

RMG ALLOY STEEL LIMITED

(Formerly known as “Remi Metals Gujarat Limited”)

**33RD ANNUAL REPORT
2014 - 2015**

RMG ALLOY STEEL LIMITED

(Formerly known as "Remi Metals Gujarat Limited")

CIN:L27100GJ1993PLC020358

COMPANY INFORMATION

BOARD OF DIRECTORS	Mr. Atul Desai	-	Chairman
	Mr. Abhishek Mandawewala	-	Director
	Mr. Anuj Burakia	-	Whole-time Director
	Mr. Ashok Jain		
	Mr. Hanuman Kanodia		
	Mr. V S Iyer		
	Mrs. Amita Karia		
COMPANY SECRETARY	Mr. Nilesh Javker		
AUDITORS	M/S. Chaturvedi & Shah., Nariman Point, Mumbai – 400 021		
BANKERS	Bank of Baroda		
	Lakshmi Vilas Bank		
	Andhra Bank		
	Federal Bank		
	Corporation Bank		
FACTORY & REGISTERED OFFICE	Plot No. 1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat		
LISTING OF SHARES	THE BOMBAY STOCK EXCHANGE LTD, MUMBAI Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai 400 001.		
CORPORATE OFFICE	B/9, Trade world, Kamala mills compound, S.B.Marg, Lower Parel Mumbai – 400013, Tel: 022-66136000/24908000, Fax: 022-24908020 E-mail: allcompanysecretaryofrmgl@welspun.com Website: www.rmgalloysteel.com		
R & T AGENT	M/s. Bigshare Services Private Limited Unit : RMG Alloy Steel Limited E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki naka, Andheri (E), Mumbai - 400072 Email - investor@bigshareonline.com Tele. No.: +91-022-40430200 Fax No. : +91-22-28475207		

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NOTICE

To,
The Members

NOTICE is hereby given that the 33rd Annual General Meeting of RMG Alloy Steel Limited (Formerly known as Remi Metals Gujarat Limited) will be held at its Registered Office, Plot No.1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, in the state of Gujarat on Wednesday, 30th September, 2015, at 12.30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 and the Audited Profit and Loss Account for the year ended on that date.
2. To appoint a Director in place of Mr. V S Iyer who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Hanuman Kanodia who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT subject to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No.101720W), as the Statutory Auditors of the Company to hold office from the conclusion of 33rd Annual General Meeting until the conclusion of the 34th Annual General Meeting to be held for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), 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 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Kiran J. Mehta & Co. the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, at a remuneration of Rs.30,000/- be and is ratified”
6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“Resolved that pursuant to the provisions of Sections 149, 150, 152,160,161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mrs. Amita Karia who has been appointed as an additional independent director by the Board of Directors and in respect of whom the Company has received notice from a member proposing her appointment, be and is hereby appointed as an independent director of the Company for two years with effect from 31st March 2015 to 30th March, 2017. ”
7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“Resolved that pursuant to the provisions of Sections 152,161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Anuj Burakia who has been appointed as an additional director by the Board of Directors and in respect of whom the Company has received notice from a member proposing his appointment, be and is hereby appointed as a director of the Company. ”
8. To consider and if thought fit to pass with or without modification(s), following resolution as a Special Resolution:
“RESOLVED THAT subject to the approval of Central Government, if required and pursuant to Section 196,197 and other applicable provisions of and Schedule V to the Companies Act, 2013 , Mr. Anuj Burakia, be and is hereby appointed as a Whole time director of the Company for a period of three years with effect from 29th July, 2015 on a remuneration of Rs. 10,00,000 /- per annum inclusive of all perquisites, allowances and gratuity with a power to the Board of Directors to increase remuneration upto 25% of the last drawn remuneration every year with effect from 1st July of the financial year commencing from the financial year 2016”.

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“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to issue letter of appointment, a draft whereof is placed before this meeting and 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.”

“RESOLVED FURTHER THAT where in any financial year closing after 31st March, 2015, the Company has no profits or its profits are inadequate, the Company do pay to Mr. Anuj Burakia remuneration as mentioned in the aforesaid resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions to the said appointment to the extent the Board may consider appropriate and as may be agreed to between the Board and Mr. Anuj Burakia.”

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolutions:

“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 increase the authorized share capital of the Company from the existing Rs.120,00,00,000 (Rupees One Hundred Twenty Crores Only) divided into 11,00,00,000 (Eleven Crores only) Equity Shares of Rs.6/- (Rupees Six Only) each , 5,40,00,000 (Five Crores Forty Lacs) Preference shares of Rs.10 (Rupees Ten only) each to 130,00,00,000 (Rupees One Hundred Thirty Crores Only) divided into 11,00,00,000 (Eleven Crores only) Equity Shares of Rs.6/- (Rupees Six Only) each , 6,40,00,000 (Six Crores Forty Lacs) 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 as follows:

“V. (A) The Authorised Share Capital of the Company is Rs. 130,00,00,000/- (Rupees One Hundred Thirty Crores Only) divided into 11,00,00,000 (Eleven Crores) Equity Shares of Rs. 6/- (Rupees Six Only) each, 6,40,00,000 (Six crores Forty Lacs) Preference Shares of Rs. 10/- (Rupees Ten Only) each, 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.

(B) The Company is having minimum paid up capital of Rs.5,00,000/- (Rupees Five Lac only) or such higher paid up capital as may be prescribed under the Section 2 (71) of the Companies Act , 2013.”

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.”

10. To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (The Act), Article No. 3 of Articles of the Association of the Company be and is hereby altered by –

- i. substituting first Para starting from “ The Authorised share capital” and ending before the word “ with power to” as mentioned below:

The Authorised Share Capital of the Company is Rs. 130,00,00,000/- (Rupees One Hundred Thirty Crores Only) divided into 11,00,00,000 (Eleven Crores) Equity Shares of Rs. 6/- (Rupees Six Only) each, 6,40,00,000 (Six Crores Forty Lacs) Preference Shares of Rs. 10/- (Rupees Ten Only) each.

“RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (The Act), Article No. 3 A as mentioned below be added after Article no. 3 of Articles of the Association of the Company :

- 3 A The Company is having minimum paid up capital of Rs.5,00,000/- (Rupees Five Lac only) or such higher paid up capital as may be prescribed under the Section 2 (71) Of the Companies Act, 2013.”

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.”

11. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 9 of the companies (share capital and debentures) Rule 2014 and regulations as may be applicable in view of the nature of the transaction concerned, 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 (hereinafter referred to as “Board”, which term shall include any committee constituted by the Board) to issue and allot 92,00,000 12% Redeemable Preference shares of Rs.10 each at a premium of Rs.25/- per shares aggregating to Rs. 32,20,00,000/- (Rupees Thirty Two crores Twenty Lacs only) in one or more tranches to the Promoter/Co-promoter/ Strategic Investor/associate companies of promoter/co-promoter/co-promoter, on the terms as prescribed hereunder :

- a) The priority with respect to payment of dividend or repayment of capital vis a vis equity shares: -
 - Payment of Dividend or repayment of capital in case of Preference shares shall have priority over Equity shares;
- b) The participation in surplus fund-
 - Nil
- c) The participation in surplus assets and profits on winding-up which may remain after the entire capital has been repaid-
 - Nil;
- d) the payment of dividend on cumulative or non-cumulative basis-
 - payment of dividend on cumulative basis;
- e) the conversion of preference shares into equity shares:
 - Not convertible
- f) the voting rights-
 - No voting rights;
- g) the redemption of preference shares-
 - Preference shares are redeemable at a premium of Rs.25/- per share in three equal annual installments payable from the end of eight years to ten years from the date of allotment.

By Order of the Board

Place: Mumbai
Date: 8th July, 2015

Director

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. Proxies submitted on behalf of limited companies, etc., must be supported by appropriate resolutions/authority, as applicable.

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.
3. 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.
4. A statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special business to be transacted at the meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual report to the meeting.
6. 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.

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7. The Register of Members of the Company will remain closed from Tuesday 22nd September, 2015 to Thursday 24th September, 2015, both days inclusive.
8. All correspondence pertaining to Equity Shares should be forwarded to the Company's Registrar and Share Transfer Agent M/s. Bigshare Service Pvt. Ltd. E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400 072 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 Share Transfer Agent.
9. 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 Registrars and Transfer Agents, M/s. Bigshare Service Pvt. Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Bigshare Service Pvt. Ltd, Registrars and Transfer Agents.
10. 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.
11. The Company will send full Annual Reports 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 documents in electronic form at the said e-mail address.
12. 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.
13. 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 Service Pvt. Ltd, Registrars and Transfer Agent, for consolidation into a single folio.
14. The Notice for the Annual general meeting and the Annual Report 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 shall also be available on the Company's website at: www.rmgalloysteel.com.
15. 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 facility to exercise their right to vote at the 33rd Annual general meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
9.00 a.m. 27th September, 2015	5.00 p.m. 29th September, 2015

Please read the instructions printed overleaf before exercising the vote.

These details and instructions form integral part of the Notice for the Annual General Meeting to be held on 30th September, 2015.

INSTRUCTIONS FOR E-VOTING

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

- I. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
 - a. i. Open the e-mail and also open PDF file namely “RMGASL e-voting of AGM.pdf” with your Client ID or Folio No.as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - b. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - c. Click on Shareholder – Login.
 - d. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - e. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - f. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - g. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - h. Select “EVEN” (E-Voting Event Number) of RMG Alloy Steel Limited for and EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period..
 - i. Now you are ready for e-voting as Cast Vote page opens.
 - j. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted. Upon confirmation, the message “Vote cast successfully” will be displayed. Kindly note that vote once cast cannot be modified.
 - k. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - l. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - m. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to almakhija_cs@yahoo.co.in, with a copy marked to evoting@nsdl.co.in.
 - n. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.
 - o. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.
- A. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
 - a. Initial password is provided in the enclosed Attendance slip: EVEN (E-Voting Event Number), user ID and password.
 - b. Please follow all steps from Sl. No. (a) to Sl. No. (j) above, to cast vote.
- B. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or send e-mail to the Company at allcompanysecretaryofrmgl@welspun.com or Registrar & Share Transfer Agent or call on toll free no.: 1800-222-990.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

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- D. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- E. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. 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 remote e-voting as well as voting at the AGM through ballot paper
- H. Mr. A. L. Makhija, Company Secretaries (Membership No. 5087) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility
- J. The Scrutinizer shall 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 remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, 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.
- K. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.rmgalloysteel.com and on the website of NSDL 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 Limited, Mumbai.
- L. The remote e-voting period commences on 27th September, 2015 at 9.00 a.m. and end on 29th September, 2015 at 5.00 p.m. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

By order of the Board

Place: Mumbai
Date: 8th July, 2015

Nilesh Javker
Company Secretary

Registered Office of the Company:

Plot No.1, G.I.D.C Industrial Estate, Valia Road,
Jhagadia, Dist: Bharuch, Gujarat
Corporate Identity Number: L27100GJ1993PLC020358
Phone: 91 2645 619700, Fax: 91 2645 619800,
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 CLAUSE 49 OF THE LISTING AGREEMENT

ITEM NO. 5

The Board, on the recommendation of the audit committee, has approved the appointment of 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, 2016 at a remuneration of Rs.30,000/-p.a.

Pursuant to the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to M/s. Kiran J. Mehta & Co , Cost auditors for the financial year ending March 31, 2016

None of the key managerial personnel or directors of the Company or their relatives have any interest or concern in the proposed resolution.

Shareholders' approval is sought by way of ordinary resolution proposed under Item no.5 of the accompanying Notice.

ITEM NO. 6

Mrs. Amita Karia is a Company secretary of a limited company with experience of 5 years.

Board of directors of the Company at their meeting held on 31st March 2015 has opined that Mrs. Amita Karia fulfills all conditions for appointment as an independent director specified in Companies act 2013 particularly Section 149(6) read with rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules and regulations; board at their meeting held on 31.03.2015 has appointed her as an independent director for a period of two years from 31st March 2015 to 30th March 2017 subject to approval of shareholders.

She does not hold any share in the Company.

None of the key managerial personnel or directors of the Company or their relatives except Mrs. Amita Karia herself may be deemed to be concerned or interested in this resolution

ITEM NO. 7 and 8

Board of Directors at their meeting held on 28th May 2015 decided to appoint Mr. Anuj Burakia as an additional director as mentioned in resolution no.7. He has been appointed as a whole time director with effect from 29th July, 2015 by the Board of directors at their meeting held on 8th July 2015 on remuneration as mentioned in resolution no.8.

Mr. Anuj Burakia, aged 35 years is a qualified Chartered Accountant having experience of about 12 years in steel industry. He headed Welspun Steel Limited (WSL) since 2008 and was executive director of WSL for last four years.

A copy of draft letter pertaining to his appointment is kept open for inspection of members at the registered office of the Company on any working day of the Company between 11.00 a.m. and 1.00 p.m. upto the date of this Annual General Meeting.

None of the Directors of the Company except Mr. Anuj Burakia himself is in any way concerned or interested in the said resolution.

Information pursuant to Schedule V of the Companies Act, 2013

GENERAL INFORMATION:

- 1) Nature of industry – Steel
- 2) Financial performance based on given indicators –

(Rs. in Lacs)

Particulars	2014-15	2013-14
Sales and other income	34533	41871
Profit/(Loss) before Interest, Depreciation and exceptional items	244	267
Interest and Financial charges	4988	4970
Depreciation and Amortization	1177	2228
Profit/ (Loss) before exceptional items and tax	(5921)	(6931)
Exceptional items	2259	3519
Profit/(Loss) before tax	(3662)	(3412)

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INFORMATION ABOUT THE APPOINTEE:

1) **Background details:**

- 2) Mr. Anuj Burakia, aged 35 years is a qualified Chartered Accountant having experience of about 12 years in steel industry. He had been involved with various businesses activities including pipe and plate business. He headed Welspun Steel Limited (WSL) since 2008 and was executive director of WSL for last four years.

3) **Past remuneration:**

Rs. 74,87,502/- per annum inclusive of all perquisites and benefits

3) **Job profile and his suitability:**

Mr. Burakia is in the steel industry since about 12 years and he is having a great insight relating to the steel industry. Currently he is heading the overall business activities of Company.

4) **Remuneration proposed:**

Rs. 10, 00,000 /- per annum inclusive of all perquisites and allowances with a power to the Board of Directors to increase remuneration upto 25% of the last drawn remuneration every year with effect from 1st July of the financial year commencing from the financial year 2016.

5) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Looking to his education, experience in the field of pipe, plate and steel, size of the company, the proposed remuneration is justified to retain the managerial person.

6) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

He is not related directly or indirectly with the managerial personnel. Further, he has no pecuniary relationship with the Company except as a whole time director of the Company. He does not hold any equity shares of the Company.

