



RMG ALLOY STEEL LIMITED

CIN : L27100GJ1980PLC020358

Registered Office: Plot No. 1 G I D C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Jhagadia GJ 393110
Corporate Office : B/9, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.
E-mail: allcompanysecretaryofrmgl@welspun.com Website: www.rmgalloysteel.com
Tel.: +91-22-66136000 Fax: +91-22-2490 8020

NOTICE

To,

The Members,

NOTICE is hereby given that an Extra Ordinary General Meeting of RMG Alloy Steel Limited will be held at the Registered Office, Plot No.1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, in the State of Gujarat on Thursday, January 31,2019, at 12.30pm to transact the following business:

SPECIAL BUSINESS

1. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder as may be amended from time to time and the Articles of Association of the Company, and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable, the approval of the members be and is hereby granted to the Board of Directors of the Company to reclassify the authorized share capital of the Company to Rs.565,00,00,000/- (Rupees Five Hundred and Sixty Five Crores Only) divided into: (i) 51,00,00,000 (Fifty One Crores) Equity Shares of Rs.6/- (Rupees Six Only) each and (ii) 25,90,00,000 (Twenty Five Crores Ninety Lakh) Preference Shares of Rs.10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Act, the existing Clause V of Memorandum of Association of the Company is hereby repealed and replaced with the following Clause V:

“V. The Authorised Share Capital of the Company is Rs. 565,00,00,000/- (Rupees Five Hundred and Sixty Five Crores Only) divided into: (i) 51,00,00,000 (Fifty One Crores) Equity Shares of Rs.6/- (Rupees Six Only) each and (ii) 25,90,00,000 (Twenty Five Crores Ninety Lakh) Preference Shares of Rs.10/- (Rupees Ten Only) each with power to the Board of Directors to classify into any class of shares, with power to increase or reduce the capital for the time being and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, cumulative, convertible, preference, guaranteed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, alter, modify, amalgamate or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided for by the Articles of Association of the Company or by the law in force for the time being.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

2. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 42, 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable, and subject to approval of any statutory/regulatory or other appropriate authorities and subject to such condition(s) as may be prescribed by one or more of them while granting any such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers including the powers conferred under this resolution or any person duly authorised by the Board in this behalf) and enabling provisions in the Memorandum of Association and Articles of Association of the Company, the consent, approval and sanction of the Company be and is hereby accorded to the Board of Directors to issue and allot upto 24,250,000 Redeemable Preference shares of Rs.10/- each aggregating to Rs.242,500,000/- (Rupees Twenty Four Crore Twenty Five Lakh Only) in one or more tranches to the persons named hereunder, on the terms as prescribed hereunder:

Sr. No.	Name of Allottee	Number of Shares	Consideration
1.	Welspun Steel Ltd	3,000,000	30,000,000
2.	Antique Finsec Private Limited	1,000,000	10,000,000
3.	Mr. Sanjay Ramesh Kohli	500,000	5,000,000
4.	Mr. Ritesh Vilasrao Deshmukh	10,000,000	100,000,000
5.	Ms. Vaishali Parag Raja	1,000,000	10,000,000
6.	Mr. Sanjaykumar Jawaharlal Razdan	1,000,000	10,000,000
7.	Mr. Rakesh Singh	500,000	5,000,000
8.	Ms. Sanjeeda Aamirali Malik	500,000	5,000,000
9.	Empower Wealth Advisors LLP	2,750,000	27,500,000
10.	Mr. Pankaj Jawaharlal Razdan	4,000,000	40,000,000
	Total	24,250,000	242,500,000

Terms and Conditions of the Redeemable Preference Shares (“RPS”):

- a) Priority with respect to payment of dividend or repayment of capital vis a vis equity shares: **Dividend: Nil; With respect to repayment of capital, Preference shares shall have priority over Equity shares;**
- b) Participation in surplus fund: **Nil;**
- c) Participation in surplus assets and profits on winding-up which may remain after the entire capital has been repaid: **Nil;**
- d) Payment of dividend on cumulative or non-cumulative basis: **Not Applicable;**
- e) Conversion of preference shares into equity shares: **Not convertible;**
- f) Voting rights: **No voting rights;**
- g) Redemption of preference shares: **Preference Shares are redeemable at par at the end of fifteen months from the date of allotment thereof or anytime earlier with mutual agreement.**

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.”

3. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of Sections 42, 62 and other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable, and subject to approval of any statutory/regulatory or other appropriate authorities and subject to such condition(s) as may be prescribed by one or more of them while granting any such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers including the powers conferred under this resolution or any person duly authorised by the Board in this behalf) and enabling provisions of the Memorandum and Articles of Association of the Company, consent and approval of the members be and is hereby granted to the Board of Directors of the Company to create, offer, issue and allot upto 38,974,352 equity shares of Rs.6/- each fully paid up and upto 33,287,177 warrants carrying option to subscribe (in the ratio of one equity share for one warrant) to 33,287,177 equity shares of Rs.6/- each fully paid up of the Company, to the proposed allottees respectively named in the table given below at a price of Rs.23.40/- per equity share being not less than the minimum price determined in accordance with Regulation 164 of Chapter V Part IV of the SEBI ICDR Regulations on such terms and conditions as the Board may think fit in its absolute discretion:

