

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

June 18, 2019

Dear Sirs/ Madam,

**Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2019**

Dear Sirs/ Madam,

Please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, as certified by M/s. Mihen Halani & Associates, Practicing Company Secretaries. This Report has been issued in terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

Kindly take the same on records.

Yours Faithfully,  
For RMG Alloy Steel Limited



**Rashmi Mamtura**  
Company Secretary  
F-8658



**Corporate Office:**

C/8, BKT House, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai 400013  
Tel.: +91-22-66136000 / 24908000 Fax : +91-22-2490 8020 [www.rmgalloysteel.com](http://www.rmgalloysteel.com)

**Registered Office & Works:** Plot No.1, G.I.D.C. Industrial Estate, Jhagadia - Valia Road, Jhagadia Dist. Bharuch - 393 110.  
Gujarat. (INDIA) Tel: +91-2645-619700 Fax: +91-2645-226841



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**MIHEN HALANI & ASSOCIATES**

*Practicing Company Secretaries*

32,1<sup>st</sup> Floor, Shantinath Shopping Centre, Near Aditi Restaurant, S.V. Road,  
Malad (West), Mumbai - 400 064, ☎: 022 - 6236 0279 ✉: [mihenthalani@gmail.com](mailto:mihenthalani@gmail.com)

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**Secretarial Compliance Report of RMG ALLOY STEEL LIMITED  
for the year ended March 31, 2019**

To,  
The Board of Directors,  
RMG ALLOY STEEL LIMITED  
CIN: L27100GJ1980PLC020358  
BSE Scrip Code: 500365 / ISIN: INE731F01037

We, M/s. Mihen Halani & Associates have examined:

- a) all the documents and records made available to us and explanation provided by RMG ALLOY STEEL LIMITED ("the listed entity");
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review**
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **Not Applicable during the period under review**
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review**
- j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the period under review**
- k) Other Rules and Regulations and the circulars/ guidelines issued thereunder;
  - SEBI (Depositories and Participants) Regulations, 2018/1996;

Based on the above examination, we hereby report that, during the Review Period:

- i. The listed entity has complied with all the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below;

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks
1	Regulation 40 of SEBI (LODR) Regulations, 2015 vide circular no LIST/COMP/15/2018-19 dated 5th July, 2018	Reminders for mandatory dematerialization for transfer of securities to shareholders holding shares in physical mode	The listed entity has sent only initial reminder to shareholders holding shares in physical mode.
2	Regulation 30 of SEBI (LODR) Regulations, 2015	Disclosure of events or information	Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, the listed entity has not given disclosures for

			Redemption of Preference Shares.
3	Regulation 23(4) of the SEBI (LODR) Regulations, 2015	Shareholders' approval for material related party transactions	The listed entity is yet to obtain approval of shareholders for material related party transactions as required under Regulation 23(4) of the SEBI (LODR) Regulations, 2015.

- ii. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- iii. No actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder.
- iv. Since this is the first Report, there are no previous Reports in respect of which the listed entity is required actions to comply with the observations made under such previous reports.

Date: 28.05.2019

Place: Mumbai

For MIHEN HALANI & ASSOCIATES  
Practicing Company Secretary

  
 Mihen Halani  
 (Proprietor)  
 CP/No: 12015  
 FCS No: 9926

