



RAMKRISHNA FORGINGS LIMITED

CIN No: L74210WB1981PLC034281
23, CIRCUS AVENUE, KOLKATA-700017
Email- secretarial@ramkrishnaforgings.com
Phone: 033-7122 0900, Fax-033-7122-0998
Website: www.ramkrishnaforgings.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an **Extra Ordinary General Meeting** of the Members of **Ramkrishna Forgings Limited** will be held on **Saturday, 28 June, 2025 at 11:00 A.M (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

SPECIAL BUSINESS

ITEM NO.1

Issuance of upto 9,75,000 Warrants each convertible into or exchangeable for one Equity Share of Face Value of Rs. 2 each of the Company to Promoter of the Company

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 other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in the Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited and NSE where the equity shares of the Company are listed ("Stock Exchanges"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI SAST Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to authorize, create, issue, offer and allot, on a preferential basis, up to 9,75,000 (Nine Lakh Seventy Five Thousand) Fully Convertible Warrants ("Warrants") each convertible into 1 (One) Equity Share of Face Value of Rs. 2 (Rupees Two Only) each ("the Equity Shares"), to the Promoter, on preferential basis, in one or more tranches, at an issue price of Rs. 2,100 each, which is at a price higher than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to Rs. 204.75 crore (Rupees Two Hundred Four Crore Seventy Five lakhs only) for cash, on such further terms and conditions as detailed herein below to the below mentioned person ("Proposed Allottee"):

Sr. No.	Name of the Proposed Allottee	Category	Convertible Warrants proposed to be allotted
1.	RIDDHI PORTFOLIO PRIVATE LIMITED	Promoter	9,75,000

"RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottee is Thursday, 29th May, 2025 (i.e. being the date, which is 30 days prior to the date of Extra-Ordinary General Meeting i.e. Saturday, 28 June, 2025 and the conversion price for the conversion of Warrants into Equity Shares is the said Relevant date i.e. Thursday, 29th May, 2025 as per the provisions of Chapter V of the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- The conversion of Warrants into Equity Shares of Rs. 2 each is to be done, in one or more tranches, before the expiry of 18 (eighteen) months from the date of allotment of warrants in terms of the provisions of the SEBI ICDR Regulations.
- The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% (twenty-five percent) of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares and the balance upto 75% (seventy-five

percent) of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

- c) Warrants, being allotted to the Proposed Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under the Lock-in provisions of the SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- e) Warrants shall be issued and allotted by the Company within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the Shareholders at the Extra Ordinary General Meeting provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchange is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission.
- f) The Warrants as may be offered, issued, and allotted in accordance with the terms of this resolution and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants, shall be in dematerialised form only.
- g) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee.
- h) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.
- i) Upon exercise of the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 (fifteen) days from the date of such exercise by the allottee of such warrants.
- j) The Warrants itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.
- k) The Resulting Equity Shares will be listed and traded on the Stock Exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.
- l) The Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- m) The Equity Shares to be allotted on exercise of the Warrants shall rank pari passu in all respects with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT since the proceeds from the Preferential Issue is more than Rs. 100 Crores, the Board be and is hereby authorized to appoint a SEBI registered external credit rating agency, as the Monitoring Agency, to monitor the end use of proceeds of this Preferential Issue in terms of Regulation 162A of Chapter V of the SEBI (ICDR) Regulations, 2018."

"RESOLVED FURTHER THAT in the event of the Company makes a Bonus issue of shares or makes a Rights issue of shares/ debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such Bonus/Rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment, listing and to finalize and execute all deeds, documents and writings as may be necessary, proper, desirable or expedient as it may deem fit without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto by the authority of this resolution."

RESOLVED FURTHER THAT any of the Whole-time Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Registrar of Companies, Stock Exchange(s), Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee constituted by Board of the Company as it may consider appropriate in order to give effect to this resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

By order of the Board of Directors
Sd/-

Rajesh Mundhra

Company Secretary

Membership No. : ACS 12991

Place: Kolkata
Date: 31 May, 2025

Registered Office:
23, Circus Avenue
Kolkata – 700017

NOTES:

General:

1. Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 09/2024 dated 19 September 2024 read with other previous MCA General Circulars No. 09/2023 dated 25 September 2023, 10/2022 dated 28 December 2022, 02/2022 Dated 5 May 2022, No. 20/2020 dated 5 May 2020, No. 17/2021 dated 13 April 2021 and No. 14/2021 dated 8 April 2021 (collectively referred to as "MCA Circulars"), has permitted Companies to hold their Extra Ordinary General Meetings through Video Conference (VC) or Other Audio Visual Means (OAVM).

