

MGN AGRO PROPERTIES PRIVATE LIMITED

Registered Office: Survey No. 650, Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch-370110, Gujarat
Corporate Identity No. U45200GJ1999PTC081436

MGN Agro/SEC/2016

29.09.2016

Bombay Stock Exchange Ltd. Department of Listing, P. J. Towers, Dalal Street, Mumbai - 400 001.	RMG Alloy Steel Limited Script Code- 500365 Plot No.1, G.I.D.C Indl estate, Valia Road, Jhagadia, Dist.Bharuch, Gujarat
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Dear Sir/Madam,

Sub.: Disclosure under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

We would like to inform you that Krishiraj Trading Limited, Welspun Mercantile Limited, Welspun Wintex Limited, Welspun Fintrade Private Limited and Golden-arch Estates Private Limited ("Merging Entities") collectively held 95.45% of the voting rights of WS Alloy Holding Private Limited ("WS Alloy") who in turn holds 43,247,034 equity shares carrying 39.88% voting rights of RMG Alloy Steel Limited.

In terms of Regulation 29(1) of SEBI (SAST) Regulations, 2011, we wish to further inform you that, pursuant to the court approved scheme of arrangement between Welspun Group Promoter Companies made effective from September 27, 2016, MGN Agro will hold 95.45% of the voting rights of WS Alloy.

It is informed that pursuant to the aforesaid acquisition, there will be no change in the equity shareholding of Welspun Promoter Group in WS Alloy and its further holding in RMG Alloy Steel Limited which stands at 43,247,034 (39.88%).

In compliance with the provisions of Regulation 29(1) of SEBI (SAST) Regulations, 2011, please find enclosed the disclosures in the specified format as required to be given for the said acquisition.

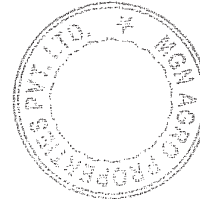
You are requested to take the same on your record and oblige

Thanking You.

Yours Faithfully,
For MGN Agro Properties Private Limited



Devendra Patil
Company Secretary

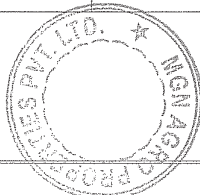


Encl: as above

Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

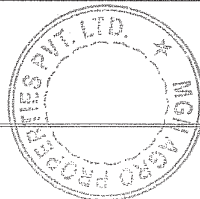
Part –A- Details of the Acquisition

Name of the Target Company (TC)	RMG Alloy Steel Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<u>Acquirer:</u> MGN Agro Properties Private Limited <u>PAC:</u> As per Annexure A <i>Please refer to Note 1</i>		
Whether the acquirer belongs to Promoter/Promoter group	<i>Please refer to Note 1</i>		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of: a) Shares carrying voting rights <i>(There is no direct acquisition of voting rights of the Target Company. Please refer to Note 1.)</i> Refer Annexure A			
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-



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d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	Refer Annexure A		
Details of acquisition			
a) Shares carrying voting rights acquired <i>(There is no direct acquisition of voting rights of the Target Company. Please refer to Note 1.)</i>			
b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired.	-	-	-
d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	-	-	-
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights <i>(There is no direct acquisition of voting rights of the Target Company. Please refer to Note 1.)</i> Refer Annexure A			
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others) Shares pledged with the acquirer.	-	-	-
	-	-	-

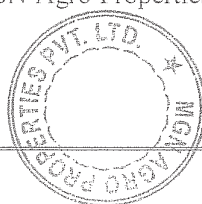


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c) VRs otherwise than by equity shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	Refer Annexure A		
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Indirect acquisition of voting rights in the Target Company pursuant to a court approved scheme of arrangement under the Companies Act, 1956 / 2013		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.	Equity shares of face value of Rs. 6 each		
Date of acquisition of/ date of receipt of intimation of allotment of shares/ VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	September 27, 2016		
Equity share capital / total voting capital of the TC before the said acquisition	Amount – Rs. 650,615,040/- No. of equity shares – 108,435,840		
Equity share capital/ total voting capital of the TC after the said acquisition	Amount – Rs. 650,615,040/- No. of equity shares – 108,435,840		
Total diluted share/voting capital of the TC after the said acquisition	Amount – Rs. 650,615,040/- No. of equity shares – 108,435,840		

Note 1:

