

## RMG ALLOY STEEL LIMITED

### NOTICE

To,  
The Members,

**NOTICE** is hereby given that 36th Annual 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 Monday, September 24, 2018, at 12.30 pm to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Anuj Burakia (DIN: 02840211) who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the total remuneration of Rs.35,000/- approved by the Board of Directors of the Company to M/s. Kiran J. Mehta & Co. the Cost Auditors (Firm Registration No. 000025), appointed as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 and the other duties in accordance with the applicable legal provisions, be and is hereby ratified”

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

**“RESOLVED THAT** pursuant to Section 160 of the Companies Act, 2013, Mr. Balkrishan Goenka (DIN: 00270175), who was appointed as an additional director of the Company in the category of non-executive director as per Section 161 of the Companies Act, 2013 in meeting of the Board of Directors held on August 6, 2018, who holds office up to the date of 36th Annual General Meeting of the Company, and whose appointment has been recommended by the Nomination and Remuneration Committee in its meeting held on August 6, 2018 for the office of director, be and is hereby appointed as a director of the Company not liable to retire by rotation.

**RESOLVED FURTHER THAT** the directors and the Company Secretary of the Company be and are hereby authorized, jointly and severally, to do all such acts, deeds, things and matters to give effect to the above resolution.”

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

**“RESOLVED THAT** pursuant to Section 160 of the Companies Act, 2013, Mr. Prakash Tatia (DIN: 06559106), who was appointed as an additional director of the Company in the category of non-executive director as per Section 161 of the Companies Act, 2013 in meeting of the Board of Directors held on August 28, 2018, who holds office up to the date of 36th Annual General Meeting of the Company, and whose appointment has been recommended by the Nomination and Remuneration Committee in its meeting held on August 28, 2018 for the office of director, be and is hereby appointed as a director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** the directors and the Company Secretary of the Company be and are hereby authorized, jointly and severally, to do all such acts, deeds, things and matters to give effect to the above resolution.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) read with Schedule IV of the Act and other applicable rules made pursuant to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law for the time being in force, if applicable, Mr. Myneni Narayana Rao (DIN: 00577494), who was appointed as an additional director (independent) with effect from August 28, 2018 by the Board of Directors of the Company and who holds office as such upto the date of this Annual General

## 36TH ANNUAL REPORT 2017-2018

Meeting and who has submitted a declaration that he meets the criteria for independence as prescribed under Section 149 of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three years upto August 27, 2021 and whose office shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** the directors and the Company Secretary of the Company be and are hereby authorized, jointly and severally, to do all such acts, deeds, things and matters to give effect to the above resolution.”

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

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time, subject to such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved, Mr. Anuj Burakia, who was appointed as Whole Time Director of the Company in Annual General Meeting of the Company held on September 30, 2015 for the period of 3 years, whose term expired on July 28, 2018, approval of the members of the company be and is hereby accorded for reappointment of Mr. Anuj Burakia (DIN: 02840211) as Whole Time Director of the Company for period of 3 years w.e.f. July 29, 2018, subject to being liable retire by rotation, as recommended by the Nomination & Remuneration Committee in its meeting held on August 06, 2018.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

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

**“RESOLVED THAT** pursuant to the Section 180 (1)(c) of the Companies Act, 2013 and subject to compliance of rules and regulations prescribed under Foreign Exchange Management Act, 1999 and other applicable provisions of law, to the extent applicable, the Authority be and is hereby accorded to the Board of Directors for borrowing any sum or sums of money from time to time from any one or more of the Company’s bankers and/or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of advance, rupee/ foreign currency loans or debentures or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by Company (apart from temporary / working capital loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, upto a total sum of Rs.300 Crores over and above its Paid up Capital and Free Reserves