Sr. No.	Name of the Proposed Allottee	Equity Shares(1)	Warrants carrying option to subscribe to Equity shares (2)	Total Equity shares represented by (1) and (2)	Amount of consideration (in Rs.)
1.	Welspun Steel Ltd	17,478,632	19,526,495	37,005,127	865,919,971.80
2.	MGN Agro Properties Pvt Ltd	0	11,965,811	11,965,811	279,999,977.40
3.	Mr. Dilip Kumar Lakhi	9,829,059	1,794,871	11,623,930	271,999,962.00
4.	Winro Commercial (India) Ltd	1,709,401	0	1,709,401	39,999,983.40
5.	Mr. Vikram Kotak (Partner, on behalf of Crest Capital & Investments)	427,350	0	427,350	9,999,990.00
6.	Mr. Dino Angelo Morea	106,837	0	106,837	2,499,985.80
7.	Mr. Sanjay Ramesh Kohli	213,675	0	213,675	4,999,995.00
8.	Antique Finsec Private Limited	427,350	0	427,350	9,999,990.00
9.	Mr. Ritesh Vilasrao Deshmukh	4,273,504	0	4,273,504	99,999,993.60
10.	Ms. Vaishali Parag Raja	427,350	0	427,350	9,999,990.00
11.	Mr. Sanjaykumar Jawaharlal Razdan	427,350	0	427,350	9,999,990.00
12.	Mr. Rakesh Singh	213,675	0	213,675	4,999,995.00
13.	Ms. Sanjeeda Aamirali Malik	213,675	0	213,675	4,999,995.00
14.	Mr. Ram Goyal	341,880	0	341,880	7,999,992.00
15.	Empower Wealth Advisors LLP	1,175,213	0	1,175,213	27,499,984.20
16.	Mr. Pankaj Jawaharlal Razdan	1,709,401	0	1,709,401	39,999,983.40
	Total	38,974,352	33,287,177	72,261,529	1,690,919,778.60

RESOLVED FURTHER THAT the consideration for the equity shares and warrants carrying options to subscribe to equity shares may be paid either in cash; or the proposed allottees may opt to convert unsecured loan given by them or the proposed allottees may tender the redeemable preference shares held by them for utilizing the redemption amount thereof towards subscription to the aforesaid securities.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations the ‘Relevant Date’ for the purpose of determining the minimum price for the issue of equity shares to be directly issued and to be issued against warrants, is January 1, 2019.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the equity shares/ warrants is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the equity shares to be issued and allotted in terms of this resolution shall rank pari passu with the existing equity shares of the Company in all respects, including dividend and shall be subject to the Memorandum and Articles of Association of the Company and shall be subject to lock-in as provided under the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Directors/Committees of Board or executives/ Officers of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of Sections 62 (3) and (4) and other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the policies, rules, regulations, guidelines, notifications and circulars,

if any, issued by the Government of India, Reserve Bank of India (RBI) or any other competent authority, from time to time, to the extent applicable, and subject to approval of any statutory/regulatory or other appropriate authorities and subject to such condition(s) as may be prescribed by one or more of them while granting any such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers including the powers conferred under this resolution or any person duly authorised by the Board in this behalf) and enabling provisions of the Memorandum and Articles of Association of the Company, consent and approval of the members be and is hereby granted to the Board of Directors of the Company to create, offer, issue and allot such number of equity shares of Rs.6/- fully paid up of the Company required to be issued and allotted upon exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company, at such price and on such terms and conditions as may be agreed to by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Directors/Committees of Board or executives/ Officers of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
Sd/-
Rashmi Mamtura
Company Secretary
FCS-8658

Place: Mumbai

Date: January 2, 2019

NOTES:

1. **A member entitled to attend and vote at the Extra Ordinary General Meeting (EOGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.**
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
5. The proxy-holder shall prove his identity at the time of attending the meeting.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
7. A proxy form which does not state the name of the proxy shall not be considered valid. Undated proxy shall not be considered valid and if the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last shall be considered valid. If they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
8. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
9. A statement pursuant to Section 102 (1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed hereto.
10. Members are requested to bring their attendance slip along with copy of the Notice to the Meeting.
11. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.
12. The record date for the purpose of EOGM will be Thursday, January 24, 2019.
13. All correspondence pertaining to Equity Shares should be forwarded to the Company's Registrar and Transfer Agent M/s. Bigshare Services Pvt. Ltd., Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Next to Keys Hotel, Marol Maroshi Road, Andheri (East), Mumbai – 400059, Contact person: Mr. Jibu John / Mr. Vinod Yadav (Client Executive) Tel: 91-22-62638200, Fax: 91-22-62638261, Email: investor@bigshareonline.com, and are also requested to immediately inform their change of address, change of e-mail address or consolidation of folios, if any, to the Company's said Registrar and Transfer Agent.
14. Members holding shares in dematerialized form are requested to intimate immediately any change pertaining to their bank details, Electronic Clearing Service (ECS) mandates, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, M/s. Bigshare Services Pvt. Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Bigshare Services Pvt. Ltd, Registrar and Transfer Agent.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants and members holding shares in physical form can submit their PAN details to the Company.
16. The Company will send Notice of EOGM in electronic mode to its Members who have registered their e-mail addresses for the purpose. Those shareholders who have not got their email address registered or wish to update a fresh email address may do so by submitting the attached E-mail Registration-Cum Consent Form to the Company or the Registrar and Transfer Agent of the Company consenting to send the Annual Report and other document in electronic form at the said e-mail address.
17. The shareholders who wish to nominate, any person to whom his securities shall vest in the event of his death, may do so by submitting the attached Nomination Form to the Company or the Registrar and Transfer Agent of the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.
18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Bigshare Services Pvt. Ltd, Registrar and Transfer Agent, for consolidation into a single folio.
19. The Notice for the Extra Ordinary General Meeting will be available for inspection at the Registered Office of the Company on all working days between 10:00 a.m. to 12:00 noon upto the date of Extra Ordinary General Meeting. The Notice will also be available on the Company's website at: www.rmgalloysteel.com.
20. The businesses mentioned in this Notice may be transacted through electronic voting system, the process and manner and such other details are as under:
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). The e-voting facility is available at the link <https://www.evotingindia.com>
21. A member may participate in the General Meeting even after exercising his right to vote through e-voting but shall not be allowed to vote again at the General Meeting.