In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), this Extra Ordinary General Meeting (EGM) is being held through VC / OAVM. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at 23, Circus Avenue, Kolkata - 700017, West Bengal, which shall be deemed venue of the EGM.

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. As per the Companies Act, 2013, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and, a proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 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 ("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 Friday, 30 May, 2025 which was adjourned and held on Saturday, 31 May, 2025 has appointed M/s. M. K Sharma & 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 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, where the shares of the Company are listed.

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 mks12932@gmail.com with a copy marked to secretarial@ramkrishnaforgings.com and evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Ramkrishna Forgings Limited, Extra Ordinary General Meeting." The documents must be received by the Scrutinizer on or before 24 June, 2025 (17:00 hours [IST]).
7. The quorum for the EGM, as provided in Section 103 of the Act, is thirty members (including a duly authorized representative of a body corporate) and the members present in the meeting through VC/ OAVM shall be counted for the purpose of quorum.
8. 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'.
9. 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.
10. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM.

11. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
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 i.e Friday, 20 June, 2025**. 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 Circulars issued by MCA and SEBI, 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. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of KFinTech, e-voting agency i.e. 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 i.e Friday, 30 May, 2025**.
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. **Friday, 20 June, 2025** 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 who have not registered/updated their e-mail addresses with the Company are requested to comply with the ISR 1 process at <https://ris.kfintech.com/clientservices/isc/default.aspx>.
 - 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 Wednesday, 25 June, 2025 (9.00 A.M. IST) and end on Friday, 27 June, 2025 (5.00 P.M. IST). The remote e-voting module shall be disabled for voting after 5:00 P.M. on Friday, 27 June, 2025 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 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. Recording of the Meeting shall be uploaded on the website of the Company.

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 **Wednesday, 25 June, 2025 (9.00 A.M. IST) and end on Friday, 27 June, 2025 (5.00 P.M. IST)**. The remote e-voting module shall be disabled for voting after 5:00 P.M. on Friday, 27 June, 2025 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 i.e Friday, 20 June, 2025**, 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 i.e Friday, 20 June, 2025** 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. 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:

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 [I] (a) to (i)**.

- i. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- ii. 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.
- iii. 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.
- iv. Members who would like to express their views/ask questions during the meeting may do so at <https://evoting.kfintech.com/login.aspx> from **Monday, 23 June, 2025 (9:00 a.m. IST) to Tuesday, 24 June, 2025 (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.


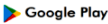


Further, Members who would like to have their questions/queries responded to during the EGM are requested to send such questions/queries in advance within the aforesaid date and time, by following the similar process as stated above

- v. 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"> 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: https://eservices.nsdl.com 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. 2. If you are not registered for IdeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IdeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.

	<p>4. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing user 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. 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 options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.

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 evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 / 022-2499 7000
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 helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

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)]:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- 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.
- After entering these details appropriately, Click on "LOGIN".
- 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.
- You need to login again with the new credentials.
- 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.
- 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 KFin on 1-800-309-4001 (toll free).

II. Members whose email IDs are not registered with the Company/Depository Participants(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 Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may send an email request addressed to einward.ris@kfintech.com to provide them the Notice and the e-voting instructions along with the User ID and Password.
 - b. In case of any queries, Members may write to einward.ris@kfintech.com and secretarial@ramkrishnaforgings.com.
21. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, IFSC , MICR code etc.

For shares held in electronic form : to their Depository Participant only and not to the Company or RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records, which will help the Company and its RTA to provide efficient and better service to the Members.

For shares held in physical form : to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, as per instructions mentioned in the Forms. The said forms can be downloaded from the Company's website under the link: <https://ramkrishnaforgings.com/wp-content/uploads/2023/07/Letter-to-shareholders-May-2023.pdf>

22. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrar at its website at <https://ris.kfintech.com/clientservices/isc/>. The forms for updating the same are available at <https://ramkrishnaforgings.com/wp-content/uploads/2023/07/Letter-to-shareholders-May-2023.pdf>

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due dates, the RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the complete documents as mentioned above. Further, any payment including dividend, interest or redemption payment in respect of such frozen folios, shall only be made through electronic mode w.e.f. 1st April, 2024 upon furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the RTA/ Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

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. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.

26. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
27. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act 2013, the Register of contracts or arrangements in which Directors are interested under Section 189 of the Companies Act 2013 and the documents referred to in the notice and the explanatory statement are open for inspection by the members at the registered office of the Company on all the working days (that is, except Saturdays, Sundays and Public Holidays) during normal business hours up to the date of EGM. Members seeking to inspect such documents can send an email at secretarial@ramkrishnaforgings.com.
28. Since the EGM will be held through VC/OAVM, route map of venue of the EGM is not attached to this Notice.
29. **Investor Support Centre:** A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms.

Name: KFIN Technologies Limited

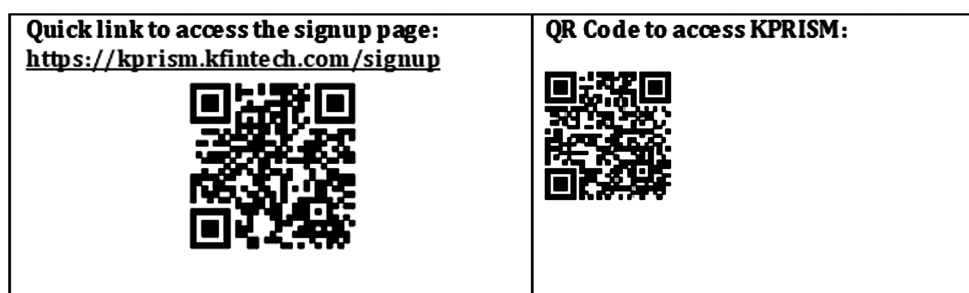
Registered Address: 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, 400 070, Maharashtra.

CIN: L72400MH2017PLC444072

Address for Correspondence / Operations Centre: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

Email ID:	einward.ris@kfintech.com
Toll Free / Phone Number:	1800 309 4001
WhatsApp Number:	(91) 910 009 4099
Investor Support Centre:	https://kprism.kfintech.com/
KFINTECH Corporate Website:	https://www.kfintech.com
RTA Website:	https://ris.kfintech.com
KPRISM (Mobile Application):	https://kprism.kfintech.com/signup
RTA Search:	https://www.registrarsassociation.com/search

QR code:



30. Online application for Investor Query:

Members are hereby notified that our RTA, KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), basis the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have launched an online application which can be accessed at <https://ris.kfintech.com> > Investor Services > Investor Support.

Members are requested to register / sign up, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting details.

Senior Citizens - Investor Support

As part of the initiative, our RTA, in order to enhance the investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell

closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com. Senior Citizens (above 60 years of age) have to provide the following details :

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information

KPRISM Mobile App:

Mobile applications for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. User are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat , Track general meeting schedules, download ISR forms , view the live streaming of AGM and contact the RTA with service request, grievance, and query.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 read with Chapter V of the SEBI (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

Item No. 1

The Special Resolution contained in Item No.1 of this notice, is being proposed pursuant to the provisions of Sections 23(1)(b) 42 and 62 of the Companies Act, 2013, to issue and allot up to 9,75,000 Fully Convertible Warrants ("Warrants") carrying a right exercisable by the Warrant holder to subscribe to 1 (one) Equity Share of Face Value of Rs. 2 each per Warrant, to person(s) belonging to Promoter Category on preferential basis at an issue price of Rs. 2,100 which is at a price higher than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to Rs. 204.75 crore (Rupees Two Hundred Four Crore Seventy Five lakhs only) for cash.

The proposed Preferential Issue is to be issued to "Promoter", as per the details disclosed in the resolution. The proposed Preferential Issue is intreralia being undertaken further to intimation to the stock exchanges dated 26 April, 2025. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board of Directors at its meeting held on Friday, 30 May, 2025 which was adjourned and held on Saturday, 31 May, 2025.

The approval of the Shareholders is accordingly being sought by way of passing a 'Special Resolution' under the provisions of Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the Rules made thereunder and Regulation 160 of the SEBI ICDR Regulations, 2018 for Item No. 1 of the Notice. The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI (ICDR) Regulations read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and are set forth below:

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

The Board of Directors at its meeting held on Friday, 30 May, 2025 which was adjourned and held on Saturday, 31 May, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 9,75,000 Warrants at an issue price of Rs. 2,100- for an aggregate amount of up to Rs. 204.75 Crore (Rupees Two Hundred Four Crore Seventy Five lakhs only) for cash, by way of a preferential issue to 'Promoter Category'.

