

RAJKUMAR FORGE LTD.

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Date: July 30, 2013

To,

Chief General Manager
Corporate Finance Department
Division of Corporate Restructuring
The Securities and exchange Board of India
SEBI Bhavan Plot No C4-A,G-Block
Bandra Kurla Complex ,Bandra (East)
Mumbai- 400051.

Dear Sir,

Subject : Request for Informal Guidance by way of Interpretive letter under the Securities and Exchange Board of India Informal Guidance Scheme in Relation to off the market acquisition of the equity shares by constituent of promoter group under SEBI Substantial Acquisition and Takeover Takeover Regulations 2011.

We submit the facts as detailed below for your consideration and valued opinion in respect of provisions of regulation 3 (2) of the Securities and Exchange Board of India (Substantial Acquisition and Takeover Regulations 2011.)

A. BACK GROUND

RAJKUMAR FORGE LIMITED (Company) is presently listed on " Bombay Stock Exchange Limited" is having stock id "RJKMRFR" and Stock Code 513369.

The Issued Subscribed and paid-up capital of the Company as listed on the Bombay Stock Exchange Limited is as follows:-

Fully paid up 109,39,400 Equity Shares of Rs.10/- each ,aggregating to Rs.1,09,394,000/-
As on 19'th July, 2013 the promoters of Rajkumar Forge Limited are holding 6,896,900 equity shares viz 63.0464 % of the paid up capital of the Company.

Mr.Amit Prabhakar Kore, Preeti Kore and Deepati Kore are among the Promoters of the Company.



SEBI/IW/P/20130803/0000089469



Visit us : www.rkforging.com

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The present holding of the above named constituents of the promoter group are as under :-

Sr.No	Name of constituent of promoter group	Face value of shares	No of shares	% to paid up capital of the Company
1	Amit Prabhakar Kore	10/-	1,00,000	0.914
2	Preeti Prabhakar Kore	10/-	32500	0.297
3	Deepati Prabhakar Kore	10/-	30,000	0.274

The above constituents of the promoter group intends to accept gifts of 1,80,000 (One Lac Eighty Thousand) equity shares each aggregating to 4.93% of the paid up capital of the Company from their distant relative, who is not among the promoter of the Company.

B. APPLICABLE REGULATIONS

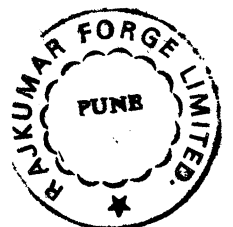
Regulation 3 of the Substantial Acquisition Regulation provides as follows:-

No acquirer , who together with person acting in concert with him , has acquired and hold in accordance with these regulations shares or voting rights in a target company entitling him to exercise twenty five percent or more of voting rights in the target company but less than maximum permissible non-public shareholding , shall acquire with in any financial year additional shares or voting rights in such target company entitling them to exercise more than five percent of voting rights , unless the acquirer makes public announcement of an open offer for acquiring shares of such target company in accordance with these regulations.

Provided that such acquirer shall not be entitled to acquire or enter into agreement to acquire shares or voting rights exceeding such number of shares as would take the aggregate shareholding pursuant to actuation above the maximum permissible non-public shareholding.

Explanation: For purpose of determining the quantum of acquisition of additional voting rights under sub-regulation,-

- (i) Gross acquisition alone shall be taken into account regardless of any intermittent fall in shareholding or voting rights whether owing to disposal of shares held or dilution of voting rights owing to fresh issue of shares by target company
- (ii) In the case of acquisition of shares by way of issue of new shares by the target Company or where the target company has made an issue of new shares in any given financial year, the difference between the pre allotment



and post allotment percentage voting rights shall be regarded as the quantum of additional acquisition.

(3) For the purpose of sub-regulation (1) and sub-regulation (2) acquisition of shares by any person, such that individual shareholding of that person acquiring shares exceeds the stipulated threshold, shall also be attracting the obligation to make an open offer for acquiring shares of target company irrespective whether there is a change in the aggregate shareholding with person acting in concert.

On reading of Regulation, we understand that without making public offer promoters can acquire up to 5% of the paid up equity shares of the Company during the year even through off market deals.

C. CLARIFICATION SOUGHT

Based on the above facts, we seek your interpretive letter as to whether the aforesaid constituents of the promoter group together can acquire above stated shares which are not exceeding 5% of the paid up capital of the Company by way of off market deals like gift from distant relative during accounting year ending 31.03.2014.

We request your formal guidance on the above query.

D. REQUEST FOR CONFIDENTIALITY

Taking in to account the sensitivities involved in the transaction of this nature, we request you to keep this request and your response confidential and not be made available to the public. In the event the same is required to be made public, I request that the name of the Company i. e. Rajkumar Forge Limited, its promoters and individuals be redacted and kept confidential

We request you to kindly communicate on the following address

Attn : Mr. R.S.Kothavale,
Managing Director
Rajkumar Forge Limited
18, Shivaji Housing Society
Off Senapati Bapat Road
PUNE- 411016

We thank you in advance for sparing your valuable time in pondering over this application and we await to receive your interpretive letter in connection with above facts.

We enclose a Demand Draft of Rs. 25,000/- (Twenty Five Thousand Only) drawn on Bank of Baroda, Senapati Bapat Road, Pune 411016 dated 30/07/2013 towards fees in your favor as required under the SEBI Informal Guidance Scheme.



We shall thank you to kindly accept our request for informal guidance under the scheme of Informal Guidance of the Securities and Exchange Board of India and guide us on the above issues.

Thanking you,

Yours faithfully

For RAJKUMAR FORGE LIMITED


R.S.Kothavale
Managing Director