22. 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 only shall be entitled to avail the facility of e-voting as well as voting at the General Meeting through ballot paper.
23. M/s Mihen Halani and Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting by way of ballot and e-voting process in a fair and transparent manner.
24. The Chairman shall, at the General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the General Meeting but have not cast their votes by availing the e-voting facility.
25. The Scrutinizer, after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
26. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rmgalloysteel.com, notice board of the Company at the registered office as well as the corporate office and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd, at which the shares of the Company are listed.

Please read the instructions for e-voting before exercising the vote.

These details and instructions form integral part of the Notice for the Extra Ordinary General Meeting to be held on Thursday, January 31, 2019.

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

- (i) The voting period begins on Monday, January 28, 2019 at 9:00 am and ends on Wednesday, January 30, 2019 at 5:00 pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, January 24, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for RMG Alloy Steel Limited "190104001" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) **The voting period begins on Monday, January 28, 2019 at 9:00 am and ends on Wednesday, January 30, 2019 at 5:00 pm.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday, January 24, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
Sd/-
 Rashmi Mamtura
 Company Secretary
 FCS-8658

Place: Mumbai
 Date: January 2, 2019

Registered Office of the Company:

Plot No.1, G.I.D.C Industrial Estate, Valia Road,
 Jhagadia, Dist. Bharuch, Gujarat - 393110
 Corporate Identity Number: L27100GJ1980PLC020358
 E-mail: allcompanysecretaryofrmgl@welspun.com
 Website: www.rmgalloysteel.com

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

RESOLUTION NO. 1

The Board has appraised the financial requirement of the Company including the need to incur capital expenditure for revival of the business, augmentation of working capital, reduction of liability, according to which the Company would need a further capital infusion. The Company has received consent from a constituent of Promoters viz. Welspun group companies being Welspun Steel Limited ("Welspun Steel") and MGN Agro Properties Private Limited ("MGN Agro") and other selected investors for subscribing to equity shares as well as warrants carrying right to subscribe to equity shares of the aggregate amount of Rs.169.09 Crore. The Board therefore decided to raise further capital by way of issue of equity shares/preference shares/directly and/or through issue of warrants carrying option to subscribe for equity shares. In order to enable issue and allotment of shares, it is proposed to reclassify the present Authorized Share Capital of the Company to Rs.565,00,00,000/- (Rupees Five Hundred and Sixty Five Crores Only) divided into: (i) 51,00,00,000 (Fifty One Crores) Equity Shares of Rs.6/- (Rupees Six Only) each and (ii) 25,90,00,000 (Twenty Five Crores Ninety Lakh) Preference Shares of Rs.10/- (Rupees Ten Only) each. Therefore alteration of Clause V of Memorandum of Association is contemplated under Resolution No. 1 of this notice.

The members consent is sought to reclassify the authorized share capital of the Company as aforesaid.

Save and except Mr. B.K.Goenka, a promoter of Welspun Steel and MGN Agro, none of the other directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

The Board of Directors recommends the Item No. 1 to be passed by the members of the Company as Ordinary Resolution.

RESOLUTION NO. 2

Further it is proposed to issue and allot upto 24,250,000 Redeemable Preference shares of Rs.10 each aggregating to Rs.242,500,000/- (Rupees Twenty Four Crore Twenty Five Lakh Only) to the persons / entities named in the resolution. The aggregate funds to be raised by way of share capital *plus* securities premium under this resolution and the resolution proposed under Resolution No.3 of this Notice, shall not exceed the issue proceeds of Rs.169.092 crores as mentioned in Resolution No.3.