2. Basis on which the price has been arrived at and justification for the price (including premium, if any):

A. The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of Part IV of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Warrants in preferential issue has to be calculated as follows:

The price of the Equity Shares to be allotted pursuant to Preferential Issue shall not be less than higher of the following:

- i. the 90 (ninety) trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
- ii. the 10 (ten) trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

Pursuant to the above provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Warrants may be issued computes to Rs. 712.34 each.

B. Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a Floor Price/ Minimum Price of the shares issued on preferential basis.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottee at Rs. 2,100 (Rupees Two Thousand One Hundred Only) [including Premium of Rs. 2,098 per share] being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

3. Amount which the Company intends to raise by way of such securities:

The Company intends to raise an aggregate amount of up to Rs. 204.75 Crore (Rupees Two Hundred Four Crore Seventy Five lakhs only) for cash by way of Preferential Issue of 9,75,000 Warrants each convertible in 1 (one) Equity Share of Face Value of Rs. 2 each.

4. Relevant Date:

In terms of the provisions of Chapter V Part II of the SEBI ICDR Regulations, the 'Relevant Date', for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottee is Thursday, 29 May, 2025 (i.e. being the date, which is 30 days prior to the date of Extra-Ordinary General Meeting i.e. Saturday, 28 June, 2025) and the conversion price for the conversion of Warrants into Equity Shares is the said Relevant date i.e. Thursday, 29 May, 2025.

5. Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

- Working Capital Repayment: Repayment of the working capital loans including working capital demand loans together with interest payments thereof, in part or full, availed by the Company (referred to below as "Debt Repayment");
- General Corporate Purpose: Up to 25% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter-alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company, as applicable in such a manner and proportion as may be decided by the management from time to time, and/or any other general purposes as may be decided by the management and permissible under applicable laws for the time being in force.

6. Utilization of Issue Proceeds:

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (Rs. in Crore)	Tentative Timeline for Utilization of Issue Proceeds from the date of receipt of funds
1.	Debt Repayment	153.57	Within a maximum period of 24 months from receipt of funds for the Warrants (as set out herein)
2.	General Corporate Purposes	51.18	
	Total	204.75	

Given that the Preferential Issue is for Warrants, the Issue Proceeds shall be received, in tranches, by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned Objects, in tranches, as per the Company's business requirements and availability of Issue Proceeds, within a maximum period of 24 (twenty-four) months from the date of receipt of funds for the Warrants.

In terms of the NSE Circular No. NSE/CML/2022/56 dated 13 December, 2022 and the BSE Circular No. 20221213-47 dated 13 December, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% (ten percent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and which may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

7. Interim Use of Issue Proceeds:

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. The said deployment shall be done in compliance with the applicable laws pending complete utilization of the Issue Proceeds for the Objects described above. Our Company intends to, inter alia, pending utilisation for the Objects of the Preferential Issue, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by the "Government of India" or any other investments as permitted under applicable laws. Company shall not invest in capital eroding and high-risk taking instruments.

8. Monitoring of Utilization of Funds:

Since the proceeds from the Issue will result to an amount more than Rs. 100 Crores (Rupees One Hundred Crores), the Company is required to appoint a SEBI registered external credit rating agency as a Monitoring Agency in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations.

Our Company will appoint the the Monitoring Agency to monitor the use of proceeds of this preferential issue.

9. Name and address of valuer who performed valuation: Not Applicable.

10. Principal terms of Assets charged as securities: Not Applicable.

11. Material terms of raising such securities: The same has been disclosed in the concerned shareholders resolution.

12. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable, as the proposed allotment shall be made for Cash consideration.

13. Class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Warrants shall be made to the Promoter Category.

14. Intent of the Promoters, Directors or Key Management Personnels (KMPs) or Senior Management Personnels (SMPs) of the issuer to subscribe to the offer:

The proposed Warrant allotment shall be made to Riddhi Portfolio Private Limited, a Promoter entity, who intends to subscribe to the Warrants. Apart from the above, none of the Promoters, Director(s), KMPs or SMPs of the Company or their respective relatives are subscribing to this offer.

