

## RMG ALLOY STEEL LIMITED

### NOTICE

To,  
The Members

**NOTICE** is hereby given that the 34th Annual General Meeting of **RMG Alloy Steel 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 Tuesday, 27th September, 2016, at 12.30 pm to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement for the financial year ended on 31st March, 2016 and the report of the Board of Directors and Auditor thereon.
2. To appoint a Director in place of Mr. Anuj Burakia (DIN: 02840211) who retires by rotation, and being eligible, offers himself for re-appointment.
3. 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 34th Annual General Meeting until the conclusion of the 35th Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors.”

#### SPECIAL BUSINESS:

4. 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, 2017, at a remuneration of Rs.35,000/- be and is hereby ratified.”

By Order of the Board  
sd/-  
**Nilesh Javker**  
Company Secretary  
ACS-24087

Place: Mumbai  
Date: 25.05.2016

#### 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.  
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. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
4. The proxy-holder shall prove his identity at the time of attending the meeting.
5. 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.

## 34TH ANNUAL REPORT 2015-2016

6. A proxy form which does not state the name of the proxy shall not be considered valid. Undated proxy shall not be considered valid and if the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last shall be considered valid. If they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
7. When a Member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
8. A statement pursuant to Section 102 (1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed hereto.
9. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
10. 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.
11. The Register of members of the Company will remain closed from Friday, 23rd September, 2016 to Monday, 26th September, 2016 (both days inclusive).
12. All correspondence pertaining to Equity Shares should be forwarded to the Company's Registrar and Transfer Agent M/s. Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400 072, Contact person: Mr. K. S. L. Upadhyaya (General Manager) / Ms. Ujata Pokharkar (Client Executive) Tel: 91-22-40430200, Fax: 91-22-28475207, Email: investor@bigshareonline.com, and are also requested to immediately inform their change of address, change of e-mail address or consolidation of folios, if any, to the Company's said Registrar and Transfer Agent.
13. Members holding shares in dematerialized form are requested to intimate immediately any change pertaining to their bank details, Electronic Clearing Service (ECS) mandates, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, M/s. Bigshare Services Pvt. Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Bigshare Services Pvt. Ltd, Registrar and Transfer Agent.
14. 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.
15. 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.
16. 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.
17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Bigshare Services Pvt. Ltd, Registrar and Transfer Agent, for consolidation into a single folio.
18. 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 will also be available on the Company's website at: [www.rmgalloysteel.com](http://www.rmgalloysteel.com).
19. The businesses mentioned in this Notice may be transacted through electronic voting system, the process and manner and such other details are as under:
  - a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 34th 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>

**RMG ALLOY STEEL LIMITED**

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

These details and instructions forms integral part of the Notice for the 34th Annual General Meeting to be held on Tuesday, September 27, 2016.

**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. Open the e-mail and also open PDF file namely "remote e-voting.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, 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. 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](mailto:almakhija_cs@yahoo.co.in), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. 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 as below/at the bottom of the Attendance Slip for the General Meeting:

<b>EVEN (Remote e-voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
  - b. Please follow all steps from Sr. No. (b) to Sr. No. (k) above, to cast vote.
- III. 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](mailto:evoting@nsdl.co.in) or send e-mail to the Company at [allcompanysecretaryofrmgl@welspun.com](mailto:allcompanysecretaryofrmgl@welspun.com) or Registrar & Transfer Agent or call on toll free no.: 1800-222-990.
- IV. 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).

## RMG ALLOY STEEL LIMITED

CIN : L27100GJ1993PLC020358

**Registered Office :** G.I.D.C. Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat 393110, India.  
Email : allcompanysecretaryofrmgl@welspun.com Website: www.rmgalloysteel.com

**Corporate Office :** B/9, Trade World, Kamala 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  
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  
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:

**3. IN CASE NOMINEE IS A MINOR—**

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

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

Name of the Security Holder(s) \_\_\_\_\_

Signatures: \_\_\_\_\_

Witness with name and address: \_\_\_\_\_

**Instructions:**

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

**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**

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

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

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

Name of the member (s): \_\_\_\_\_

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

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

Folio No / Client ID \_\_\_\_\_ DP ID \_\_\_\_\_

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

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

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

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

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

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

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

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

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

3. Name) : \_\_\_\_\_

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

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

Signature: \_\_\_\_\_

as my / our proxy attend and vote (on a poll) for me / us and on my / our behalf at the 34th Annual General Meeting of the Company to be held on Tuesday, 27th September, 2016 at 12.30 p.m. at the Registered Office of the Company at G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat 393110 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Subject of the Resolution	Vote	
		For	Against
1	Consider and adopt Audited Financial Statements, for FY 2015-16 and reports of the Board of Directors and Auditors thereon.		
2	Re-appointment of Mr. Anuj Burakia as a director of the Company, liable to retire by rotation.		
3	Ratification of appointment of M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No.101720W), as Statutory Auditors		
4	Ratification of remuneration payable to Cost Auditor		

Signed this ..... day of .....2016.

Affix Re. 1  
Revenue  
stamp

Signature of shareholder

Signature of Proxy Holder(s) : 1) \_\_\_\_\_ 2) \_\_\_\_\_ 3) \_\_\_\_\_

Note:

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

# RMG ALLOY STEEL LIMITED

CIN : L27100GJ1993PLC020358

**Registered Office** : Plot No. 1, G I D C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, GJ 393110.

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

**Corporate Office** : B/9, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.

Tel: +91 -22-6613 6000 Fax: +91-22-2490 8020

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## 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 34th Annual General Meeting of the Company held on Tuesday, September 27, 2016 at Plot No.1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat - 393110, at 12:30PM.

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 Saturday, September 24, 2016 at 9:00 am and ends on Monday, September 26, 2016 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 May 25, 2016 of 34th Annual General Meeting.