Information required under Rule 9 and 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014

- a) Objectives of the issue: incur capital expenditure, augmentation of working capital, reduction of liability and general business purpose
- b) Kind of security and the total number of securities to be issued and amount intended to be raised: upto 24,250,000 Redeemable Preference shares of Rs.10 each aggregating to Rs.242,500,000/- (Rupees Twenty Four Crore Twenty Five Lakh Only)
- c) the price or price band at/within which the allotment is proposed: shares shall be issued at par i.e. at face value of Rs.10/- each
- d) Nature of shares (i.e. cumulative or non - cumulative, participating or non-participating, convertible or non -convertible): Non-Cumulative, Non-participating, non-convertible
- e) Manner of issue of shares: Private Placement
- f) basis on which the price has been arrived at along with report of the registered valuer and name and address of valuer who performed valuation: the price has been arrived at based on the valuation report dated January 2, 2019 issued by CA C.S. Mangal & Co. Chartered Accountant, Mumbai
- g) relevant date with reference to which the price has been arrived at: January 1, 2019.
- h) Date of passing of Board resolution: January 2, 2019
- i) the class or classes of persons to whom the allotment is proposed to be made: It is proposed to allot shares to a constituent of the Promoters Group and other investors as named in the resolution.
- j) intention of promoters, directors or key managerial personnel to subscribe to the offer: the offer will be made to a constituent of the Promoters Group and the independent financial investors mentioned in the resolution
- k) Terms of redemption, manner and modes of redemption: Preference shares are redeemable at par at the end of fifteen months from the date of allotment or anytime earlier with mutual agreement
- l) the proposed time within which the allotment shall be completed: the allotment is proposed to be completed within one year from the date of passing the members resolution.
- m) the names of the proposed allottees

Sr. No.	Name of Allottee	Number of Shares	Consideration
1.	Welspun Steel Ltd	3,000,000	30,000,000
2.	Antique Finsec Private Limited	1,000,000	10,000,000
3.	Mr. Sanjay Ramesh Kohli	500,000	5,000,000
4.	Mr. Ritesh Vilasrao Deshmukh	10,000,000	100,000,000
5.	Ms. Vaishali Parag Raja	1,000,000	10,000,000
6.	Mr. Sanjaykumar Jawaharlal Razdan	1,000,000	10,000,000
7.	Mr. Rakesh Singh	500,000	5,000,000
8.	Ms. Sanjeeda Aamirali Malik	500,000	5,000,000
9.	Empower Wealth Advisors LLP	2,750,000	27,500,000
10.	Mr. Pankaj Jawaharlal Razdan	4,000,000	40,000,000
	Total	24,250,000	242,500,000

- n) the change in control, if any, in the company that would occur consequent to the preferential offer: no change in control
o) the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Type of Securities	Allotment Date	No. of Persons	No. of securities	Price
Preference Shares	28.04.2018	2	160,592,000	Rs.10/- at par
Equity Shares	29.05.2018	23	238,258,324	Rs.12/- (includes premium of Rs.6/-)
Warrants convertible into equivalent number of equity shares	29.05.2018	2	69,415,000	Rs.12/- (includes premium of Rs.6/-)
Preference Shares	26.09.2018	5	8,02,50,000	Rs.10/- at par

- p) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: NA
q) Principle terms of the assets charged as securities: NA
r) The pre issue and post issue shareholding pattern of the company and expected dilution: Since the preference shares are not convertible, no dilution is expected to happen upon issuance of redeemable preference shares. The pre and post shareholding pattern of the company is given below:

Sr. No.	Category	Pre Issue		Post Issue*	
		No. of Shares	%	No. of Shares	%
A	Promoters' holding				
1	Indian				
	Individual	1,984	0.0006	1,984	0.0006
	Bodies corporate	193,624,895	55.8489	193,624,895	55.8489
	Sub-total	193,626,879	55.8495	193,626,879	55.8495
2	Foreign promoters	-	-	-	-
	Sub-Total (A)	193,626,879	55.8495	193,626,879	55.8495
B	Non-promoters' holding				
1	Institutional investors	40,681	0.0117	40,681	0.0117
2	Non-institution				
	Private corporate bodies	18,274,168	5.2710	18,274,168	5.2710
	Directors and relatives				
	Indian public	130,950,380	37.7712	130,950,380	37.7712
	others (including NRIs)	3,802,056	1.0967	3,802,056	1.0967
	Sub-Total (B)	153,067,285	44.1505	153,067,285	44.1505
	GRAND TOTAL	346,694,164	100.0000	346,694,164	100.0000

Save and except Mr. B.K.Goenka, a promoter of Welspun Steel, none of the other directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

The Board of Directors recommends the Item No. 2 to be passed by the members of the Company as Special Resolution.

RESOLUTION NO. 3

The Company is proposing resolution no. 3 to raise the necessary funds amounting to Rs1,690,919,778.60 (Rupees One Hundred Sixty Nine Crore Nine Lakh Nineteen Thousand Seven Hundred Seventy Eight and Paise Sixty only) by issuance of total 38,974,352 equity shares of face value of Rs.6/- each at a price of Rs.23.40/- per share and 33,287,177 warrants carrying option to subscribe (in the ratio of one equity share for one warrant) to 33,287,177 equity shares of Rs.6/- each fully paid up of the Company, to the proposed allottees respectively named in the table given below at a price of Rs.23.40/- per equity, on preferential basis by way of issuance of the private placement offer. The proposed issue of securities through this resolution No.3 was approved by the Board of Directors in its meeting held on January 2, 2019 and is subject to requisite approval of BSE Ltd. The aggregate funds to be raised by way of share capital *plus* securities premium under this resolution and the resolution proposed under Resolution No.2 of this Notice, shall not exceed the issue proceeds of Rs.169.092 crores as mentioned in this resolution.

