

(Formerly known as "Remi Metals Gujarat Limited")

Ref. No.: RMGASL/SEC/BSE/01102014

October 1, 2014

To,
General Manager,
Listing Operation,
The Bombay Stock Exchange Limited,
P.J.Towers,
Dalal Street,
Mumbai - 400 001

Dear Sirs,

Re: Proceedings of Annual General Meeting

In compliance with the Clause 31 of the Listing Agreement, we are submitting herewith the proceedings of 32nd Annual General Meeting of the Company held on Monday, September 29, 2014 at 12:30 am at the Registered Office of the Company at Plot No.1, G.I.D.C Industrial estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat:

1. Members have approved and adopted the audited financial statements of the Company for the financial year ended March 31, 2014 together with Auditors' Report and Directors' Report thereon.
2. Members have approved the re-appointment of following directors:
 - (a) Mr. Shashank Chaturvedi - Re-appointed as a director;
 - (b) Mr. Abhishek Mandawewala - Re-appointed as a director;
3. Members have approved the appointment of M/s. Chaturvedi & Shah., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of the 32nd Annual General Meeting to the conclusion of the 35th Annual General Meeting.
4. Members have approved the appointment of following directors:
 - (a) Mr. Atul Desai - Appointed as Independent director for five years;
 - (b) Mr. Ashok Jain - Appointed as Independent director for five years;
5. Members by a Special resolution have given approval and sanction to Board of directors to issue and allot preference shares of Rs.10/- each at a premium of Rs.25/- per shares aggregating to Rs.22,31,60,000 to promoter/Co-promoter/strategic investor under section 62 of the Companies Act, 2013.

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6. Members by a Special Resolution have approved place of keeping of the registers and index of members maintained under Section 88 of the Companies Act, 2013 at the office of Bigshare Services Private Limited, Registrar and Transfer agent at E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri € , Mumbai - 400072.
7. Members have approved the appointment of M/s. Kiran J Mehta & Co., as the Cost Auditors for the financial year ending March 31, 2015 and his remuneration.
8. Members by a Special Resolution have approved adoption of Articles of Association in substitution of entire exclusion of existing Articles of Association with the provisions under the Companies Act, 2013.

Kindly note that the detailed proceedings shall be sent to you shortly.

Thanking you.

For **RMG ALLOY STEEL LIMITED**


DIRECTOR/AUTHORISED SIGNATORY

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October 1, 2014

To,
General Manager,
Listing Operation,
The Bombay Stock Exchange Limited,
P.J.Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir(s),

Sub.: Result of Annual General Meeting of the Company in Compliance with Clause 35-A of the Listing Agreement.

You are requested to note the Result of Annual General Meeting as declared by the Chairman of the Company on September 29, 2014 at the Registered office of the Company at Plot No.1, G.I.D.C Industrial estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat.

Date of AGM	September 29, 2014
Total number of Shareholders as on record date	92368
No. of Shareholders present in the meeting either in person or through Proxy	
Promoter and Promoter Group:	10
Public :	24
No. of Shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group:	Nil
Public	Nil

Result:

Item No. 1. : Ordinary Resolution to receive, consider and adopt the Balance Sheet as at March 31, 2014 and the Profit and Loss Account for the year ended on that date and the Report of Directors and Auditors thereon

Resolution Passed : Ordinary Resolution

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Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled/E -voted	% of Votes Polled/E -voted on outstandi ng shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled /E- votes	% of votes against on votes polled/ E-votes
	1	2	3=[(2/1)* 100]	4	5	6=[4/2]*100	7=[5/2] *100
Promoter and Promoter Group	94618859	94616875	100.00	94616875	0	100.00	0.00
Public- Institutional Shareholders	40681	0	0.00	0	0	0.00	0.00
Public Others	13776300	19173	0.14	19164	9	99.95	0.05
Total	108435840	94636048	87.27	94636039	9	100.00	0.00

Accordingly, the above resolution was carried out as an Ordinary resolution with requisite majority.

Item No. 2. : Ordinary Resolution to appoint a Director in place of Mr. Shashank Chaturvedi who retires by rotation and being eligible offers himself for re-appointment.

