



## RMG ALLOY STEEL LIMITED

CIN : L27100GJ1980PLC020358

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

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

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

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

### 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 Tuesday, March 27, 2018, at 12.30 pm to transact the following business:

#### SPECIAL BUSINESS

1. To consider and, if thought fit, to pass the following resolution as an Ordinary 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 increase the authorized share capital of the Company from the existing Rs. 155,00,00,000/- (Rupees One Hundred Fifty Five Crore Only) divided into 11,00,00,000 (Eleven Crore) Equity Shares of Rs.6/- (Rupees Six Only) each and 8,90,00,000 (Eight Crore Ninety Lakhs) Preference Shares of Rs.10/- (Rupees Ten Only) each to Rs. 565,00,00,000/- (Rupees Five Hundred and Sixty Five Crores Only) divided into (i) 11,00,00,000 (Eleven Crores) Equity Shares of Rs.6/- (Rupees Six Only) each, (ii) 6,40,00,000 (Six Crores Forty Lakhs) Preference Shares of Rs.10/- (Rupees Ten Only) each and (iii) 43,50,00,000 (Forty Three Crores Fifty Lakhs) Preference Shares of Rs.10 each redeemable or convertible into equity shares or 72,50,00,000 (Seventy Two Crores Fifty Lakhs) equity shares of Rs.6/- (Rupees Six 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to the applicable provisions of the Act, the existing Clause V of Memorandum of Association of the Company is hereby repealed and replaced with the following Clause V: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) 11,00,00,000 (Eleven Crores) Equity Shares of Rs.6/- (Rupees Six Only) each, (ii) 6,40,00,000 (Six Crores Forty Lakhs) Preference Shares of Rs.10/- (Rupees Ten Only) each and (iii) 43,50,00,000 (Forty Three Crores and Fifty Lakhs) Preference Shares of Rs.10 each redeemable or convertible into equity shares or 72,50,00,000 (Seventy Two Crores Fifty Lakhs) equity shares of Rs.6/- (Rupees Six 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), the Securities and Exchange Board of India Act, 1992, Securities Contracts (Regulation) Act, 1956, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("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 and any other 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 offer, issue and allot:

- (I) Upto 37,50,00,000 (Thirty Seven Crores Fifty Lakhs) Equity shares of Rs.6/- each at a price of Rs. 10 per share (i.e. face value Rs. 6 plus securities premium of Rs. 4 per share) ranking pari-passu with the existing equity shares, directly or by issue of warrants carrying option to subscribe to equity shares in one or more tranches, aggregating to Rs. 375 crores (Rupees Three Hundred Seventy Five Crores Only) to the proposed allottees named herein below and in the manner given herein below, as may be decided by the Board of Directors of the Company;

Sr. No.	Name of the Proposed Allottees	Maximum No. of equity shares (Face value of Rs. 6/- each) directly or through warrants carrying option to subscribe to equity	Amount (In Rs.)
1.	Ms. Swati Agrawal	7,50,000	75,00,000
2.	M/s. RKS Distributors Private Limited	20,00,000	2,00,00,000
3.	Mr. Sanjay Razdan	20,00,000	2,00,00,000
4.	Ms. Pooja Razdan	10,00,000	1,00,00,000
5.	Mr. Sachin Khivasara	20,00,000	2,00,00,000
6.	Mr. Jigar Mistry	5,00,000	50,00,000
7.	Mr. Dilipkumar Lakhi	12,70,00,000	127,00,00,000
8.	Mr. Sandeep Sehgal	5,00,000	50,00,000
9.	M/s. Winro Commercial (India) Ltd.	95,00,000	9,50,00,000
10.	M/s. Ageless Capital and Finance Pvt. Ltd.	25,00,000	2,50,00,000
11.	Mr. Ritesh Deshmukh	30,00,000	3,00,00,000
12.	Mr. Pankaj Razdan	1,50,00,000	15,00,00,000
13.	Mr. Vikram Kotak	20,00,000	2,00,00,000
14.	Ms. Tejashree Sangoi	2,50,000	25,00,000
15.	Mr. Dino Morea	6,50,000	65,00,000
16.	Ms. Aarti Walia	20,00,000	2,00,00,000
17.	Mr. Ravinder Walia	10,00,000	1,00,00,000
18.	Mr. Anuj Burakia	5,00,000	50,00,000
19.	Mrs. Leela Bhandari	5,00,000	50,00,000
20.	Mr. Prakash Tatia	2,00,000	20,00,000
21.	M/s Sanjay Razdan & Associates Private Limited	5,00,000	50,00,000
22.	Ms. Manjula Kishore Lulla	10,00,000	1,00,00,000
23.	Welspun Steel Limited*	20,50,00,000	2,05,00,00,000
	<b>Total – not to exceed *</b>	<b>37,50,00,000</b>	<b>375,00,00,000</b>

\* In case of excess, adjustment will be done in number of shares to be allotted to Welspun Steel Limited.