**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.”

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

**“RESOLVED THAT**, consent of the Company be and is hereby accorded in terms of section 180(1)(a) and other applicable provisions, if any, of the Companies Act 2013 (the “Act”), to the Board of Directors or any committee thereof, to create mortgages, charges and hypothecations, in addition to the existing mortgages, charges and hypothecations created by the Company, on assets, both present and future, in such manner as the Board or any committee thereof may in its absolute discretion decide, in favour of financial institutions/banks/any other lender /investing agencies/trustees for the holders of the debentures/bonds/other instruments (“Lending Parties”) which may be issued to or subscribed by all or any of the financial institutions/banks/any other investing agencies or any other person(s)/bodies corporate by private placement or otherwise, to secure rupee/foreign currency loans, debentures, bonds or other instruments of an equivalent aggregate value not exceeding Rs.300 crores plus temporary / working capital loans obtained from the Company’s bankers in the ordinary course of business over and above the paid up capital and free reserves of the Company from time to time, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, prepayment charges, and all other monies payable by the Company to Lending Parties or any of them under the Agreements/Arrangements entered into/to be entered into by the Company in respect of the said loans/debentures/bonds or other instruments.

## RMG ALLOY STEEL LIMITED

**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.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the Act and the Rules framed thereunder, as may be applicable, and other applicable guidelines and regulations issued by the Securities and Exchange Board of India (“SEBI”) or any other law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and in terms of the Articles of Association of the Company, approval of the members of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to borrow from time to time, by way of issuing securities including but not limited to secured/unsecured, redeemable, Non-Convertible Debentures (NCDs) to be issued on Private Placement basis, in domestic and/or international market, in one or more series/ tranches aggregating up to an amount not exceeding Rs. 300 crores (Rupees Three Hundred crores only) issuable / redeemable at discount / par/ premium, under one or more shelf disclosure documents, during the period of 1 (one) year from the date of this Annual General Meeting, on such terms and conditions as the Board may, from time to time, determine and consider proper and beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto; provided that the said borrowing shall be within the overall borrowing limits of the Company.

**RESOLVED FURTHER THAT** approval of the members be accorded to the Board of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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

**“RESOLVED THAT** pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such other permission, approvals, sanction as may be necessary, the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) be and is hereby authorised to make investment, give loan and/or guarantee or provide security to any body corporate (“Exposure”) for an amount not exceeding of Rs.300,00,00,000/- (Rupees Three Hundred Crore Only) over and above the Exposure taken / to be taken in the Company’s wholly owned subsidiary/ies as may be incorporated / acquired, on such terms and conditions as the Board may seem fit, notwithstanding that the amount of loans to be given by the Company together with the guarantee already given, amount of security already provided; amount of loans already given; amount of investment already made, by the Company may exceed 60% of the aggregate of the paid-up capital of the Company and its free reserves or 100% of its free reserves.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and authorize execution of the necessary deeds, documents, papers under the Seal of the Company or otherwise, to give effect to the above resolution.”

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

**“RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed there under (‘the Act’), the approval of the members be and is hereby accorded for re-classification of Saraf Group viz. Mr. Rajendra Saraf and the persons listed in the table given below being the persons acting in concert with Mr. Rajendra Saraf, constituents of the existing promoters group of the Company from the promoter category to the public category.

## 36TH ANNUAL REPORT 2017-2018

Sr. No:	Name	Number of Shares	% of Shares Holding
1.	Vishwambhar C Saraf	125	0.0000
2.	Vishwambhar C Saraf	230	0.0001
3.	Vishwambharlal C Saraf	916	0.0003
4.	Rajendra C Saraf	501	0.0001
5.	Anupama Kasera	20	0.0000
6.	Minakshi R Saraf	151	0.0000
7.	Vandana V Saraf	1	0.0000
8.	Rishabh R Saraf	40	0.0000
9.	Bajrang Finance Ltd	10	0.0000
10.	K K Fincorp Limited	2313617	0.6673
11.	Remi Finance And Investment Pvt. Ltd.	2460000	0.7096
12.	Remi Securities Limited	2313600	0.6673
13.	Rajendra Finance Pvt. Ltd.	1960520	0.5655
14.	Vayudoot Trading Limited	1995492	0.5756
15.	Vishwakarma Jobworks Limited	2556545	0.7374
16.	Calplus Trading Private Limited	6114390	1.7636
17.	Magnificent Trading Private Limited	7012334	2.0226
	<b>Total</b>	<b>26728492</b>	<b>7.7094</b>

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities.”