Resolution Passed : Ordinary Resolution

Mode of Voting : Polling (including e-voting)

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(Formerly known as "Remi Metals Gujarat Limited")

Promoter/ Public	No. of shares held	No. of votes polled/E -voted	% of Votes Polled/E -voted on outstandi ng shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled /E- votes	% of votes against on votes polled/ E-votes
	1	2	$3=2/1*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and Promoter Group	94618859	94616875	100.00	94616875	0	100.00	0.00
Public- Institutional Shareholders	40681	0	0.00	0	0	0.00	0.00
Public Others	13776300	19173	0.14	18084	1089	94.32	5.68
Total	108435840	94636048	87.27	94634959	1089	100.00	0.00

Accordingly, the above resolution was carried out as an Ordinary resolution with requisite majority.

Item No. 3 : Ordinary Resolution to appoint a Director in place of Mr. Abhishek Mandawewala who retires by rotation and being eligible offers himself for re-appointment.

Resolution Passed : Ordinary Resolution

Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled/E -voted	% of Votes Polled/E -voted on outstandi ng shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled /E- votes	% of votes against on votes polled/ E-votes
	1	2	$3=2/1*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and Promoter Group	94618859	94616875	100.00	94616875	0	100.00	0.00
Public-	40681	0	0.00	0	0	0.00	0.00

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Institutional Shareholders							
Public Others	- 13776300	19173	0.14	18844	329	98.28	1.72
Total	108435840	94636048	87.27	94635719	329	100.00	0.00

Accordingly, the above resolution carried out as an Ordinary resolution with requisite majority.

Item No. 4 : Ordinary resolution under Section 139 of the Companies Act, 2013 for appointment of M/s. Chaturvedi & Shah., Chartered Accountants as statutory auditors for a period of three years from the conclusion of 32nd AGM to the conclusion of 35th AGM.

Resolution Passed : Ordinary Resolution

Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled/E -voted	% of Votes Polled/E -voted on outstandi ng shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled /E- votes	% of votes against on votes polled/ E-votes
	1	2	3=2/1*10 0	4	5	6=[4/2]*100	7=[5/2] *100
Promoter and Promoter Group	94618859	94616875	100.00	94616875	0	100.00	0.00
Public- Institutional Shareholders	40681	0	0.00	0	0	0.00	0.00
Public Others	- 13776300	19173	0.14	19029	144	99.25	0.75
Total	108435840	94636048	87.27	94635904	144	100.00	0.00

Accordingly, the above resolution carried out as an Ordinary resolution with requisite majority.

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Item No. 5 : Ordinary Resolution under Sections 149, 152 of the Companies Act, 2013 for appointment of Mr. Atul Desai as an independent director with effect from May 27, 2014 to hold office for five consecutive years for a term up to May 26, 2019

Resolution Passed : Ordinary Resolution

Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled/E -voted	% of Votes Polled/E -voted on outstandi ng shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled /E- votes	% of votes against on votes polled/ E-votes
	1	2	$3=2/1*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and Promoter Group	94618859	94616875	100.00	94616875	0	100.00	0.00
Public-Institutional Shareholders	40681	0	0.00	0	0	0.00	0.00
Public - Others	13776300	19173	0.14	18084	1089	94.32	5.68
Total	108435840	94636048	87.27	94634959	1089	100.00	0.00

Accordingly, the above resolution was carried out as an Ordinary resolution with requisite majority.

Item No. 6 : Ordinary resolution under Sections 149, 152 of the Companies Act, 2013 for appointment of Mr. Ashok Jain as an independent director with effect from May 27, 2014 to hold office for five consecutive years for a term up to May 26, 2019.

Resolution Passed : Ordinary Resolution

Mode of Voting : Polling (including e-voting)

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Promoter/ Public	No. of shares held	No. of votes polled/E -voted	% of Votes Polled/E -voted on outstandi ng shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled /E- votes	% of votes against on votes polled/ E-votes
	1	2	$3=2/1*10$ 0	4	5	$6=[4/2$]*100	$7=[5/2]$ *100
Promoter and Promoter Group	94618859	94616875	100.00	94616875	0	100.00	0.00
Public- Institutional Shareholders	40681	0	0.00	0	0	0.00	0.00
Public - Others	13776300	15573	0.14	15494	79	99.49	0.51
Total	108435840	94632448	87.27	94632369	79	100.00	0.00

Accordingly, the above resolution was carried out as an Ordinary resolution with requisite majority.