OTHER INFORMATION:

1) **Reasons of loss or inadequate profits**

The Company is a sick company. The Company suffered losses due to less utilization of Plant capacity in view of poor demand of steel.

2) **Steps taken or proposed to be taken for improvement**

The Company has appointed BOB Capital Markets Ltd to carry out viability study & to structure Corrective action plan (CAP) for the Company. The exercise is done to structure a viable rectification plan for the Company to overcome the current stress.

3) **Expected increase in productivity and profits in measurable terms**

The Company expects to utilize the Plant's capacity to the maximum extent and the losses may be contained if steps are taken to reduce burden of interest

ITEM NO. 9 to 11

Increase in authorised share capital , alteration of clause V, alteration of article 3 and addition of article 3 A of articles of association as mentioned in resolution no. 9 and 10 are necessary for issue of preference shares as mentioned in item no. 11 and hence resolutions

The Company is registered as a sick company under Sick Industrial Companies Act (SICA) 1985. BIFR has stipulated while sanctioning scheme of revival in their scheme dtd. 23.09.2008 that any shortfall in cash flow shall be sourced through promoters. A Joint Lenders' Forum had proposed a viable corrective action plan (CAP) to bring the Company out of its current stressed situation. Promoters are required to infuse fund of Rs. 20.00 crores immediately and further infusion Rs. 12 Crores at a later stage for funding of existing planed Capex / future Capex plan. Corrective action plan as proposed by Joint Lenders' Forum is kept 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.

RMG ALLOY STEEL LIMITED
(Formerly known as “REMI METALS GUJARAT LIMITED”)

Information as required under rule 9 of the companies (Share capital and debentures) rules 2014 are mentioned below:

- a) the size of the issue and number of preference shares to be issued and nominal value of each share :
- 92,00,000 12% Cumulative Redeemable Preference shares of Rs.10/- each at premium of Rs.25/- per share aggregating to Rs.32,20,00,000;
- b) the nature of such shares i.e. cumulative or non - cumulative, participating or non-participating , convertible or non – convertible:-
- Cumulative, Non-participating, non-convertible;
- c) the objectives of the issue:
- Promoters contribution to fund Corrective Action Plan as suggested by Joint Lenders' Forum
- d) the manner of issue of shares:-
- to promoter/ co-promoter/strategic investor/Associate companies of promoter/co-promoter/strategic investor on preferential basis;
- e) the price at which such shares are proposed to be issued:-
- shares shall be issued at a face value of Rs.10/- each per share at a premium of Rs.25/- per share;
- f) the basis on which the price has been arrived at:-
- Based on the price at which preference shares were allotted earlier on 11th February 2014.
- g) the terms of issue, including terms and rate of dividend on each share, etc.:-
- i. Dividend shall be payable on cumulative basis at 12% p.a on paid-up value of shares;
- ii. Redeemable as per the terms mentioned below.
- h) the terms of redemption, the manner and modes of redemption:-
- Preference shares are redeemable at a premium of Rs.25/- per share in three equal annual installments payable from the end of eight years to ten years from the date of allotment;
- i. the current shareholding pattern of the company as produced below:

Particulars	Equity shares as on 30.06.2015	
	No. of shares	% to total shares
Promoter and promoter group	9,46,18,859	87.26
Financial institutions/FIIs/Mutual fund	40,681	0.04
Public	1,37,76,300	12.70
Total	10,84,35,840	100.00

- j. the expected dilution in equity share capital upon conversion of preference shares. the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion: -
- Preference shares are not convertible, terms of redemption and premium on redemption are mentioned above in para (h).

Pursuant to rule 9 of the companies (share capital and debentures) Rule 2014, approval of shareholders is necessary by passing a special resolution.

Shareholders' approval is sought by way of –

- i. ordinary resolution for increase in authorised share capital and alteration of clause V of Memorandum of Association as mentioned in item no. 9
- ii. Special Resolution for alteration of Article 3, addition of Article 3 A as proposed in item no.10
- iii. Special Resolution for issue of preference shares as proposed in item no. 11 of the accompanying Notice.

None of the key managerial personnel or directors of the Company or their relatives have any interest or concern in the proposed resolutions mentioned in item no. 9 to 11.

By Order of the Board

Place: Mumbai
Date: 8th July, 2015

Director

DIRECTORS' REPORT

To,
The Members,
RMG Alloy Steel Limited,

Your Directors are pleased to present the Thirty-Third Annual Report together with Audited Statement of Accounts of the Company for the year ended 31st March 2015.

I. FINANCIAL RESULTS

(Rs. in Lacs)

Particulars	2014-15	2013-14
Sales and other income	34533	41871
Profit/(Loss) before Interest, Depreciation and exceptional items	244	267
Interest and Financial charges	4988	4970
Depreciation and Amortization	1177	2228
Profit/ (Loss) before exceptional items and tax	(5921)	(6931)
Exceptional items	2259	3519
Profit/(Loss) before tax	(3662)	(3412)

OPERATIONS

Performance of Alloy Steel and Seamless Tubes of the Company was as under:

	2014-15			2013-14		
Particulars	Production (Tones)	Sales (Qty M.T.)	Gross Sales (Rs.in Lacs)	Production (Tones)	Sales (Qty M.T.)	Gross Sales (Rs.in Lac)
Steel	58183	59147	36980	75702	75844	45605
Seamless pipes	11	11	1077	419	873	902

The Company has lost production for 24 days in October 2014 due to breakdown in transformer. Entire steel industry is operating at 30-40% capacity.

The Company concentrates on niche market since our competitors manufacturing facilities are based on blast furnace which has low cost of production as compared to our facilities which is based on electrical furnace. The management concentrates on product mix which give more margin, some of the products are now approved by Original Equipment Manufacturers (OEM) and some of the OEM has recommended to their suppliers (forger companies) to buy products from the Company.

Value addition in Spheroidization will increase our tonnages from existing & new customers with higher contributions. Production of high margin & high value added category of steel is already started & will enhance our overall earnings. The Product known as AISI O-1 is used in the Pharma industry

The Company has appointed BOB Capital Markets Ltd to carry out viability study & to structure Corrective action plan (CAP) for the Company. The exercise is done to structure a viable rectification plan for the Company to overcome the current stress. As per the scheme, Rupee Term Loan of Rs. 145 Crores is approved by the consortium banks & Working capital limits will be reduced by Rs. 95 Crores.

II. DIRECTORS' RESPONSIBILITY STATEMENT

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31st March 2015 and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

III. DISCLOSURE AS REQUIRED UNDER THE COMPANIES ACT 2013:

- a. Mr. Atul Desai, Mr. Ashok Jain and Mrs. Amita Karia, the independent directors have given declaration that they meet the criteria of independent directors as provided in sub section 6 of Section 149 of the Companies act 2013.
- b. Nomination and Remuneration committee (NRC) at their meeting held on 27th May 2014 approved and recommended policy relating to criteria for determining qualifications, positive attributes and independence of directors, the remuneration for the directors, key managerial personnel and other employees; the Board of directors approved the said policy as recommended by NRC at its meeting held on 27th May 2014.
- c. NRC at their meeting held on 10th February, 2015 laid down criteria for the evaluation of Board of directors. Evaluation of directors consisted of two parts i.e. quantitative data and qualitative data. The instruments was so designed that only ticks is required with no provision for descriptions, name of the directors who has evaluated was not disclosed. Evaluation took place in March 2015 and the same was discussed by the Board of directors and took remedial action at its meeting held on 31st March 2015. (Rules 8 (4) under Chapter 9 of the Companies (Accounts) Rules, 2014)
- d. Meeting of Board of directors were conducted five times during the financial year 2014-15, the details of which are given in the Corporate Governance Report.
- e. The Company does not have any subsidiary company.
- f. Ratio of remuneration of Mr. Shashank Chaturvedi, executive director who was upto 12th November 2014 to the median employee's remuneration and other details as may be prescribed – Section 197 (12)
 - (i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year- 37.69 times
 - (ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year- No increment during the year
 - (iii) the percentage increase in the median remuneration of employees in the financial year- No increment during the year
 - (iv) the number of permanent employees on the rolls of company- 501
 - (v) the explanation on the relationship between average increase in remuneration and company performance - No increment during the year
 - (vi) comparison of the remuneration of the Key Managerial Personnel against the performance of the company- Remuneration not linked to performance of the Company

(vii)	31/03/2014	31/03/2015	Variation
Market capitalization	28.19	29.49	1.30
P/E ratio	-0.83	-0.81	0.02
Market price per share	2.6	2.72	0.12
EPS	(3.65)	(3.90)	(0.25)

- (viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration- No increment during the year
- (ix) comparison of the each remuneration of the Key Managerial Personnel against the performance of the company- remuneration not related to performance of the Company

- (x) the key parameters for any variable component of remuneration availed by the directors- no variable component of remuneration availed by the director
 - (xi) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year- nil; and
 - (xii) affirmation that the remuneration is as per the remuneration policy of the company.
- g. Details of arrangement entered into with Welspun Steel Limited under section 189 (related party) is mention in form AOC-2 as mentioned below under Rule 8 (2) of the Companies (Accounts) Rules, 2014

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies

(Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis – No such transactions.
2. Details of material contracts or arrangement or transactions at arm's length basis
 - (a) Name(s) of the related party and nature of relationship – Welspun Steel Limited
 - (b) Nature of contracts/arrangements/transactions – Purchase of DRI/ sponge iron lumps, sale of stores materials
 - (c) Duration of the contracts / arrangements/transactions – 01.04.2014-31.03.2015
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:

Purchases of DRI/ sponge iron lumps from Welspun Steel Limited for Rs. 1253.37 lacs and sale of stores materials/spares for Rs. 1.28 lacs during the period from 01.04.2014-31.03.2015 are at a market price and on Arm's length basis.

All material transactions entered with the related party is carried out in the ordinary course of the business.
 - (e) Date(s) of approval by the Board, if any: Board of directors at their meeting held on 10.11.2014, 10.02.2015 and 28.05.2015 approved the said transactions;
 - (f) Amount paid as advances, if any: nil
- i. Particulars of loans, guarantees or investments under section 186.

The Company has not made investment nor given loan or provide any guarantee for repayment of loan under section 186 of the act
- j. Details of establishment of vigil mechanism for directors and employees Clause 49(II)(F) of Listing agreement.

The Company has a Whistle Blower Policy and Vigil Mechanism for its directors and employees and no persons has been denied access to the Audit Committee.

IV. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo required pursuant to Rule 8(3) of the Companies (Accounts) Rules, 2014 are reproduced herewith:

A. Conservation of Energy

- (i) Steps taken or impact on conservation of energy.
 - > In ingot soaking pit hot charging practice adopted and heating cycles optimized.

Impact : Natural Gas (fuel) consumption reduced from 120 m3 / ton to 100 m3 / ton.
 - > In walking hearth furnace modification done for stroke length change for input sizes of 150 mm & 198 mm.

Impact : For 50 to 60 Round campaign natural gas consumption reduced from 90 m3 / ton to 75 m3 / ton.
- (ii) Planned Capexes on following areas :
 - > Dust & fume extraction system to be provided with VVF drive.
 - > Vertical hydraulic (water) pumps to be changed to horizontal pumps.
 - > Capacitor bank replaced for improving power factor from 0.994 to 0.997.

B. Technology Absorption

i and ii

Efforts made towards technology absorption and the benefits derived therefrom

- > Annealing furnaces added for development of hot die steel H11, H13.
- > Producer Gas Plant commissioned for fuel cost reduction of Rs. 18 to 20 Lacs per month.
- > Mechanization of round ingot grinding facility for product improvement has been done.

iii. There is no import technology

iv. The expenditure incurred on Research and Development- nil

Foreign exchange earnings and Outgo-

Foreign exchange earnings

FOB value of exports Rs.87 Lacs (nil)

Foreign exchange Outgo

Imports on CIF basis/expenditure in foreign currency : Rs. 2529 Lacs (Rs.3097 Lacs)

V. DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. V S Iyer and Mr. Hanuman Kanodia, Directors of the Company retire by rotation at the 33rd Annual General Meeting and being eligible have offered themselves for reappointment. Mrs. Amita Karia is appointed as a woman independent director by the Board of directors at their meeting held on 31st March, 2015 for a period of two years.

Mr. Anuj Burakia has been appointed as an additional director by the Board of directors at its meeting held on 28th May 2015 and holds office upto the date of ensuing 33rd Annual General Meeting. The Company has received a Notice from a member proposing him as a director of the Company. He also has been appointed as a whole time director of the Company with effect from 29th July, 2015 by the Board of Directors.

Board has recommended re-appointment of the aforesaid retiring directors, appointment of woman Independent director and additional director/whole time director.

Mr. Sanjay Kukreja, AVP (Commercial) has been appointed as a CFO by the Board of Directors at its meeting held on 10th February 2015.

Mr. Nilesh Javker has been appointed as a Company secretary and compliance officer of the Company w.e.f 27th May 2015.

VI. AUDIT COMMITTEE

The Audit Committee consists of the following 4 Non-Executive Directors

- | | |
|-----------------------------|-------------------------|
| a. Mr. Atul Desai | - Chairman, independent |
| b. Mr. Abhishek Mandawewala | - Member |
| c. Mr. Ashok Jain | - Member, independent |
| d. Mrs. Amita Karia | - Member, independent |

VII. DEPOSITS

The Company has not accepted any deposit within the meaning of the Chapter V to Companies Act 2013. Further, no amount on account of principal or interest on deposit was outstanding as at the end of the year under report.

VIII. AUDITORS

Your Company's Auditors, M/s. Chaturvedi & Shah, Chartered Accountants were re-appointed for the period of three years till the conclusion of 35th Annual General meeting by the members at 32nd Annual General Meeting of the Company held on 29th September 2014. Members are requested to ratify their appointment from the conclusion of 33rd Annual General Meeting to the conclusion of 34th Annual General Meeting.

IX. CORPORATE GOVERNANCE

A separate report on Corporate Governance is annexed hereto as a part of this Report. Management Discussion and Analysis Statement is separately given in the Annual Report. A certificate from the Mr. A. L. Makhija, Practising Company Secretary regarding compliance of conditions of Corporate Governance as prescribed under Clause 49 of the Listing Agreement is attached to this report.

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X. AUDITORS' REPORT

References drawn by the Auditors' in their report are self-explanatory.

Please refer to Auditors' Observations/ qualifications and in relation thereto the Board of directors' state as under:

- i) We refer to Note no. 1 (a) of "Annexure to Independent Auditor's Report" stating that the Company is in the process of updating its fixed asset register showing full particulars including quantitative details and situation of fixed assets and state that fixed asset register is being updated showing full particulars including quantitative details and situation of fixed assets.

XI. SECRETARIAL AUDIT REPORT

A Secretarial Audit Report given by Mr. A L Makhija, a practising company secretary is herewith annexed.

