



NITIN ALLOYS GLOBAL LTD.



CIN No. : L65990MH1982PLC028822

Regd. Office : 231, 2nd Floor, Rahul Mittal Industrial Premises Co-op. Soc. Ltd., Sanjay Building No. 3,
Sir M. V. Road, Andheri (E), Mumbai - 400 059.

Corporate Office : Prestige Precinct, 3rd Floor, Almeida Road, Thane (West) - 400 601, INDIA.
Tel.: 2598 5900 / 2534 2566 / 67 / 69 • Fax : 00-91-22-25345854
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Report of the Audit Committee of Nitin Alloys Global Limited recommending the draft Scheme of Arrangement between Nitin Castings Private Limited ("NCPL" or "the Demerged Company") and Nitin Alloys Global Limited ("NAGL" or "the Resulting Company") and their respective shareholders

Date & Time of the Audit Committee meeting	: February 6, 2016 - 1.00 p.m.
Venue of the Audit Committee meeting	: Prestige Precinct, 3 rd Floor, Almeida Road, Panchpakhadi, Thane (West) – 400 603.
Audit Committee Members Present	: Mr. Nirmal Kedia – Chairman Mr. S. L. Agarwal – Member – Whole Time Director Mr. Deven Doshi – Member – Independent Director

In accordance with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") read with Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 ("SEBI Scheme Circular) SEBI has, amongst other requirements, sought a report from the Audit Committee of the Listed Companies recommending the draft Scheme of Arrangement ("Demerger") after taking into consideration, inter alia, Valuation Report.

The Audit Committee of Nitin Alloys Global Limited ("NAGL" or "the Resulting Company") at its meeting held on 6 February, 2016 examined the draft Scheme of Arrangement between Nitin Casting Private Limited ("NCPL" or "the Demerged Company") and Nitin Alloys Global Limited ("NAGL" or "the Resulting Company") and their respective shareholders ('the Scheme') with effect from the 'Appointed Date' as defined in the Scheme viz. 1st April, 2015.

The Audit Committee *inter-alia* has taken into consideration, the Valuation Report dated 6 February 2016 issued by M/s. SSPA & Co., Chartered Accountants, recommending the Share Exchange Ratio for the demerger of Castings Business Undertaking of NCPL, on a going concern basis and vesting of the same into NAGL and the Fairness Opinion dated 6 February 2016 issued by M/s Saffron Capital Advisors Private Limited, an Independent Category-I Merchant Banker, Mumbai.

In our opinion, the above Share Entitlement Ratio is fair and reasonable.

M. Kedia



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The Audit Committee based on the information given below, its observation and the discussion do hereby unanimously recommend the Draft Scheme for favorable consideration by the Board of Directors, Stock Exchange(s) and Securities Exchange Board of India:

- 1) Draft Scheme of Arrangement ("Demerger") duly initialed by the Company Secretary for the purpose of identification.
- 2) Certificate of M/s. Sandeep Rathi & Associates, Independent Chartered Accountants regarding the accounting treatment as specified in Clause 24(i) of the Listing Agreement.
- 3) Report from M/s. SSPA & Co. dated 6 February 2016, Chartered Accountants pursuant to applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Scheme Circular.
- 4) Fairness Opinion dated 6 February, 2016 issued by M/s Saffron Capital Advisors Private Limited, Merchant Banker, Mumbai, certifying the Share entitlement ratio.

For and on behalf of the Audit Committee of Nitin Alloys Global Limited


Chairman - Audit Committee



Date: 6 February 2016

Place: Mumbai