

January 15, 2016

To,  
Bombay Stock Exchange Ltd.  
(Scrip Code-500365)  
Listing Department,  
P. J. Towers, Dalal Street,  
Mumbai - 400 001.

Dear Sirs/ Madam,

**Subject: Corporate Governance Report for the quarter ended December 31, 2015**

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Corporate Governance Report for the quarter ended December 31, 2015.

Kindly take the same on record.

Thanking you.

Yours faithfully,  
For **RMG Alloy Steel Limited**

  
**Nilesh Javker**  
Company Secretary  
ACS-24087



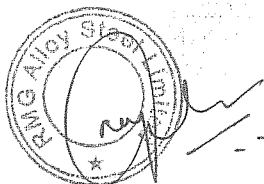
1. Name of Listed Entity: RMG Alloy Steel Ltd

2. Quarter ending: December 31, 2015

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)**	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)*	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)*	
								Listed	Unlisted
Mr.	Ashok Jain	AABPJ4761E00007189	Non-Executive-Independent	27/05/2014	Upto 26.05.2019	1	2	-	-
Mr.	Atul Desai	AABPD9483F00019443	Non-Executive-Independent	27/05/2014	Upto 26.05.2019	6	9	5	-
Mr.	Hanuman Prashad Kanodia	AACPK1708P00331178	Non-Executive-Nominee	30/05/2013	-	1	-	-	-
Mr.	Sahasranama Iyer	AAAPI3593C00333957	Non-Executive-Nominee	30/05/2013	-	2	2	-	-
Mr.	Anuj Burakia	AGCPB8871E02840211	Executive	28/05/2015	-	1	-	-	-
Ms.	Amita Karia	ARYPG5283E07068393	Non-Executive-Independent	31/03/2015	Upto 30.03.2017	1	1	-	-

\* Details regarding Directorship, Chairmanship / Membership in other Committees is as per last disclosure available with the Company  
 % Includes Directorship in all listed companies as Independent / Non-Independent / Executive / Non-executive Director / Nominee

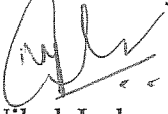
II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Atul Desai Ashok Jain Amita Karia	Chairman- Independent Member- Independent Member- Independent
2. Nomination & Remuneration Committee	Ashok Jain Atul Desai Amita Karia	Chairman- Independent Member- Independent Member- Independent
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee'	Atul Desai Ashok Jain	Chairman- Independent Member- Independent



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
August 13, 2015 (adjourned) August 28, 2015	October 30, 2015	78 days

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee:</b>			
October 30, 2015	Yes	August 13, 2015 (adjourned) August 28, 2015	78 days

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	during the quarter ended December 31, 2015, no material transactions were entered which required shareholders approval
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities)- Not Applicable</li> </ol> </li> <li>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>5. This report will be placed before the Board of Directors in the next Board Meeting. Any comments/observations/advice of Board of Directors may be mentioned here- Not Applicable</li> </ol>
<p>For RMG Alloy Steel Limited</p> <p> Nilesh Javker Company Secretary ACS-24087</p> 