And

- (ii) By way of conversion of existing 3,00,00,000 12% Redeemable Preference Shares of Rs.10 each fully paid up held by Welspun Steel Limited into 3,00,00,000 (Three Crores) Equity shares of Rs.6/- each at a price of Rs. 10 per share (i.e. face value of Rs. 6 plus securities premium of Rs. 4 per share) ranking pari-passu with the existing equity shares, to Welspun Steel Limited, aggregating to Rs. 30 crores (Rupees Thirty Crores Only)

OR

- (iii) Upto 37,50,00,000 (Thirty Seven Crores Fifty Lakhs) Redeemable Preference shares of Rs.10 each aggregating to Rs. 375 crores (Rupees Three Hundred Seventy Five Crores Only) on preferential basis at an issue price of Rs. 10 per share in one or more tranches to the persons mentioned in the table given in clause (i) of this resolution;

AND

- (iv) By way of conversion of existing 3,00,00,000 12% Redeemable Preference Shares of Rs.10 each fully paid up held by Welspun Steel Limited into 3,00,00,000 (Three Crores) Redeemable Preference shares of Rs.10 each aggregating to Rs.30 crores (Rupees Thirty Crores Only), to Welspun Steel Limited, aggregating to Rs. 30 crores (Rupees Thirty Crores Only)

OR

- (v) Any combination of (i), (ii), (iii) and (iv) above subject to maximum issuance of share capital of Rs.405 crores including existing Redeemable Preference Shares of Rs.30 crores.

**RESOLVED FURTHER THAT** the Relevant Date in relation to pricing of the aforesaid issue of Equity Shares, (including equity shares to be allotted upon exercise of option attached to warrants), in accordance with SEBI ICDR Regulations be February 23, 2018.

**“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/ preference shares/ share warrants is being made in accordance with the 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.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent and approval of the members of the Company be and is hereby accorded to the 'RMG Alloy Steel Limited - Employees Stock Option Plan 2018' (hereinafter referred to as the “RMG ESOP SCHEME 2018”) and to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of options, to the permanent employees including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India, as may be decided solely by the Board under the Plan, exercisable into not more than 1,20,00,000 (One Crore Twenty Lakhs) Options, each Option giving the right but not obligation to the holder to opt for one fully paid-up Equity Share in the Company of face value of Rs 6/- each fully paid up directly by the Company at the exercise price being the price at 20% discount to the closing market price on BSE on the day preceding the date of grant of Option, in one or more tranches, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the RMG ESOP SCHEME 2018 and in due compliance with the applicable laws and regulations in force.”

**RESOLVED FURTHER THAT** the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares upon exercise of options by Employee from time to time in accordance with the RMG ESOP SCHEME 2018 and other applicable laws in force and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others but excluding the increase in equity share capital by 40.5 crores equity shares proposed for members approval in this Notice, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid 1,20,00,000 (One Crore Twenty Lakhs) of Equity Shares shall be deemed to be increased in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the options Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs 6/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the RMG ESOP SCHEME 2018 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the RMG ESOP SCHEME 2018 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the RMG ESOP SCHEME 2018.

**RESOLVED FURTHER THAT** any of the Directors of the Company or CFO of the Company or Company Secretary of the Company be and are hereby severally authorized, to take necessary steps for listing of the securities allotted under the RMG ESOP SCHEME 2018 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, as may, at its absolute discretion, deem necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the RMG ESOP SCHEME 2018 as also to prefer applications to the appropriate Authorities, Parties and Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