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

“**RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 (‘Act’) read with the rules framed there under (‘the Act’), the approval of the members be and is hereby accorded for re-classification of Widescreen Holdings Pvt Ltd holding 11,351,353 equity shares of Rs.6 each (3.27%), a constituent of promoters group of the Company from promoter category to public category.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution and to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities.”

Place: Mumbai

Date: August 28, 2018

**By Order of the Board**

Sd/-

**Rashmi Mamtura**  
**Company Secretary**

FCS- 8658

## RMG ALLOY STEEL LIMITED

### NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (AGM) 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 AGM will be Monday, September 17, 2018.
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: Ms. Ujata Pokharkar (Client Executive) Tel: 91-22-62638200/22/23, Fax: 91-22-6263 8261, 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 AGM 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



## 36TH ANNUAL REPORT 2017-2018

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 Annual 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 Annual General Meeting. The Notice will also be available on the Company's website at: [www.rmgalloysteel.com](http://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 Annual General Meeting (AGM) 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](http://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 Annual General Meeting to be held on Monday, September 24, 2018.

### 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 Friday, September 21, 2018 at 9:00 am and ends on Sunday, September 23, 2018 at 5:00 pm. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form,

## RMG ALLOY STEEL LIMITED

as on the cut-off date (record date) of Monday, September 17, 2018 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● 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.</li> <li>● 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>● 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).</li> </ul>

- (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 ( '180823013' ) 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.

## 36TH ANNUAL REPORT 2017-2018

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 Friday, September 21, 2018 at 9:00 am and ends on Sunday, September 23, 2018 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 of Monday, September 17, 2018, 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Place: Mumbai

Date: August 28, 2018

**By Order of the Board**

Sd/-

**Rashmi Mamtura**  
**Company Secretary**  
**FCS- 8658**

**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](mailto:allcompanysecretaryofrmgl@welspun.com)  
Website: [www.rmgalloysteel.com](http://www.rmgalloysteel.com)



## RMG ALLOY STEEL LIMITED

### 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. 3

As provided under the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the Board, on the recommendation of the Audit Committee, has appointed M/s. Kiran J. Mehta & Co., Cost Auditors to conduct the audit of cost records of the Company for the Financial Year ending March 31, 2019 and perform the other duties under the applicable provisions of the law, on the total remuneration of Rs.35,000/- subject to ratification in general meeting .

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Resolution No. 3 of the 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.

#### RESOLUTION NO. 4

Mr. Balkrishan Goenka (DIN: 00270175) was appointed as an additional director w.e.f. August 6, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013, to hold office up to the date of the 36th Annual General Meeting. In this regard, the Company has received request in writing from a member of the Company proposing Mr. Balkrishan Goenka's candidature for appointment as director (non-executive) of the Company not liable to retire by rotation in accordance with the provisions of Section 160 and other applicable provisions of the Companies Act, 2013. The Board is of the view that presence of Mr. Balkrishan Goenka on the Board would be beneficial to the company and hence recommends Resolution No. 4 for approval by members.

#### **Disclosures pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- Mr. Balkrishan Goenka, a commerce graduate, is one of the promoters of Welspun Group from its inception. Mr. Goenka has steered the business of Welspun Group to its present heights. He began his career when he launched Welspun at the young age of 18 in 1985, and became a full time Director of the Group in 1991. Mr. Goenka has played a pivotal role in the success of the Welspun Group, a story he has scripted with his vision, dynamism and dedication. Under his able guidance, Welspun was awarded the Emerging Company of the Year at Economic Times Awards in 2008.
- Names of the listed entities in which the person also holds the directorship and the membership of Committees of the board:

Company Name	Committee Type	Chairmanship / Membership
Welspun Corp Limited	Corporate Social Responsibility Committee	Member
	Share Transfer & Investor Grievance & Stakeholders	Member
Welspun India Limited	Share Transfer & Investor Grievance & Stakeholders	Member
Welspun Enterprises Limited	Nomination and Remuneration Committee	Member

- Shareholding of Mr. Goenka: Nothing held directly. However, Welspun Steel Limited, a constituent of the Company's promoter group, and the entity jointly promoted and controlled by him, holds 44.87% equity in the Company.