As regard observation of the Report, we state that-

- i. The Company was in search for executive director after the resignation of Mr. Shashank Chaturvedi, the executive director with effect from 12th November 2014 and the Board of directors at their meeting held on 8th July 2015 has appointed Mr. Anuj Burakia as a whole time director and Occupier under the Factories Act, 1948 with effect from 29th July, 2015. .
- ii. The Company has appointed Mr. Nilesh Javker as the Company Secretary and Compliance officer w.e.f 27th May 2015.

XII. RISK MANAGEMENT POLICY

Board of Directors at their meeting held on 10th February 2015 considered and approved risk management policy and identified the major risk in severe competition in finished goods from local as well as international market

XIII. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTOR (CLAUSE 49 OF LISTING AGREEMENT)

The details of familiarization program (for independent directors) is disclosed on the Company's website and a web link thereto is <http://www.rmgalloysteel.com/userfiles/file/RMG%20Familiarisation%20policy.pdf>

XIV. CODE OF CONDUCT

The Company has Code of Conduct for Board members and senior management personnel. A copy of the Code has been put on the Company's website for information of all the members of the Board and management personnel.

All Board members and senior management personnel have affirmed compliance of the same.

XV. PARTICULARS OF EMPLOYEES

Details of the every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is herewith attached.

XVI. ACKNOWLEDGEMENT

Your Directors take this opportunity to express gratitude for valuable assistance and co-operation extended to the Company by Financial Institutions, Commercial Banks and other authorities. Your directors also wish to place on record their sincere appreciation of the dedicated services, hard work, solidarity and profuse support by all the employees of the Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Mumbai,
Date: 8-07-2015

Abhishek Mandawewala
Director

Ashok Jain
Director

Form No. MGT – 9

EXTRACT OF ANNUAL RETURN
As on the financial year ended on March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

- i. CIN :- L27100GJ1983PLC020358
- ii. Registration Date : December 29, 1980
- iii. Name of the Company : RMG Alloy Steel Limited
- iv. Category / Sub Category of the Company: Public Limited Company
- v. Address of the Registered office and contact details:
Plot No.1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat - 393110;
Contact Tele: +91 2645-619700; Fax:+91 2645 619800 Email: allcompanysecretaryofrmgl@welspun.com
- vi. Whether listed company: Yes. The Bombay Stock Exchange Limited
- vii. Name, address and contact details of Registrar and Transfer Agent, if any.
M/s. Bigshare Services Private Limited
Unit : RMG Alloy Steel Limited
E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki naka, Andheri (E), Mumbai - 400072
Email - investor@bigshareonline.com
Tele. No.: +91-022-40430200
Fax No. : +91-22-28475207

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

- Steel & Steel products such as Rolled Products

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Name And Address Of The Company	CIN / GLN	Holding / Subsidiary / Associate	% Of Shares Held	Applicable Section
W S Alloy Holding Limited (demerged from Welspun Steel Ltd w.e.f. 9-05-2015 pursuant to High Court order dated 23rd February 2015 with)	U27109GJ2004PLC044249	Associate	39.88	2(6)

IV. SHARE HOLDING PATTERN (equity share capital break-up as percentage of Total Equity)

i. Category-wise shareholding – Refer Annexure A

ii. Shareholding of Promoters

Sl. No	Shareholder's name	Shareholding as on 01.04.2014			Shareholding as on 31.03.2015			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
A	Individuals / HUF (Promoters)							
1	Vishwambarlal C Saraf	916	0.00	0.00	916	0.00	0.00	0.00
2	Rajendra C Saraf	501	0.00	0.00	501	0.00	0.00	0.00
3	Minakshi R Saraf	151	0.00	0.00	151	0.00	0.00	0.00
4	Vishwambar C Saraf	230	0.00	0.00	230	0.00	0.00	0.00
5	Vandana V.Saraf	1	0.00	0.00	1	0.00	0.00	0.00
6	Vishwambar C Saraf	125	0.00	0.00	125	0.00	0.00	0.00
7	Rishabh R Saraf	40	0.00	0.00	40	0.00	0.00	0.00
8	Anupama Kasera	20	0.00	0.00	20	0.00	0.00	0.00
		1984.00	0.00	0.00	1984.00	0.00	0.00	0.00

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Sl. No	Shareholder's name	Shareholding as on 01.04.2014			Shareholding as on 31.03.2015			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
B	Promoter Group Companies							
1	Rajendra Finance Pvt. Ltd.	2,460,520	2.27	0.00	2,460,520	2.27	0.00	0.00
2	Bajrang Finance Ltd	10	0.00	0.00	10	0.00	0.00	0.00
3	Remi Securities Limited	2,313,600	2.13	0.00	2,313,600	2.13	0.00	0.00
4	Kuber Kamal Industrial Investments Ltd	2,313,617	2.13	0.00	2,313,617	2.13	0.00	0.00
5	Calplus Trading Pvt Ltd	6,114,390	5.64	0.00	6,114,390	5.64	0.00	0.00
6	Magnificent Trading Pvt Ltd	7,012,334	6.47	0.00	7,012,334	6.47	0.00	0.00
7	Remi Finance and Investment Pvt. Ltd.	2,460,000	2.27	0.00	2,460,000	2.27	0.00	0.00
8	Vishwakarma Jobworks Limited	2,556,545	2.36	0.00	2,556,545	2.36	0.00	0.00
9	Vayudoot Trading Limited	1,995,492	1.84	0.00	1,995,492	1.84	0.00	0.00
		27,226,508	25.11	0.00	27,226,508	25.11	0.00	0.00
C	Co-promoter							
1	Widescreen Holdings Pvt. Ltd.	24,143,333	22.27	0.00	24,143,333	22.27	0.00	0.00
D	Strategic Investor							
1	Welspun Steel Ltd	43,247,034	39.88	0.00	43,247,034	39.88	0.00	0.00
	Grand total	94,618,859	87.26	0.00	94,618,859	87.26	0.00	0.00

iii. Change in Promoters' shareholding (please specify, if there is no change) – No change in promoters'/Co-promoter/ strategic investor shareholding during the year.

iv. Shareholding pattern of top ten shareholders (other than Directors and Promoters):

Sr. no.	Name of the shareholders	Shareholding as on (1-04-2014)		Change in shareholding (No of shares)	shareholding as on (31-03-2015)	
		No. of shares	% of total shares of the company	Increase/ Decrease	No. of shares	% of total shares of the company
1	STRESSED ASSETS STABILIZATION FUND	1000000	0.92	0.00	1000000	0.92
2	PINKY VENTURES PRIVATE LIMITED	990918	0.91	6432.00	997350	0.92
3	SHAUNAK JAGDISH SHAH	470741	0.43	0.00	470741	0.43
4	ASHKARAN JAIN	399000	0.37	2000.00	401000	0.37
5	JAGDISH AMRITLAL SHAH	244388	0.23	0.00	244388	0.23
6	I TENABLE INDIA LIMITED	143200	0.13	0.00	143200	0.13
7	MUKESH SHARMA	137300	0.13	0.00	137300	0.13
8	KALI RAM GUPTA	123854	0.11	0.00	123854	0.11
9	RAJENDRA KANAKARAJ MEHTA	123000	0.11	0.00	123000	0.11
10	SHAKUNTLA GUPTA	112552	0.10	1678.00	114230	0.11

RMG ALLOY STEEL LIMITED
(Formerly known as “REMI METALS GUJARAT LIMITED”)

v. Shareholding of Directors and Key Managerial Personnel (KMP) :

Sl. No	Shareholder's name	Shareholding as on 1-04-2015		Change in Shareholding	Shareholding as on 31-03-2015	
	Name of the Director and KMP	No. of shares	% of total shares of the company	Increase/ Decrease	No. of shares	% of total shares of the company
	Directors					
1	Mr. Atul Desai	-	-	-	-	-
2	Mr. Ashok Jain	-	-	-	-	-
3	Mr. Abhishek Mandawewala	-	-	-	-	-
4	Mr. V S Iyer	01	0.00	-	01	0.00
5	Mr. Hanuman Kanodia	500	0.00	-	500	0.00
6	Ms. Amita Karia	0	0.00	-	0	0
	KMP					
1	Sanjay Kukreja	-	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment.

Rs in Lacs

	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
Indebtedness as on 01-04-2014				
i. Principal Amount	17,215	0	0	17,215
ii. Interest due but not paid	269	0	0	269
iii. Interest accrued but not due	0	0	0	0
Total (i + ii + iii)	17,484	0	0	17,484
change in indebtedness during the financial year.				
* Addition	1,500	1,900	0	3,400
* Reduction	637	0	0	637
Net change	863	1,900	0	2,763
Indebtedness as on 31-03-2015				
i. Principal Amount	18,078	1,900	0	19,978
ii. Interest due but not paid	364	0	0	364
iii. Interest accrued but not due	0	43	0	43
Total (i+ii+iii)	18,442	1,943	0	20,385

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL.

A. Remuneration to Mr. Shashank Chaturvedi, Executive director upto 12-11-2014

Sr. No.	Particulars of Remuneration	Whole time director
1	Gross Salary	
a)	Salary as per provisions contained in section 17(1) of the Income Tax Act 1961.	52,14,436
b)	Value of perquisites u/s. 17(2) Income Tax Act, 1961	46,067
c)	Profits in lieu of salary under section 17(3) Income Tax Act, 1961	0
d)	Others, please specify	0
	Total (A)	52,60,503
	Ceiling as per the Act.	Remuneration approved by Central Government pursuant to letter dated 6th December 2013

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B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Mr. Atul Desai	Mr. Ashok Jain	Mr. V. S. Iyer	Mr. Hanuman Kanodia	Total
1.	Independent Directors					
	* Fee for attending board committee meetings	149000	133000	40000	48000	370000
	* Commission	0	0	0	0	
	* Others, please specify	0	0	0	0	
	Total (1)	149000	133000	40000	48000	370000
2.	Other Non Executive Directors					
	* Fee for attending board committee meetings	0	0	0	0	
	* Commission	0	0	0	0	
	* Others, please specify	0	0	0	0	
	Total (2)	0	0	0	0	
	Total (B) = (1 + 2)	149000	133000	40000	48000	370000
	Total sitting fees	149000	133000	40000	48000	370000
	Overall Ceiling as per the Act.	Managerial remuneration was approved by Central Government pursuant to letter dated 6th December 2013. Sitting fees not included in overall ceiling as per the Act				

Sr. No.	Particulars of Remuneration (with effect from 8th August 2014)	Mr. Sanjay Kukreja, CFO
1	Gross Salary	
a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1389861
b)	Value of perquisites u/s. 17(2) Income Tax Act, 1961	Nil
c)	Profits in lieu of salary under section 17(3) Income Tax Act, 1961	Nil
2	Stock Option	Nil
3	Sweat Equity	Nil
4	Commission	Nil
	- As % of profit	Nil
	- Others, specify	Nil
5	Others, please specify	Nil
	Total	1389861

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES : NIL

ANNEXURE ‘B’

ANNEXURE TO THE DIRECTORS’ REPORT

I) INFORMATION UNDER SECTION 134 OF THE COMPANIES ACT, 2013 AND FORMING PART OF THE DIRECTORS’ REPORT.

REMUNERATION OF RS. 60, 00,000 PER ANNUAM OR MORE RECEIVED BY EMPLOYEE THROUGH OUT THE YEAR: NIL

REMUNERATION OF RS. 5, 00,000 PER MONTH OR MORE RECEIVED BY EMPLOYEE FOR A PART OF THE YEAR:

Name	Designation/ Nature of duties	Remuneration received	Educational Qualification	Experience in years	Date of Commencement of employment	Age	Last employment before joining the Company
1	2	3	4	5	6	7	8
Mr. Shashank Chaturvedi	Executive Director	52,60,503 (Till Nov 2014 only)	CA	24 years	1st July, 2009	54 Years	Sea Tech Services Ltd.

Notes:

1. Gross remuneration comprises salary & allowances.
2. The nature of employment is contractual.
3. Above mentioned employee is not a relative of any Directors of the Company.

MANAGEMENT AND DISCUSSION ANALYSIS

A) INDUSTRY STRUCTURE, SCENARIO & DEVELOPMENT

The prolonged slowdown that set off in 2011-12 and has continued unabated into the current year has severely dented the revenue growth and profitability of Indian component manufacturers. Tier 2 and tier 3 suppliers and those dependent on the commercial vehicles segment have been key casualties. But, renewed optimism and expectations of a turnaround in our economy following the election of a stable government at the Centre have restored hopes of a recovery in auto sector demand.

The Indian steel industry is headed for a period of overcapacity with additional supply coming onstream in the next fiscal likely to exceed any improvement in demand. The result may be continuing price and margin pressures for Indian steelmakers who are already under pressure due to slowing domestic demand and cheaper imports. Fiscal 2016 will see nearly 9 million tonnes (mt) in fresh capacity added to the existing capacity of about 95 mt.

Steel imports from China nearly trebled during April 14-Jan 15 to over 29 lakh tonnes (LT), the country had imported 10.88 LT steel comprising 6.46 LT carbon steel and 441.70 LT alloy/stainless variety during the entire 2013-14 fiscal.

The construction, automobile and white goods industries will attract a high demand for steel over the next decade. Vast opportunities exist where the unique properties of steel are critical. This could result in a much larger market penetration. Global steel demand over the next decade will largely depend on the emerging economies

With increased government's focus on infrastructure and housing sectors, India's steel demand is likely to grow faster than production. While steel production continued to face intense pressure due to the lack of raw materials - iron ore and coal - linkage, its consumption will grow sustainably.

Almost all domestic steel makers are raising capacities, expecting a rise in consumption in the near future even as the ongoing difficulties due to subdued demand and rising imports are likely to persist for some more time. From the present installed capacity of around 100 million tonnes per annum, India aims to treble capacity to 300 mtpa by 2025-26 using greenfield as well as brownfield routes, entailing a whopping investment of USD 200 billion.

With the steel and mines minister announcing the setting up of four new steel plants in different states, experts say the steel sector will get a significant boost with an addition of 24 million tonnes capacity. If our GDP growth outstrips China, as is expected next year onwards, and as "Make in India" takes off, there is certainly room for additional capacity.

Acknowledging that India's "infrastructure does not match our growth ambitions", the finance minister announced heavy investment in building roads, railways, and other infrastructure projects. Road infrastructure will receive an outlay of 14,031 crores Rupees (US\$2.26 billion), while railways will get 10,050 crores Rupees (US\$1.62 billion). A new National Investment and Infrastructure Fund will also be set up and receive 20,000 crore Rupees (US\$3.23 billion) annually.

These investments are expected to drive economic growth and attract investment in the country and could also prove to be a game-changer for the industry.

B) OPPORTUNITY & THREATS

Demand of steel in global market mostly depends upon growth of infrastructure in China, India and other developing countries. Increase in price of steel and coking coal affects competitiveness of Indian end users of steel. Further, increase in competition affect margin of profits. Increase in imports of steel at cheap price from China affects local supplier of steel manufacturers.

