

WSL/SEC/2017

August 10, 2017

Bombay Stock Exchange Ltd.  
(Scrip Code-500365)  
Department of Listing,  
P. J. Towers, Dalal Street,  
Mumbai - 400 001.


Dear Sir/Madam,

**Sub.: Disclosure under Regulation 10(5) in respect of proposed acquisition under Regulation 10(1)(a)(iii) and Regulation 10(1)(d)(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(5) alongwith Annexure A and Annexure B in respect of proposed acquisition under Regulation 10(1)(a)(iii) and Regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pursuant to a scheme of arrangement between Welspun Energy Private Limited, WS Alloy Holding Private Limited and Welspun Steel Limited and their respective Shareholders and Creditors.

You are requested to take the same on record.

For Welspun Steel Limited

  
Rashmi Mamtura  
Company Secretary  
F-8658



Welspun Steel Limited

Trade World, 'B' Wing, 5th Floor, Parkside City, Sanapan Road Marg, Lower Parel (West), Mumbai 400 015 India.  
T : +91 22 6615 6000 / 2490 8000 F : +91 22 2400 8000

E-mail : [companysecretary@wsl.welspun.com](mailto:companysecretary@wsl.welspun.com) Website : [www.welspunsteel.com](http://www.welspunsteel.com)

Registered Office : Survey No. 85C, Village Vasomendi, Taluka Anjar, District Kutch, Gujarat 371 13, India  
T : +91 2636 279081-86 F : +91 2636 279050

Corporate Identity Number : U37709GJ2005PL00011049

Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) 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)	Welspun Steel Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	No. Refer Note 1
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	WS Alloy Holding Private Limited
	b. Proposed date of acquisition	Any time after four working days from the date of delivery of this disclosure to the stock exchanges where shares of TC are listed
	c. Number of shares to be acquired from each person mentioned in 4(a) above	4,32,47,034
	d. Total shares to be acquired as % of share capital of TC	39.88%
	e. Price at which shares are proposed to be acquired	Not applicable. Please refer Note 1
	f. Rationale, if any, for the proposed transfer	Restructuring of promoter shareholding in the Target Company
5.	Relevant sub-clause of regulation 10(1)(a) 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 amalgamation 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.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Not applicable
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Rs. 5.76 per share



8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not applicable. Please refer Note 1.			
9.	<p>i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition)/ will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)</p> <p>ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished</p>	<p>Declaration enclosed by way of Annexure A.</p> <p>The disclosures under Chapter V of the Takeover Regulations, 2011 in the last 3 years are attached as Annexure B.</p>			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Declaration enclosed by way of Annexure A			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares / voting Rights	% w.r.t total share capital of TC	No. of shares / voting Rights	% w.r.t total share capital of TC
	- Acquirer(s) and PACs (other than sellers)(*)	Refer Note 2			
	- Seller (s)				

Note 1:

(a) As on the date of this filing, (a) the Transferor is entitled to 39.88% voting rights of the Target Company and forms part of promoter group of Target Company; (b) the Transferor and Acquirer are subsidiaries of MGN Agro Properties Private Limited and are indirectly owned and controlled by Mr. B.K. Goenka.




(b) This filing is being made in respect of an acquisition of voting rights pursuant to a Tribunal approved scheme of amalgamation under the provisions of Companies Act, 2013 not directly involving the Target Company. Pursuant to such scheme, it is proposed that the Transferor shall merge with the Acquirer and accordingly, upon consummation of such merger, 43,247,034 equity shares carrying 39.88% voting rights of the Target Company shall stand transferred to the Acquirer. Such acquisition by the Acquirer pursuant to the merger is exempt under Regulation 10(1)(d)(iii). Further, since the Transferor and the Acquirer are subsidiaries of MGN Agro Properties Private Limited, the acquisition of voting rights is also exempt under the provisions of Regulation 10(1)(a)(iii) as both the companies are ultimately controlled exclusively by Mr. B.K. Goenka.