In terms of the requirement of Section 102 of the Companies Act, 2013 ("Act") read with Rule 13(2) of the Companies (Share Capital & Debentures) Rules, 2014 and Chapter V of the Securities Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") the following disclosures are been made:

(1) OBJECT OF THE ISSUE

Augment the funding requirements of the Company mainly to incur additional capital expenditure necessary for revival of business, reduction of liabilities including augmentation of working capital, redemption of preference shares and for other general corporate purpose.

(2) **MAXIMUM NUMBER OF SPECIFIED SECURITIES TO BE ISSUED**

Upto 38,974,352 equity shares of Rs.6/- each fully paid up and 33,287,177 warrants carrying option to subscribe (in the ratio of one equity share for one warrant) to 33,287,177 equity shares of Rs.6/- each fully paid up of the Company.

(3) **INTENT OF THE PROMOTERS, DIRECTORS OR KEY MANAGERIAL PERSONNEL OF THE COMPANY TO SUBSCRIBE TO THE OFFER.**

Except Welspun Steel Limited and MGN Agro Properties Pvt Ltd, constituents of the Welspun group being a constituent of the promoters of the Company, no other promoters, directors or key managerial personnel have the intention to subscribe to the offer.

(4) **PRE ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY**

The shareholding pattern of the Company as on the date and post issue:-

Category	Pre Issue		Post Issue*	
	No. of Shares	%	No. of Shares	%
Promoters' holding	193,626,879	55.85	294,512,817	60.31
Non Promoters' Holding	153,067,285	44.15	193,857,876	39.69
Total (A)+(B)	346,694,164	100.00	488,370,693	100.00

*The post issue figures shown in the above table are arrived at after considering the issue and allotment of equity shares (including by way of exercise of warrants) aggregating to 72,261,529 to the proposed allottees named in the proposed resolution no.3 and allotment of equity shares upon exercise of presently outstanding 69,415,000 warrants.

(5) **PROPOSED TIME LIMIT FOR COMPLETION OF ALLOTMENT:**

The allotment of equity shares and warrants will be completed as per SEBIICDR Regulations within a period of 15 days from the date of passing of the special resolution contained in this Notice or the date of receipt of statutory or regulatory approval or order, as may be required prior to the allotment.

(6) The identity of the natural persons who are the ultimate beneficial owners of the equity shares / warrants proposed to be allotted and / or who ultimately controls the proposed allottees, and the percentage of the ultimate beneficial interest in the post issue capital of the Company that may be held by them, are as under:

Sr. No.	Name of the Allottee	Name of the Ultimate Beneficial Owners	Ultimate Beneficial Interest in the proposed allottee (%)	Ultimate Beneficial Interest in the post issue capital of the Company (%)
1.	Welspun Steel Ltd	Ms. Radhika Goenka	0.00	0.00
		Ms. Dipali Goenka	27.34	13.69
		Ms. Vanshika Goenka	0.00	0.00
		Mr. Balkrishan Goenka	32.13	16.08
		Mr. Rajesh Mandawewala	0.00	0.00
		Ms. Pratima Mandawewala	0.00	0.00
		Mr. Abhishek Mandawewala	0.00	0.00
		Mr. Yash Mandawewala	0.00	0.00
		Jointly By: i. Mr.B.K. Goenka ii. Ms. Dipali Goenka iii. Ms. Radhika Goenka iv. Ms. Vanshika Goenka	37.28	18.66
		Jointly By: i. Mr. Rajesh R. Mandawewala ii. Mrs. Pratima Mandawewala iii. Mr. Abhishek Mandawewala iv. Mr. Yash Mandawewala v. Mr. Ramesh Mandawewala vi. Mrs. Sitadevi Mandawewala	3.24	1.62
2.	MGN Agro Properties Pvt Ltd	Jointly By: i. Mr.B.K. Goenka ii. Ms. Dipali Goenka iii. Ms. Radhika Goenka iv. Ms. Vanshika Goenka	92	2.25
		Jointly By: i. Mr. Rajesh R. Mandawewala ii. Mrs. Pratima Mandawewala iii. Mr. Abhishek Mandawewala iv. Mr. Yash Mandawewala v. Mr. Ramesh Mandawewala vi. Mrs. Sitadevi Mandawewala	8	0.20
3.	Mr. Dilip Kumar Lakhi	Self	100	23.68
4.	Winro Commercial (India) Ltd	Self	100	1.97

5.	Mr. Vikram Kotak (Partner, on behalf of Crest Capital & Investments)	Mr. Vikram Kotak	40.00	0.17
		Mr. Vijay Choraria	46.00	0.20
		Ms. Shobhagdevi Choraria	9.34	0.04
		Ms. Sunita Choraria	4.67	0.02
		Vijaykumar Choraria HUF	0.00	0.00
6.	Mr. Dino Angelo Morea	Self	100	0.13
7.	Mr. Sanjay Ramesh Kohli	Self	100	0.04
8.	Antique Finsec Private Limited	Kirti Doshi	30.30	0.03
		Rohit Kothari	30.30	0.03
		Dinanath Chaturvedi	30.30	0.03
		Basudev Prasad Chaturvedi	0.00	0.00
		Rajesh Chaturvedi	5.42	0.00
	Varsha Chaturvedi	3.67	0.00	
9.	Mr. Ritesh Vilasrao Deshmukh	Self	100	1.39
10.	Ms. Vaishali Parag Raja	Self	100	0.09
11.	Mr. Sanjaykumar Jawaharlal Razdan	Self	100	0.43
12.	Mr. Rakesh Singh	Self	100	0.04
13.	Ms. Sanjeeda Aamirali Malik	Self	100	0.04
14.	Mr. Ram Goyal	Self	100	0.20
15.	Empower Wealth Advisors LLP	Ms. Rajeshree Snehal Shah	50	0.12
		Ms. Ekta Snehal Shah	50	0.12
16.	Mr. Pankaj Jawaharlal Razdan	Self	100	2.91