Place: Mumbai  
Date: March 1, 2018

By Order of the Board

**Sd/-**  
Nilesh Javkar  
Company Secretary  
ACS-24087

**NOTES:**

1. **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.**
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
5. The proxy-holder shall prove his identity at the time of attending the meeting.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
7. A proxy form which does not state the name of the proxy shall not be considered valid. Undated proxy shall not be considered valid and if the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last shall be considered valid. If they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
8. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
9. A statement pursuant to Section 102 (1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed hereto.
10. Members are requested to bring their attendance slip along with copy of the Notice to the Meeting.
11. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.
12. The record date for the purpose of EOGM will be Tuesday, March 20, 2018.
13. All correspondence pertaining to Equity Shares should be forwarded to the Company's Registrar and Transfer Agent M/s. Bigshare Services Pvt. Ltd., Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Next to Keys Hotel, Marol Maroshi Road, Andheri (East), Mumbai – 400059, Contact person: Mr. K. S. L. Upadhyay (General Manager) / Ms. Ujata Pokharkar (Client Executive) Tel: 91-22-6263 8200, Fax: 91-22-6263 8261, Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com), and are also requested to immediately inform their change of address, change of e-mail address or consolidation of folios, if any, to the Company's said Registrar and Transfer Agent.
14. Members holding shares in dematerialized form are requested to intimate immediately any change pertaining to their bank details, Electronic Clearing Service (ECS) mandates, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, M/s. Bigshare Services Pvt. Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Bigshare Services Pvt. Ltd, Registrar and Transfer Agent.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants and members holding shares in physical form can submit their PAN details to the Company.
16. The Company will send Notice of 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](http://www.rmgalloysteel.com).
20. The businesses mentioned in this Notice may be transacted through electronic voting system, the process and manner and such other details are as under:
  - a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 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, Practising 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 three days of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
26. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.rmgalloysteel.com](http://www.rmgalloysteel.com), notice board of the Company at the registered office as well as the corporate office and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd, at which the shares of the Company are listed.

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

These details and instructions form integral part of the Notice for the Extra Ordinary General Meeting to be held on Tuesday, March 27, 2018.

### **INSTRUCTIONS FOR E-VOTING**

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

- (i) The voting period begins on Saturday, March 24, 2018 at 9:00 am and ends on Monday, March 26, 2018 at 5:00 pm. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, March 20, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:



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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for RMG Alloy Steel Limited (180301002) 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 — Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on Saturday, March 24, 2018 at 9:00 am and ends on Monday, March 26, 2018 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, March 20, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Place: Mumbai  
Date: March 1, 2018

By Order of the Board

**Sd/-**  
Nilesh Javker  
Company Secretary  
ACS-24087

**Registered Office of the Company:**  
Plot No.1, G.I.D.C Industrial Estate, Valia Road,  
Jhagadia, Dist. Bharuch, Gujarat - 393110  
Corporate Identity Number: L27100GJ1980PLC020358  
E-mail: [allcompanysecretaryofrmgl@welspun.com](mailto:allcompanysecretaryofrmgl@welspun.com)  
Website: [www.rmgalloysteel.com](http://www.rmgalloysteel.com)

**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 Board has appraised the financial requirement of the Company including the need to repay banks' debts and to incur capital expenditure for revival of the business, according to which the Company would need a further capital of about Rs. 405 Crore. The Board therefore decided to raise further capital by way of issue of equity shares/preference shares/directly and/or through issue of warrants carrying option to subscribe for equity shares. In order to enable issue and allotment of shares it is proposed to increase the present Authorized Share Capital of the Company of Rs. 155,00,00,000/- (Rupees One Hundred Fifty Five Crore Only) divided into 11,00,00,000 (Eleven Crore) Equity Shares of Rs.6/- (Rupees Six Only) each and 8,90,00,000 (Eight Crore Ninety Lakh) Preference Shares of Rs.10/- (Rupees Ten Only) each to Rs.565,00,00,000/- (Rupees Five Hundred and Sixty Five Crores Only) divided into: (i) 11,00,00,000 (Eleven Crores) Equity Shares of Rs.6/- (Rupees Six Only) each, (ii) 6,40,00,000 (Six Crores Forty Lakhs) Preference Shares of Rs.10/- (Rupees Ten Only) each and (iii) 43,50,00,000 (Forty Three Crores and Fifty Lakhs) Preference Shares of Rs.10 each redeemable or convertible into equity shares or 72,50,00,000 (Seventy Two Crores Fifty Lakhs) equity shares of Rs.6/- (Rupees Six Only) Therefore alteration of Clause V of Memorandum of Association is contemplated under Resolution No.1 of this notice.

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

None of the other Directors, key managerial personnel of the Company or their relatives except those who have agreed to subscribe to the issue of capital proposed in this Notice, 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 as Ordinary Resolution.