Note 2: Pre and post shareholding pattern:

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)
Magnificent Trading Private Limited	7,012,334	6.47	6.47	7,012,334	6.47	6.47
Calplus Trading Private Limited	6,114,390	5.64	5.64	6,114,390	5.64	5.64
Vishwakarma Jobworks Limited	2,556,545	2.36	2.36	2,556,545	2.36	2.36
Rajendra Finance Pvt. Ltd.	1,960,520	1.81	1.81	1,960,520	1.81	1.81
Remi Finance And Investment Pvt. Ltd.	2,460,000	2.27	2.27	2,460,000	2.27	2.27
K K Fincorp Limited (formerly known as Kuber Kamal Industrial Investments Ltd)	2,313,617	2.13	2.13	2,313,617	2.13	2.13
Remi Securities Limited	2,313,600	2.13	2.13	2,313,600	2.13	2.13
Vayudoot Trading Limited	1,995,492	1.84	1.84	1,995,492	1.84	1.84
Bajrang Finance Ltd	10	0.00	0.00	10	0.00	0.00
Vishwambharlal C Saraf	916	0.00	0.00	916	0.00	0.00
Rajendra C Saraf	501	0.00	0.00	501	0.00	0.00
Vishwambhar C Saraf (on behalf of Fulidevi Saraf Family Trust)	230	0.00	0.00	230	0.00	0.00
Minakshi R Saraf	151	0.00	0.00	151	0.00	0.00
Vishwambhar C Saraf (on behalf of Chiranjilal Saraf Family Trust)	125	0.00	0.00	125	0.00	0.00
Rishabh R Saraf	40	0.00	0.00	40	0.00	0.00
Anupama Kaseera	20	0.00	0.00	20	0.00	0.00
Vandana V Saraf	1	0.00	0.00	1	0.00	0.00
Widescreen Holdings Pvt Ltd	24,143,333	22.27	22.27	24,143,333	22.27	22.27
WS Alloy Trading Limited	43,247,034	39.88	39.88			
Welspun Steel Limited				43,247,034	39.88	39.88
<b>Total</b>	<b>94,118,859</b>	<b>86.80</b>	<b>86.80</b>	<b>94,118,859</b>	<b>86.80</b>	<b>86.80</b>

For Welspun Steel Limited

  
Rashmi Mamtura  
Company Secretary  
F-8658



Date: August 10, 2017

Place: Mumbai

**Annexure A**

August 10, 2017

WSL/SEC/2017  
Bombay Stock Exchange Ltd.  
(Scrip Code-500365)  
Department of Listing,  
P. J. Towers, Dalal Street,  
Mumbai - 400 001.

Dear Sir/Madam,

**Sub.: Disclosure under Regulation 10(5) 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, we, Welspun Steel Limited (acquirer) do hereby declare the following:

- that the shares of the Target Company (RMG Alloy Steel Limited) are directly vested in the acquirer pursuant to a Scheme of Amalgamation;
- that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) and that the disclosure made during previous 3 years prior to the date of proposed acquisition are attached as Annexure B; and
- that all the conditions specified under regulation 10(1)(a) to the extent applicable with respect to exemptions has been duly complied with.

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

Thanking You.

Yours faithfully,  
For Welspun Steel Limited


Rashmi Mamtura  
Company Secretary  
F-8658

**Welspun Steel Limited**

Trade World, 'B' Wing, 8th Floor, Komale City, Senapati Bapat Marg, Lower Parel, Mumbai 400 017, India  
T: +91 22 6632 8000 F: +91 22 6486 8000 E: [info@welspunsteel.com](mailto:info@welspunsteel.com)  
E-mail: [compen/secretary@wsl.welspunsteel.com](mailto:compen/secretary@wsl.welspunsteel.com) Website: [www.welspunsteel.com](http://www.welspunsteel.com)  
Registered Office: Survey No. 255, Village Vazirwadi, Taluka Anjar, District Amreli, Gujarat 375 015, India  
T: +91 2256 379051-56 F: +91 2256 379050  
For more details, please visit [www.wsl.com](http://www.wsl.com) or [www.bse.com](http://www.bse.com)