The Company concentrates in Niche market. The Company shall concentrates Aerospace, Defense, Railway, Drilling, Yellow Good, Oil & Gas (Export), Turbine, Wind Energy, Machine/Ship Building, Gear Development, Engines, Open Die Forgers etc.

The Company is taking various steps to utilize its existing capacity to the maximum extent.

C) SEGMENTWISE AND PRODUCTWISE PERFORMANCE

Product wise performance is given in Directors Report under heading operations.

D) RISK & CONCERNS

Additional capacity being generated for production of Alloy Steel in India and import of steel from China caused pressure on sales & margin.

However the Company expects to mitigate the impact of risks and concerns since the Company concentrates on niche products.

E) INTERNAL CONTROL SYSTEM

The Company employs adequate and effective system of internal control systems that provide for:-

- i) security of the asset
- ii) efficient management information system
- iii) compliance with all laws and regulations
- iv) Compliance with all standard system and quality standards.

F) INDUSTRIAL RELATIONS & HUMAN RESOURCES

Human resource is the key factor for the success of any organization. Your Company places considerable emphasis on continuous enhancement of skills and performance of human resources across the organization.

G) DISCUSSION & FINACIAL PERFORMANCE

REVENUE

Revenue details are discussed in Directors Report.

H) FUTURISTIC STATEMENT

Company's performance as expressed or implied could differ materially due to economic conditions affecting demand/ supply and price condition in the domestic & overseas markets, changes in the Government regulations, tax laws & other incidental factors.

For and on behalf of the Board of Directors

Mumbai,
Date: 8th July, 2015

Abhishek Mandawewala
Director

Ashok Jain
Director

CORPORATE GOVERNANCE - CLAUSE 49 OF THE LISTING AGREEMENT

1. Company's Philosophy

RMG Alloy Steel Limited (Formerly known as "Remi Metals Gujarat Limited") believes that for a company to succeed on a sustained basis, it must maintain global standards of corporate conduct towards its employees, shareholders, consumers and society.

The primary objective is to create and adhere to a corporate culture of conscience and consciousness, transparency and openness.

2. Board of Directors

a. Composition and Category of directors:

Details of composition of the existing Board of Directors as on 31st March 2015 are given below:

Sr. No.	Name of Director	Category	No. of Shares Held	Attendance Particulars			
				Last Annual General Meeting	Board Meeting	Directorship in other public limited companies	Committee Chairmanship/ membership in other public limited companies
1	Mr. Atul Desai	I,NE,C	Nil	Yes	5	8	3C/5M
2	Mr. Abhishek Mandawewala	SI,NE	Nil	No	1	1	1M
3	Mr. Shashank Chaturvedi (upto 12.11.2014)	E	Nil	No	2	-	-
4	Mr. Ashok Jain	I, NE	Nil	No	5	2	-
5	Mr. Hanuman Kanodia	NP	500	No	5	1	-
6	Mr. V.S.Iyer	NP	01	No	4	1	-
7	Ms. Amita Karia (w.e.f. 31.03.2015)	I,W	Nil	No	0	0	-

Abbreviations:

P = Promoter, E = Executive Director, NE = Non Executive Director, I = Independent Non Executive, S = Shareholder, C = Chairman, M = Member, SI= Strategic Investor, NP=Nominee of promoter director, W=Woman Director.

b. Number of Board meetings held, dates of which Board Meetings held:

During the year 2014-15, the Board of Directors met five times on the following dates: -27.05.2014, 12.08.2014, 10.11.2014, 10.02.2015 and 31.03.2015.

3. AUDIT COMMITTEE

Terms of reference:

The terms of reference stipulated by the Board of Directors to the Audit Committee are as contained under clause 49 of the Listing Agreement.

Composition:

The Audit Committee consists of the following 4 Non-Executive Directors as on 31.03.2015.

Mr. Atul Desai	- Chairman (Independent)
Mr. Abhishek Mandawewala	- Member
Mr. Ashok Jain	- Member (Independent)
Mrs. Amita Karia (w.e.f. 31.03.2015)	- Member (Independent)

Meetings and attendance during the year:

Four meetings of Audit Committee of Board of Directors were held on 27.05.2014, 12.8.2014, 10.11.2014 and 10.02.2015. The details of Attendance of Members of audit committee are as follows:

Sr. No.	Name of the Member	Designation	Number of Meetings Attended (01/04/2014 to 31/03/2015)
1	Mr. Atul Desai	Chairman	4
2	Mr. Abhishek Mandawewala	Member	1
3	Mr. Ashok Jain	Member	4
4	Mrs. Amita Karia w.e.f 31.03.2015	Member	0

4. NOMINATION AND REMUNERATION COMMITTEE

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing “Remuneration Committee” as the “Nomination and Remuneration Committee”.

Terms of Reference

The terms of reference stipulated by the Board of Directors to the Nomination and remuneration committee are as contained under clause 49 of the Listing Agreement.

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Ashok Jain, an Independent Director, has been appointed as Chairman of this Committee.

The composition of the Nomination and Remuneration committee of the Board of Directors of the Company is as follows:

Mr. Ashok Jain	- Chairman (Independent)
Mr. Abhishek Mandawewala	- Member
Mr. Atul Desai	- Member (Independent)
Mrs. Amita Karia	- Member (Independent)

Three Nomination and Remuneration Committee meetings were held during the financial year i.e. on 27.05.2014, 10.02.2015 and 31.03.2015.

Remuneration policy

Nomination and Remuneration committee (NRC) at their meeting held on 27th May 2014 approved and recommended policy relating to criteria for determining qualifications, positive attributes and independence of directors, the remuneration for the directors, key Managerial Personnel (KMP) and other employees, formulation of criteria for evaluation of independent directors and the Board, policy on Board diversity; the Board of directors approved the said policy as recommended by NRC at its meeting held on 27th May 2014;

Nomination and remuneration policy is reproduced as under:

1. Objective of the Committee:

The Company believes that individuals associated with the Company are its most important asset and it can achieve its vision of becoming a global leader with support of directors and employees. While achieving Company's growth, the Company is committed to fulfill the aspirations of our Customers, Employees and Shareholders.

2. Constitution of Nomination and Remuneration Committee:

Nomination and Remuneration Committee shall be constituted by the Board of Directors and its members shall be selected from amongst the directors serving on the Board of Directors.

The Board may induct or remove any member of the Committee at its sole discretion.

3. Role and responsibility:

The Committee shall focus on recommending, persons who may be appointed as directors, KMP and senior management officials, to the Board of Directors. The Committee shall also scan performance of directors, KMP and senior management and recommend their removal if the performance is found unsatisfactory. The Board may mandate duties as it may deem fit from time to time.

4. Identification of persons who may be appointed as directors:

The Committee shall identify persons who may be appointed as directors of the Company and recommend their appointment to the Board of Directors in this regard. While recommending appointment of any such persons as directors the Committee shall consider following aspects:

- a. Business of the Company,
- b. Strength, weakness, opportunity and threats to Company's business,
- c. Existing composition of the Board of Directors,
- d. Diversity in background of existing directors,
- e. Background, skills, expertise and qualification possessed by persons being considered,
- f. Specific requirements under Companies Act, 2013, standard listing agreement and any other laws as to composition of the Board.

5. **Recommending appointment of Independent Directors**

The Committee shall regularly review composition of the Board of Directors and recommend appointment of persons who may be qualified to be Independent Directors pursuant to provisions of section 149(6) of the companies act 2013

Apart from being 'Independent', such candidate should be eligible worthy to be appointed as directors based on criteria mentioned below:

An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.

6. **Appointment of Key Managerial Personnel and senior management personnel**

The Committee shall review organization structure. It shall identify persons who may be appointed as Key Managerial Personnel or as a part of senior management. While recommending appointment of any such candidate, the Committee shall consider expectations of the role of the position being considered, qualification, skill, expertise, background, human qualities such as abilities to perform as a part of a team, emotional quotient, etc.

7. **Remuneration of directors, Independent Directors, KMPs, senior management personnel**

The Committee shall recommend the remuneration payable to directors, Independent Directors, KMPs, senior management personnel. The Committee shall consider top industry indicators, requirements of role, qualification and experience of candidate, challenges specific to the Company and such other matters as the Committee may deem fit. The Committee shall consider that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate individuals of the quality required to run the Company successfully. The remuneration must motivate individuals to achieve benchmarks which must be aligned to the vision of the Company.

8. **Evaluation of performance**

The Committee shall screen and evaluate performance of Non-independent directors, Independent Directors, KMPs, senior management personnel, various committees of the Board. Evaluation of performance should provide both positive and negative aspects of performance. The Committee will suggest areas of improvement, if any. The Committee will co-ordinate the process of self-evaluation of the Board. During such process, the Committee shall review performance of the Company, deliberations at the Board meetings, impact of the decisions, etc.

9. **Powers:**

The Committee may seek support of advisors from within the Company or from outside. It may seek such reasonable support as it may deem fit. The Company shall facilitate functioning of the Committee.

10. **Meetings of Nomination and Remuneration committee**

The Committee shall meet at least once a year. It may have additional meetings as it may require or as may be directed by the Board.

11. **Evaluation Criteria**

The Nomination and Remuneration committee has laid down criteria for performance evaluation of Board, its committees, independent directors, non-independent directors and Chairperson to comply provisions of Sections 134(3)(p), 149(8) and 178(2) of the Companies Act, 2013 and Clause 49(II)(B)(5) and (6) of the Listing Agreement as follows:

The guideline for the board evaluation policy and the process to implement it was that it should be :-

- i. Simple with ease to understand and handle the instruments to be used for this purpose;
- ii. Able to meet the statutory requirements; and
- iii. Having accent on improvement of the performance of the board, its committees and the directors, instead of being judgmental in nature.
- iv. The Nomination and Remuneration Committee of the board would formulate the criteria for the evaluation and generally oversee the process.

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- v. The evaluation of individual directors would have two parts, viz., (a) quantitative data in the form of number of meetings of the board and committees attended as against the total number of such meetings held, and (b) qualitative data coming out of the process of filling in a questionnaire by the directors, which would be subjective, by its very nature.
- vi. In order to induce the respondents to give their frank views, the instruments would be so designed that only ticks would be required, with no provision for description and the directors would not be required to identify themselves below the filled in questionnaire.
- vii. The result of the evaluation would be discussed threadbare by the Board and remedial action taken.
- viii. In case of individual directors' performance falling below a threshold, there would be a provision for individual counseling by the Chairman of the Company.

e. Meeting of Independent directors

The independent directors of the Company shall hold at least one meeting in a year without the attendance of non-independent directors and members of management. The meeting of Independent directors was held on 31 March 2015 and the following points were discussed:

- reviewed the performance of non-independent directors and the Board as a whole;
- reviewed the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- assessed the quality, quantity and timeliness of flow of information between the Company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

a. Details of remuneration paid to Mr. Shashank Chaturvedi, Executive director upto 12.11.2014:

(Amt. in Rs.)

Particulars	Mr. Shashank Chaturvedi (Executive Director) (upto 12.11.2014)
Basic	17,40,589
HRA/ Rent free accommodation	5,22,177
Bonus/ Exgratia	1,44,990
Other benefits	28,52,747
Total	52,60,503
notice period	1 month
service contract	—

b. Criteria of making payments to non-executive directors:

The Company pays sitting fees to non-executive directors for attending meetings of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Finance committee, Stakeholder Relationship Committee, Independent Directors committee, postal ballot etc.,. Details of the same are mentioned below

Name of Director	Total Sitting Fees Paid for attending meetings for the year 2014-15
Mr. Ashok Jain	133000/-
Mr. Atul Manubhai Desai	149000/-
Mr. Hanuman Kanodia	48000/-
Mr. V.S. Iyer	40000/-

There are no pecuniary relationships or transactions with the non-executive directors vis-a-vis the Company.

No. of Shares held by Non – Executive Directors are as follows:

Sr. No.	Non-Executive Directors	No. of Equity shares held
01	Mr. Atul Desai	Nil
02	Mr. Abhishek Mandawewala	Nil
03	Mr. V S Iyer	01
04	Mr. Hanuman Kanodia	500
05	Mr. Ashok Jain	Nil
06	Mrs. Amita Karia	Nil

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5. STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders and Investors' Grievance Committee" as the "Stakeholders' Relationship Committee". The terms of reference stipulated by the Board of Directors to the Stakeholders' Relationship Committee are as contained under clause 49 of the Listing Agreement.

Other details of Stakeholders Relationship Committee are as follows:

- a) Name of non-executive director heading the committee: Mr. Atul Desai, Chairman
- b) Name and designation of compliance officer: Nil
- c) Composition and details of attendance of members of the Committee are as follows:

Sr. No.	Name of the Member	Designation	Number of Meetings Attended (01/04/14 to 31/03/15)
1.	Mr. Atul Desai	Chairman	7
2.	Mr. Abhishek Mandawewala	Member	7
3.	Mr. Shashank Chaturvedi (upto 12.11.2014)	Member	4
4.	Mr. Ashok Jain (w.e.f. 10.11.2014)	Member	0

- d) No. of meetings held:

Seven meetings of Stakeholders Relationship Committee were held on 04.04.2014, 11.07.2014, 05.09.2014, 12.09.2014, 10.11.2014, 19.12.2014 and 23.01.2015.

- e) Number of shareholders complaints/ requests received so far during the year:

Break up and number of complaints/ requests received under different category is given hereunder:

Sr. no.	Category	No. of complaints Recd
1	Non receipt of annual report	2
2	Non receipt of dividend warrant	3
3	Non receipt of remat rejection documents	1
4	Non receipt of share certificate after transfer	2
5	Non receipt of Exchange Share Certificate	8
6	Complaint through BSE	1
7	Non receipt of demat rejection documents	3
	Total Complaints Recd	20

All the complaints/ requests received during the year under report were resolved within the time limit to the satisfaction of the investors/ shareholders and no complaints were pending as on 31st March 2015.

6. INDEPENDENT DIRECTORS COMMITTEE MEETING

The independent directors of the Company shall hold at least one meeting in a year without the attendance of non-independent directors and members of management. The meeting of Independent directors was held on 31st March 2015 and the following points were discussed:

- reviewed the performance of non-independent directors and the Board as a whole;
- reviewed the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- assessed the quality, quantity and timeliness of flow of information between the Company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Composition:

The independent directors committee consists of the following 2 Directors as on 31.03.2015.

