

RAMKRISHNA FORGINGS LIMITED

Date: 12 September, 2022

To The Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 BSE SCRIP CODE: 532527	To The Listing Department National Stock Exchange of India Limited “Exchange Plaza” C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai- 400 051 NSE SYMBOL: RKFORGE
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Dear Sir/Madam,

Sub: Outcome of Board Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

In furtherance to our intimation dated 7 September, 2022 we would like to inform you that the Board of Directors of the Company at its meeting held today i.e. 12 September, 2022 has, *inter-alia*, approved the following subject to requisite approvals including that of the shareholders of the Company:

➤ **Preferential Issue of Warrants :**

- (i) Issuance upto 46,00,000 Warrants convertible into 46,00,000 equity shares of Rs. 2 each at a price of Rs. 205/- per Equity Share ("Warrant Exercise Price") aggregating to Rs. 94,30,00,000 to the Promoters Category and Non- Promoters/Public Category (as detailed in **Annexure 1**), on a preferential basis in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and as amended from time to time ('SEBI ICDR Regulations') subject to approval of the Shareholders at the ensuing Extra Ordinary General Meeting of the Company and other regulatory/governmental authorities, as may be required;
- (ii) An amount equivalent to atleast 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable within a period not exceeding 18 (Eighteen) months, in one or more tranches, from the date of allotment of the Warrants.

➤ **Extra Ordinary General Meeting:**

The Board also approved convening of an Extra Ordinary General Meeting (EGM) of the Company on Wednesday, 12 October 2022 at 11:00 A.M. (I.S.T) through Video Conferencing/Other Audio Visual Means (VC/OAVM) to seek approval of the shareholders of the Company for the aforesaid preferential issue.



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

CIN NO. :L74210WB1981PLC034281



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The Company has fixed Wednesday, 5 October, 2022 as the "Cut-off Date" for the purpose of determining the eligibility of the shareholders entitled to vote by remote e-voting/e-voting at the EGM.

Additional details pursuant to Regulation 30 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing reference no. CIR/CFD/CMD/4/2015 dated 9, September, 2015 is enclosed as **Annexure 1**.

The Board Meeting commenced at 11 A.M. (I.S.T) and concluded at 1:45 P.M. (I.S.T).

Copy of the same is being also made available on the website of the Company at www.ramkrishnaforgings.com.

We request you to kindly take the abovementioned information on record and oblige.

Thanking you.

Yours truly,
For Ramkrishna Forgings Limited



Rajesh Mundhra
Company Secretary & Compliance Officer
ACS 12991

Encl.: As above



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Annexure - 1

Details as required to be disclosed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing reference no. CIR/CFD/CMD/4/2015 dated 9, September, 2015