Krishiraj Trading Limited, Welspun Mercantile Limited, Welspun Wintex Limited, Welspun Fintrade Private Limited and Golden-arch Estates Private Limited (“**Merging Entities**”) collectively held 95.45% of the voting rights of WS Alloy Holding Private Limited (“**WS Alloy**”) who in turn holds 43,247,034 equity shares carrying 39.88% voting rights of the Target Company. Pursuant to a court approved scheme of arrangement (“**Scheme**”) under the provisions of Companies Act, 1956 / 2013, the Merging Entities have been merged / amalgamated with the MGN Agro Properties Private Limited. The Scheme has been



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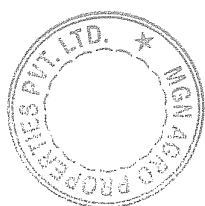
Shareholder	Before acquisition			Details of Acquisition			After the Acquisition		
	No. of shares / voting rights	% w.r.t total share capital of TC	% w.r.t total share capital of TC (diluted)	No. of shares / voting rights	% w.r.t total share capital of TC	% w.r.t total share capital of TC (diluted basis)	No. of shares / voting rights	% w.r.t total share capital of TC	% w.r.t total share capital of TC (diluted)
Acquirer & PAC									
BK Goenka	140	0.00	0.00	-	-	-	140	0.00	0.00
Dipali Goenka	2	0.00	0.00	-	-	-	2	0.00	0.00
R R Mandawala	200	0.00	0.00	-	-	-	200	0.00	0.00
B K Goenka Trustee B K Goenka Family Trust	5	0.00	0.00	-	-	-	5	0.00	0.00
Welspun Investments & Commercials Ltd	52,33,000	1.97	1.97	-	-	-	52,33,000	1.97	1.97
MGN Agro Properties Private Limited	73,98,273	2.79	2.79	9,72,01,545	36.65	36.65	10,45,99,818	39.44	39.44
Transferor									
Krishiraj Trading Ltd	5,99,79,691	22.61	22.61	(5,99,79,691)	(22.61)	(22.61)	-	-	-
Welspun Mercantile Ltd	1,44,77,701	5.46	5.46	(1,44,77,701)	(5.46)	(5.46)	-	-	-
Welspun Wintex Ltd	1,33,36,576	5.03	5.03	(1,33,36,576)	(5.03)	(5.03)	-	-	-
Welspun Infra Developers Pvt Ltd	63,57,577	2.40	2.40	(63,57,577)	(2.40)	(2.40)	-	-	-
Welspun Fintrade Pvt Ltd	30,50,000	1.15	1.15	(30,50,000)	(1.15)	(1.15)	-	-	-
Total	10,98,33,165	41.41	41.41	-	-	-	10,98,33,165	41.41	41.41

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List of Promoters / Promoter Groups of RMG Alloy Steel Ltd as on September 27, 2016

Sr. No.	Company Name	PAN
Promoter:		
1	Rajendra Finance Pvt. Ltd	AAACR0403P
2	Remi Securities Limited	AAACR0401R
3	Calplus Trading Pvt Ltd	AADCC5519N
4	Remi Finance and Investment Pvt. Ltd.	AAACR0400Q
5	Vayudoot Trading Limited	AAACV1219R
6	K K Fincorp Limited <i>(formerly known as Kuber Kamal Industrial Investments Ltd)</i>	AAACK0436H
7	Magnificent Trading Pvt Ltd	AAFCEM8523N
8	Vishwakarma Jobworks Limited	AAACV1461D
9	Rajendra C Saraf	AAEPS6864N
10	Fulidevi Saraf Family Trust	AAATF1795R
11	Bajrang Finance Ltd	AAACB0493R
12	Vishwambarlal C Saraf	AAEPS6863M
13	Minakshi R Saraf	AAOPS5682G
14	Vandana V.Saraf	AAOPS5683H
15	Rishabh R Saraf	AAVPS6348E
16	Anupama Kasera	AAGPK6657H
17	Chiranjilal Saraf Family trust	AAATC7301C
Co-Promoter:		
18	Widescreen Holdings Pvt. Ltd.	AAACW5846P
Strategic Investor:		
19	WS Alloy Holding Pvt Ltd	AABCW5425D
20	Krishiraj Trading Limited	AAACK2257N
21	Welspun Fintrade Pvt Ltd	AAACW2877J



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