**RESOLUTION NO. 2**

The Company is proposing to raise the necessary funds amounting to Rs. 405 crores (Rupees Four Hundred and Five Crores only) by issuance of total 40.5 crores equity shares of face value of Rs. 6/- each at a price of Rs.10 per share or 40.5 crores preference shares of Rs. 10/- each at an issue price of Rs.10 per share, on preferential basis by way of issuance of the private placement offer. The proposed issue of securities through this resolution no.2 is subject to approval of SEBI and 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 VII of the Securities Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") the following disclosures are been made:

**(1) OBJECT OF THE ISSUE**

Augment the funding requirements of the Company mainly for repayment of bank debts and to incur additional capital expenditure necessary for revival of business and for other general corporate purpose.

**(2) PROPOSAL OF THE PROMOTERS, DIRECTORS DIRECTORS OR KEY MANAGERIAL PERSONNEL OF THE COMPANY TO SUBSCRIBE TO THE OFFER.**

Except Welspun Steel Limited, a constituent of the promoters group of the Company and Mr. Prakash Tatia, the Whole-time Director of Welspun Steel Limited, Mr. Anuj Burakia, the Whole-time Director of the Company and Mrs. Leela Bhandari, spouse of Mr. Narendra Bhadari, CFO of the Company, no other promoters, directors or key managerial personnel have the intention to subscribe to the offer.

**(3) PRE ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY**

The shareholding pattern of the Company as on December 31, 2017 and excludes subsequent transfers and allotments:-

Category	Pre Issue		Post Issue	
	No. of Shares	%	No. of Shares	%
Promoters' holding (Indian)				
Individual	1,629	0	1,629	0.00
Bodies Corporate	94,117,230	86.8	324,867,230	63.27
<b>Sub Total (A)</b>	<b>94,118,859</b>	<b>86.8</b>	<b>324,868,859</b>	<b>63.27</b>
Non Promoters' Holding				
Institutions (Banks, etc.)	40,681	0.04	40,681	0.01
Individual	11,046,533	10.22	170,046,533	33.12
Bodies Corporate	1,675,825	1.55	16,175,825	3.15
Others (including NRI)	1,553,942	1.43	2,303,942	0.45
<b>Sub Total (B)</b>	<b>14,316,981</b>	<b>13.2</b>	<b>188,566,981</b>	<b>36.73</b>
<b>Total (A)+(B)</b>	<b>108,435,840</b>	<b>100</b>	<b>513,435,840</b>	<b>100</b>



The post issue figures shown in the above table are arrived at after considering the issue and allotment of equity shares aggregating to 40.5 crores to the proposed allottees named in the proposed resolution no. 2.

**(4) PROPOSED TIME WITHIN WHICH THE ALLOTMENT SHALL BE COMPLETED**

In case of preferential issue of equity shares on private placement basis pursuant to Resolution No.2 of this Notice, the allotment will be completed as per SEBI ICDR within a period of 15 days from the date of passing the resolution.

- (5) The identity of the natural persons who are the ultimate beneficial owners of the shares 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 (%)
1.	Ms. Swati Agrawal	Self	100
2.	M/s.RKS Distributors Private Limited	Mr. Sanjay Jalan Mrs. Rajshree Jalan	42.55 57.45
3.	Mr. Sanjay Razdan	Self	100
4.	Ms. Pooja Razdan	Self	100
5.	Mr. Sachin Khivasara	Self	100
6.	Mr. Jigar Mistry	Self	100
7.	Mr. Dilipkumar Lakhi	Self	100
8.	Mr. Sandeep Sehgal	Self	100
9.	M/s.Winro Commercial (India) Ltd.	Self	100
10.	M/s. Ageless Capital and Finance Pvt. Ltd.	Mr. Gagan Chaturvedi	99.76
11.	Mr. Ritesh Deshmukh	Self	100
12.	Mr. Pankaj Razdan	Self	100
13.	Mr. Vikram Kotak	Mr. Vikram Kotak Mr. Vijay Choraria Mrs. Shobhagdevi Choraria Mrs. Sunita Choraria Vijaykumar Choraria HUF	40 46 9.34 4.67 -
14.	Mr. Tejashree Sangoi	Self	100
15.	Mr. Dino Morea	Self	100
16.	Mr. Aarti Walia	Self	100
17.	Mr. Ravinder Walia	Self	100
18.	Mr. Anuj Burakia	Self	100
19.	Mrs. Leela Bhandari	Self	100
20.	Mr. Prakash Tatia	Self	100
21.	M/s Sanjay Razdan & Associates Private Limited	Mr. Sanjay Razdan Mr. Yash Razdan Mr. Rishi Razdan Ms. Pooja Razdan	13.4 38.33 40.00 8.27
22.	Ms. Manjula Kishore Lulla	Self	100
23.	Welspun Steel Limited	Mr. Balkrishan Goenka Ms. Dipali Goenka Mr. Rajesh Mandawewala Ms. Pratima Mandawewala Mr. Abhishek Mandawewala Mr. Yash Mandawewala Welspun Investment & Commercial Limited <b>Jointly held by:</b> Mr. Balkrishan Goenka, Ms. Dipali Goenka, Ms. Radhika Goenka Ms. Vanshika Goenka <b>Jointly held by:</b> Mr. Rajesh Mandawewala Ms. Pratima Mandawewala Mr. Abhishek Mandawewala Mr. Yash Mandawewala	11.47 9.76 1.32 0.66 0.22 0.22 0.41 10.70 0.93