Sl. No.	Particulars	Details																		
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.):	Warrants convertible into Equity Shares of Rs. 2 each i.e. 1 Equity Share per 1 Warrant.																		
2.	Type of issuance:	Preferential issuance under Chapter V of the SEBI ICDR Regulations.																		
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	<ul style="list-style-type: none"> ➤ Up to 30,00,000 Warrants, convertible into equivalent number of equity shares of Rs. 2 each at an issue price of Rs. 205/- per Warrant ("Warrant Exercise Price") aggregating up to Rs. 61,50,00,000 to Mr. Naresh Jalan (belonging to Promoter category); ➤ Up to 10,00,000 Warrants, convertible into equivalent number of equity shares of Rs. 2 each at an issue price of Rs 205/- per Warrant ("Warrant Exercise Price") aggregating up to Rs. 20,50,00,000 to Eastern Credit Capital Private Limited (belonging to Promoter category); ➤ Up to 5,00,000 Warrants, convertible into equivalent number of equity shares of Rs. 2 each at an issue price of Rs. 205/- per Warrant ("Warrant Exercise Price") aggregating up to Rs. 10,25,00,000 to Shyama Wealth Management Private Limited (belonging to Non-Promoter/Public category); and ➤ Up to 1,00,000 Warrants, convertible into equivalent number of equity shares of Rs. 2 each at an issue price of Rs. 205/- per Warrant ("Warrant Exercise Price") aggregating up to Rs. 2,05,00,000 to Mr. Lalit Kumar Khetan (belonging to Non-Promoter/Public category). 																		
4.	In case of preferential issue the following additional details to the Stock Exchange(s):																			
	i. Names of the investors:	<table border="1"> <thead> <tr> <th>Sr. No</th> <th>Name of the Proposed Allottees</th> <th>Number of Warrants to be issued</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. Naresh Jalan</td> <td>Up to 30,00,000</td> </tr> <tr> <td>2.</td> <td>Eastern Credit Capital Private Limited</td> <td>Up to 10,00,000</td> </tr> <tr> <td>3.</td> <td>Shyama Wealth Management Private Limited</td> <td>Up to 5,00,000</td> </tr> <tr> <td>4.</td> <td>Mr. Lalit Kumar Khetan</td> <td>Up to 1,00,000</td> </tr> <tr> <td colspan="2" style="text-align: right;">TOTAL</td> <td>Up to 46,00,000</td> </tr> </tbody> </table>	Sr. No	Name of the Proposed Allottees	Number of Warrants to be issued	1.	Mr. Naresh Jalan	Up to 30,00,000	2.	Eastern Credit Capital Private Limited	Up to 10,00,000	3.	Shyama Wealth Management Private Limited	Up to 5,00,000	4.	Mr. Lalit Kumar Khetan	Up to 1,00,000	TOTAL		Up to 46,00,000
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1.	Mr. Naresh Jalan	Up to 30,00,000																		
2.	Eastern Credit Capital Private Limited	Up to 10,00,000																		
3.	Shyama Wealth Management Private Limited	Up to 5,00,000																		
4.	Mr. Lalit Kumar Khetan	Up to 1,00,000																		
TOTAL		Up to 46,00,000																		
	ii. Post allotment of securities - outcome of the subscription, issue price/allotted	<p>a) Outcome of the Subscription:</p> <p>As mentioned in Annexure 2.</p>																		

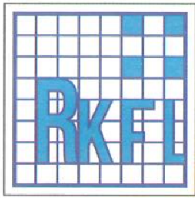


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price (in case of convertibles), number of investors:	b) Issue price/Allotted price (in case of convertibles): Rs. 205/- per Warrant (i.e. Warrant Exercise Price) c) Number of Investors: 4 (four)
iii. In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	<p>Each Warrant would be convertible into one equity share of Rs. 2 each and the rights attached to the Warrants can be exercised at any time within the period of 18 (eighteen) months from the date of allotment of the Warrants.</p> <p>An amount equivalent to 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of each warrant and the balance 75% of the Warrant Exercise Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares of Rs. 2 each pursuant to exercise of the options attached to Warrant(s) to subscribe to the Equity Share(s). The amount paid against Warrants shall be adjusted /set-off against the issue price for the resultant Equity Shares.</p> <p>The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalisation of profits or reserves, demerger/realignment, rights issue or undertakes consolidation/sub-division/re-classification of Equity Shares or such other similar events or circumstances requiring adjustments.</p> <p>In case the Warrant holder fails to exercise the Warrant within a period of 18 (eighteen) months from date of allotment of Warrant, the Warrant shall lapse and the 25% of the Warrant Exercise Price paid at the time of issuance of Warrant will be forfeited by the Company.</p>
5. Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable.

For Ramkrishna Forgings Limited



Rajesh Mundhra
Company Secretary & Compliance Officer
ACS 12991

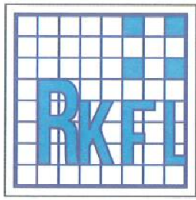


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Annexure - 2

Pre and Post Shareholding of the Proposed Allottees after the Preferential Issue (assuming the conversion of Equity Warrants, if allotted into Equity Shares)

Sr. No.	Name of the Proposed Allottees	Category	Pre-Issue Holding (No. of Shares)	Pre Issue % Holding	Number of Warrants to be allotted	Post-Issue Holding (No. of Shares)	Post Issue % Holding*
1	Mr. Naresh Jalan	Promoter	15,09,650	0.94	30,00,000	45,09,650	2.74
2	Eastern Credit Capital Private Limited	Promoter	2,16,11,651	13.51	10,00,000	2,26,11,651	13.74
3	Mr. Lalit Kumar Khetan	Non- Promoter (Public Category)	5,000	0.003	1,00,000	1,05,000	0.06
4	Shyama Wealth Management Private Limited	Non- Promoter (Public Category)	4,000	0.002	5,00,000	5,04,000	0.31

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

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



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