WSTL/SEC/2015

April 6, 2015

<b>Bombay Stock Exchange Ltd.</b> Department of Listing, P. J. Towers, Dalal Street, Mumbai - 400 001.	<b>RMG Alloy Steel Limited</b> (Formerly known as "Remi Metals Gujarat Limited") Plot No.1, G.I.D.C Indl estate, Valia Road, Jhagadia, Dist.Bharuch, Gujarat
---	---

Dear Sir/Madam,

**Sub.: Disclosure under Regulation 30 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

We are enclosing herewith disclosure in terms of Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as a Strategic Investor disclosing shareholding of Promoter/Co-promoter/Strategic Investor as on 31.03.2015.

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

Thanking You.

Yours Faithfully,  
 For Welspun Steel Limited



**Rashmi Mamtura**  
 Company Secretary

Encl: a/a

**Corporate Office**  
 Trade World, 'B' Wing,  
 9th Floor, Kamala City,  
 Senapati Bapat Marg,  
 Lower Parel (West),  
 Mumbai - 400013

Tel: +91 2266136000 / 24908000  
 Fax: +91 2224908020  
 E-mail: companysecretary\_wsl@welspun.com  
 www.welspunsteel.com

**DISCLOSURE UNDER REGULATION 30(1) and 30(2) OF SEBI(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1	Name of the Target Company	RMG Alloy Steel Limited (Formerly known as "Remi Metals Gujarat Limited")		
2	Name(s) of the stock exchange(s) where the shares of the TC are listed	The Bombay Stock Exchange Limited., Mumbai		
3	Particulars of the shareholder(s) :	-----		
	a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.			
	or			
	b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Promoter Group of the TC (as listed in Annexure hereto)		
4	Particulars of the shareholding of person(s) mentioned at (3) above	Number	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting capital of the TC (*)
	As of March 31st of the year, holding of:			
a)	Shares	94,618,859	87.26	87.26
b)	Voting Rights (otherwise than by shares)	0.00	0.00	0.00
c)	Warrants,	0.00	0.00	0.00
d)	Convertible Securities	0.00	0.00	0.00
e)	Any other instrument that would entitle the holder to receive shares in the TC.	0.00	0.00	0.00
	<b>Total</b>	<b>94,618,859</b>	<b>87.26</b>	<b>87.26</b>

(\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**Note**

1 In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

**For Welspun Steel Limited**

**Director/ Authorised Signatory**

Place : Mumbai

Date: 05.04.2015

LIST OF PROMOTER AND PROMOTERS GROUP OF RMG ALLOY STEEL LIMITED (Formerly known as  
"REMI METALS GUJARAT LIMITED")

Sr. No.	Promoter and Promoter Group	No. of shares	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting capital of the TC (*)
	<b>Promoter</b>			
	<b>Saraf Group</b>			
1	Rajendra Finance Pvt. Ltd	2,460,520	2.27	2.27
2	Remi Securities Limited	2,313,600	2.13	2.13
3	Calplus Trading Pvt Ltd	6,114,390	5.64	5.64
4	Remi Finance and Investment Pvt. Ltd.	2,460,000	2.27	2.27
5	Vayudoot Trading Limited	1,995,492	1.84	1.84
6	Fulidevi Saraf Family Trust	230	0.00	0.00
7	Rajendra C Saraf	501	0.00	0.00
8	Vishwambar C Saraf	-	-	-
9	Chiranjilal Saraf Family trust	125	0.00	0.00
10	Bajrang Finance Ltd	10	0.00	0.00
11	K K Fincorp Limited (Formerly known as "Kuber Kamal Industrial Investments Ltd")	2,313,617	2.13	2.13
12	Magnificent Trading Pvt Ltd	7,012,334	6.47	6.47
13	Vishwakarma Jobworks Limited	2,556,545	2.36	2.36
14	Vishwambarlal C Saraf	916	0.00	0.00
15	Minakshi R Saraf	151	0.00	0.00
16	Vandana V.Saraf	1	0.00	0.00
17	Rishabh R Saraf	40	0.00	0.00
18	Anupama Kasera	20	0.00	0.00

