

PROCEEDINGS OF 54th ANNUAL GENERAL MEETING OF THE MEMBERS OF RSWM LIMITED HELD ON FRIDAY, THE 25TH DAY OF SEPTEMBER, 2015, AT 11:30 A.M AT THE REGISTERED OFFICE AT KHARIGRAM, P. O. GULABPURA - 311 021, BHILWARA DISTRICT, RAJASTHAN.

Shri Prakash Maheshwari, Executive Director was elected as Chairman for the meeting. The Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee was also present in the meeting.

Shri Surender Gupta, Company Secretary informed the Chairman that requisite numbers of Members for constituting the quorum as per the Companies Act, 2013 were present in person. The Auditors were also present at the Meeting. The Chairman called the Meeting to order. The Notice of the Meeting and the Auditors Report was taken as read with the permission of the Members.

The Chairman welcomed the members to the 54th Annual General Meeting of the Company. The Chairman, thereafter, addressed the Members highlighting the salient features of the Company's operations relating to the year ended the 31st March, 2015. He then stated that the remote e-voting process pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended vide Companies (Management and Administration) Amendment Rules 2015 and pursuant to the Listing Agreement with the Stock Exchanges, the Company had provided to members remote e-voting facility from 22nd September, 2015 (9.00 a.m.) to 24th September, 2015 (5.00 p.m.) to exercise their votes in respect of all resolutions mentioned in the Notice convening AGM. He further announced that Statutory Registers maintained as per the Companies Act were kept ready at the Meeting for inspection by the Members.

He then initiated discussion and invited the queries on the accounts which were adequately replied. Thereafter, the Chairman informed that the members who could not cast their vote through remote e-voting, the facility of voting through poll was provided to the members present in person and through proxy at the AGM. He then appointed the scrutinizer(s) for the Poll. Thereafter, the poll process was conducted.

Thereafter, the Chairman put forward the resolutions relating to the following items, to be passed at the Meeting which were proposed and seconded by the members present:

1. Adoption of Audited Balance Sheet as at the 31st March, 2015, the Statement of Profit & Loss for the period ended on that date and the Reports of Directors and Auditors thereon.
2. Declaration of Dividend on Equity Shares.
3. Re-appointment of Shri Ravi Jhunjunwala (DIN: 00060972) who retires by rotation and being eligible, offers himself for reappointment.



4. Re-appointment of Shri Arun Churiwal (DIN: 00001718) who retires by rotation and being eligible, offers himself for reappointment.
5. Appointment of M/s. S. Bhargva Associates, Chartered Accountants (Firm Registration No.003191C) and M/s S. S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No.000756N) as Joint Auditors and to fix their remuneration.
6. Appointment of Smt Geeta Mathur (DIN: 02139552), as Independent Director for first term of 5 (five) consecutive years upto 10th November, 2019.
7. Re-appointment of Shri J.C. Laddha (DIN: 00118527) as Executive Director of the Company with effect from the 1st January, 2015 for a period upto 31st March, 2015.
8. Appointment of Shri J. C. Laddha as Director (Non-Executive, Non-Independent Director), liable to retire by rotation with effect from 1st April, 2015.
9. Re-appointment of Shri Arun Churiwal (DIN: 00001718) as Managing Director of the Company with effect from the 17th March, 2015 for a period upto 31st March, 2016.
10. Appointment of Shri Riju Jhunjhunwala (DIN: 00061060) as Managing Director with effect from 10th February, 2015.
11. Appointment of Shri Prakash Maheshwari (DIN: 02388988), as Director of the Company, liable to retire by rotation with effect from 1st April, 2015.
12. Appointment of Shri Prakash Maheshwari (DIN:02388988) as Executive Director of the Company for a period of three years with effect from 1st April, 2015.
13. Creation of mortgage(s) and charges under Section 180(1)(a) in addition to the existing mortgages, charges and hypothecations created on the assets of the Company in favour of:
 - Export Import Bank of India (Exim Bank) in connection with Term Loan of ₹ 68.00 crore under Technology Upgradation Fund Scheme (TUFS).
 - Export Import Bank of India (Exim Bank) in connection with Term Loan of ₹ 40 crore under the Long Term Working capital Programme.
14. Creation of Second Charge subject to the First Charge of the Term Lenders under Section 180 (1)(a) on all the immovable and movable properties of the Company to or in favour of :
 - The consortium Banks viz. State Bank of Bikaner & Jaipur, Punjab National Bank, State Bank of India, Bank of Baroda, Export-Import Bank of India, State



Bank of Mysore, Axis Bank Ltd., Union Bank of India, ICICI Bank Ltd. and HDFC Bank for granting to the Company Working Capital Facilities to the extent of ₹ 968.50 Crore (Rupees Nine Hundred Sixty Eight Crore and Fifty Lacs only).

15. Approval of the remuneration payable to M/s. N. D. Birla & Co., Cost Accountants (Firm Registration No.000028) as Cost Auditor of the Company for the financial year ending 31st March, 2016.

The Chairman thereafter announced that the voting results along with the consolidated scrutinizer report will be submitted to BSE Ltd. and National Stock Exchange of India Ltd. and also be available on the website of the Company and the website of NSDL.

There being no other business to discuss, the meeting ended with a vote of thanks to the Chair.