- | | | |
|----------------|---|------------------------|
| Mr. Atul Desai | - | Chairman (Independent) |
| Mr. Ashok Jain | - | Member (Independent) |

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTOR (CLAUSE 49 OF LISTING AGREEMENT)

The details of familiarization program (for independent directors) is disclosed on the Company's website and a web link thereto is <http://www.rmgalloysteel.com/userfiles/file/RMG%20Familiarisation%20policy.pdf>

7. GENERAL BODY MEETINGS:

(i) The details of General Meetings held in the last three years are given hereunder:

Date	Type of meeting	Location	Time	No. of special Resolutions
21/09/2012	Annual General Meeting	Plot No.1, GIDC Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat	12.30 P.M	1
14/05/2013	Extra Ordinary General Meeting	Plot No.1, GIDC Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat	12.00 noon	1
21/09/2013	Annual General Meeting	Plot No.1, GIDC Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat	12.30 P.M	2
29/09/2014	Annual General Meeting	Plot No.1, GIDC Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat	12.30 P.M	3

(ii) Details of Special Resolutions passed in the last three years are given hereunder:

Date	Location	No. of special Resolutions	Special Resolutions passed
21/09/2012	Plot no.1, GIDC Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch	One	Consent to Board of Directors to make investment in equity shares and preference shares of Welspun Captive Power Generation Limited upto a limit of Rs.1.30 crores.
14/05/2013	Plot no.1, GIDC Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch	One	Change of name of the Company from Remi Metals Gujarat Limited to RMG Alloy Steel Limited
21/09/2013	Plot no.1, GIDC Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch	Two	i. Appointment of Mr. Shashank Chaturvedi as an Executive Director w.e.f 19/12/2012 for a period of three years. ii. Consent to Board of Directors to issue and allot preference shares not exceeding Rs.15 crore.
29/09/2014	Plot no.1, GIDC Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch	Three	i. Accord consent to Board of directors to issue and allot Preference Shares of Rs. 10/- each at a premium of Rs. 25/- per shares aggregating to Rs. 22,31,60,000 to Promoters / Co-promoters / Strategic Investors; ii. Approval for keeping register and index of members as prescribed under section 88 of Companies Act 2013 at the office of M/s. Big share Services Private Limited, Registrar and Share Transfer Agent of the Company; iii. Adoption of Articles of association as per the regulations mentioned in the Companies Act 2013, in substitution, and to the entire exclusion of the regulations contained in the existing Article of Association of the Company.

(iii) No special resolution was passed last year through postal ballot.

8. DISCLOSURES

- i. Disclosures on materially significant related party transactions -
- Transactions with related parties are disclosed in Note No. 32 of Notes forming part of the financial statements. None of these are in conflict with the interests of the Company.
- ii. Details of non - compliance by the Company, penalties, strictures imposed on the company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital market during the last 3 years: Nil
- iii. Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee:

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The Company has a Whistle Blower Policy and Vigil Mechanism for its directors and employees and no personnel have been denied access to the Audit Committee. A copy of policy is displayed on the website of the Company at www.rmgalloysteel.com

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause-

The Company is in compliance with the mandatory requirements mentioned under Clause 49(II) to 49(XI) of the Listing Agreement to the extent applicable.

- (i) **Basis of Related Party transactions-** Complied in Audit Committee meetings and Board meetings held during the financial year
- (ii) **Disclosure of Accounting Treatment** - Accounting standards have been followed.
- (iii) **Board Disclosures – Risk Management** - The Board of directors at their meeting held on 10th February 2015 reviewed risk assessment and minimization procedure followed by the Company. Risk assessment policy is posted on website of the Company.
- (v) **Code of Conduct** – Code of Conduct as approved by the Board of Directors is posted on website of the Company, web link mentioned below:

<http://www.rmgalloysteel.com/userfiles/file/CODE%20OF%20CONDUCT%20FOR%20THE%20BOARD%20OF%20DIRECTORS%20AND%20SR.pdf>

All Board Members and Senior Management Personnel have affirmed compliance with the Code on an annual basis.

A declaration signed by the director of the Company is given below:

"I hereby confirm that all Board members and senior management personnel have affirmed compliance with the Code of Conduct of the Company."

For RMG Alloy Steel Limited

Ashok Jain
Director

- (v) **Proceeds from public issues, right issues, and preferential issues etc.** – The Company has raised amount of Rs. 223149500 by allotment of 63,75,700 12% Redemable Preference Shares of Rs. 10/- each at a Premium of Rs. 25/- each per share from Welspun Steel Limited on Preferential basis for operation/CAPEX requirement/to finance cost of scheme under modified draft rehabilitation Scheme.
- (vi) **Certification by CEO/CFO** - Certificate obtained by Executive Director/CFO on the Financial Statements of the Company in terms of Clause 49 of the Listing Agreement was placed before the Board, who took note of it and took the same on record.

9. MEANS OF COMMUNICATION

- i. Quarterly results and newspapers wherein results normally published:

The Board of Directors of the Company approves and takes on record the audited financial results for the year ended 31-03-2014, unaudited financial results for quarter ended 30-06-2014, 30-09-2014 and 31-12-2014 in their quarterly meetings and the same were normally published in Economic Times (E+G), Ahmedabad edition within 48 hours from the date of Board meetings.

The said financial results were also displayed on the website of the company at www.rmgalloysteel.com

10. GENERAL SHAREHOLDER INFORMATION:

The next Annual General Meeting shall be held at –

- (i) Day and Date - Wednesday, 30th September, 2015
Venue - Plot no. 1, GIDC Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat,
Time - 12.30 P.M
- (ii) Financial year - from 1st April 2014 to 31st March 2015
- (iii) Date of Book Closure - from Tuesday, 22nd September, 2015 to Thursday, 24th September, 2015 (both days inclusive)
- (iv) Dividend payment date - No dividend has been declared for the financial year 2014-15.
- (v) Listing on Stock Exchanges and codes

The securities of the Company are listed on the Bombay Stock Exchange (Scrip code – 500365)

RMG ALLOY STEEL LIMITED
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- (vi) Market Price Data - High-Low Quotations during each month in last financial year i.e from 1st April 2014 to 31st March 2015 and performance in comparison to broad based indices such as BSE SENSEX as follows:

Month	Market Price		Sensex	
	High	Low	High	Low
Apr-14	3.33	2.37	22939.31	22197.51
May-14	5.30	2.96	25375.63	22277.04
Jun-14	5.81	3.88	25725.12	24270.2
Jul-14	5.95	4.07	26300.17	24892
Aug-14	4.43	3.51	26674.38	25232.82
Sep-14	5.47	3.75	27354.99	26220.49
Oct-14	5.20	4.16	27894.32	25910.77
Nov-14	6.20	4.00	28822.37	27739.56
Dec-14	5.10	3.65	28809.64	26469.42
Jan-15	5.15	3.64	29844.16	26776.12
Feb-15	4.59	2.75	29560.32	28044.49
Mar-15	3.68	2.26	30024.74	27248.45

(vii) **Registrar and Transfer Agent:**

The transfer of shares of the Company are being done by Bigshare Services Pvt. Ltd., the R & T Agents, having address at E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai- 400 072.

Contact person: Mr. Ashok Shetty, Vice President

- (viii) Distribution of shareholding of equity shares as on 31st March, 2015 is as follows: -

Shareholding of nominal value Rs.			Total Holders		Amount	
			(in Nos.)	% of Total	in Rs.	% of Total
1	-	5000	89644	98.09	16723956	2.57
5001	-	10000	819	0.90	5478702	0.84
10001	-	20000	451	0.49	6275754	0.96
20001	-	30000	175	0.19	4441824	0.68
30001	-	40000	74	0.08	2585238	0.40
40001	-	50000	43	0.05	1899678	0.29
50001	-	100000	88	0.10	6014670	0.93
100001	and	above	96	0.10	607195218	93.33
Total :			91390	100.00	650615040	100.00

J. CATEGORIES OF SHAREHOLDERS AS ON 31st MARCH, 2015:

Sr. No.	Category	No. of shares held	% of share holding
1	Promoter's Holding (A)	94618859	87.26
2	Non-Promoters Holding (B)		
	- Mutual Funds, FIs, Banks, Insurance companies & Foreign Institutional Investors	40681	0.04
	- Body Corporates	1925757	1.78
	- Resident Indians	10817309	9.98
	- NRIs	33234	0.03
	Trust	1000000	0.92
	Sub- Total (B)	13816981	12.74
	Total (A+B)	108435840	100.00

(ix) **Dematerialisation of shares and liquidity:**

The Shares of the Company are fully dematerialized under the category of compulsory delivery in dematerialized mode by all categories of investors.

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The Company has signed agreements with both the depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited. As on 31 March 2015, 99.92 %of the shares of the Company are dematerialized. Bifurcation of shares are mentioned below:

Category	As on 31st March, 2015	%
No. of Shares held by NSDL	103820438	95.76
No. of Shares held by CDSL	3495050	3.22
Physical	1120352	1.02
Total	108435840	100.00

- (x) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and impact on equity: The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments during the year.
- (xi) Plant Location: Plot no.1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist – Bharuch.
- (xii) Address for Correspondence :Plot no.1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist – Bharuch, Tel No. 02645-619700,
Fax No.:02645-619800
- (xiii) E-mail Id : allcompanysecretaryofrmgl@welspun.com
- (xiv) Website : www.rmgalloysteel.com

Certificate on compliance of conditions of Corporate Governance under Clause 49 of the Listing Agreement

TO THE MEMBERS OF **RMG ALLOY STEEL LIMITED** (Formerly known as “REMI METALS GUJARAT LIMITED”)

We have examined the compliance of conditions of Corporate Governance by **RMG Alloy Steel Limited** (Formerly known as “Remi Metals Gujarat Limited), for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations as given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that in respect of investor's grievance received during the year ended 31st March 2015, the Registrar and Share Transfer Agents of the Company have certified that as at 31st March, 2015, there were no investors' grievances remaining unattended/ pending for more than 15 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

Anand Makhija
Practicing Company Secretary
ACS no. 5087
COP no.3410

Place: Mumbai
Date: 08-07-2015

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31-03-2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
RMG ALLOY STEEL LIMITED.

I have conducted the Secretarial Audit of the Compliance of applicable Statutory Provisions and the adherence to Good Corporate Practices by RMG Alloy Steel Ltd, (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the Corporate conducts/Statutory Compliances and expressing my opinion thereon.

Based on my verification of RMG Alloy Steel Ltd's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the company and also the information provided by the Company, its Officers, Agents and Authorized Representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the Audit period covering the Financial year ended on 31st March, 2015 complied with the Statutory Provisions listed hereunder and also that the Company has proper Board-processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by RMG Alloy Steel Ltd, (“the Company”) for the Financial year ended on 31st March, 2015 according to the Provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Sick Industrial Companies (Special Provisions) Act, 1985 (1 of 1986)
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vii) Other laws applicable specifically to the Company are as per Annexure A.

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I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with

Mumbai Stock Exchange;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

The Company did not have:

- A) An Occupier for its Factory Premises for a part of the Financial Year from 13/11/2014 till End of Financial Year 31/3/2015;
- B) An Executive Director and CEO for the Company for a Part of the Financial Year from 13/11/2014 till End of Financial Year 31/3/2015;
- C) A Compliance officer was not appointed during the year however, the Board of directors has approved the appointment of Company Secretary and Compliance Officer of w.e.f 31/3/2015.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least Seven days in Advance, and a system exists for seeking and obtaining further information and clarifications on the Agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting Members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period:

- i. the company has not undertaken any Public/Right/Preferential issue of shares / debentures/sweat equity, etc. during the year under review.
- ii. there is no redemption / buy-back of securities during the year under review.
- iii. major decisions taken by the Company as per powers given to them by Members in pursuance to section 180 of the Companies Act, 2013 are within the Limits laid down and are complied as per Rules and Regulations laid down under the Companies Act, 2013
- iv. no merger / amalgamation / reconstruction, etc have been undertaken during the year under review and
- v. there has been no foreign technical collaborations during the year under review.

Place : Mumbai

Date : 28th May, 2015

Signature:

A.L.MAKHIJA
ACS No.: 5087
C P No. : 3410

ANNEXURE A:

The other laws applicable specifically to the Company are as follows:

- a) The Water (Prevention & Control of Pollution) Act, 1974;
- b) The Water (Prevention & Control of Pollution) Rules, 1975;
- c) The Water (Prevention & Control of Pollution) Cess Act, 1977;
- d) The Air (Prevention & Control of Pollution) Act, 1981;
- e) The Air (Prevention & Control of Pollution) Rules 1982/1983;
- f) The Hazardous Wastes (Management & Handling) Rules 1989;
- g) Indian Explosive Act, 1884;
- h) Indian Explosive Rules, 1983;
- i) Environment Statement Under Gujarat Pollution Control Rules;
- j) Environmental Protection Act, 1986;
- k) The Forest (Conservation) Act, 1980;
- l) The Environment Impact Assessment Notification;
- m) The Hazardous Waste (Management & Handling) Rules, 1989, Amended 2003;
- n) Ozone Depleting Substances (Regulation & Control) Rules, 2000, Amended 2003;
- o) The Energy Conservation Act, 2001;
- p) E Waste Management And Handling Rules 2011;
- q) Dangerous Machines (Regulations) Act, 1983;
- r) Dangerous Machines (Regulations) Rules, 1984;
- s) Boilers Act (Indian Boilers Act), 1923;
- t) Motor Vehicle Act, 1988;
- u) Indian Electricity Rules, 1956;
- v) Apprentices Act, 1961;
- w) Child Labour (Prohibition & Regulation) Rules, 1986;
- x) Contract Labour (Regulation & Abolition) Act, 1970;
- y) Employees Provident Funds & Miscellaneous Provisions Act, 1952;
- z) Employees State Insurance Act, 1948;
- aa) Employment Exchange (Compulsory Notification of Vacancies) Act, 1976;
- bb) Equal Remuneration Act, 1976;
- cc) Factory's Act, 1948;
- dd) Bombay Industrial Relation Act, 1946;
- ee) Industrial Employment (Standing Orders) Act, 1946;
- ff) Inter State Migrant Workers (Regulation of Employment and Condition of Service) Act, 1979;
- gg) Maternity Benefit Act, 1961;
- hh) Minimum Wages Act, 1948;
- ii) Payment of Bonus Act, 1965;
- jj) Payment of Gratuity Act, 1972;
- kk) Payment of Wages Act, 1936;
- ll) Trade Unions Act, 1926;
- mm) Workmen's Compensation Act, 1923;
- nn) Weekly Holidays Act, 1942;

Place : Mumbai

Date : 28th May, 2015

Signature:

A.L.MAKHIJA
ACS No.: 5087
C P No. : 3410

A.L.MAKHIJA & CO- COMPANY SECRETARIES .,
389/91, J.S.S. ROAD, MUMBAI-400 002.
E Mail: almakhija_cs@yahoo.co.in

INDEPENDENT AUDITOR'S REPORT

TO,
THE MEMBERS OF **RMG ALLOY STEEL LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **RMG ALLOY STEEL LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into accounts the provisions of the Act, the accounting and auditing standards and matters which required to be included in audit report under the provision of the act and the rules made there under.