		<b>27,228,492</b>	<b>25.11</b>	<b>25.11</b>
	<b>Co-promoter</b>			
1	Widescreen Holdings Pvt. Ltd.	24,143,333	22.27	22.27
	<b>Strategic Investor</b>			
1	Welspun Steel Ltd	43,247,034	39.88	39.88
	<b>Grand Total</b>	<b>94,618,859</b>	<b>87.26</b>	<b>87.26</b>

②



# WS ALLOY HOLDING PRIVATE LIMITED

Regd Off: Survey No. 650, Welspun City, Village Versamedi, Anjar, Gujarat - 370110

CIN: U27100GJ2014PTC080182

WAHPL/SEC/2016

April 11, 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
--	---

Dear Sir/Madam,

**Sub: Disclosure under Regulation 30 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in revised format**

We are enclosing herewith disclosure in terms of Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as a Strategic Investor disclosing its shareholding as on 31.03.2016 in the requisite format.

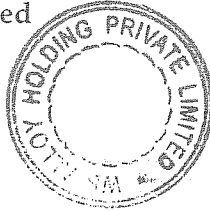
You are requested to take the same on record and oblige.

Thanking You.

Yours Faithfully,  
For WS Alloy Holding Private Limited



Director/ Authorised Signatory



Encl: a/a

DISCLOSURE UNDER REGULATION 30(1) and 30(2) OF SEBI(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1	Name of the Target Company	RMG Alloy Steel Limited (Formerly known as "Remi Metals Gujarat Limited")		
2	Name(s) of the stock exchange(s) where the shares of the TC are listed	The Bombay Stock Exchange Limited., Mumbai		
3	Particulars of the shareholder(s) :  a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.  or  b. Name(s) of promoter(s), member of the promoter group and PAC with him.	-----          Promoter Group of the TC (as listed in Annexure hereto)		
4	Particulars of the shareholding of person(s) mentioned at (3) above	Number	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting capital of the TC (*)
	As of March 31st of the year, holding of:			
a)	Shares	43247034.00	39.88	39.88
b)	Voting Rights (otherwise than by shares)	0.00	0.00	0.00
c)	Warrants,	0.00	0.00	0.00
d)	Convertible Securities	0.00	0.00	0.00
e)	Any other instrument that would entitle the holder to receive shares in the TC.	0.00	0.00	0.00
	Total	43,247,034	39.88	39.88

(\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/ warrants into equity shares of the TC.

**Note**

1 In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

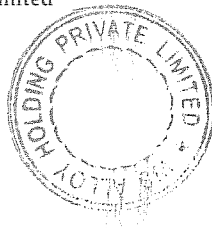
For WS Alloy Holding Private Limited



Director/ Authorized Signatory

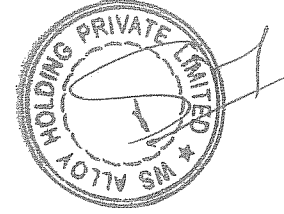
Place : Mumbai

Date: 11.04.2016



RMG Alloy Steel Limited

Sr. No.	Name of the person and Persons Acting in concert (PAC) with the person	Whether the person belongs to promoter/ promoter group	PAN of the person and PACs
1	WS Alloy Holding Pvt Ltd	Promoter Group Company	AABCW5425D
2	Krishiraj Trading Limited	Promoter Group Company	AAACK2257N
3	Welspun Fintrade Pvt Ltd	Promoter Group Company	AAACW2877J



# WS ALLOY HOLDING PRIVATE LIMITED

Regd Off: Survey No. 650, Welspun City, Village Versamedi, Anjar, Gujarat - 370110  
CIN: U27100GJ2014PTC080182

WAHPL/SEC/2017

April 6, 2017

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
--	---

Dear Sir/Madam,

**Sub: Disclosure under Regulation 30 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in revised format**

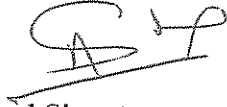
We are enclosing herewith disclosure in terms of Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as a Strategic Investor disclosing shareholding of Promoter/Promoter Group and Strategic Investor as on 31.03.2017 in the requisite format.