(7) **Undertakings:**

In terms of the SEBI ICDR Regulations, the Company hereby undertakes that:

- It shall re-compute the price of the equity shares in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so; and
 - If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.
- (8) The Company, its promoter and directors are not willful defaulters hence the disclosures as per Schedule VI of SEBI ICDR Regulations are not applicable.
- (9) A certificate from the statutory auditors of the Company certifying that the issue is being made in accordance with the requirements of these regulations will be placed before the Extra Ordinary General Meeting.
- (10) **TOTAL NUMBER OF SHARES TO BE ISSUED, CLASSES AND NAME OF THE PROPOSED ALLOTTEES AND THE PERCENTAGE OF POST PREFERENTIAL OFFER CAPITAL THAT MAY BE HELD BY THEM**

Sr. No.	Proposed Allottees	Maximum Number of Equity Shares to be allotted (including allotment against warrants)	% Post Preferential Issue Equity Capital
1.	Welspun Steel Ltd	37,005,127	50.06
2.	MGN Agro Properties Pvt Ltd	11,965,811	2.45
3.	Mr. Dilip Kumar Lakhi	11,623,930	23.68
4.	WINRO COMMERCIAL (INDIA) LTD	1,709,401	1.97
5.	Mr. Vikram Kotak (Partner, on behalf of Crest Capital & Investments)	427,350	0.43
6.	Mr. Dino Angelo Morea	106,837	0.13
7.	Mr. Sanjay Ramesh Kohli	213,675	0.04
8.	Antique Finsec Private Limited	427,350	0.09
9.	Mr. Ritesh Vilasrao Deshmukh	4,273,504	1.39
10.	Ms. Vaishali Parag Raja	427,350	0.09
11.	Mr. Sanjaykumar Jawaharlal Razdan	427,350	0.43
12.	Mr. Rakesh Singh	213,675	0.04
13.	Ms. Sanjeeda Aamirali Malik	213,675	0.04
14.	Mr. Ram Goyal	341,880	0.20
15.	Empower Wealth Advisors LLP	1,175,213	0.24

The Company has obtained Permanent Account Numbers from all the proposed allottees.

(11) **RELEVANT DATE, PRICING AND LOCK-IN OF EQUITY SHARES**

As per Regulation 161 of the SEBI ICDR Regulations, the Relevant Date is 30 days prior to the date of the Extra Ordinary General Meeting i.e. January 1, 2019.

Valuation of equity shares, being frequently traded shares, has been done as per Regulation 164 of SEBI ICDR Regulations. Accordingly, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date : **Rs.23.36 per equity share**
- Or
- the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date : **Rs.19.85 per equity share**

Accordingly the issue price of Rs.23.40 per equity shares is in compliance with the SEBI ICDR Regulations. A certificate of valuation dated January 2, 2019 has been obtained from C.A. S. Mangal & Co., Chartered Accountant, Mumbai.

The equity shares / warrants allotted shall be in a lock-in period as per Regulation 167 of SEBI ICDR Regulations.

- (12) **THE CHANGE IN CONTROL, IF ANY, IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PREFERENTIAL OFFER**
There will be no change in control consequent to the preferential offer and the management control of the Company will remain with the existing management of the Company.
- (13) **THE NUMBER OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE ALREADY BEEN MADE DURING THE YEAR IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE**

During the year, the Company has made following allotments on preferential basis:

Type of Securities	Allotment Date	No. of Persons	No. of securities	Price
Preference Shares	28.04.2018	2	160,592,000	Rs.10/- at par
Equity Shares	29.05.2018	23	238,258,324	Rs.12/- (includes premium of Rs.6/-)
Warrants convertible into equivalent number of equity shares	29.05.2018	2	69,415,000	Rs.12/- (includes premium of Rs.6/-)
Preference Shares	26.09.2018	5	8,02,50,000	Rs.10/- at par

- (14) **JUSTIFICATION FOR ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER**

Not Applicable. The Company has offered option to the proposed allottees to apply the proceeds of redemption of preference shares towards subscription of the equity shares as well as utilize unsecured loan availed / to be availed from the proposed allottees towards subscription to equity shares, and / or advance against warrants, being allotted in terms of the Resolution No.3.

Members' approval is sought by way of a special resolution proposed under Resolution No.3.

The draft copy of the Memorandum of Association and all other documents mentioned in the explanatory statement and resolutions, will be available for inspection at the Registered Office as well at the Corporate Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day except Saturday and Sunday until the date of the meeting and also be available for inspection at the meeting.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution except to the extent disclosed above and to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution as set out in the notice for approval of the members.