We conducted our audit in accordance with the Standards on Auditing Specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal Financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2015, and its loss and its cash flow for the year ended on that date.

Emphasis of Matters

We draw attention to Note 27 of the accompanying statement; Company's net worth is eroded and the company has continued incurring losses for the current year, indicating the existence of uncertainty that may cast doubt about the company's ability to continue as a going concern. Considering the matters set out in the said note, this statement is prepared on a going concern basis.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015("the Order"), issued by Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2015, and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanation given to us, We give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.
 - e) The going concern matter described under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company,
 - f) On the basis of written representation received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2015 from being appointed as director in terms of Section 164 (2) of the Act.
 - g) With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) rule, 2014 in our opinion and to the best of our information and according to the explanation given to us:
 - i. The Company has disclosed the impact of pending litigation as at 31st March, 2015 on its financial position in its financial statements – Refer Note 36 to the financial statements;
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the company.

For CHATURVEDI & SHAH
Chartered Accountants
Firm Registration No.: 101720W

Parag D. Mehta
Partner
Membership No.: 113904

Place: Mumbai
Date: 28th May, 2015

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 9 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- 1) a) The Company is in the process of updating its fixed asset register showing full particulars including quantitative details and situation of fixed assets.
- b) We have been informed that the fixed assets of the Company are physically verified by the Management during the year in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such physical verification.
- 2) a) As explained to us, inventories have been physically verified by the management at the year end.
- b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business.
- c) The Company has maintained proper records of inventory and the discrepancies between physical stocks and the book stocks noticed on physical verification were not material.
- 3) The Company has not granted any loans, secured or unsecured, to companies, firms and other parties listed in the register maintained under Section 189 of the Act. Hence Clauses (iii) (a), (iii) (b), of Paragraph 3 of the Order are not applicable.
- 4) There are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to the purchases of inventories, fixed assets and sale of goods and services and we have not observed any continuing failure to correct the major weaknesses in such internal controls.
- 5) The Company has not accepted any deposits under the provisions of section 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed there under.
- 6) On the basis of records produced to us, we are of the opinion that, prima facie, the cost records prescribed by the Central Government of India under section 148(1) of the Act have been maintained. However, we are not required to and have not carried out any detailed examination of such accounts and records.
- 7) a) According to the books and records as produced and examined by us in accordance with the generally accepted auditing practices in India and also based on Management representations, undisputed statutory dues in respect of Provident Fund, Employees State Insurance Dues, Investor Education and Protection Fund, Income Tax, Wealth Tax, Service Tax, Custom Duty, Excise duty, Value added tax, Cess and other material statutory dues have generally been regularly deposited, by the Company during the year with the appropriate authorities in India. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.
- b) According to the information and explanation given to us and the records of the company examined by us, the particulars of dues of income tax, Service tax, sales tax including value added tax, duty of customs and duty of excise as at 31st March 2015 which have not been deposited on account of dispute, are as follows:

Name of Statute	Nature of the dues	Amount (Rs. in Lac)	Period to which amount relates	Forum where dispute is pending
Finance Act,1994	Service Tax	103	2005-06 to 2011-12	Customs, Excise & Service Tax Appellate Tribunal
Finance Act,1994	Service Tax	11	2004-05 to 2005-06	Joint Commissioner Central Excise & Customs
Finance Act,1994	Service Tax	5	2012-13 to 2013-14	Assistant Commissioner, central Excise & Customs
Central Excise Act	Excise duty	34	1996-97	Customs, Excise & Service Tax Appellate Tribunal
Custom Act	Drawback	7	2012-13	Assistant commissioner of Customs
Income tax act	Income Tax	77	2004-05	Commissioner of Income tax (Appeal)
Sales Tax Act	Value Added Tax	28	2007-08 to 2008-09	Joint commissioner, Commercial Tax (appeal)

RMG ALLOY STEEL LIMITED
(Formerly known as “REMI METALS GUJARAT LIMITED”)

According to the information and explanation given to us and the records of the company examined by us, there are no dues of wealth tax which have not been deposited on account of any dispute.

- c) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.
- 8) In our Opinion, the accumulated losses of the Company are more than fifty percent of its net worth as at 31st March, 2015, and the Company has incurred cash loss during the financial year and in the immediately preceding financial year.
- 9) Based on our audit procedures and according to the information and explanations given to us, there have been defaults in the repayment of dues to banks as under:

(Rs.in Lacs)

Period of Delay	Principal Amount	Interest Amount	Status of Payment
up to 30 Days	163	496	Principal of Rs.163 Lac unpaid and Interest Paid
31 to 60 Days	163	954	Interest of Rs.87 Lac unpaid ,Balance Paid
60 days and above	475	661	Interest of Rs.10 Lac unpaid, Balance Paid

There were no debentures issued during the year or outstanding at the beginning of the year.

- 10) The Company has not given any guarantees for loans taken by others from bank or financial institutions.
- 11) In our opinion and according to the information and explanation given to us, the term loans have been applied for the purpose for which they were raised.
- 12) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the company, noticed or reported during the year, nor have we been informed of any such case by the management.

For CHATURVEDI & SHAH
Chartered Accountants
Firm Registration No.: 101720W

Parag D.Mehta
Partner
Membership No.113904

Place: Mumbai
Dated: 28th May, 2015

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BALANCE SHEET AS AT 31ST MARCH 2015

(Rs. in Lac)

PARTICULARS	Note	As at March 31, 2015	As at March 31, 2014
I EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	11,597	10,959
Reserves and Surplus	3	(26,418)	(21,451)
		(14,821)	(10,492)
Share Application Money Pending Allotment	4	-	2,232
Non-Current Liabilities			
Long Term Borrowings	5	19,506	16,415
Long Term Provisions	6	160	138
		19,666	16,553
Current Liabilities			
Short Term Borrowings	7	15,872	12,975
Trade Payables	8	6,218	11,034
Other Current Liabilities	9	2,361	4,809
Short Term Provisions	10	12	32
		24,463	28,850
TOTAL		29,308	37,143
II ASSETS			
Non-Current Assets			
Fixed Assets	11		
Gross Block		42,984	43,240
Less : Depreciation		30,728	26,824
		12,256	16,416
-Tangible assets		14	22
-Intangible assets		138	499
-Capital work-in-progress		231	219
Long-Term Loans And Advances	12		
		12,639	17,156
Current Assets			
Inventories	13	4,527	6,167
Trade receivables	14	6,647	11,118
Cash and Bank Balances	15	1,135	1,595
Short term Loans and Advances	16	4,288	1,056
Other Current Assets	17	72	51
		16,669	19,987
TOTAL		29,308	37,143
Significant Accounting Policies & Notes to Accounts forming an integral part of Financial Statements	1		

As per our attached report of even date

For CHATURVEDI & SHAH

Chartered Accountants

Firm Registration No: 101720W

Parag D Mehta

Partner

Membership No.113904

Place : Mumbai

Date : 28.05.2015

For and on behalf of the Board of Director

Ashok Jain

Director

Abhishek Mandawewala

Director

Sanjay Kukreja

CFO

Nilesh Javkar

Company Secretary

RMG ALLOY STEEL LIMITED
(Formerly known as “REMI METALS GUJARAT LIMITED”)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH '2015

(Rs. in Lac)

PARTICULARS	Note	As at March 31, 2015	As at March 31, 2014
III INCOME			
Revenue from operations	18	33,373	41,712
Other Income	19	1,160	159
Total Revenue		34,533	41,871
IV EXPENSES			
Cost of Materials Consumed	20	21,363	25,987
Purchase of Stock in Trade	21	140	-
Changes in inventories of Finished and semi finished goods	22	962	1,749
Employee Benefits Expenses	23	1,606	1,953
Finance Costs	24	4,988	4,970
Depreciation		1,177	2,228
Others expenses	25	10,218	11,915
Total Expenses		40,454	48,802
Profit before Exceptional items and tax		(5,921)	(6,931)
Exceptional Item	26	2,259	3,519
Profit/(Loss) before tax		(3,662)	(3,412)
Tax Expenses		-	
Profit/(Loss) for the year		(3,662)	(3,412)
Earning per Equity Share (Face value of Rs. 6 Per Share) : Basic & diluted (in Rs.)	28	(3.90)	(3.65)
Significant Accounting Policies & Notes to Accounts forming an integral part of these financial statements	1		

As per our attached report of even date

For CHATURVEDI & SHAH

Chartered Accountants

Firm Registration No: 101720W

Parag D Mehta

Partner

Membership No.113904

Place : Mumbai

Date : 28.05.2015

For and on behalf of the Board of Director

Ashok Jain

Director

Abhishek Mandawewala

Director

Sanjay Kukreja

CFO

Nilesh Javker

Company Secretary

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

(Rs. in Lac)

Particulars	Year ended 2014-15	Year ended 2013-14
A) Cash Flow from Operational Activities		
Net Profit / (Loss) before Tax & Extra-Ordinary items :	(3,662)	(3,412)
Adjustment for :		
Depreciation	1,177	2,228
Financial Costs	4,988	4,970
Provision for Gratuity & Compensated Absences	42	59
Exceptional Item	(2,259)	(3,519)
Exchange Difference on Translation (Net)	20	57
(Profit)/Loss on Sale of Assets	(866)	2
Provision for Doubtful Debts	67	130
Provision for Obsolescence	50	36
Sundry Credit Balances Written Back/Provision no longer required	(174)	(2)
	3,045	3,962
Operating Cash Profit/(Loss) before Working Capital Changes	(617)	549
Changes in Working Capital :		
Trade Receivables	4,399	(3,990)
Inventories	1,590	1,743
Loans & Advances	(833)	(482)
Trade and other Payables	(5,435)	3,741
	(279)	1,012
Cash generated from / (used in) Operations	(896)	1,560
Income Tax (Net)	(14)	(16)
Net Cash generated from / (used in) Operating Activities:	(910)	1,544
B) Cash Flow from Investing Activities		
Acquisition of Fixed Assets (including Work in Progress)	(175)	(480)
Sale of Fixed Assets	-	3
Net Cash generated from / (used in) Investing Activities:	(175)	(477)
C) Cash Flow from Financing Activities		
Finance Costs	(4,874)	(5,158)
Share Application Money received	-	2,232
Net Increase/(Decrease) in Short Term Borrowings	2,898	154
Proceeds from Long Term Borrowings	3,400	13,990
Repayment of Long Term Borrowings	(638)	(12,219)
Net Cash generated from / (used in) Financing Activities:	786	(1,001)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS .. (A + B + C)	(299)	67
Cash and cash equivalents at the beginning of the year	371	304
Cash and cash equivalents at the end of year	72	371
NET INCREASE/(DECREASE) AS DISCLOSED ABOVE ..	(299)	67
	0	(0)

Notes :

- Fixed Deposits with the Bank under lien amounting to Rs.1063 lac (Previous Year Rs.1224 Lac) are not included in Cash & Cash Equivalents.
- Previous Year's figure have been regrouped wherever necessary to confirm current year's figures.

As per our attached report of even date

For CHATURVEDI & SHAH

Chartered Accountants

Firm Registration No: 101720W

Parag D Mehta

Partner

Membership No.113904

Place : Mumbai

Date : 28.05.2015

For and on behalf of the Board of Director

Ashok Jain

Director

Abhishek Mandawewala

Director

Sanjay Kukreja

CFO

Nilesh Javker

Company Secretary

Notes forming part of the Financial Statements

1 SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial statements are prepared on the historical cost convention on accrual basis and in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 2013 and the applicable accounting standards.

B. USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

C. FIXED ASSETS

Tangible Assets: Tangible Fixed Assets are stated at cost (net of cenvat credit availed) less accumulated depreciation. The cost of fixed asset includes cost of acquisition, taxes, duties, freight, incidental expenses related to acquisition, construction and installation, allocated pre-operative expenditure and borrowing cost during the preoperational period.

Intangible Assets: Intangible Assets are recognized only if acquired and it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any.

D. DEPRECIATION/AMORTISATION

The depreciation on Fixed Assets is provided on Straight Line Method at the rates prescribed in schedule II to the Companies Act, 2013. Premium on leasehold land is not amortized as the lease is for long period. Intangible Assets are being amortised over a period not exceeding 4 years.

E. IMPAIRMENT OF ASSETS

If the carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flows.

F. INVESTMENTS

Long Term Investments are stated at cost less provision for diminution in the value which is other than temporary. Current Investments are carried at lower of the cost and fair value.

G. FOREIGN CURRENCY TRANSACTIONS/TRANSLATION

- a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Any fluctuation on account of realisation/payment is accounted as an exchange fluctuation. Foreign Currency transactions remaining unsettled at the end of the year are converted at the year end rates. Exchange differences are dealt within the Statement of Profit and Loss.
- b) Forward contracts are entered into to hedge the foreign currency risk of the underlying transaction. The premium or discount on all such contracts arising at the inception of each contract is amortised as income or expense over the life of the contract. Exchange differences on forward contracts are recognised as income or expense in the Statement of Profit and Loss of the year / period. Any profit or loss arising on the cancellation and renewal of forward contract are recognised as income or expense for the year / period.

H. REVENUE RECOGNITION

Sales are recognized when risks and rewards of ownership are passed on to the customers. Export sales are accounted for on the basis of date of bill of lading. Sales are inclusive of excise duty and sales during trial run. Exports benefits are accounted on accrual basis.

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I. INVENTORIES

Raw Materials are valued at lower of cost or net realisable value. Cost is determined on weighted average basis.

Stores and Spares are valued at cost determined on weighted average basis or net realizable value, except for those which have a longer usable life, which are valued on the basis of their remaining useful life.

Semi finished and finished Goods are valued at lower of cost or net realisable value. Cost includes raw material, labour, manufacturing expenses, allocable overheads and depreciation. Scrap is valued at net realizable value.

J. EMPLOYEE BENEFITS

a) Defined Benefit and Other Long Term Benefit plan :

Post employment and other long term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Statement of Profit and Loss.

b) Short Term Employee Benefits:

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

K. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent liabilities, if material, are disclosed in the notes. Contingent assets are not recognized or disclosed in the financial statements.

L. BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

RMG ALLOY STEEL LIMITED
(Formerly known as “REMI METALS GUJARAT LIMITED”)

Notes forming part of the Financial Statements (Contd.)

