

RMG ALLOY STEEL LIMITED
(Formerly Known as "Remi Metals Gujarat Limited")

Registered Office: Plot No.1, G.I.D.C Indl Estate, Valia Road, Jhagadia, Dist.Bharuch, Gujarat
Corporate Office: B/9, Trade world, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

POSTAL BALLOT FORM

Sr. No.:

1. Name(s) of Shareholder(s)
(including joint holders, if any)

2. Registered address of the sole
/first Named shareholder

3. Registered Folio No. (DPID No./
Client ID No. applicable to investors
holding shares in dematerialized form)

4. Number of Shares held

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick [✓] mark at the appropriate box below:

Item No.	Description	No. of shares	Assent / Dissent	Please place [✓] mark below
1	Special Resolution, as given at item no. 1 of the Postal Ballot Notice, under Section 180 (1) (C) of the Companies Act, 2013 authorising borrowing limit of Rs.600 crores.		I/We assent to the resolution	
			I/We dissent to the resolution	
2	Special Resolution, as given at item no. 2 of the Postal Ballot Notice, under Section 180 (1) (a) of the Companies Act, 2013 authorising Board of Directors to mortgage and/or create any charge on immovable and/or movable properties of the Company.		I/We assent to the resolution	
			I/We dissent to the resolution	

Place:

Date:

(Signature of the Member)

NOTE : Please read carefully the instructions printed below before exercising the vote.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier at the expense of the registered shareholder will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed [as per specimen signature registered with the company] by the first named shareholder and in his absence, by the next named shareholder. In case of Corporate Shareholders, this form should be signed by an authorized signatory, whose signature is already registered with the Company.
4. Unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on 4th January 2014. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders on the date of dispatch of the notice.
7. Postal Ballot Form signed in the representative capacity must be accompanied by the requisite certified true copy of Power of Attorney / Resolution of Board of Directors. If the same is / are already registered with the Company, please quote the Registration Number beneath the signature
8. A member need not use all his/her votes nor does he/her need to cast all his/her votes in the same way.

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NOTICE FOR POSTAL BALLOT

Dear Member(s),

Item No. 1 & 2

NOTICE is hereby given that the following Special Resolutions are circulated herewith for approval by the members of the Company to be accorded by Postal Ballot in accordance with the provisions of Section 192-A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and relevant provisions of the Companies Act, 2013, if applicable.

1. TO CONSIDER AND IF THOUGHT FIT TO PASS THROUGH POSTAL BALLOT THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT in supersession of the Resolution passed in the Annual General Meeting of the members held on 27th September 2003, limiting the borrowing powers of the Board of Directors to Rs. 600 Crores beyond free reserves and paid up capital of the Company, pursuant to Sec. 180 (1) (C) of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to borrow from time to time, at such sum of monies as they may deem necessary for the purpose of business of the Company notwithstanding that money to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of the paid up capital of the Company and its free reserves, i.e. to say reserves not set apart for any specific purpose (apart from temporary loans as defined in the said provisions of the Act obtained from the Company bankers in the ordinary course of business) provided that the total amount upto which monies to be borrowed by the Board of directors shall not exceed the aggregate of Rs. 600 Crores.

2. TO CONSIDER AND IF THOUGHT FIT, TO PASS THROUGH POSTAL BALLOT THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 to mortgage and/or to create any charge by the Board of Directors of the Company on all or any of the immovable and/or movable properties of the Company whosesoever situated, both present and future or whole or substantially the whole of the undertaking or undertakings of the Company on such terms in such form and in such manner as the Board of Directors may think fit in favour of all or any of any Banks, Financial Institutions, State Financial Corporations, Companies, Insurance Companies, Trustees for holders of debentures/bonds and secured lenders (hereinafter referred to as "Lenders") to securing any loans (i.e. loan, commercial paper and/or foreign currency loans/external commercial borrowing) and/or working capital facilities/advances already obtained or that may hereinafter be obtained from any of the lenders aforesaid for the purpose of debentures/bonds issued that may be issued and all interest, compound/additional interest, commitment charge, trustees remuneration costs, charges, expenses and all other monies payable to the respective lenders and/or agents and/or trustees to the debentures/bonds in terms of the respective Loan Agreements, Hypothecation Agreements, Letters of Sanction entered with or to be entered with the lenders".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise with any of the lenders, jointly or severally, the documents for creating aforesaid mortgage/charge and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing the resolution and to resolve any question, difficulty or doubt which may arise in relation thereto or otherwise considered by the Board of Directors to be in the best of interest of the Company"

Place: Mumbai
By Order of the Board
Shashank Chaturvedi
Executive Director

Date: 3rd December, 2013
Place: Mumbai

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 (2) (b) OF THE COMPANIES ACT, 2013

Item No.1 & 2

Present Power of Board of directors to borrow money upto Rs.600 Crores and mortgage immoveable and moveable properties of the Company is derived from ordinary resolution passed by the shareholders of the Company at their Annual General meeting held on 27th September 2003.

The Central government has re codified companies act by enacting the Companies Act 2013. Some of the provisions have come into force with effect from 12th September 2013. Provisions of Section 180 (1) (c) of the Companies Act 2013 requires a special resolution to be passed by shareholders for enabling the Board to borrow money in excess of paid up capital and free reserves of the Company.

The Companies (passing of the resolution by postal ballot) Rules 2011 requires passing of resolution to mortgage immoveable and moveable properties of the Company under section 293 (1) (a) of the Companies act 1956 by postal ballot.

It is therefore necessary for the Company to take your approval by passing special resolution through postal ballot for enabling the Board to mortgage immoveable and moveable properties of the Company present and future to secure further borrowings. It is convenient to take simultaneous approval of shareholders through postal ballot for borrowings upto Rs.600 crores.

None of the directors of the company is in any way concerned or interested in the said resolution

NOTES:

- 1) The Company has appointed Mr. A.L. Makhija, Proprietor, A.L. Makhija & Co; Company Secretaries in whole time practice as the Scrutinizer for the purpose of Postal Ballot exercise.
- 2) A member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. The envelopes containing the postal ballot should reach the Company not later than the close of working hours on 4th January, 2014
- 3) The result of the Postal Ballot shall be announced by the Chairman on 6th January, 2014 at 4.00 p.m. at the Corporate Office of the Company at B/9, Trade world, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. The resolutions shall be taken as passed effective from the date of announcement of the result, if the results of the Postal Ballot indicate that the requisite majority of the shareholders had assented to the resolutions. Members who wish to be present at the time of declaration of result may do so at the said venue.
- 4) Your approval is sought for above Resolution no. 2 by voting by postal ballot in terms of provisions of Section 192 A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules 2011. As regard Resolution no. 1, the matter need not be transacted by postal ballot, however, in order to save time and for the sake of convenience, your approval is sought by postal ballot as per provisions of section 192 A of the Companies Act, 1956 and any applicable provisions of the Companies Act, 2013.

By Order of the Board

Date: 3rd December, 2013

Shashank Chaturvedi

Place: Mumbai

Executive Director