



RMG ALLOY STEEL LIMITED

CIN : L27100GJ1980PLC020358

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

Corporate Office: C-8, BKT House, Trade World, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.

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

Tel: +91 -22-66136000; **Fax:** +91-22-2490 8020

NOTICE

To,

The Members,

NOTICE is hereby given that an extra ordinary general meeting of **RMG Alloy Steel Limited** will be held at the Registered Office, Plot No.1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, in the State of Gujarat on Friday, August 30, 2019, at 9.30 am to transact the following business:

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder as may be amended from time to time and the Articles of Association of the Company, and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable, the approval of the members be and is hereby granted to the Board of Directors of the Company to reclassify the authorized share capital of the Company to Rs.565,00,00,000/- (Rupees Five Hundred and Sixty Five Crores Only) divided into: (i) 55,00,00,000 (Fifty Five Crores) Equity Shares of Rs.6/- (Rupees Six Only) each and (ii) 23,50,00,000 (Twenty Three Crores Fifty Lakh) Preference Shares of Rs.10/- (Rupees Ten Only) each.”

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

“V. The Authorised Share Capital of the Company is Rs.565,00,00,000/- (Rupees Five Hundred and Sixty Five Crores Only) divided into: (i) 55,00,00,000 (Fifty Five Crores) Equity Shares of Rs.6/- (Rupees Six Only) each and (ii) 23,50,00,000 (Twenty Three Crores Fifty Lakh) Preference Shares of Rs.10/- (Rupees Ten Only) each with power to the Board of Directors to classify into any class of shares, with power to increase or reduce the capital for the time being and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, cumulative, convertible, preference, guaranteed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, alter, modify, amalgamate or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided for by the Articles of Association of the Company or by the law in force for the time being.”

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

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

“RESOLVED THAT pursuant to the applicable provisions of Sections 42, 62 and other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable, and subject to approval of any statutory/regulatory or other appropriate authorities and subject to such condition(s) as may be prescribed by one or more of them while granting any such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers including the powers conferred under this resolution or any person duly authorised by the Board in this behalf) and enabling provisions of the Memorandum and Articles of Association of the Company, consent and approval of the members be and is hereby granted to the Board of Directors of the Company to create, offer, issue and allot upto 7,24,61,326 equity shares of Rs.6/- each fully paid up and upto 4,02,66,666 warrants carrying option to subscribe (in the ratio of one equity share for one warrant) to 4,02,66,666 equity shares of Rs.6/- each fully paid up of the Company, to the proposed allottees respectively named in the table given below at a price of Rs.15/- per equity share being not less than the minimum price determined in accordance with Regulation 165 of Chapter V Part IV of the SEBI ICDR Regulations on such terms and conditions as the Board may think fit in its absolute discretion:

Sr. No.	Name of the Proposed Allottee	Equity Shares (1)	Warrants carrying option to subscribe to Equity shares (2)	Total Equity shares represented by (1) and (2)	Amount of consideration (in Rs.)
1.	Welspun Steel Ltd	361,28,000	216,00,000	577,28,000	8659,20,000
2.	MGN Agro Properties Pvt Ltd	-	186,66,666	186,66,666	2799,99,990
3.	Mr. Dilip Kumar Lakhi	181,33,333	-	181,33,333	2719,99,995
4.	Winro Commercial (India) Ltd	26,66,666		26,66,666	399,99,990
5.	Mr. Vikram Kotak (Partner, on behalf of Crest Capital & Investment)	6,66,666		6,66,666	99,99,990
6.	Mr. Dino Angelo Morea	1,66,666		1,66,666	24,99,990
7.	Mr. Sanjay Ramesh Kohli	3,33,333		3,33,333	49,99,995
8.	Antique Finsec Private Limited	6,66,666		6,66,666	99,99,990
9.	Mr. Ritesh Vilasrao Deshmukh	66,66,666		66,66,666	999,99,990
10.	Ms. Vaishali Parag Raja	6,66,666		6,66,666	99,99,990
11.	Mr. Sanjaykumar Jawaharlal Razdan	6,66,666		6,66,666	99,99,990
12.	Mr. Rakesh Singh	3,33,333		3,33,333	49,99,995
13.	Ms. Sanjeeda Aamirali Malik	3,33,333		3,33,333	49,99,995
14.	Mr. Pankaj Jawaharlal Razdan	26,66,666		26,66,666	399,99,990
15.	Empower Wealth Advisors LLP	18,33,333		18,33,333	274,99,995
16.	Mr. Sudhakar M. Shetty	5,33,333		5,33,333	79,99,995
	Total	724,61,326	402,66,666	1127,27,992	16909,19,880