RESOLUTION NO. 4

Pursuant to Section 62(3) and (4) of the Companies Act, 2013, the subscribed and paid up capital of a company can be increased without further approval by shareholders by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

A lender bank while sanctioning a loan facility has stipulated, in terms of the relevant notification issued by RBI, a condition that the lender shall have the right of conversion of outstanding obligations into paid up equity share capital in case of default in payment / repayment by the Company in accordance with the extant RBI guidelines. Hence, as a part of enabling formality and without apprehending occurrence of any such event, the Company proposes to take approval of members as set out in resolution no.4 of this notice.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the resolution as set out in the notice for approval of the members.

Place: Mumbai
Date: January 2, 2019

By Order of the Board
Sd/-
Rashmi Mamtura
Company Secretary
FCS-8658



← from Bharuch Jn, Railway Station Rd, Railway Colony, ...
to Remi Metals Gujarat Limited, Jhagadia GIDC, Gujar...



40 min (23.9 km)

via GJ SH 165

Fastest route

⚠ This route has tolls.

Bharuch Jn

Railway Station Rd, Railway Colony, Bharuch, Gujarat 392012

↑ Head south-west

ⓘ Pass by Bharuch Station Police Chowki (on the left)

21 s (64 m)

> Drive along Zadeshwar Rd and GJ SH 165

28 min (17.2 km)

> Continue to Jhagadia GIDC

10 min (6.1 km)

↩ Turn left onto GJ SH 165

50 s (450 m)

Remi Metals Gujarat Limited

Jhagadia GIDC, Gujarat 393110

These directions are for planning purposes only. You may find that construction projects, traffic, weather, or other events may cause conditions to differ from the map results, and you should plan your route

Form No. SH-13

Nomination Form

(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014)

To,
The Executive Director,
RMG Alloy Steel Limited
G.I.D.C Industrial Estate, Valia Road, Jhagadia,
Dist. Bharuch, Gujarat 393110

I/ We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S —

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) (g) E-mail id:
- (h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR—

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder(s) _____

Signatures: _____

Witness with name and address: _____

Instructions:

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
2. The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
3. A minor can be nominated by a holder of Shares and in that event the name and address of the Guardian shall be given by the holder.
4. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on re-patriable basis.
5. Transfer of Shares in favour of a nominee shall be a valid discharge by a Company against the legal heir(s).
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled; else the request will be rejected.
8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee.
9. Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
10. Upon receipt of a duly executed nomination form, the Registrar & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
11. The nomination can be varied or cancelled by executing fresh nomination form.
12. The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
13. The intimation regarding nomination / nomination form shall be filed in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the Shareholders.
14. For shares held in dematerialised mode nomination is required to be filed with the Depository Participant in their prescribed form.

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**Form No. MGT-11
PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN : L27100GJ1980PLC020358

Name of the Company: RMG ALLOY STEEL LIMITED

Registered Office : G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat- 393110, India.

Email : allcompanysecretaryofrmgl@welspun.com Website: www.rmgalloysteel.com

Corporate Office : B/9, Trade world, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013. Tel No: +91 - 22-66136000 Fax: +91-22-2490 8020

Name of the member (s): _____

Registered Address: _____

E-mail Id: _____

Folio No / DP ID / Client ID

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I/We _____ being the member(s) of the above named company, hereby appoint:

1. Name) : _____

Address: _____

E-mail Id: _____

Signature: _____

2. Name) : _____

Address: _____

E-mail Id: _____

Signature: _____

3. Name) : _____

Address: _____

E-mail Id: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday, January 31, 2019 at 12.30 p.m. at the Registered Office of the Company at G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat 393110 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject of the Resolution	Vote	
		For	Against
1	Reclassification of Authorized Share Capital		
2	Proposal for issue and allotment of upto 24,250,000 Redeemable Preference shares of Rs.10 each aggregating to Rs.242,500,000/- (Rupees Twenty Four Crore Twenty Five Lakh Only) on private placement basis.		
3	Proposal for issue and allotment of 38,974,352 equity shares of face value of Rs.6/- each at a price of Rs.23.40/- per share and 33,287,177 warrants carrying option to subscribe (in the ratio of one equity share for one warrant) to 33,287,177 equity shares of Rs.6/- each fully paid at the issue price of Rs.23.40 per equity share		
4	Approval for conversion of loan/ debt into equity shares upon exercise of the option in case of default by the Company in terms of RBI notification / guidelines.		

Signed this day of20__.

Signature of shareholder_____

Affix Re. 1 Revenue stamp

Signature of Proxy Holder(s) : 1) _____ 2) _____ 3) _____

Note:

- 1) Please complete all the details including details of member(s) in the above Box before submission.
- 2) It is optional to put "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- 3) **A proxy can act on behalf of such number of member or members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. Provided that a member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
- 4) The Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



RMG ALLOY STEEL LIMITED

CIN : L27100GJ1980PLC020358

Registered Office: Plot No. 1 G I D C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Jhagadia GJ 393110
Corporate Office : B/9, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.
E-mail: allcompanysecretaryofrmgl@welspun.com Website: www.rmgalloysteel.com
Tel.: +91-22-66136000 Fax: +91-22-2490 8020

ATTENDANCE SLIP

Name of the sole / first named member : _____

Address of sole / first named member : _____

Registered folio no. : _____

DP ID no. / Client ID no.* : _____

Number of shares held : _____

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Thursday, January 31, 2019 at Plot No.1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch- 393110, Gujarat, at 12:30 PM.

