

RAMKRISHNA FORGINGS LIMITED

Date: 8 November, 2023

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: Qualified Institutions Placement (“QIP”) of Equity Shares of Face Value of Rs. 2 each (the “Equity Shares”) by the Company under the provisions of Chapter VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and Sections 42 and 62 of the Companies Act, 2013 and the rules made thereunder as amended

We wish to inform you that pursuant to the approval by the Board of Directors of the Company at its meeting held on Saturday, September 30, 2023 and the special resolution passed by the Shareholders of the Company through Video Conferencing at their Extra Ordinary General Meeting held on Saturday, October 28, 2023, the Capital Market Committee, at its meeting held today i.e. Wednesday, November 8, 2023, *inter-alia*, considered and approved the following:

- Authorized the opening of the Qualified Institutions Placement (QIP) Issue today, i.e. Wednesday, November 8, 2023;
- Approved and adopted the preliminary placement document dated Wednesday, November 8, 2023 (“**Preliminary Placement Document**”), together with the Application Form in connection with the QIP Issue; and
- Approved the floor price for the Issue, being Rs. 644.46 per Equity Share (“floor price”), based on the pricing formula as prescribed under Regulation 176 of the SEBI ICDR Regulations.

We further wish to inform you that the ‘Relevant Date’ for the purpose of the QIP Issue, in terms of Regulation 171(b)(i) of the SEBI ICDR Regulations, has been fixed by the Capital Market Committee as Wednesday, November 8, 2023 and accordingly the floor price in respect of the aforesaid Issue has been determined, based on the pricing formula as prescribed under Regulation 176(1) of the SEBI ICDR Regulations, as Rs. 644.46 per Equity Share.

Pursuant to Regulation 176(1) of the SEBI ICDR Regulations and in accordance with the approval of the members sought through special resolution on Saturday, October 28, 2023, the Company may at its discretion offer a discount of not more than 5% (five percent) on the floor price for the Issue. The Issue price will be determined by the Company in consultation with the Book Running Lead Managers appointed in relation to the Issue.



RAJESH
MUNDHRA
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Digitally signed
by RAJESH
MUNDHRA
Date: 2023.11.08
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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



RAMKRISHNA FORGINGS LIMITED

A certified true copy of the resolution passed by the Capital Market Committee authorizing the opening of the Issue and fixing of the floor price and the Relevant Date is enclosed for your information and records.

We also wish to inform you that a meeting of the Capital Market Committee is scheduled to be held on Monday, November 13, 2023, *inter-alia*, to consider and approve the Issue price, including a discount if any thereto, as permitted under the SEBI ICDR Regulations and pursuant to the shareholders' approval obtained through special resolution on Saturday, October 28, 2023 for the Equity Shares to be allotted to Qualified Institutional Buyers (QIBs), pursuant to the QIP Issue.

In relation to the Qualified Institutions Placement, we will file the Preliminary Placement Document with the Stock Exchanges.

Please also be informed that in compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with the Company's Code on Prohibition of Insider Trading, the Trading Window for dealing in securities of the Company by Designated Persons and their immediate relatives will be closed from Thursday, 9 November, 2023 till further notice to the Stock Exchanges, for the purpose of the QIP Issue.

We request you to kindly take this on record and be treated as compliance under Regulations 29(1) and 30 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The meeting of the Capital Market Committee commenced at 9:30 P.M. (I.S.T) and concluded at 9:50 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 Digitally signed
by RAJESH
MUNDHRA
Date: 2023.11.08
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MUNDHRA
RA

Rajesh Mundhra

Company Secretary & Compliance Officer

ACS 12991

Place: Kolkata

Encl.: As above



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING NO. CMC/002/2023-24 OF THE CAPITAL MARKET COMMITTEE OF THE BOARD OF DIRECTORS OF RAMKRISHNA FORGINGS LIMITED HELD ON WEDNESDAY, WEDNESDAY, 8 NOVEMBER, 2023 AT 9:30 P.M. (I.S.T) AT 12TH FLOOR, 23 CIRCUS AVENUE, KOLKATA - 700017