RESOLVED FURTHER THAT the Company be and is hereby authorised to allow the existing preference shareholders of the company to offer their preference shares for utilising their redemption proceeds for subscribing to the equity shares correspondingly mentioned against their names in the forgoing table.

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

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations the 'Relevant Date' for the purpose of determining the minimum price for the issue of equity shares to be directly issued and to be issued against warrants, is July 31, 2019.

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

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

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

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

By Order of the Board

Sd/-

Rashmi Mamtura
Company Secretary
FCS- 8658

Place: Mumbai

Date: August 2, 2019

NOTES:

- A member entitled to attend and vote at the Extra Ordinary General Meeting (EOGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.**
- 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.
- Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
- The proxy-holder shall prove his identity at the time of attending the meeting.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

7. A proxy form which does not state the name of the proxy shall not be considered valid. Undated proxy shall not be considered valid and if the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last shall be considered valid. If they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
8. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
9. A statement pursuant to Section 102 (1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed hereto.
10. Members are requested to bring their attendance slip along with copy of the Notice to the Meeting.
11. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.
12. The record date for the purpose of EOGM will be Friday, August 23, 2019.
13. All correspondence pertaining to Equity Shares should be forwarded to the Company's Registrar and Transfer Agent M/s. Bigshare Services Pvt. Ltd., Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Next to Keys Hotel, Marol Maroshi Road, Andheri (East), Mumbai – 400059, Contact person: Mr. Jibu John / Mr. Vinod Yadav (Client Executive) Tel: 91-22-62638200, Fax: 91-22-62638261, Email: investor@bigshareonline.com or vinod.y@bigshareonline.com and are also requested to immediately inform their change of address, change of e-mail address or consolidation of folios, if any, to the Company's said Registrar and Transfer Agent.
14. Members holding shares in dematerialized form are requested to intimate immediately any change pertaining to their bank details, Electronic Clearing Service (ECS) mandates, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, M/s. Bigshare Services Pvt. Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Bigshare Services Pvt. Ltd, Registrar and Transfer Agent.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants and members holding shares in physical form can submit their PAN details to the Company.
16. The Company will send Notice of EOGM in electronic mode to its Members who have registered their e-mail addresses for the purpose. Those shareholders who have not got their email address registered or wish to update a fresh email address may do so by submitting the attached E-mail Registration-Cum Consent Form to the Company or the Registrar and Transfer Agent of the Company consenting to send the Annual Report and other document in electronic form at the said e-mail address.
17. The shareholders who wish to nominate, any person to whom his securities shall vest in the event of his death, may do so by submitting the attached Nomination Form to the Company or the Registrar and Transfer Agent of the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.
18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Bigshare Services Pvt. Ltd, Registrar and Transfer Agent, for consolidation into a single folio.
19. The Notice for the Extra Ordinary General Meeting will be available for inspection at the Registered Office of the Company on all working days between 10:00 a.m. to 12:00 noon upto the date of Extra Ordinary General Meeting. The Notice will also be available on the Company's website at: www.rmgalloysteel.com.
20. The businesses mentioned in this Notice may be transacted through electronic voting system, the process and manner and such other details are as under:
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). The e-voting facility is available at the link <https://www.evotingindia.com>
21. A member may participate in the General Meeting even after exercising his right to vote through e-voting but shall not be allowed to vote again at the General Meeting.
22. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the General Meeting through ballot paper.
23. M/s Mihen Halani and Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting by way of ballot and e-voting process in a fair and transparent manner.
24. The Chairman shall, at the General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the General Meeting but have not cast their votes by availing the e-voting facility.
25. The Scrutinizer, after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the General Meeting, a consolidated scrutinizer's report of the