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 Mr. Balkrishan Goenka to the extent of his directorship and economic interest in the Company.

#### RESOLUTION NO. 5

Mr. Prakash Tatia (DIN: 06559106) was appointed as an additional director w.e.f. August 28, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013, to hold office up to the date of the 36th Annual General Meeting. In this regard, the Company has received request in writing from a member of the Company proposing Mr. Tatia's candidature for appointment as director (non-executive) of the Company liable to retire by rotation in accordance with the provisions of Section 160 and other applicable provisions of the Companies Act, 2013. The Board is of the view that presence of Mr. Tatia on the Board would be beneficial to the company and hence recommends Resolution No. 5 for approval by members.

#### **Disclosures pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- Mr. Prakash Tatia, a mechanical engineer with diploma in business management, is having 40 years of rich experience in steel and related sectors. He remained associated with Vikram Ispat (Alibaugh) for 21 years. His core expertise includes Marketing, Planning & Procurement for steel industries with strong knowledge of International Trade for Bulk commodities. He has worked with brands like M. N. Dastur & Co. (a leading steel consultancy firm), Mahindra & Mahindra's, Zenith Ltd, Aditya Birla, etc. He has travelled extensively and has presented papers in various national & international steel conferences. He has been Chairman of Sponge Iron Manufacturing Association of India and is presently a member of Steel committee of CII & FICCI.
- Mr. Tatia does not hold directorship in any listed entity.
- Shareholding: Mr. Tatia holds 4,28,213 equity shares (0.12%) of the Company .

## 36TH ANNUAL REPORT 2017-2018

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 Mr. Tatia to the extent of his directorship and shareholding in the Company.

### RESOLUTION NO. 6

Mr. Myneni Narayana Rao (DIN : 00577494) was appointed as an independent director on August 28, 2018 by the Board of Directors of the Company.

#### Profile:

Mr. M. Narayana Rao graduated in Mechanical Engineering from JNTU College of Engineering during the year 1977 and joined in 21st batch of BARC (Bhabha Atomic Research Centre Training School). After successful completion of post graduate training in Nuclear Science & Engineering, he joined Nuclear Fuel Complex, Hyderabad.

Mr. Rao has made contributions in the manufacturing science & engineering of strategic material components like sheets, rods and precision tubes in zirconium alloys, titanium alloys, copper alloys, silver alloys and stainless steels for all core structurals for the nuclear power reactors in India.

Mr. Rao has taken up assignment of Chairman & Managing Director of Mishra Dhatu Nigam Limited (MIDHANI), Hyderabad from 2006 to 2015, one of the advanced metallurgical plants of India under Ministry of Defence. He had indigenously developed large numbers of import substitute special alloys, commercialized the production at affordable price and met the strategic requirements of various industry sectors. He was awarded "Young Scientist" Award for the year 1989 by the Andhra Pradesh State Academy of Sciences, "Engineer of The Year" Award for the year 1991 by the Institution of Engineers and Government of Andhra Pradesh, "Metallurgist of The Year" Award for the year 2006 by the Indian Institute of Metals and "J R D Tata Award - 2015" for "Excellence In Corporate Leadership In Metallurgical Industries".

In terms of Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act"), Mr. Rao being eligible is proposed to be confirmed as an independent director for a period of three years upto August 27, 2021. A notice has been received from a member proposing Mr. Rao as a candidate for the office of director of the Company.

In the opinion of the Board, he fulfills the conditions specified in the Act and Rules made thereunder for his appointment as an independent director of the Company and that he is independent of the management. Copy of the letter of appointment of Mr. Rao as an independent director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would benefit the Company and it is therefore desirable to continue to avail services of Mr. Rao as an independent director.