Item No. 7 : Special resolution as given at item no. 7 of the Notice of Annual General Meeting, under Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 to issue and allot preference shares of Rs.10/- each at a premium of Rs.25/- per shares aggregating to Rs.22,31,60,000 to promoter/Co-promoter/strategic investor.

Resolution Passed : Special Resolution
Mode of Voting : Polling (including e-voting)

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Promoter/ Public	No. of shares held	No. of votes polled/E -voted	% of Votes Polled/E -voted on outstandi ng shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled /E- votes	% of votes against on votes polled/ E-votes
	1	2	3=2/1*10 0	4	5	6=[4/2]*100	7=[5/2] *100
Promoter and Promoter Group	94618859	94616875	100.00	94616875	0	100.00	0.00
Public- Institutional Shareholders	40681	0	0.00	0	0	0.00	0.00
Public - Others	13776300	15573	0.14	15279	294	98.11	1.89
Total	108435840	94632448	87.27	94632154	294	100.00	0.00

Accordingly, the above resolution was carried out as Special resolution.

Item No. 8 : Special resolution approving place of keeping of register & index of members maintained under Section 88 of the Companies Act, 2013 at the office of Bigshare Services Private Limited, R & T Agent, Mumbai.

Resolution Passed : Special Resolution

Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled/E -voted	% of Votes Polled/E -voted on outstandi ng shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled /E- votes	% of votes against on votes polled/ E-votes
	1	2	3=2/1*10 0	4	5	6=[4/2]*100	7=[5/2] *100
Promoter and Promoter Group	94618859	94616875	100.00	94616875	0	100.00	0.00

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Public-Institutional Shareholders	40681	0	0.00	0	0	0.00	0.00
Public - Others	13776300	19163	0.14	18074	1089	94.32	5.68
Total	108435840	94636038	87.27	94634949	1089	100.00	0.00

Accordingly, the above resolution was carried out as a Special resolution.

Item No. 9 : Ordinary resolution under Sections 148 for ratification of cost audit fees of M/S.Kiran J Mehta & Co., as the Cost Auditors of the Company for the FY ending 31st March 2015.

Resolution Passed : Ordinary Resolution
Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled/E -voted	% of Votes Polled/E -voted on outstandi ng shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled /E- votes	% of votes against on votes polled/ E-votes
	1	2	3=2/1*10 0	4	5	6=[4/2]*100	7=[5/2]*100
Promoter and Promoter Group	94618859	94616875	100.00	94616875	0	100.00	0.00
Public-Institutional Shareholders	40681	0	0.00	0	0	0.00	0.00
Public - Others	13776300	19173	0.14	19129	44	99.77	0.23
Total	108435840	94636048	87.27	94636004	44	100.00	0.00

Accordingly, the above resolution was carried out as an ordinary resolution with requisite majority.

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Corporate Office: Trade World, 'B' Wing, 9th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013
Tel: +91 2266135983 Fax: +91 2224908020 www.rmgalloysteel.com

Certificate No. 20004218 TS2 ISO/TS 16949:2002
Certificate No. 20004218 QM08 ISO 9001:2008

Registered Office & Works: Plot No. 1, G.I.D.C. Industrial Estate, Jhagadia - Valia Road, Jhagadia Dist. Bharuch - 393 110
Gujarat 370 110, INDIA Tel: +91 2645 619700 Fax: +91 2645 619800

(Formerly known as "Remi Metals Gujarat Limited")

Item No. 10 : Special resolution as given at item no. 10 of the Notice of Annual General Meeting, under Section 14 of the Companies Act, 2013 for adoption of Articles of Association in substitution of entire exclusion of existing Articles of Association with the provisions under the Companies Act, 2013.

Resolution Passed : Special Resolution

Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled/E -voted	% of Votes Polled/E -voted on outstandi ng shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled/E -votes	% of votes against on votes polled/ E-votes
	1	2	$3=2/1*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and Promoter Group	94618859	94616875	100.00	94616875	0	100.00	0.00
Public- Institutional Shareholder s	40681	0	0.00	0	0	0.00	0.00
Public Others	13776300	19173	0.14	19129	44	99.77	0.23
Total	108435840	94636048	87.27	94636004	44	100.00	0.00

Accordingly, the above resolution was carried out as a Special resolution.

Kindly take the same on record.

Thanking you,

For RMG ALLOY STEEL LIMITED



DIRECTOR/AUTHORISED SIGNATORY

L27100GJ1993PLC020358