total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

26. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rmgalloysteel.com, notice board of the Company at the registered office as well as the corporate office and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd, at which the shares of the Company are listed.

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

These details and instructions form integral part of the Notice for the Extra Ordinary General Meeting to be held on Friday, August 30, 2019.

INSTRUCTIONS FOR E-VOTING

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

- (i) The voting period begins on Tuesday, August 27, 2019 at 9:00 am and ends on Thursday, August 29, 2019 at 5:00 pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 23, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for RMG Alloy Steel Limited "**190802015**" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) **The voting period begins on Tuesday, August 27, 2019 at 9:00 am and ends on Thursday, August 29, 2019 at 5:00 pm.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, August 23, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board

Sd/-
Rashmi Mamtura
Company Secretary
FCS- 8658

Place: Mumbai

Date: August 2, 2019

Registered Office of the Company:

Plot No.1, G.I.D.C Industrial Estate, Valia Road,

Jhagadia, Dist. Bharuch, Gujarat - 393110

Corporate Identity Number: L27100GJ1980PLC020358

E-mail: allcompanysecretaryofrmgl@welspun.com

Website: www.rmgalloysteel.com

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015
RESOLUTION NO. 1**

The Company has received consents from constituents of Promoters viz. Welspun group companies being Welspun Steel Limited (“Welspun Steel”) and MGN Agro Properties Private Limited (“MGN Agro”) and other selected investors for subscribing to equity shares and/ or warrants carrying option to subscribe to equity shares of the aggregate amount of upto Rs.169,09,19,880 by offering the redeemable preference shares held by them in the Company for subscribing to securities proposed to be issued in the EOGM. In order to enable issue and allotment of securities as above, it is proposed to reclassify the present Authorized Share Capital of the Company to Rs.565,00,00,000/- (Rupees Five Hundred and Sixty Five Crores Only) divided into: (i) 55,00,00,000 (Fifty Five Crores) Equity Shares of Rs.6/- (Rupees Six Only) each and (ii) 23,50,00,000 (Twenty Three Crores Fifty Lakh) Preference Shares of Rs.10/- (Rupees Ten Only) each. Therefore alteration of Clause V of Memorandum of Association is contemplated under Resolution No.1 of this notice.

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

None of the other directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

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

RESOLUTION NO. 2

The Company is proposing resolution no. 2 to raise the necessary funds amounting to Rs.169,09,19,880 (Rupees One Hundred Sixty Nine Crore Nine Lakh Nineteen Thousand Eight Hundred Eighty only) by issuance of upto 724,61,326 equity shares of Rs.6/-

each fully paid up and upto 402,66,666 warrants carrying option to subscribe (in the ratio of one equity share for every warrant) to 402,66,666 equity shares of Rs.6/- each fully paid up of the Company, to the proposed allottees respectively named in the resolution at a price of Rs.15/- per equity Share, on preferential basis by way of issuance of the private placement offer. The proposed issue of securities through resolution No. 2 was approved by the Board of Directors in its meeting held on June 18, 2019 and by way of circular resolution dated August 2, 2019 and is subject to requisite approval of BSE Ltd.

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

(1) OBJECT OF THE ISSUE

The Company has already raised funds by issue of redeemable preference shares. The Company will be allowing the preference shareholders who are proposed allottees in the proposed resolution, to submit the preference shares for utilizing the redemption proceeds thereof for subscribing to the issue being made in the proposed resolution.