There will be no change in control in the issuer consequent to the preferential issue under Resolution No.2.

- (6) In case of Resolution No.2, the Company undertakes that it shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.
- (7) The Company is not willful defaulter hence the disclosures as per Part G of Schedule VIII of SEBI ICDR Regulations are not applicable.

- (8) 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.
- (9) **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 Shares to be allotted	% of Maximum Post Preferential Issue Equity Capital
1.	Ms. Swati Agrawal	7,50,000	0.15
2.	M/s.RKS Distributors Private Limited	20,00,000	0.39
3.	Mr. Sanjay Razdan	20,00,000	0.39
4.	Ms. Pooja Razdan	10,00,000	0.19
5.	Mr. Sachin Khivasara	20,00,000	0.39
6.	Mr. Jigar Mistry	5,00,000	0.10
7.	Mr. Dilipkumar Lakhi	12,70,00,000	24.74
8.	Mr. Sandeep Sehgal	5,00,000	0.10
9.	M/s. Winro Commercial (India) Ltd.	95,00,000	1.85
10.	M/s. Ageless Capital and Finance Pvt. Ltd.	25,00,000	0.49
11.	Mr. Ritesh Deshmukh	30,00,000	0.58
12.	Mr. Pankaj Razdan	1,50,00,000	2.92
13.	Ms. Tejashree Sangoi	2,50,000	0.05
14.	Mr. Dino Morea	6,50,000	0.13
15.	Mr. Aarti Walia	20,00,000	0.39
16.	Mr. Ravinder Walia	10,00,000	0.19
17.	Mr. Anuj Burakia	5,00,000	0.10
18.	Mrs. Leela Bhandari	5,00,000	0.10
19.	Mr. Prakash Tatia	1,00,000	0.04
20.	M/s Sanjay Razdan & Associates Pvt. Ltd.	5,00,000	0.10
21.	Ms. Manjula Kishore Lulla	10,00,000	0.19
22.	Mr. Vikram Kotak	20,00,000	0.39
23.	Welspun Steel Limited*	23,50,00,000	45.77
	<b>Total – not to exceed*</b>	<b>40,50,00,000</b>	

\* In case of excess, adjustment will be done in number of shares to be allotted to Welspun Steel Limited.

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

**(10) RELEVANT DATE AND PRICING OF EQUITY SHARE**

As per SEBI ICDR Regulations, the Relevant Date will be 30 days prior to the date of the Extra Ordinary General Meeting i.e. February 23, 2018.

Valuation of Fresh Infusion by way of equity shares, being infrequently traded shares, has been done as per Regulation 76A of SEBI ICDR Regulations. Accordingly, valuation of Rs. 4/- per equity share has been arrived whereas the issue price is Rs. 10/- per share which is higher than the valuation per share.

The shares allotted shall be in a lock-in period as per Regulation 78 of SEBI ICDR Regulations.

**(11) 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.

**(12) 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 year, the Company has not made any allotment on preferential basis to any person.

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

Not Applicable. The Company proposes to convert unsecured loan availed / to be availed from the proposed allottees into share capital, and / or advance against warrants, being allotted in terms of the Resolution No.2.

**RESOLUTION NO. 3**

Pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, (SEBI (SBEB) Regulations), the Company seeks members' approval in respect of RMG ESOP SCHEME 2018 and grant of options to the eligible employees/ Directors of the Company and Employees in the category of the senior management personnel as determined by NRC from time to time in due compliance of the SEBI (SBEB) Regulations.

The main features of the RMG ESOP SCHEME 2018 are as under:

**1. Brief Description of the Scheme(s):**

Employee Stock Option Scheme for the benefit of the employees of the Company as defined under SEBI SBEB Regulations, entitlement of which shall be as determined by the Nomination and Remuneration Committee ("NRC") of the Board of Directors of the Company.