2 SHARE CAPITAL

(Rs. in lac)

Particulars	As at 31st March 2015		As at 31st March 2014	
	Number of shares	Rs. lacs	Number of shares	Rs. lacs
Authorised				
Equity shares of Rs.6/- each	110,000,000	6,600	110,000,000	6,600
Preference Shares of Rs. 10/- each	54,000,000	5,400	54,000,000	5,400
Total		12,000		12,000
Issued, Subscribed and Paid up				
108,435,840 (Previous year 108,435,840) Equity Shares - of Rs.6/- each fully paid up		6,506		6,506
50,904,271 (Previous year 44,528,571) 12% Cumulative Redeemable Preference Shares (CRPS) - of Rs. 10/- each fully paid up		5,091		4,453
Total		11,597		10,959
a. Reconciliation of the Number of Shares				
Equity Shares : Face value of Rs.6 each				
As at beginning of the year	108,435,840	6,506	108,435,840	6,506
Share issued during the year	-	-	-	-
Buyback/ forfeiture/ reduction shares	-	-	-	-
Outstanding at the end of the year	108,435,840	6,506	108,435,840	6,506
Preference Share :Face value of Rs 10 each				
As at beginning of the year	44,528,571	4,453	40,242,857	4,024
Share issued during the year	6,375,700	638	4,285,714	429
Buyback/forfeiture/ reduction shares	-	-	-	-
Outstanding at the end of the year	50,904,271	5,091	44,528,571	4,453
b. Details of Shareholders holding more than 5% shares				
Name of the Shareholders	Number of shares	% held	Number of shares	% held
Equity Shares :				
Welspun Steel Limited	43,247,034	39.88	43,247,034	39.88
Widescreen Holding Pvt Limited	24,143,333	22.27	24,143,333	22.27
Mangnificent Trading Pvt Limited	7,012,334	6.47	7,012,334	6.47
Calplus Trading Pvt Limited	6,114,390	5.64	6,114,390	5.64
12% CRPS				
Welspun Steel Limited	50,904,271	100	44,528,571	100

c. Terms/ rights attached to

Equity shares :

The Company has 108,435,840 equity share having par value of Rs 6/- each fully paid up. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends, if any, in Indian rupees. The dividend proposed if any, by the board of Directors is subject to the approval of the Shareholders in ensuing annual general meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

Preference Share :

The CRPS carry dividend (cumulative) of 12% per annum. The CRPS 40,242,857 are redeemable with premium of Rs.25 per share in three equal annual installments payable from the end of eight years to ten years from the date of allotment(i.e. 19th February 2013), The CRPS 4,285,714 are redeemable with premium of Rs.25 per share in three equal annual installments payable from the end of eight years to ten years from the date of allotment (i.e. 11th February 2014) and

The CRPS 6,375,700 are redeemable with premium of Rs.25 per share in three equal annual installments payable from the end of eight years to ten years from the date of allotment (i.e. 11th November 2014).

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Notes forming part of the Financial Statements (Contd.)

(Rs.in lac)

Particulars	As at 31st March 2015	As at 31st March 2014
3 RESERVE AND SURPLUS		
Securities Premium Account		
Balance as at the beginning of the year	11,132	10,061
Add: received on issue of shares	1,593	1,071
Less : Amount Utilized	-	-
Balance as at the end of the year	12,725	11,132
(Deficit) in Statement of Profit and Loss		
As per the last Balance Sheet	(32,583)	(29,171)
Add/(less) : Additional depreciation pursuant to enactment of Schedule II of the Companies Act, 2013 (refer note 11(a))	(2,898)	-
Add: Profit / (Loss) for the year	(3,662)	(3,412)
Balance as at the end of the year	(39,143)	(32,583)
Total	(26,418)	(21,451)
4 SHARE APPLICATION MONEY PENDING ALLOTMENT		
Share application money pending allotment	-	2,232
Total	-	2,232

The share application money was received in previous year against issue made during the year of 6,375,700 CRPS of Rs.10 each at a premium of Rs.25 per share carrying dividend (cumulative) of 12% per annum. The CRPS shall be redeemable with premium of Rs.25 per share in three equal annual installments payable from the end of eight years to ten years from the date of allotment.

5 LONG TERM BORROWINGS

(Rs.in lac)

Particulars	As at 31st March 2015		As at 31st March 2014	
	Non Current	Current	Non Current	Current
Secured				
Indian Rupee Term Loans from Banks	17,606	472	16,415	800
	17,606	472	16,415	800
Unsecured				
Body corporate Loan	1,900	-	-	-
	1,900	-	-	-
Total	19,506	472	16,415	800

Secured:

a) Rupee loan of Rs.18,078 lac (Previous year Rs. 17,215 lac) pari passu basis, by way of:

- Equitable mortgage of immoveable properties on first charge basis.
- Hypothecation of movable fixed assets on first charge basis.
- Second charge on current assets.

Rupee loans carry interest at bank prime lending rate /base rate plus margin. Loans of

- Rs.16,900 lac are repayable in 30 quarterly installment starting from September 2016 and ending in April 2024.
- Rs.770 lac are repayable in 20 quarterly installment starting from June 2014 and ending in March 2019.
- Rs.408 lac are repayable in quarterly installments starting from March 2012 and ending in June 2015.

b) Rupee Term loans include installment of Rs.163 lac (Previous Year Rupees. 150 Lac) due on the balance sheet date.

Unsecured:

a) Body Corporate Loan carries interest rate @ 10% p.a. is repayable immediately after the expiry of 36 Months from the date of agreement.

RMG ALLOY STEEL LIMITED
(Formerly known as “REMI METALS GUJARAT LIMITED”)

Notes forming part of the Financial Statements (Contd.)

(Rs.in lac)		
Particulars	As at 31st March 2015	As at 31st March 2014
6 LONG TERM PROVISIONS		
Provision for Employee Benefit	121	100
Provision for Gratuity	39	38
Provision for Leave Encashment		
Total	160	138
7 SHORT TERM BORROWINGS		
Secured		
From Bank		
Working Capital Loan	12,371	11,584
Unsecured		
From Bank		
Foreign Currency Loan : Buyer's Credit	128	1,391
Loan from Others	3,373	-
Total	15,872	12,975
a) Working Capital Loans are secured, on pari passu basis, by way of		
i. Hypothecation of current assets on first charge basis.		
ii. Hypothecation of movable fixed assets on second charge basis.		
iii) Equitable mortgage of immovable properties on second charge basis		
b) Working Capital Loans carry interest, at bank prime lending rate/base rate plus margin, ranging from 11.50% to 14.75%.		
c) Buyers Credit carry interest at LIBOR plus margin (45 bps to 65 bps).		
8 TRADE PAYABLES		
Micro small and medium enterprises (Refer Note No.37)	21	-
Others	6,197	11,034
Total	6,218	11,034
9 OTHER CURRENT LIABILITIES		
Current maturity of long term borrowings	471	800
Interest accrued and due	380	304
Interest accrued but not due	43	5
Advances from Customers	34	38
Advance from others (Land sale)	-	1,457
Book overdraft	37	71
Payable for purchase of fixed assets	297	336
Payable to Employees	116	136
Statutory Liabilities	706	1,207
Provision for expenses	187	299
Other Payables	90	156
Total	2,361	4,809
10 SHORT TERM PROVISIONS		
Provision for Employee Benefits		
Provision for Gratuity	9	28
Provision for Leave Encashment	3	4
Total	12	32

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Notes forming part of the Financial Statements (Contd.)

11 FIXED ASSETS

(Rs.in lac)

Description	Gross Block				Depreciation / Amortisation					Net Block	
	As at 01-04-2014	Additions	Deductions/ Adjustments	As at 31-03-2015	Up to 31-03-2014	Retained Earnings (refer note below)	For the year	Deductions/ Adjustments	Up to 31-03-2015	As at 31-03-2015	As at 31-03-2014
TANGIBLE ASSETS :											
Lease hold Land	351	-	-	351	-	-	-	-	-	351	351
Free hold Land	48	-	34	14	-	-	-	-	-	14	48
Plant & Machinery	30,997	427	-	31,424	21,157	2,551	852	-	24,560	6,864	9,840
Electrical Installation	2,008	2	12	1,998	1,603	274	25	13	1,889	109	405
Buildings	9,450	67	708	8,809	3,795	30	260	150	3,935	4,874	5,655
Office Equipments	248	2	-	250	172	43	24	-	239	11	76
Furniture and Fixtures	111	-	-	111	77	-	5	-	82	29	34
Vehicles	27	-	-	27	20	-	3	-	23	4	7
	43,240	498	754	42,984	26,824	2,898	1,169	163	30,728	12,256	16,416
INTANGIBLE ASSETS:											
Computer Software	32	-	-	32	10	-	8	-	18	14	22
	32	-	-	32	10	-	8	-	18	14	22
Total	43,272	498	754	43,016	26,834	2898	1,177	163	30,747	12,270	16,438
Previous Year	43,104	176	8	43,272	24,609		2,228	3	26,834	16,438	
Capital Work-in-Progress										138	499

Note: (a) In accordance with the provisions of schedule II of the Act. In case of fixed assets which have completed their useful life as at 1st April 2014 .the carrying value (net of residual value) amounting to Rs 2,898 lacs as a transitional provision has been recognized in the Retained Earning.

-Further in case of assets acquired prior to 1st April 2014, the carrying value of assets is depreciated over the useful life as determined effective 1st April 2014.

-Depreciation and amortization expenses for the year would have been higher by Rs.1061 Lac had the company continued with the previous assessment of useful life of such assets.

(Rs.in lac)

Particulars	As at 31st March 2015	As at 31st March 2014
12 LONG TERM LOANS AND ADVANCES		
Unsecured and considered good unless otherwise stated		
Capital advances	17	19
Less: Provision for doubtful debt	5	5
	12	14
Security Deposits	100	100
Income tax paid/deducted (Net of provisions)	119	105
Total	231	219
13 INVENTORIES		
Raw Materials	885	1,343
Semi Finished Goods	1,358	1,714
Finished Goods	811	1,417
Stores and Spares (net of provision for obsolescence of Rs. 112 lac, Previous year Rs. 62 lacs)	1,473	1,693
Total	4,527	6,167

RMG ALLOY STEEL LIMITED
(Formerly known as “REMI METALS GUJARAT LIMITED”)

Notes forming part of the Financial Statements (Contd.)

(Rs.in lac)

Particulars	As at 31st March 2015	As at 31st March 2014
14 TRADE RECEIVABLES		
Unsecured considered good		
Outstanding for a period exceeding 6 months from the date they are due for payment	1,198	321
Others	5,449	10,797
	<u>6,647</u>	<u>11,118</u>
Considered Doubtful		
Outstanding for a period exceeding 6 months from the date they are due for payment	462	406
Others	-	-
	<u>462</u>	<u>406</u>
	<u>7,109</u>	<u>11,524</u>
Less: Provision for Doubtful Debts	462	406
Total	<u><u>6,647</u></u>	<u><u>11,118</u></u>
15 CASH AND BANK BALANCES		
Cash and Cash Equivalent		
Balances with Banks		
In Current Accounts	70	370
Cash on Hand	2	1
Other Bank Balances		
In Margin Deposit Accounts*	1,063	1,224
Total	<u><u>1,135</u></u>	<u><u>1,595</u></u>
*Balance with Margin money Accounts includes deposits of Rs. Nil (Previous year Rs.119 lac) with maturity more than 12 months		
16 SHORT TERM LOANS AND ADVANCES		
Unsecured considered good unless otherwise stated		
Security deposit	11	11
Balance with Statutory/Government Authorities	3,913	939
Advance to Vendors	162	25
Loans & advance to employees	-	1
Prepaid expenses	88	60
Cenvat/Other claims receivable/recoverable	114	20
Total	<u><u>4,288</u></u>	<u><u>1,056</u></u>
17 OTHER CURRENT ASSETS		
Interest receivable on Margin Deposits	72	51
Total	<u><u>72</u></u>	<u><u>51</u></u>

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Notes forming part of the Financial Statements (Contd.)

(Rs.in lac)

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
18 REVENUE FROM OPERATIONS		
Sales of Products – Gross	37,170	46,507
Less: Excise Duty	3,899	4,879
Sales of Products – Net	33,271	41,628
Particulars of Sale of Products		
Steel	33,261	40,784
Seamless Pipe	10	844
	33,271	41,628
Other Operating Revenues		
Export Incentives	2	-
Other Revenue	65	84
Provision no longer required	35	-
	102	84
Total	33,373	41,712
19 OTHER INCOME		
Interest from Bank & Others	148	157
Profit on sales of fixed assets	866	-
Sundry Balance written back	-	2
Miscellaneous Income	146	-
Total	1,160	159
20 COST OF RAW MATERIAL CONSUMED		
Cost of Raw Materials Consumed (Refer Note No. 36(a))		
Inventory at the beginning of the year	1,343	1,227
Add : Purchases	20,905	26,103
Less : Inventory at the end of the year	885	1,343
Total	21,363	25,987
Particulars of Raw Materials		
Metallics	16,820	20,683
Ferro Alloys	4,080	4,634
Others	463	670
Total	21,363	25,987
21 PURCHASE OF STOCK IN TRADE		
Purchase for stock trade	140	-
Total	140	-
22 CHANGES IN INVENTORIES		
Inventories (at beginning)		
- Finished Goods	1,417	1,797
- Semi Finished Goods	1,714	3,083
	3,131	4,880
Inventories (at close)		
- Finished Goods	811	1,417
- Semi Finished Goods	1,358	1,714
	2,169	3,131
Net (Increase) / Decrease		
- Finished Goods	606	380
- Semi Finished Goods	356	1,369
Total	962	1,749

RMG ALLOY STEEL LIMITED
(Formerly known as “REMI METALS GUJARAT LIMITED”)

Notes forming part of the Financial Statements (Contd.)

(Rs.in lac)

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
22 CHANGES IN INVENTORIES (Contd.)		
Particulars of Inventories		
Finished Goods		
Steel	811	1,417
Seamless Pipe	-	-
	<u>811</u>	<u>1,417</u>
Semi Finished Goods		
Steel	1,357	1,462
Seamless Pipe	1	252
Total	<u><u>1,358</u></u>	<u><u>1,714</u></u>
23 EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages, Allowances and Benefits	1,440	1,744
Contribution to Provident and other Funds	85	96
Gratuity	26	44
Leave Encashment	16	15
Staff Welfare Expenses	39	54
Total	<u><u>1,606</u></u>	<u><u>1,953</u></u>
24 FINANCE COST		
Interest Expense	4,676	4,673
Other Borrowing Cost	312	297
Total	<u><u>4,988</u></u>	<u><u>4,970</u></u>
25 OTHER EXPENSES		
Manufacturing and Other Expenses		
Stores and Spare Consumed (Refer Note No. 36(b))	2,127	2,399
Power and Fuel	6,376	6,619
Repairs to Buildings	43	24
Repairs to Plant & Machinery	238	248
Labour Charges	316	366
Job Work Charges	279	627
Insurance	37	52
Excise Duty on change in inventories	(66)	(42)
Lease Rentals and Hire Charges	53	74
Security charges	30	41
Safety Expenses	9	6
Vehicle Expenses	69	70
Communication expenses	46	33
Travelling and Conveyance	35	54
Rates and Taxes	2	25
Rent	-	38
Printing & Stationery	15	15
Listing Fees	5	4
Directors' Sitting Fees	4	2
Auditors' Remuneration		
- Audit Fees	9	9
- Certification Charges	1	1
Legal and Professional Fees	81	124
Net loss on foreign currency transactions and translation	50	328
Freight	179	222
Discounts on Sales	162	312
Brokerage & Commission	2	1
Sales Promotion Expenses	-	2
Provision for Doubtful Debts	67	130
Bad Debt written off	-	-
Loss on assets sold/scrapped (Net)	-	2
Miscellaneous Expenses	51	129
Total	<u><u>10,218</u></u>	<u><u>11,915</u></u>

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26 Exceptional Item

As per the Letter dated 9th October 2013 of Government of Gujarat to BIFR in connection with G.R.No: 102012-593970-I, dated 8th July 2013, the Company is eligible to avail unutilized incentive. Accordingly, the Company has exercised the option for remission of VAT/Sales tax. Accordingly, the Company has accounted an amount of Rs. 3,519 lac (including interest provided up to 31st March 2013 Rs 152 lac) towards the remission of VAT/Sales tax based on the above stated letter in the previous year.