The capital raised from the aforesaid preference shares together the funds that will be raised from the proposed preferential offer have been / will be utilized to incur additional capital expenditure necessary for revival of business, reduction of liabilities including augmentation of working capital, redemption of preference shares and for other general corporate purpose.

(2) MAXIMUM NUMBER OF SPECIFIED SECURITIES TO BE ISSUED

Upto 724,61,326 equity shares of Rs.6/- each fully paid up and upto 402,66,666 warrants carrying option to subscribe (in the ratio of one equity share for every warrant) to 402,66,666 equity shares of Rs.6/- each fully paid up of the Company.

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

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

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

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

Category	Pre Issue		Post Issue*	
	No. of Shares	%	No. of Shares	%
Promoters' holding	20,74,62,034	49.86	2838,56,700	53.68
Non Promoters' Holding	20,86,47,130	50.14	2449,80,456	46.32
Total (A)+(B)	41,61,09,164	100.00	5288,37,156	100.00

*The post issue figures shown in the above table are arrived at after considering the issue and allotment of equity shares (including by way of exercise of warrants) aggregating to 402,66,666 to the proposed allottees named in the proposed resolution no.2.

(5) PROPOSED TIME LIMIT FOR COMPLETION OF ALLOTMENT:

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

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

Sr. No.	Name of the Allottee	Name of the Ultimate Beneficial Owners	Ultimate Beneficial Interest in the proposed allottee(%)	Ultimate Beneficial Interest in the post issue capital of the Company (%)*
1.	Welspun Steel Ltd	Ms. Radhika Goenka	0.00%	0.00%
		Ms. Dipali Goenka	26.50%	13.29%
		Ms. Vanshika Goenka	0.00%	0.00%
		Mr. Balkrishan Goenka	31.13%	15.61%
		Mr. Rajesh Mandawewala	0.00%	0.00%
		Ms. Pratima Mandawewala	0.00%	0.00%
		Mr. Abhisekh Mandawewala	0.00%	0.00%
		Mr. Yash Mandawewala	0.00%	0.00%
		Jointly By: i. Mr.B.K. Goenka ii. Ms. Dipali Goenka iii. Ms. Radhika Goenka iv. Ms. Vanshika Goenka	36.13%	18.12%

Sr. No.	Name of the Allottee	Name of the Ultimate Beneficial Owners	Ultimate Beneficial Interest in the proposed allottee(%)	Ultimate Beneficial Interest in the post issue capital of the Company (%)*
		Jointly By: i. Mr. Rajesh R. Mandawewala ii. Mrs. Pratima Mandawewala iii. Mr. Abhishek Mandawewala iv. Mr. Yash Mandawewala v. Mr. Ramesh Mandawewala vi. Mrs. Sitadevi Mandawewala	3.14%	1.58%
		Saracorp Pte Ltd	3.09%	1.55%
2.	MGN Agro Properties Pvt Ltd	Jointly By: i. Mr.B.K. Goenka ii. Ms. Dipali Goenka iii. Ms. Radhika Goenka iv. Ms. Vanshika Goenka	92%	3.25%
		Jointly By: i. Mr. Rajesh R. Mandawewala ii. Mrs. Pratima Mandawewala iii. Mr. Abhishek Mandawewala iv. Mr. Yash Mandawewala v. Mr. Ramesh Mandawewala vi. Mrs. Sitadevi Mandawewala	8%	0.28%
3.	Mr. Dilip Kumar Lakhi	Self	100%	23.09%
4.	Winro Commercial (India) Ltd	Self	100%	2.00%
5.	Mr. Vikram Kotak (Partner, on behalf of Crest Capital & Investment)	Mr. Vikram Kotak	40.00%	0.18%
		Mr. Vijay Choraria	55.33%	0.25%
		Ms. Sunita Choraria	4.67%	0.02%
		Vijaykumar Choraria HUF	0.00%	0.00%
6.	Mr. Dino Angelo Morea	Self	100%	0.13%
7.	Mr. Sanjay Ramesh Kohli	Self	100%	0.06%
8.	Antique Finsec Private Limited	Ms. Kirti Doshi	30.30%	0.04%
		Mr. Rohit Kothari	30.30%	0.04%
		Mr. Dinanath Chaturvedi	30.30%	0.04%
		Mr. Basudev Prasad Chaturvedi	0.00%	0.00%
		Mrs. Minakshi Chaturvedi	0.02%	0.00%
		Mr. Manoj Gokulesh Chaturvedi	0.22%	0.00%
		Mrs. Madhu Devi Gokulesh Chaturvedi	0.25%	0.00%
		Mr. Ambrish Pathak	7.22%	0.01%
		Mr. Vinay Pathak	1.37%	0.00%
9.	Mr. Ritesh Vilasrao Deshmukh	Self	100%	1.73%
10.	Ms. Vaishali Parag Raja	Self	100%	0.13%
11.	Mr. Sanjaykumar Jawaharlal Razdan	Self	100%	0.44%
12.	Mr. Rakesh Singh	Self	100%	0.06%
13.	Ms. Sanjeeda Aamirali Malik	Self	100%	0.06%
14.	Mr. Pankaj Jawaharlal Razdan	Self	100%	2.87%
15.	Empower Wealth Advisors LLP	Ms. Rajeshree Snehal Shah	50%	0.17%
		Ms. Ektav Snehal Shah	50%	0.17%
16.	Mr. Sudhakar M. Shetty	Self	100%	0.10%

