

MGN AGRO PROPERTIES PRIVATE LIMITED

Regd. Off: Survey No. 650, Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370 110

CIN: U51100GJ1999PTC081436

MGN/SEC/2016

Date: 30/09/2016

Bombay Stock Exchange Ltd.

Scrip code: 500365

Security id: RMGALLOY

Department of Listing, P. J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir/Madam,

Sub.: Disclosure under Regulation 10(6) in respect of proposed acquisition under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

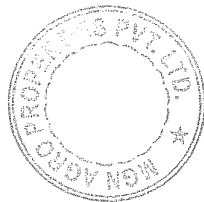
With reference to the captioned subject matter, please find enclosed herewith Disclosure under regulation 10(6) in respect of acquisition under regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pursuant to a scheme of arrangement between Krishiraj Trading Limited ,Welspun Fintrade Private Limited ,Welspun Mercantile Limited, Welspun Wintex Limited, Goldenarch Estates Private Limited, Welspun Infra Developers Limited, Ws Trading and Holding Private Limited and MGN Agro Properties Private Limited and their shareholders and creditors.

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

For MGN AGRO PROPERTIES PRIVATE LIMITED



DEVENDRA PATIL
COMPANY SECRETARY



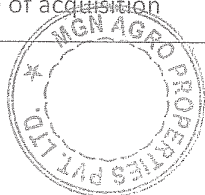
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Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	RMG Alloy Steel Limited	
2.	Name of the acquirer(s)	MGN Agro Properties Private Limited (a Constituent of Welspun Promoter Group and Person acting in concert with them, a list of which is attached hereto)	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Restructuring of promoter shareholding of the Target Company.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(iii). This filing is being made in respect of an acquisition of voting rights pursuant to a scheme of arrangement not directly involving the TC. However, the acquisition of shares / voting rights is also exempt under the provisions of Regulation 10(1)(d)(iii) as better detailed in Note 2.	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange.	Yes Yes July 29, 2016	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	Krishiraj Trading Limited Welspun Fintrade Private Limited Welspun Mercantile Limited Welspun Wintex Limited Golden-arch Estates Private Limited (collectively the “Transferors”) Please refer Note 1	Yes
	b. Date of acquisition	Refer Note 1	



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	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Refer point 8 and Note 1			
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Refer point 8 and Note 1			
	e. Price at which shares are proposed to be acquired / actually acquired	Refer Note 1			
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t. to total share capital of TC	No. of shares held*	% w.r.t. to total share capital of TC
	- Acquirer(s) - MGN Agro Properties Private Limited	(Refer Note 1)			
	- PAC				
	Seller				

Note 1:

- (a) The Transferors are collectively entitled to 95.45% voting rights in WS Alloy Holding Private Limited, an unlisted company, which in turn holds 43,247,034 equity shares carrying 39.88% voting rights of the Target Company; (b) WS Alloy Holding Private Limited forms part of the promoter group of the Target Company; (c) The Transferors were majority owned and controlled by Mr. BK Goenka, (d) The Acquirer does not hold any shares / voting rights in the Target Company or in WS Alloy Holding Private Limited; and (e) the Transferors collectively owned majority of the total paid up equity share capital of the Acquirer. The balance equity share capital of the Acquirer is held by Mr. BK Goenka in his capacity as a trustee of Welspun Group Master Trust. Accordingly, the Acquirer is indirectly controlled by Mr. BK Goenka.

The shareholding pattern of the Target Company pre-transaction and post-transaction is as follows:

Shareholder	Before the proposed transaction			After the proposed transaction		
	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 basis)
WS Alloy Trading Limited	4,32,47,034	39.88	39.88	4,32,47,034	39.88	39.88
Total	4,32,47,034	39.88	39.88	4,32,47,034	39.88	39.88



This filing is being made in respect of an acquisition of voting rights pursuant to a court approved scheme of arrangement under the provisions of Companies Act, 1956 and/or 2013 not directly

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involving the Target Company. The Scheme has been duly approved by the High Court of Gujarat and has been made effective on September 27, 2016. Pursuant to such scheme, the Transferors have amalgamated with the Acquirer and accordingly, (a) 95.45% of the voting rights held by the Transferors in WS Alloy Holding Private Limited, an unlisted company which in turn holds 43,247,034 equity shares carrying 39.88% voting rights of the Target Company, stand transferred to the Acquirer, (b) the shares held by the Transferors in the Acquirer stand cancelled, (c) Welspun Group Master Trust is the sole equity shareholder of the Acquirer, holding 100% of the total paid up equity share capital of the Acquirer and (d) Mr. BK Goenka will continue to be in control of the Acquirer in his capacity as a trustee of Welspun Group Master Trust. Such acquisition by the Acquirer pursuant to the merger is exempt under Regulation 10(1)(d)(iii). Further, since the Transferors and the Acquirer are directly and indirectly controlled exclusively by Mr. BK Goenka, the acquisition of voting rights is also exempt under the provisions of Regulation 10(1)(a)(iii).

For MGN Agro Properties Private Limited



Devendra Patil
Company Secretary



Date: September 30, 2016

Place: Mumbai

List of Promoters / Promoter Groups of RMG Alloy Steel Ltd

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 (formerly known as Kuber Kamal Industrial Investments Ltd)	AAACK0436H
7	Magnificent Trading Pvt Ltd	AAFCM8523N
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(Amalgamted)	AAACK2257N
21	Welspun Fintrade Pvt Ltd(Amalgamated)	AAACW2877J

For MGN Agro Properties Private Limited


Devendra Patil
Company Secretary