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

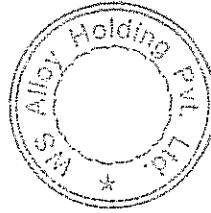
Thanking You.

Yours Faithfully,  
For WS Alloy Holding Private Limited

(X)



Director/ Authorised Signatory



Encl: a/a

DISCLOSURE UNDER REGULATION 30(1) AND 30(2) OF SEBI(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1	Name of the Target Company	RMG Alloy Steel Limited		
2	Name(s) of the stock exchange(s) where the shares of the TC are listed	The Bombay Stock Exchange Limited., Mumbai		
3	Particulars of the shareholder(s) :  a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.  or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	-----          Promoter Group of the TC (as listed in Annexure hereto)		
4	Particulars of the shareholding of person(s) mentioned at (3) above	Number	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting capital of the TC (*)
	As of March 31st of the year, holding of:			
a)	Shares	94118859	86.80	86.80
b)	Voting Rights (otherwise than by shares)	0.00	0.00	0.00
c)	Warrants,	0.00	0.00	0.00
d)	Convertible Securities	0.00	0.00	0.00
e)	Any other instrument that would entitle the holder to receive shares in the TC.	0.00	0.00	0.00
	Total	94,118,859	86.80	86.80


(\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**Note**

1 In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

For WS Alloy Holding Private Limited

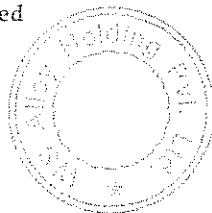
(X)



Director/ Authorised Signatory

Place : Mumbai

Date: 06.04.2017



RMG Alloy Steel Limited

Sr. No.	Name of the person and Persons Acting in concert (PAC) with the person	Whether the person belongs to promoter/ promoter group	PAN of the person and PACs
<b>Promoters:</b>			
1	Rajendra Finance Pvt. Ltd	Promoter Group Company	AAACR0403P
2	Remi Securities Limited	Promoter Group Company	AAACR0401R
3	Calplus Trading Pvt Ltd	Promoter Group Company	AADCC5519N
4	Remi Finance and Investment Pvt. Ltd.	Promoter Group Company	AAACR0400Q
5	Vayudoot Trading Limited	Promoter Group Company	AAACV1219R
6	K K Fincorp Limited <i>(formerly known as Kuber Kanai Industrial Investments Ltd)</i>	Promoter Group Company	AAACK0436H
7	Magnificent Trading Pvt Ltd	Promoter Group Company	AAFCM8523N
8	Vishwakarma Jobworks Limited	Promoter Group Company	AAACV1461D
9	Rajendra C Saraf	Promoter	AAEPS6864N
10	Fulidevi Saraf Family Trust	Promoter	AAATF1795R
11	Bajrang Finance Ltd	Promoter Group Company	AAACB0493R
12	Vishwambarlal C Saraf	Promoter	AAEPS6863M
13	Minakshi R Saraf	Promoter	AAOPS5682G
14	Vandana V.Saraf	Promoter	AAOPS5683H
15	Rishabh R Saraf	Promoter	AAVPS6348E
16	Anupama Kasera	Promoter	AAGPK6657H
17	Chiranjilal Saraf Family trust	Promoter	AAATC7301C
<b>Co-Promoters:</b>			
1	Widescreen Holdings Pvt Ltd	Promoter Company	AAACW5846P
<b>Strategic Investors:</b>			
1	WS Alloy Holding Pvt Ltd	Strategic Investor	AABCW5425D
2	MGN Agro Properties Pvt Ltd	Promoter Group Company of Strategic Investor	AACCM3422H



SIGN HERE 