The Board recommends the resolution in relation to confirmation of Mr. Rao as an independent director, for the approval by the members of the Company.

None of the directors or the key managerial personnel of the Company or their relatives except Mr. Rao himself may be deemed to be concerned or interested in this resolution.

The Board recommends the resolution No. 6 for the approval of the members.

### RESOLUTION NO. 7

Mr. Anuj Burakia (DIN: 02840211) was appointed as Whole Time Director of the Company in the Annual General Meeting of the Company held on September 30, 2015, w.e.f. July 28, 2015 for a period of 3 years. His term expired on July 27, 2018. Considering his valuable contribution in the turnaround of the Company, the Board of Directors, subject to approval of members as required under Section 196, re-appointed him as Whole Time Director of the Company for the further period of 3 years.

Mr. Anuj Burakia, aged about 39 years is a qualified Chartered Accountant and has more than 16 years' experience in steel business of the group. Before assuming responsibility of heading the steel business in 2007, Mr. Burakia during his career remained involved with various multiple functions and roles including Enterprise Resource Planning (ERP), operation, projects, commercial etc. He possesses strong business acumen and managerial capabilities and could therefore exercise effective controls over end to end aspects including strategy, manufacturing, supply chain, marketing and finance.

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 Mr. Anuj Burakia to the extent of his directorship and shareholding of 2,00,000 equity shares in the Company.

The Board recommends the Resolution No.7 as set out in the notice for approval of the members by way of special resolution.

### RESOLUTION NO. 8 & 9

It would be appropriate for the Company/members to empower the Board of Directors to borrow money from various banks, financial institutions, bodies corporate, etc as may be required for capex and other business purposes from time to time by way of rupee/ foreign currency term loans, loans, debentures, etc. and to hypothecate/mortgage and/or create charge in addition to the hypothecations/ mortgages and/or charges created by the Company, all or any part of the movable and/or immovable properties of the Company, wherever situated both

## RMG ALLOY STEEL LIMITED

present and future, and/or create a floating charge on all or any part of the movable /immovable properties of the Company to secure such borrowings of the Company within the overall ceiling not exceeding Rs.300,00,00,000/- (Rupees Three Hundred Crores Only) plus working capital as may be borrowed by the Company.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of the shareholders of the Company by a special resolution is required to create charge, security etc for an amount of borrowing of Rs.300 Crore plus working capital as may be borrowed by the Company on the assets, undertaking etc for securing loans taken for the business of the Company.

Further, as per provisions of Section 180(1)(c) of the Companies Act, 2013, the consent of the shareholders of the Company by a special resolution is required where money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained by the Company's bankers in the ordinary course of its business) exceeds the paid up share capital, and free reserves..

Hence, the Board has recommended the matter under Resolution No.8 and 9 for the approval by members by way of special resolutions.

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 of their shareholding, if any, in the Company.

### RESOLUTION NO. 10

In terms of section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the Rules), a company shall not make Private Placement of its Securities unless the proposed offer of Securities or invitation to subscribe to Securities has been previously approved by the members of the Company by a Special Resolution. In case of an offer or invitation for offer of Non-Convertible Debentures (NCDs) the Company can pass a Special Resolution once in a year for all the offers or invitations to be made for such NCDs during the year.

In order to recoup the high cost debt prepaid by the Company, to support any project specific requirements of the Company and for meeting long term working capital requirements of the Company, the Company may offer or invite subscription for securities including but not limited to secured/unsecured redeemable, Non-Convertible Debentures in one or more series/ tranches on private placement, issuable/redeemable at discount/par/premium.

The Company seeks to pass an enabling resolution to borrow funds from time to time by offer of securities including but not limited to Non-Convertible Debentures for an amount not exceeding Rs. 300 crores (Rupees Three Hundred Crores only), at a discount or at par or at a premium and at such interest as may be appropriate considering the prevailing money market conditions at the time of the borrowing.