**2. Total number of options to be granted: 12,000,000 ESOPs**

**3. Identification of classes of employees entitled to participate in RMG ESOP SCHEME 2018:** Employees in the category of the senior management personnel as determined by NRC

**4. Requirements of vesting and period of vesting:** Vesting shall happen at every anniversary of the date of grant in quantum of 20% of the total ESOPs granted over the period of 5 years from the date of grant.

**5. Maximum period within which the options shall be vested:** 5th Anniversary from the date of grant.

**6. Exercise price or pricing formula:** Exercise price is the price at 20% discount to the closing market price on BSE on the day preceding the date of grant of Option.

**7. Exercise period and the process of Exercise:** upto 3rd Anniversary from the date of vesting, the option grantee shall be entitled to exercise vested options for underlying equity share and shall pay applicable tax thereon.

**8. Appraisal process for determining the eligibility of employees under RMG ESOP SCHEME 2018:** NRC takes into consideration the potential contribution of the employee to the critical aspects of the business, strength and competency of the employee viz a viz business challenges and past track record in terms of achievement of targets /milestones.

**9. Maximum number of options to be issued per employee and in aggregate:** Number of ESOPs to be granted to an employee shall not exceed 1% of the issued equity share capital in a financial year and the aggregate to all employees shall not exceed 12,000,000 ESOPs.

**10. Maximum Quantum of benefits to be provided per employee under RMG ESOP SCHEME 2018:** same as mentioned against item no. 9 above.

**11. Route of Scheme implementation:** The Scheme shall be implemented and administered directly by the Company through NRC

**12. Source of Shares:** Fresh issue of equity shares

**13. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:** Not Applicable

**14. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:** Not Applicable

**15. Accounting and Disclosure Policies:** The Company shall conform to the accounting policies specified in Regulation 15 of SEBI SBEB Regulations.

**16. Method of Valuation:** Fair Valuation

Except for the potential to get grant of ESOPS, none of the directors or the key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution set out at item no.3 of the Notice.

Members' approval is sought by way of a special resolution proposed under item no.3.

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.

The Board recommends resolution as set out in the notices for Approval of the member :

Place: Mumbai  
Date: March 1, 2018

By Order of the Board

**Sd/-**  
Nilesh Javker  
Company Secretary  
ACS-24087

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## PROXY FORM

**CIN : L27100GJ1980PLC020358**

**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 Mills Compound, 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

[illegible]

DP ID

[illegible]

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

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

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

E-mail Id:

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

2. Name):

**Address:**

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

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

3. Name):

**Address:**

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

Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company to be held on Tuesday, March 27, 2018 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	Increase of Authorised Share Capital of the Company from Rs. 155,00,00,000/- to Rs. 565,00,00,000/-		
2	Issue and allotment of 40.5 crores equity shares of face value of Rs. 6/-each at a price of Rs.10 per share or 40.5 crores preference shares of Rs. 10/- each at an issue price of Rs. 10 per share, on preferential basis.		
3	Approval of ESOPs – Employees Stock Option Plan 2018.		

Signed this ..... day of ..... 20 .....

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.



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## RMG ALLOY STEEL LIMITED

CIN : L27100GJ1980PLC020358

Registered Office : Plot No 1 G I D C Industrial Estate Valia Road Jhagadia Dist Bharuch Jhagadia GJ 393110.  
Corporate Office : B/9, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.  
Email : allcompanysecretaryofrmgl@welspun.com Website: www.rmgalloysteel.com  
Tel: +91 -22-66136000 Fax: +91-22-2490 8020

### ATTENDANCE SLIP

Name of the sole / first named member : \_\_\_\_\_

Address of sole / first named member : \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Registered folio no. : \_\_\_\_\_

DP ID no. / Client ID no.\* : \_\_\_\_\_

Number of shares held : \_\_\_\_\_

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Tuesday, March 27, 2018 at Plot No.1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch- 393110, Gujarat, at 12:30 PM.

Signature of Shareholder/ Proxy Present

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

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

#### Important note for Electronic Voting:

The e-voting period commences on Saturday, March 24, 2018 at 9:00 am and ends on Monday, March 26, 2018 at 5:00 pm. The e-Voting module shall be disabled by CDSL for voting thereafter.

Please read the instructions before exercising the vote.

These details and instructions form integral part of the Notice dated March 1, 2018 of Extra Ordinary General Meeting.

**LOCATION MAP:**