*The post issue figures shown in the above table are arrived at after considering the issue and allotment of equity shares (including by way of exercise of warrants) aggregating to 402,66,666 to the proposed allottees named in the proposed resolution no. 2.

(7) Undertakings:

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

- (i) It shall re-compute the price of the equity shares in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so; and
- (ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

- (8) The Company, its promoter and directors are not willful defaulters hence the disclosures as per Schedule VI of SEBI ICDR Regulations are not applicable.
- (9) A certificate from the statutory auditors of the Company certifying that the issue is being made in accordance with the requirements of these regulations will be placed before the Extra Ordinary General Meeting.
- (10) TOTAL NUMBER OF SHARES TO BE ISSUED, CLASSES AND NAME OF THE PROPOSED ALLOTTEES AND THE PERCENTAGE OF POST PREFERENTIAL OFFER CAPITAL THAT MAY BE HELD BY THEM**

Sr. No.	Proposed Allottees	Maximum Number of Equity Shares to be allotted (including allotment against warrants)	% Post Preferential Issue Equity Capital*
1.	Welspun Steel Ltd	577,28,000	50.15%
2.	MGN Agro Properties Pvt Ltd	186,66,666	3.53%
3.	Mr. Dilip Kumar Lakhi	181,33,333	23.09%
4.	Winro Commercial (India) Ltd	26,66,666	2.00%
5.	Mr. Vikram Kotak (Partner, on behalf of Crest Capital & Investment)	6,66,666	0.45%
6.	Mr. Dino Angelo Morea	1,66,666	0.13%
7.	Mr. Sanjay Ramesh Kohli	3,33,333	0.06%
8.	Antique Finsec Private Limited	6,66,666	0.13%
9.	Mr. Ritesh Vilasrao Deshmukh	66,66,666	1.73%
10.	Ms. Vaishali Parag Raja	6,66,666	0.13%
11.	Mr. Sanjaykumar Jawaharlal Razdan	6,66,666	0.44%
12.	Mr. Rakesh Singh	3,33,333	0.06%
13.	Ms. Sanjeeda Aamirali Malik	3,33,333	0.06%
14.	Mr. Pankaj Jawaharlal Razdan	26,66,666	2.87%
15.	Empower Wealth Advisors LLP	18,33,333	0.35%
16.	Mr. Sudhakar M. Shetty	5,33,333	0.10%
Total		112,727,992	

*The post issue figures shown in the above table are arrived at after considering the issue and allotment of equity shares (including by way of exercise of warrants) aggregating to 402,66,666 to the proposed allottees named in the proposed resolution no.2.