Further, the company has received final certificate of Entitlement from Industries Commissioner and issuance of notification No. GHN – 17 VAR – 2015 (36) dated 18th May, 2015 by finance department of Gujarat. Accordingly, the company is entitled to the benefits available under the relevant scheme as provided in such eligibility certificate and the provision of aforesaid G.R shall mutatis mutandis apply in respect of such industrial unit. Accordingly, during the year the Company has accounted for the refund on the purchase tax for an amount of Rs. 2,259 lac net off Sales tax liability of Rs. 624 lacs.

- 27 The slowdown in end user industries and overall global weakness continues to weigh on and adversely impact the performance. Having consideration to the impending infusion of long term funds by promoter/strategic investor, proposed /sanctioned fresh loans from the lenders and the expected receipt of fiscal incentive will result in improvement in the liquidity of the company. The value added products approved by major OEM's will result in increased demand of company's products. Already, the Company has started receiving orders from Defence, Railways and Energy sectors. Management thus, expects substantial improvement in the utilisation of the capacity. Accordingly, the financial statements have been prepared on going concern basis and no adjustments are required to the carrying amount of assets and liabilities.

28 EARNING PER SHARE

(Rs.in lac)

Particulars	As at 31st March 2015	As at 31st March 2014
Net Profit / (Loss) for the year (Rs. lac)	(3,662)	(3,412)
Less: Cumulative Dividend on 12% CRPS	564	544
Net Profit / (Loss) for the year considered for calculating earnings per share	(4,226)	(3,956)
Number of equity shares outstanding during the year	108,435,840	108,435,840
Basic and Diluted earnings / (loss) per equity share of Rs.6/- each:	(3.90)	(3.65)

- 29 The balances of trade receivables and trade payables are subject to confirmation from the respective parties and consequential adjustments arising there from, if any. The management however does not expect any material variations on reconciliation.
- 30 In the opinion of the Board, current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet, unless stated otherwise. The provision for all known liabilities is adequate and not in excess of the amount reasonably stated.

31 SEGMENT REPORTING

The Company operates in a single business segment i.e. manufacture of steel and steel products such as seamless tubes and rolled products and as such there are no primary and secondary segments as per the requirement of Accounting Standard (AS-17) on "Segment Reporting" as notified in the Companies (Accounting Standards) Rules 2006. The Company has no reportable geographical segment.

32 RELATED PARTY DISCLOSURE

As for Accounting Standard (AS – 18) 'Related Party Disclosures', notified in the Companies (Accounting Standards) Rules 2006, the disclosures of transactions with the related parties as defined in the Standard are given below:

Name of related party	Relationship
-ShashankChaturvedi	Key Management Personnel (up to 11th November 2014)
-AbhishekMandawewala	Key Management Personnel (up to 1st April 2013)
- Welspun Steel Limited	Enterprise having significant influence over the Company
- Wide Screen Holding Pvt Ltd	Enterprise having significant influence over the Company

Above mentioned related parties are identified by the Management and relied upon by the Auditor.

RMG ALLOY STEEL LIMITED
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Transactions with related parties

(Rs.in lac)

Particulars	Enterprise having significant influence	Key Management Personnel
Welspun Steel Limited		
Purchases	1,253(314)	-
Sales	1 (1)	-
Reimbursement of Expenses	24(111)	-
Interest to Creditors	23(7)	-
Outstanding Payable	240 (NIL)	-
Share Application Money received	NIL(2,232)	-
Remuneration		
ShashankChaturvedi	-	53 (65)
AbhishekMandawewala	-	NIL (NIL)

(figures in bracket represent Previous year figures)

33 DEFERRED TAX LIABILITY (Net)

(Rs. in lac)

Particulars	As at 31st March 2015	As at 31st March 2014
Deferred Tax Liability		
Related to Fixed Assets	1616	2,274
Deferred Tax Asset		
Other Disallowances under Income Tax Act, 1961	89	112
Unabsorbed Depreciation/ Business Loss (Refer note below)	1527	2,162
Net Deferred Tax Liability	-	-

Note: - In the absence of virtual certainty, Deferred Tax asset on account of unabsorbed depreciation and business loss has been recognized to the extent it can be realized against reversal of deferred tax liability.

34 EMPLOYEE BENEFITS

a) Defined Contribution Plan

The Company makes contributions at a specified percentage of payroll cost towards Employees Provident Fund (EPF) for qualifying employees.

The Company recognized Rs.85 lac (Previous year Rs.95 lac) for provident fund contributions in the Statement of Profit and Loss.

b) Defined Benefit Plans

Gratuity is payable to all eligible employees of the company on superannuation, death and resignation in terms of the provision of the payment of Gratuity Act. The present value of obligations is determined based on actuarial valuation using Projected Unit Credit Method, which recognized each period of service as given rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

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The following table sets out the status of the gratuity plan and the amounts recognized in the company's financial statements as at 31st March, 2015:

(Rs.in lac)

Particulars	Gratuity Non Funded	
	As at 31st March 2015	As at 31st March 2014
Reconciliation of Present Value of Obligation PVO– defined benefit obligation		
PVO at the beginning of the year	127	173
Current Service Cost	19	21
Interest Cost	11	14
Actuarial (gain) / losses	(5)	9
Benefits paid	(24)	(90)
PVO at end of the year	129	127
Net cost for the year ended 31st March		
Current Service cost	19	21
Interest cost	11	14
Actuarial (gain) / losses	(5)	9
Net cost	26	44
Assumption used in accounting for the gratuity plan		
Discount rate (%)	8.00 % p.a.	9.00 % p.a.
Salary escalation rate (%)	5.00 % p.a.	5.00 % p.a.

c) OTHER DISCLOSURES

	2014-15	2013-14	2012-13	2011-12	2010-11
Present value of defined benefit obligation	130	127	173	168	131
Fair value of plan assets	—	—	—	—	—
(Deficit)/ Surplus of the plan	(130)	(127)	(173)	(168)	(131)
Experience adjustments on plan liabilities [loss / (gain)]	(6)	19	8	23	31
Experience adjustments on fair value of plan assets [(loss) / gain]	-*	-*	-*	-*	-*

*The details of experience adjustments arising on account of plan assets and liabilities as required by paragraph 120(n)(ii) of AS 15 (Revised) on "Employee Benefits" are not available in the valuation report and hence, are not furnished.

d) Other Long Term Employee Benefits

The compensated absences charge for the year ended 31st March, 2015, based on actuarial valuation carried out using the Projected Unit Credit Method, amounting to Rs.16 lac (Previous year Rs.14 lac) has been recognized in the Statement of Profit and Loss.

35 FINANCIAL AND DERIVATIVE INSTRUMENTS

Particulars	INR equivalent (Rs.in lac)		USD equivalent (USD in lac)	
	As at 31st March			
	2015	2014	2015	2014
Foreign Currency:				
Unhedged				
Buyers' Credit	128	1,391	2	23
Current Liabilities	218	514	3	9

36 ADDITIONAL INFORMATION

Pursuant to the provisions of 5(viii)(c) of Part II of Schedule III to the Companies Act, 2013:

Sr. No.	Particulars	For the year ended 31st March		For the year ended 31st March	
		2015		2014	
		Amount (Rs.in lac)	(%)	Amount (Rs.in lac)	(%)
a)	Value of Raw Material Consumed				
	-Imported	2,588	12	3,213	12
	-Indigenous	18,775	88	22,774	88
	Total	21,363	100	25,987	100
b)	Value of Stores and Spares Consumed				
	- Imported	348	16	380	16
	- Indigenous	1,779	84	2,019	84
	Total	2,127	100	2,399	100

Particulars		For the year ended 31st March	
		2015	2014
c)	Value of Imports on CIF Basis in respect of		
	- Raw Materials	2,016	2681
	- Stores and Spares	307	377
	-Finished Goods	140	-
	-Fixed Asset (Plant & Machinery)	51	-
d)	Expenditure in Foreign Currency		
	- Interest / Bank Charges	15	38
	- Foreign Travels	-	-
	_Others	-	0.56
e)	Earnings in Foreign Exchange		
	- FOB Value of Export	87	-

Particulars		For the year ended 31st March	
		2015	2014
f)	Contingent Liability		
	Capital Commitments not provided for (net of advances)	23	23
	Bank Guarantees	1,057	1035
	Bills Discounted	490	561
	Service Tax	139	184
	Excise Duty	34	34
	Customs Duty	7	-
	Disputed Sales Tax Demands	48	48
	Disputed Income Tax Demand	86	86
	Claim against the Company not acknowledged as debts	237	153
	Dividend on Cumulative Redeemable Preference Shares (CRPS)	1108	544

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- 37** Disclosures relating to amounts payable as at the year end together with interest paid / payable to Micro, Small and Medium Enterprises have been made in the accounts, as required under Micro, Small and Medium Enterprises Development Act, 2006, (MSMEDA) to the extent of information available with the Company determined on the basis of information received from suppliers regarding their status. The required disclosures are the information required under the said Act as given below :

(Rs.in lac)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Principal amount remaining unpaid as on 31st March	21	-
Interest due thereon as on 31st March	5	1
Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
Interest accrued and remaining unpaid as at 31st March, 2013	-	-
Further Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

38 PREVIOUS YEAR'S FIGURES

Previous year figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our attached report of even date

For CHATURVEDI & SHAH

Chartered Accountants

Firm Registration No: 101720W

Parag D Mehta

Partner

Membership No.113904

Place : Mumbai

Date : 28.05.2015

For and on behalf of the Board of Director

Ashok Jain

Director

Abhishek Mandawewala

Director

Sanjay Kukreja

CFO

Nilesh Javker

Company Secretary

RMG ALLOY STEEL LIMITED
(Formerly known as "Remi Metals Gujarat Limited")

CIN : L27100GJ1993Plc020358

Registered Office : G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat 393110, India. Tel No.: +91 2645 619700, Fax No. + 91 2645 619800, Email : allcompanysecretaryofrmgl@welspun.com Website: 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

E-mail Registration-Cum-Consent Form

To,
The Executive Director,
RMG Alloy Steel Limited (Formerly known as "Remi Metals Gujarat Limited")
G.I.D.C Industrial Estate, Valia Road, Jhagadia,
Dist. Bharuch, Gujarat 393110

I/ we the members of the Company do hereby request you to kindly register/ update my e-mail address with the Company. I/ We, do hereby agree and authorize the Company to send me/ us all the communications in electronic mode at the e-mail address mentioned below. Please register the above e-mail address / mobile number for sending communication through e-mail/ mobile.

Folio No. :	DP – ID	:	Client ID	:
Name of the Registered Holder (1st)	:			
Name of the joint holder(s)	:			
Registered Address	:			
	Pin:			
Mobile Nos. (to be registered)	:			
E-mail Id (to be registered)	:			

Signature of the Shareholder(s)*

* Signature of all the shareholders is required in case of a joint holding.

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 (Formerly known as "Remi Metals Gujarat 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) E-mail id:
- (h) Relationship with the security holder:

Name: _____

Address: _____

Name of the Security Holder(s) _____

Signatures: _____

Witness with name and address: _____

3. IN CASE NOMINEE IS A MINOR —

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

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 Registrars & 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.

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 : L27100GJ1993PLC020358

Name of the Company: RMG ALLOY STEEL LIMITED (Formerly known as "Remi Metals Gujarat Limited")

Registered Office : G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat 393110, India. Tel No.: +91 2645 619700, Fax No. + 91 2645 619800, Email : allcompanysecretaryofrmgl@welspun.com Website: 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 attend and vote (on a poll) for me / us and on my / our behalf at the 33rd Annual General Meeting of the Company to be held on Wednesday 30th September, 2015 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 (y/n)
01	Adoption of Audited Statement of Profit & Loss, Balance sheet, report of Board of directors and Auditors for the year ended 31 March 2015.	
02	Appointment of Mr. V. S. Iyer as a director retiring by rotation.	
03	Appointment of Mr. Hanuman Kanodia as a director retiring by rotation.	
04	Ratification of appointment of Auditors.	
05	Ratification of remuneration to M/s. Kiran J. Mehta & Co., Cost Auditors of the Company.	
06	Appointment of Ms. Amita Karia as an additional Independent Director.	
07	Appointment of Mr. Anuj Burakia as an Additional Director.	
08	Appointment of Mr. Anuj Burakia as a Whole time Director.	
09	Increase in authorised share capital from Rs.120 Crores to Rs.130 Crores and alteration of clause V of Memorandum of Association	
10	Alteration of Article 3 and 3 A of Articles of Association	
11	To authorise Board of Directors for issue and allotment of Preference shares upto Rs.32.20 Crores.	

Signed this day of2015.

Affix Re. 1
Revenue
stamp

Signature of shareholder

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

Note: 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

REGISTERED OFFICE

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

RMG Alloy Steel Limited

(Corporate Identification Number – L27100GJ1993PLC020358)

Reg. Office: Plot No 1 G I D C Industrial estate Valia Road, Jhagadia Dist, Bharuch - 393110 Gujarat - 370110

Tel No. +91-2645 619700, Fax No. + 91 2645 619800,

Corp. Office: Trade world, 'B' wing, 9th floor, Kamala city, Senapati Bapat Marg, Lower Parel (W), Mumbai, Maharashtra – 400013

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

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 33rd Annual General Meeting of the Company to be held on Wednesday 30th September 2015 at Plot No 1 G I D C Industrial estate Valia Road, Jhagadia Dist, Bharuch – 39311 Gujarat – 370110 at 12:30 p.m

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

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PIN

The e-voting period commences on Sunday, September 27, 2015 at 9:00 am and ends on Tuesday September 29, 2015 at 5:00 pm. The e-Voting module shall be disabled by NSDL for voting thereafter.

Please read the instructions before exercising the vote.

These details and instructions form integral part of the Notice dated July 8, 2015 of 33rd Annual General Meeting.