

RSWM/
August 30, 2016

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street,
MUMBAI - 400 001.

Sub : Notice of Fifty Fifth Annual General Meeting

Dear Sir/ Madam

The Notice calling the Fifty Fifth Annual General Meeting of the members of the Company scheduled to be held on Tuesday, September 27, 2016 at 11.30 a.m. containing the business to be transacted thereat is attached.

Kindly acknowledge the receipt of the same.

Thanking You,

Yours faithfully,
For **RSWM LIMITED**



SURENDER GUPTA
COMPANY SECRETARY
FCS – 2615
E-205, Satya Shanti Apartment
Plot No.23, Sector -13, Rohini
Delhi - 110085

(Formerly Rajasthan Spinning & Weaving Mills Limited)

Corporate Office :
Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel. : +91-120-4390300 (EPABX)
Fax : +91-120-4277841, 4277842
Website : www.rswm.in

Regd. Office :
Kharigram, Post Office Gulabpura - 311 021
Distt. Bhilwara, (Rajasthan), India
Tel. : +91-1483-223144 to 223150, 223478
Fax : +91-1483-223361, 223479
Website : www.lnjbhilwara.com

Corporate Identification Number: L17115RJ1960PLC008216



RSWM LIMITED

CIN: L17115RJ1960PLC008216

Registered Office: Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan
Phone:+91-1483-223144 to 223150, 223478, Fax:+91-1483-223361, 223479

Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201 301 (U.P)
Phone:+91-120-4390300 (EBABX), Fax: +91-120-4277841

E-mail:rswm.investor@lnjrbhilwara.com Website:http://www.rswm.in

NOTICE

Notice is hereby given that the Fifty-Fifth Annual General Meeting of the members of the Company will be held on Tuesday the 27th day of September, 2016 at 11.30 A.M. at the Registered Office of the Company at Kharigram, P.O. Gulabpura -311 021, District Bhilwara, Rajasthan to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the financial year ended the 31st March, 2016 and the Report of Directors and Auditors thereon.
2. To declare the Dividend on 12% Optionally Convertible Redeemable Preference Shares for the financial year ended 31st March, 2016.
3. To declare the Dividend on Equity Shares for the financial year ended 31st March, 2016.
4. To appoint a Director in place of Shri J.C. Laddha (DIN: 00118527) who retires by rotation and, being eligible, offers himself for reappointment.
5. To appoint a Director in place of Shri Riju Jhunjunwala (DIN : 00061060) who retires by rotation and being eligible, offers himself for reappointment.
6. To re-appoint M/s S. Bhargava Associates, Chartered Accountants (Firm Registration No. 003191C) as the Joint Statutory Auditor of the Company, and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, M/s S. Bhargava Associates, Chartered Accountants (Firm Registration No. 003191C), the retiring Auditors of the Company be and are hereby re-appointed as the Joint Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting and to fix their remuneration".
7. To ratify the appointment of M/s S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No. 000756N) as the Joint Statutory Auditor of the Company and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Company hereby ratifies the appointment of M/s S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No. 000756N), as the Joint Statutory Auditor of the Company who were appointed as the auditors to hold office for a term of 5 years from the conclusion of Fifty third Annual general Meeting till the conclusion of Fifty eight Annual General Meeting subject to ratification of the appointment by the members at every

Annual General Meeting, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting, and to fix their remuneration.

SPECIAL BUSINESS

8. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV to the Act, Shri Deepak Jain (DIN :00004972), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 11th May, 2016 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for first term of 5 (five) consecutive years up to 10th May, 2021."
9. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to such approval as may be necessary, approval of the members be and is hereby accorded to the re-appointment of Shri Riju Jhunjunwala, (DIN : 00061060) as Managing Director of the Company for a period of five years w.e.f. 1st May, 2016.
RESOLVED FURTHER THAT the remuneration payable to Shri Riju Jhunjunwala (DIN: 00061060) be and is hereby fixed for a period of two years as set out in the Explanatory Statement.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorised to:
 - i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board and acceptable to Shri Riju Jhunjunwala.
 - ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution."
10. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT

- a) pursuant to the provisions of Section 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and subject to such approval as may be necessary, approval of the members be and is hereby accorded to the increase in remuneration of Shri Prakash Maheshwari (DIN:02388988) as Executive Director of the Company by enhancing the commission payable not more than 0.50% as against 0.40% of the net profit of the Company with effect from the financial year 2016-17 as set out in the Explanatory Statement annexed hereto.
- b) The Board of Directors of the Company be and is hereby also authorised to:
 - i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board and acceptable to Shri Prakash Maheshwari.
 - ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution."

11. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT the consent of the members of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company for creation of such mortgage(s) and charge(s) in addition to the existing mortgages, charges and hypothecations created by the Company as the Board may direct on the assets of the Company, both present and future and the whole of the undertaking of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favour of:

- Oriental Bank of Commerce (Oriental Bank) in connection with Term Loan of ₹ 39.00 crore.
- Oriental Bank of Commerce (Oriental Bank) in connection with Term Loan of ₹ 31.20 crore.

together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and other monies payable by the Company to Oriental Bank under the Loan Agreement entered into by the Company in respect of the said borrowing."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to finalise with Oriental Bank the documents for creating the aforesaid mortgage(s) and/or charges and to do all such acts and things as may be necessary for giving effect to the above resolution."

12. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013, to the creation of Second Charge subject to the First Charge of the Term Lenders on all the immovable and movable properties of the Company, wheresoever situated, present and future, and the whole of the undertaking of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain events 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, Union Bank of India, ICICI Bank Ltd. and HDFC Bank Limited 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) or to any enhancements in the limits in future from time to time.

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to finalise with the lenders the documents for creating the aforesaid mortgage(s) and/or charges and to do all such acts and things as may be necessary for giving effect to the above resolution."

13. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any modification(s) or re-enactment thereof), M/s N. D. Birla & Co. Cost Accountants (Firm Registration No. 000028) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, be paid the remuneration of ₹6,00,000/- (Rupees Six lac only) plus service tax and out of pocket expenses that may be incurred by them during the course of audit.

For RSWM LIMITED

Surender Gupta

Company Secretary
M. No. FCS - 2615

Place: Noida
Date : 9th August, 2016

NOTES

1. The relevant Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and the proxy need not be a member of the company. Proxies in order to be effective, must be received by the Company not less than forty eight hours before the meeting.** A person can act as a proxy on behalf of Members not exceeding fifty (50) and the holding not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company, a duly certified Board Resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 21st September, 2016 to Tuesday, the 27th September, 2016 (both days inclusive).
5. The dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, by the members in the AGM.
6. The dividend on Optionally Convertible Redeemable Preference Shares (OCRPS) will be paid on pro-rata basis for the period 30th May, 2015 to 31st March, 2016, to the holder of OCRPS whose name appeared on the Company's Register of OCRPS on 20th September, 2016.

7. The relevant documents accompanying the Notice are open for inspection to the members at the Registered Office of the Company during the normal business hours of the Company up to the date of the Meeting.
8. Members are requested to bring their attendance slip with their copy of Annual Report to the meeting.
9. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members are requested to:
 - (i) Quote their folio number/client ID in all correspondence with the Company.
 - (ii) Notify immediately to the Company all changes with respect to their bank details, mandate, nomination, Power of Attorney and Change of Address. Members holding shares in electronic form should send their requests regarding the same to their respective Depository Participants.
11. Members who are holding Company's shares in electronic form are required to bring details of their Depository Account such as Client ID and DP ID Numbers for identification.
12. Members seeking any information/clarification with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the Registered Office of the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.
13. Members may please note that the unclaimed dividends for the financial years 1996-97 to 2008-09, if any, have already been transferred to the Investor Education and Protection Fund.
14. Members holding shares in physical form are requested to furnish their email ID through e-mail at **rswm.investor@lnjbhilwara.com** and/or send letter to us quoting their Folio No. and e-mail ID to enable us to serve any document, notice, communication, annual reports etc. through e-mail. For members who have not registered their email addresses, physical copies of the Annual Report 2016 are being sent by the permitted mode. Members holding shares in demat form may get their email ID updated with their respective Depository Participants. We request the members to continue to support the Green Initiative introduced by MCA and make it a success.
15. The Annual Report of the Company will also be available on the website of the Company, www.rswm.in.
16. Members holding shares in physical form are requested to dematerialize their holdings in their own interest.
17. In case of transfer of Shares, transferee is requested to furnish a copy of the of PAN card to the RTA for registration of transfer of shares in physical form.
18. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
19. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The member may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).