The approval sought by way of special resolution for offer of securities including but not limited to Non-Convertible Debentures shall be within the overall borrowing limits of the Company.

None of the key managerial personnel or directors of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution No. 10.

### RESOLUTION NO. 11

The Company may find opportunity to expand business which may warrant making of investment in securities, granting of loan, providing of guarantee or security, ('Exposure") in / for any business entity. Further, the Company may have surplus funds which would require efficient utilization by way undertaking Exposure including temporary investment, loan, etc. Therefore, approval of members is sought for the limit of Exposure of Rs.300 Crore over and above Exposure in wholly owned subsidiary/ies formed / to be formed, pursuant to Section 186 of the Companies Act, 2013.

Section 186 of the Companies Act, 2013 permits the Company to give loan and/ or guarantee or provide security and to invest the surplus funds of the Company in any other body corporates in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is higher, if the same is approved by the members of the Company by way of a special resolution. Hence, members of the Company are requested to give their approval to give loan and/ or guarantee or provide security and/or to invest the surplus funds of the in excess of 60% of the paid up capital and free reserves including securities premium or 100% of its free reserves and securities premium account of the Company upto Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only) whichever is higher, over and above the Exposure that may be taken in wholly owned subsidiary/ies.

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 of their shareholding, if any, in the Company.

The Board recommends the resolution no. 11 as set out in the notice for approval of the members as special resolution.

### RESOLUTION NO. 12

The Company has received a request from Mr. Rajendra Saraf, a constituent of promoter group of the Company, for reclassification of Saraf Group viz. Mr. Rajendra Saraf and the persons listed in the table given below being the persons acting in concert with Mr. Rajendra Saraf, from promoter category to public category under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

## 36TH ANNUAL REPORT 2017-2018

2015 ("SEBI LODR"). Details of their shareholding in the Company are as under:

Sr. No:	Name	Number of Shares	% of Shares Holding
1.	Vishwambhar C Saraf	125	0.0000
2.	Vishwambhar C Saraf	230	0.0001
3.	Vishwambharlal C Saraf	916	0.0003
4.	Rajendra C Saraf	501	0.0001
5.	Anupama Kasera	20	0.0000
6.	Minakshi R Saraf	151	0.0000
7.	Vandana V Saraf	1	0.0000
8.	Rishabh R Saraf	40	0.0000
9.	Bajrang Finance Ltd	10	0.0000
10.	K K Fincorp Limited	2313617	0.6673
11.	Remi Finance And Investment Pvt. Ltd.	2460000	0.7096
12.	Remi Securities Limited	2313600	0.6673
13.	Rajendra Finance Pvt. Ltd.	1960520	0.5655
14.	Vayudoot Trading Limited	1995492	0.5756
15.	Vishwakarma Jobworks Limited	2556545	0.7374
16.	Calplus Trading Private Limited	6114390	1.7636
17.	Magnificent Trading Private Limited	7012334	2.0226
	<b>Total</b>	<b>26728492</b>	<b>7.7094</b>

The aforesaid shareholders:

- (i) do not hold more than 10% paid up equity capital of the Company.
- (ii) do not directly or indirectly, exercise control, over the affairs of the Company.
- (iii) do not have any special rights through formal or informal arrangements with the Company or Promoters or any person in the Promoter Group
- (iv) do not hold any position of Key Managerial Personnel in the Company.

The Board of Directors recommends passing of Special Resolution No. 12 of this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof, has any concern or interest, financial or otherwise, in the resolution No. 12 of this Notice.

### RESOLUTION NO. 13

The Company has received a request from Widescreen Holdings Private Limited, a constituent of promoter group of the Company, for reclassification from promoter category to public category under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). Widescreen Holdings Pvt Ltd holds 11,351,353 equity shares of Rs.6 each (3.27%) in the Company.

Widescreen Holdings Private Limited:

- (i) does not hold more than 10% paid up equity capital of the Company.
- (ii) does not directly or indirectly, exercise control, over the affairs of the Company.
- (iii) does not have any special rights through formal or informal arrangements with the Company or Promoters or any person in the Promoter Group
- (iv) does not hold any position of Key Managerial Personnel in the Company.