Signature of Shareholder/ Proxy Present

Note: Members are requested to fill up the attendance slip and hand it over at the venue of the meeting.

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Important note for Electronic Voting:

The e-voting period commences on Monday, January 28, 2019 at 9:00 am and ends on Wednesday, January 30, 2019 at 5:00 pm. The e-Voting module shall be disabled by CDSL for voting thereafter.

Please read the instructions before exercising the vote.

These details and instructions form integral part of the Notice dated January 2, 2019 of Extra Ordinary General Meeting.

Date : ____ / ____ /2019

Unit : RMG Alloy Steel Limited

Subject : - **Intimation to dematerialise physical securities and for Updating the KYC details.**

Dear Sir/Madam,

The SEBI Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, BSE Circular No. LIST/COMP/15/2018-19 dated July 5, 2018 and NSE Circular No. NSE/CML/2018/26 dated July 9, 2018 and the SEBI Notification dated November 30, 2018, we advise you that since transfer of physical securities (except in case of transmission or transposition of securities) shall not be permitted and with effect from April 1, 2019 hence you are advised to dematerialise your physical securities before that date.

The procedure for dematerialization of securities is available on the Company's website www.rmgalloysteel.com Investors Relation Notice Procedure to Dematerialize the physical shares.

We refer to the SEBI Circulars No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 and SEBI/HO/MIRSD/DOS3/CIR/P/2018/11 5 dated July 16, 2018 by which SEBI has directed all the listed companies to record the **PAN** and **Bank Account** details of all securities holders holding securities in physical form. In case where you are holding shares of the Company in physical form, we request you to submit the relevant documents by ticking in the appropriate checkboxes on the basis of "**Required**" remarks as mentioned in the KYC form **within 21 days from the date of this letter**. Kindly refer to the list of supporting documents to be submitted for updating your KYC details as per the table printed below.

Sr.No	REQUEST TO BE UPDATED	SUPPORTING DOCUMENTS
A	PAN	Self-attested legible copy of PAN card (exempted for security holders from Sikkim)
B	BANK ACCOUNT DETAILS	<ul style="list-style-type: none">Self- attested legible copy of address proof. Any 1 from, a. Utility bill (not older than 3 months) b. Aadhaar Card c. Passport.Original cancelled cheque leaf of registered security-holderLegible copy of Bank Statement/Passbook with details of registered security-holder viz.name, address, account number etc. duly attested by Bank Manager or equivalent (If shareholders' name is not printed on chq leaf)
C	SPECIMEN SIGNATURE	<ul style="list-style-type: none">Affidavit for change of signature shares/bonds, duly notarised on non-judicial stamp paper of Rs. 100/- *Format for signature verification *Original cancelled cheque leafLegible copy of Bank Statement/Passbook with details of security-holder viz.name, address, account number etc. duly attested by Bank Manager or equivalent (If shareholders' name is not printed on chq leaf)
D	EMAIL ID	<ul style="list-style-type: none">To be mentioned in KYC form
E	MOBILE NO.	<ul style="list-style-type: none">To be mentioned in KYC form
F	NOMINATION	<ul style="list-style-type: none">Nomination Registration form *

Note: 1. * The relevant formats are available on our website http://www.bigshareonline.com/rt-operations.html?tab=form_ipo
2. Single copy of document is sufficient for updating multiple requests.

Kindly note that, as per SEBI directive, enhanced due diligence procedure will be applicable if KYC requirements are not fulfilled.

Yours faithfully,
For Bigshare Services Pvt Ltd
Sd/-
Authorised Signatory

To
Bigshare Services Pvt. Ltd
(Unit – RMG Alloy Steel Limited)
Date: __/__/____
Bharat Tin Works Building, 1st Floor,
Opp. Vasant Oasis, Next to Keys Hotel,
Marol Maroshi Road, Andheri (East), Mumbai – 400059

Dear Sir Madam,

Based on the data as mentioned in the table overleaf, we are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below for all the fields where the status is shown as 'Required' in the table.

A For registering PAN of registered security-holder and joint security-holders

Registered security-holder Joint holder 1 Joint holder 2 Joint holder 3

B For registering Bank details of registered security-holder only

Aadhaar/Passport/utility bill Original cancelled cheque leaf Bank Passbook/Bank Statement

C For registering the Specimen Signature of registered security-holder and joint security-holders

Affidavit Format for signature verification Original cancelled cheque leaf Bank Passbook/Bank Statement

D For Updating the email id of registered shareholder only: _____
(for the purpose of sending all communication via email)

E For updating Mobile No. of registered security-holder only:

F For registering the nominee details by the registered security-holder only: Nomination Registration form

Note: - 1. Security-holders from Sikkim can provide self-attested copy of Aadhaar Card/Voters Card/Driving License/Passport or any other identity proof as issued by Govt. 2. Single copy of document is sufficient for updating multiple requests.

I/We hereby state that the above mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed by affixing my/our signature(s) to it

Sign: _____
Registered holder

Sign: _____
Joint holder 1

Sign: _____
Joint holder 2

Sign: _____
Joint holder 3