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

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

As per Regulation 161 of the SEBI ICDR Regulations, the Relevant Date is 30 days prior to the date of the Extra Ordinary General Meeting i.e. July 31, 2019.

Valuation of equity shares, being infrequently traded shares, has been done as per Regulation 165 of SEBI ICDR Regulations. Accordingly, valuation of Rs.4.80 per equity share has been arrived at whereas the issue price is Rs.15/- per share which is higher than the valuation per share

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

(12) THE CHANGE IN CONTROL, IF ANY, IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PREFERENTIAL OFFER

There will be no change in control consequent to the preferential offer and the management control of the Company will remain with the existing management of the Company.

(13) THE NUMBER OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE ALREADY BEEN MADE DURING THE YEAR IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE

During the financial year, the Company has not made any allotments on preferential basis.

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

Not Applicable. The Company has offered option to the proposed allottees to apply the proceeds of redemption of preference shares towards subscription of the equity shares as well as utilize unsecured loan availed / to be availed from the proposed allottees towards subscription to equity shares, and / or advance against warrants, being allotted in terms of the Resolution No.2. Members' approval is sought by way of a special resolutions proposed under Resolution No.2.

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

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

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

By Order of the Board

Sd/-

Rashmi Mamtura
Company Secretary
FCS- 8658

Place: Mumbai

Date: August 2, 2019

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.



RMG ALLOY STEEL LIMITED

CIN : L27100GJ1980PLC020358

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

Corporate Office: C-8, BKT House, Trade World, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.

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

Tel: +91 -22-66136000; **Fax:** +91-22-2490 8020

ATTENDANCE SLIP

Name of the sole / first named member : _____

Address of sole / first named member : _____

Registered folio no. : _____

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

Number of shares held : _____

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Friday, August 30, 2019 at Plot No.1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch- 393110, Gujarat, at 9:30 AM.

Signature of Shareholder/ Proxy Present

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

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

Important note for Electronic Voting:

The e-voting period commences on Tuesday, August 27, 2019 at 9:00 am and ends on Thursday, August 29, 2019 at 5:00 pm. The e-Voting module shall be disabled by CDSL for voting thereafter.

Please read the instructions before exercising the vote.

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

LOCATION MAP

Google Maps Bharuch Junction to RMG Alloy Steel Ltd.

Drive 25.8 km, 39 min

Bharuch Junction

Railway Station Rd, Railway Colony, Bharuch, Gujarat 392012

- ↑
1. Head south toward Railway Cir
2 s (9 m)

Follow Zadeshwar Rd to GJ SH 165 42 min (25.8 km)

- 📍
2. At Railway Cir, take the 1st exit onto Railway Station Rd
📍 Pass by HOTEL CLASSIC REGENCY (on the right)
300 m
- ↑
3. At Lucky Mobile, continue onto Kasak Main Rd
📍 Pass by Kaypee Mechanical India Private Limited (on the right)
210 m
- 📍
4. At Kasak Cir, continue straight onto Maktampur Rd/Zadeshwar Rd
📍 Continue to follow Zadeshwar Rd
📍 Pass by Veggies On Wheels (on the left)
4.5 km
- ↘
5. Turn right at Zadeshwar Chokdi onto GJ SH 165
⚠️ Partial toll road
📍 Pass by Arihant Auto Tyres (on the left)
5.8 km
- ↙
6. Turn left to stay on GJ SH 165
📍 Pass by Tejal Construction (on the left in 3.1 km)
5.2 km
- ↙
7. Turn left onto GJ SH 165/GJ SH 64
📍 Pass by Hotel Bapa Sitaram (on the left)
4.8 km
- ↘
8. Turn right at Shiv Nasta House શિવ નસ્તા હાઉસ onto GJ SH 165
📍 Pass by Ramdevpir Mandir (on the left)
4.9 km

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