The Board of Directors recommends passing of Special Resolution No. 13 of this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof, has any concern or interest, financial or otherwise, in the resolution No. 13 of this Notice.

Place: Mumbai

Date: August 28, 2018

By Order of the Board

Sd/-  
**Rashmi Mamtura**  
Company Secretary  
FCS- 8658

**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 – 400013.  
Email : 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 36th Annual General Meeting of the Company held on Monday, September 24, 2018 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.

----- Tear here -----

**Important note for Electronic Voting:**

The e-voting period commences on Friday, September 21, 2018 at 9:00 am and ends on Sunday, September 23, 2018 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 August 28, 2018 of Annual General Meeting





**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 :** Plot No. 1, G.I.D.C. Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat 393110, India.

Email : [allcompanysecretaryofrmgl@welspun.com](mailto:allcompanysecretaryofrmgl@welspun.com) Website: [www.rmgalloysteel.com](http://www.rmgalloysteel.com)

**Corporate Office :** B/9, Trade World, Kamala City, 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 / Client ID \_\_\_\_\_ DP ID \_\_\_\_\_

I/ We \_\_\_\_\_ being the member(s) of Equity Shares of the above named company, hereby appoint:

1. Name) : \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name) : \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

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 Annual General Meeting of the Company to be held on Monday, September 24, 2018 at 12.30 p.m. at the Registered Office of the Company at Plot No. 1, 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.	Approval of Audited Financial Statements for the financial year ended March 31, 2018 and reports of the Board and Auditors thereon		
2.	Re-appointment of Mr. Anuj Burakia who is retiring by rotation		
3.	Ratification of remuneration payable to the Cost Auditor		
4.	Appointment of Mr. Balkrishan Goenka (DIN: 00270175) as Director (non-executive)		
5.	Appointment of Mr. Prakash Tatia (DIN: 06559106) as Director (non-executive)		
6.	Appointment of Mr. Myneni Narayana Rao (DIN: 00577494) as Independent Director		
7.	Re-appointment of Mr. Anuj Burakia (DIN: 02840211) as Whole Time Director for a period of 3 years w.e.f. July 29, 2018		
8.	Authority to borrow money upto Rs.300 Crore, over and above the limits specified U/s.180(1)(c)		
9.	Authority to create charge, hypothecation, mortgage of aggregate value not exceeding Rs.300 Crore, for securing company's borrowings.		
10.	Authority to issue debentures within the overall borrowing limit of Rs.300 Crore		
11.	Authority to make investment, loan and/ or guarantee or provide security to any body corporate for an amount not exceeding Rs.300 Crore over and above the limits U/s. 186.		
12.	Reclassification of Saraf Group from the promoter category to public category		
13.	Reclassification of Widescreen Holdings Pvt Ltd from the promoter category to public category		

Signed this ..... day of .....2018.

Affix Re. 1  
Revenue  
stamp

Signature of shareholder

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.

**LOCATION MAP:**

← from Bharuch Junction, Railway Station Rd, Railway C...  
to RMG Alloy Steel Ltd., Jhagadia GIDC, Fulwadi, Gujar...

**40 - 55 min** (23.0 km)  
via GJ SH 165

**Bharuch Junction**  
Railway Station Rd, Railway Colony, Bharuch, Gujarat 392012

- ↑ Head south-west towards Railway Cir  
23 s (64 m)
- > Drive from Zadeshwar Rd and GJ SH 165 to Mulad  
22 min (11.6 km)
- ↶ Turn left  
5 min (2.5 km)
- ↶ Turn left onto GJ SH 64  
3 min (2.2 km)
- > Continue to Jhagadia GIDC  
11 min (6.2 km)
- ↶ Turn left onto GJ SH 165  
47 s (450 m)

**RMG Alloy Steel Ltd.**  
Jhagadia GIDC, Fulwadi, Gujarat 393110

Map data ©2018 Google India Terms Send feedback 2 km