**  
 Mr. Raghavendra Bhat - Extn: 022-2272-8915 (For General Queries)

**Rupal Khandelwal**  
**Senior Manager**

**April 01, 2020**





# RAMKRISHNA FORGINGS LIMITED

Dt: 20<sup>th</sup> April 2020

National Securities Depository Limited  
Trade World, A Wing  
Kamala Mills Compound, Lower Parel  
Mumbai – 400013.

## **Sub: Non requirement of Shareholders approval**

In accordance with section 68(2)(b) of the Companies Act, 2013, the Company shall purchase its own shares or other specified securities upto 10% of the total paid-up equity capital and free reserves of the Company subject to maximum of buyback of equity shares upto 25% of total paid-up equity capital in that financial year.

The relevant extract of section 68(2)(b) of the Companies Act, 2013 is reproduced herein below:

- (b) a special resolution has been passed at a general meeting of the company authorising the buy-back: Provided that nothing contained in this clause shall apply to a case where—
- (i) the buy-back is, ten per cent. or less of the total paid-up equity capital and free reserves of the company; and
  - (ii) such buy-back has been authorised by the Board by means of a resolution passed at its meeting;
- (c) the buy-back is twenty-five per cent. or less of the aggregate of paid-up capital and free reserves of the company: Provided that in respect of the buy-back of equity shares in any financial year, the reference to twenty-five percent in this clause shall be construed with respect to its total paid-up equity capital in that financial year;

Accordingly, the Board in its meeting held on 21.03.2020 has passed necessary resolution for Buyback Size aggregating to Rs. 40 Crores representing 4.81% and 4.82% of the aggregate of the Company's total paid-up equity share capital and free reserves based on the standalone audited financial statements and consolidated audited financial statements of the Company respectively, as at 31.03.2019 (being the latest available audited financial statements of the Company) which is less than 10% of the total paid-up equity share capital and free reserves of the Company on a standalone and consolidated basis in accordance with the Companies Act, 2013.

We hope the same clarifies the concerned.

## **For Ramkrishna Forgings Limited**

Ramkrishna Forgings Ltd.

COMPANY SECRETARY

Rajesh Mundhra  
(Company Secretary)



REGISTERED & CORPORATE OFFICE

23 CIRCUS AVENUE, KOLKATA 700017, WEST BENGAL, INDIA

PHONE : (+91 33)4082 0900 / 7122 0900, FAX : (+91 33)4082 0998 / 7122 0998, EMAIL : info@ramkrishnaforgings.com, WEB : www.ramkrishnaforgings.com

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