15. 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
A.	Shareholding of Promoter and Promoter Group				
1.	Indian:				
	a) Individuals	11012567	6.08	11012567	6.05
	b) Bodies Corporate				
	i) Riddhi Portfolio Private Limited	60557039	33.45	61532039	33.81
	ii) Others	6500000	3.59	6500000	3.57
	Total Shareholding of Promoter and Promoter Group (A)	78069606	43.13	79044606	43.43
B.	Non-Promoters' / Public Shareholding:				
1.	Institutions:				
	a) Mutual Funds	4437853	2.45	4437853	2.44
	b) Alternative Investment Funds	3745727	2.07	3745727	2.06
	c) Financial Institution/ Banks	-	-	-	-
	d) Insurance Companies	2677903	1.48	2677903	1.47
	e) NBFC Registered with RBI	1110	0.00	1110	0.00
	f) Foreign Portfolio Investors Category I	41756072	23.07	41756072	22.94
	g) Foreign Portfolio Investors Category II	2549325	1.41	2549325	1.40
	h) Any other	-	-	-	-
	Sub-Total (B1)	55167990	30.48	55167990	30.31
2.	Central Government/State Government(s)/ President of India	-	-	-	-
	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	486	0.00	486	0.00
	Sub-Total (B2)	486	0.00	486	0.00
3.	Non-Institutions:				
	a) Key Managerial Personnel	178220	0.10	178220	0.10
	b) Investor Education and Protection Fund (IEPF)	17790	0.01	17790	0.01
	c) Individual	32077219	17.72	32077219	17.63
	d) NRI	908197	0.50	908197	0.50
	e) Bodies Corporate	13562106	7.49	13562106	7.45
	f) Foreign Nationals	500	0.00	500	0.00

	f) Any other				
	i) Clearing Members	67	0.00	67	0.00
	ii) HUF	802945	0.44	802945	0.44
	iii) Trusts	4348	0.00	4348	0.00
	Sub-Total (B3)	47551392	26.26	47551392	26.13
	Total Public Shareholding (B)=(B1)+(B2)+(B3)	102719868	56.74	102719868	56.44
C.	Employee Benefit Trust (under SEBI (Share based employee Benefit) Regulations, 2014 (C))	241130	0.13	241130	0.13
	GRAND TOTAL (A) + (B) + (C)	181030604	100	182005604	100

*The post issue shareholding pattern in the above table has been prepared with pre issue-shareholding as on 31 March, 2025, on the basis that the Proposed Allottee would subscribe to all the Warrants and been allotted all the Equity Shares of Rs. 2 each upon conversion of Warrants.

In the event for any reason, the Proposed Allottee does 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 the shareholding of the Company in all other categories will remain unchanged.

16. Proposed time limit within which the allotment shall be completed:

In terms of the provisions of SEBI ICDR Regulations, the preferential allotment of said Warrants will be completed within a time period of 15 (fifteen) days from the date of passing of the "Special Resolution" by the Shareholders at their Extra Ordinary General Meeting to be held on Saturday, 28 June, 2025.

Provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchange(s) is pending, the allotment shall be completed within a period of 15(fifteen) days from the date of such approval or permission, as the case may be.

17. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the period from 1 April, 2025 till the date of this Notice, the Company has not made any Preferential Issue of any securities.

18. Lock-in Period:

- The Warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The Resulting Equity Shares shall be locked in as per the applicable provisions of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, of the Proposed Allottee, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

19. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (twenty-five percent) of the total consideration for the Warrants will be payable on the date of preferential allotment of the Warrants.

The balance upto 75% (seventy-five percent) of the issue price shall be, at the option of the allottee, payable by the Proposed Allottee at the time of allotment of the Equity Shares pursuant to conversion of the Warrants into Equity Shares. Warrant will be converted at the option of the allottee, into 1 (one) equity share of Face Value of Rs. 2 each at a price of Rs. 2,100 per share, determined in accordance with the SEBI ICDR Regulations, at any time within 18 (eighteen) months from the date of allotment of Warrants. In case the Warrant holder do not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, the unexercised Warrants shall lapse and the consideration paid upon each of the said Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

20. Undertakings:

- Neither the Proposed Allottee, the beneficial owners of Proposed Allottee, nor the Company, its Directors and Promoters are fugitive economic offender as defined under SEBI ICDR Regulations.
- The Company undertakes that they shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provisions of SEBI ICDR Regulations as amended wherever it is required to do so.
- The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provisions of the SEBI ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the proposed allottee.
- The Company is in compliance and post preferential issue will also be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange(s), where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as

amended or any Circular or Notification as may be issued by SEBI, from time to time.

21. Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

It is hereby declared that neither the Proposed Allottee, the beneficial owners of Proposed Allottee, nor the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

22. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottee	Current Status of Proposed Allottee namely Promoter or Non-Promoter	Proposed Status of Allottee (Post the Preferential Issue namely Promoter or Non-Promoter)
1.	Riddhi Portfolio Private Limited	Promoter	Promoter

23. Practicing Company Secretary's Certificate:

The certificate from Mr. Anurag Gourisaria, Practicing Company Secretary (Membership No: A34466 & COP: 13996), certifying that the preferential issue of Shares is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be made available for inspection by the Shareholders at the Registered Office of the Company at "23 Circus Avenue, Kolkata: 700017" between 11:00 AM (I.S.T) and 5:00 PM (I.S.T) on all working days between Monday to Friday from the date of dispatch of the EGM Notice till 28 June, 2025. The copy of said certificate may be accessed on the Company's Website at: www.ramkrishnaforgings.com.

24. Dues toward SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories as on date.

25. Change in control, if any, upon preferential issue:

Consequent to the proposed preferential issue of Warrants/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for shares of the Company under the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 (as amended).

26. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Up to Rs. 204.75 Crore (Rupees Two Hundred Four Crore Seventy Five lakhs only)

27. 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 allottees and the percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue under Regulation 163 (1) (f) of the SEBI ICDR Regulations 2018.

Sr. No.	Proposed Allottee	Ultimate Beneficial Owner	Pre Preferential Issue		No. of Convertible Warrants proposed to be allotted	*Post Preferential Issue (Assuming conversion of 9,75,000 Convertible Warrants into Equity Shares under present Preferential Issue)	
	Category-Promoters		No of shares held	% of share holding		No of shares held	% of share holding
1	Riddhi Portfolio Private Limited	Chaitanya Jalan	6,05,57,039	33.45%	9,75,000	6,15,32,039	33.81%

*The post issue shareholding pattern in the above table has been prepared with pre-issue shareholding as on 31 March, 2025, on the basis that the Proposed Allottee would have subscribed to all the Warrants and been allotted all the Equity Shares of Rs. 2 each upon conversion of Warrants.

In the event for any reason, the Proposed Allottee does 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.

28. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

Riddhi Portfolio Private Limited, a Promoter entity who intends to subscribe to the Warrants under this Preferential Issue is concerned or interested in the resolution as set out at Item No. 1 of the Notice. Riddhi Portfolio Private Limited ("RPPL") has equity shares of Rs. 10 each. In RPPL, Mr. Naresh Jalan, Promoter & Executive Director, Managing Director, of Ramkrishna Forgings Limited ("RKFL"), directly holds 23.92% equity stake (of equity shares of Rs. 10 each) and exercises significant influence over RPPL. Further, in RPPL, Naresh Jalan (HUF), Promoter of RKFL, directly holds 13.07% equity stake (of equity shares of Rs. 10 each) and exercises significant influence over RPPL. Mr. Chaitanya Jalan, Promoter & Executive Director, of RKFL, directly holds 53.58% equity stake (of equity shares of Rs. 10 each) is also a director in RPPL and exercises significant influence over RPPL. Mrs. Rashmi Jalan, Promoter, of RKFL, directly holds 9.43% equity stake (of equity shares of Rs. 10 each) is also a director in RPPL and exercises significant

influence over RPPL. Mrs. Radhika Jalan, Promoter, of RKFL, is also a Director in RPPL and exercises significant influence over RPPL. Furthermore Mr. Rajesh Mundhra, Company Secretary & Compliance Officer of RKFL is a Director in RPPL. Also Mr. Pawan Kumar Kedia is a Director in RPPL.

Save and except the above, none of the Directors, Key Managerial Personnels and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 1 of the Notice.

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

By order of the Board of Directors

Sd/-

Rajesh Mundhra

Company Secretary

Membership No. : ACS 12991

Place: Kolkata

Date: 31 May, 2025

Registered Office:

23, Circus Avenue

Kolkata – 700017