APPROVE OPENING OF THE QIP ISSUE AND DECIDE ON THE RELEVANT DATE, FLOOR PRICE AND DISCOUNT

“RESOLVED THAT pursuant to the resolution passed by the Board of Directors of the Company at its meeting held on Saturday, September 30, 2023 and special resolution passed by the shareholders of the Company on Saturday, October 28, 2023, the proposed issue by way of Qualified Institutions Placement (QIP) of equity shares of face value of Rs. 2 each of the Company (the “Equity Shares”) to eligible Qualified Institutional Buyers aggregating to an amount up to Rs. 1,000 Crores (Rupees One Thousand Crores) under Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (SEBI ICDR Regulations) and Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, each as amended (the “Issue”) be opened today, i.e. November 8, 2023, for receiving bids in connection with the Issue and that the Capital Market Committee shall determine the Issue closing date and the price at which Equity Shares will be issued and allotted in the Issue (the “Issue Price”) at a meeting of the Capital Market Committee to be held on Monday, November 13, 2023 in accordance with Chapter VI of the SEBI ICDR Regulations and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI LODR Regulations).”

“RESOLVED FURTHER THAT in respect of the Issue, the ‘Relevant Date’ for the purpose of determination of the floor price at which the Equity Shares shall be issued pursuant to the provisions of Regulation 171(b)(i) of the SEBI ICDR Regulations, shall be the date of this resolution i.e. Wednesday, November 8, 2023 (the “Relevant Date”).

“RESOLVED FURTHER THAT the Floor Price of Rs. 644.46 per Equity Share (the “Floor Price”) for the Issue, as calculated based on the pricing formula prescribed under Regulation 176(1) and other applicable provisions of the SEBI ICDR Regulations and based on the certificate received from the Joint Statutory Auditors of the Company, for determination of Floor Price, be and is hereby approved and taken on record by the Capital Market Committee.”

“RESOLVED FURTHER THAT in accordance with the proviso to Regulation 176(1) of the SEBI ICDR Regulations and pursuant to the special resolution passed by the shareholders of the Company on Saturday, October 28, 2023, the Company, in consultation with the Book Running Lead Managers (BRLMs) to the Issue, may offer a discount of not more than 5% (five percent) on the floor price so calculated for the Issue.”



Certified True Copy

For RAMKRISHNA FORGINGS LTD.

COMPANY SECRETARY

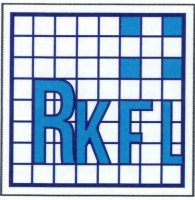


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“RESOLVED FURTHER THAT the Capital Market Committee be and hereby approves execution of various deeds, documents, confirmations, undertakings, declarations, appointment letters, mandates, authority letters, powers of attorney, forms, other letters and other papers as may be required and to undertake all such acts as are necessary or appropriate in order to complete the Issue, including but not limited to issuing a prior intimation to BSE Limited and National Stock Exchange of India Limited (the “Stock Exchanges”) in relation to determination of the Issue price, including a discount, if any thereto, in accordance with the SEBI ICDR Regulations, of the Equity Shares to be allotted to Qualified Institutional Buyers (QIBs), pursuant to the Issue.”

“RESOLVED FURTHER THAT Mr. Lalit Kumar Khetan, Whole-time Director & CFO (DIN: 00533671), Mr. Pawan Kumar Kedia, Whole-time Director (00375557) and Mr. Rajesh Mundhra, Company Secretary (ACS: 12991) be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required including but not limited to liaising with Book Running Lead Managers, lawyers, counsels, advisors, escrow bankers, printers, the Stock Exchanges, the Securities and Exchange Board of India (SEBI), the Registrar of Companies or any other government and non-government authorities, nodal agencies and all such other agencies, person or persons, to give effect to the above resolutions, including all such acts, deeds, matters and things as may be required by the Stock Exchanges, SEBI or any other governmental or regulatory authority and making necessary applications including for listing of the Equity Shares, in connection with the Issue.”

“RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by the Company Secretary of the Company, be forwarded to any person or the authorities concerned for necessary action.”

The resolution was passed unanimously.

**CERTIFIED TRUE COPY
For Ramkrishna Forgings Limited**


**Rajesh Mundhra
Company Secretary
ACS: 12991**



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