The instructions for remote e-voting are as under:

- (a) In case the Member receives an email from NSDL (for members whose email IDs are registered with the Company/DP):
 - (i) Open the e-mail and then open the PDF file namely "RSMW remote e-voting.pdf" with your Client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for remote e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
 - (ii) Open the internet browser and type the following URL: <https://www.evoting.nsdcl.com>.
 - (iii) Click on Shareholder-Login.
 - (iv) Put user ID and password as initial password/PIN provided in the PDF file.
 - (v) The password change menu will appear on your screen. Change to a new password of your choice with minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,* etc). Please take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting appears. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" (E-Voting Event Number) of RSMW Limited.
 - (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xi) Institutional shareholders (i.e. other than individuals, HUF NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at mkg1999@gmail.com with a copy marked to evoting@nsdl.co.in.
 - (b) In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants):
 - (i) Initial password is provided in the attached sheet on the 'Process and manner for e-voting'.
- | EVEN (E - Voting Event Number) | USER ID | PASSWORD/PIN |
|--------------------------------|---------|--------------|
| | | |
- (ii) Please follow all steps from SL No. (ii) to SL No. (xi) above, to cast vote.
 - (c) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdcl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - (d) The remote e-voting period commences at 9.00 A.M. on Saturday, the 24th September, 2016 and will end at 5.00 P.M. on Tuesday, the 26th September, 2016. During this period, Members of the Company holding shares either in

physical form or in dematerialized form, as on the cut-off date of 20th September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (e) A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date i.e. 20th September, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2016.
- (f) In case a person has become the Member of the Company after the dispatch of Notice but on or before the cut-off date i.e. 20th September, 2016, may write to M/s MCS Share Transfer Agent Ltd. on the e-mail ID: helpdeskdelhi@mcsregistrars.com or admin@mcsdel.com or mcssta@rediffmail.com or evoting@nsdl.co.in. After receipt of the above credentials, please follow the instructions for e-voting to cast the vote. If the member is already registered with NSDL remote e-voting platform then he can use his/her existing User ID and Password for casting the vote through remote e-voting.
- (g) Shri Mahesh Gupta, Practicing Company Secretary (Membership No. FCS 2870), has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- (h) The Scrutinizer, after scrutinizing the votes cast at the meeting, will not later than three days of conclusion of

the Meeting, makes a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The scrutinizer shall unblock the votes in the presence of at least two witnesses not in the employment of the Company.

- (i) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 27th September, 2016.
- (j) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rswm.in and on the website of NSDL and communicated to the BSE Limited and National Stock Exchange of India Limited for placing the same on their respective website.
- (k) Members, who are not casting their vote electronically, may cast their vote at the Annual General meeting by means of ballot.
- (l) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (m) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Shareholders available at the Downloads Section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

By Order of the Board
For RSWM LIMITED

Surender Gupta

Company Secretary

M. No. FCS - 2615

Place: Noida

Date : 9th August, 2016

ANNEXURES TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 8

Shri Deepak Jain was co-opted as an Additional Director of the Company with effect from 11th May, 2016 and he ceases to hold office from the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount proposing the candidature of Shri Deepak Jain for the office of the Director of the Company.

The Company has received consent in writing from Shri Deepak Jain to act as Director and intimation to the effect that he is not disqualified from being a Director under Section 164 of the Companies Act, 2013.

The Company has received a declaration from Shri Deepak Jain that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Shri Deepak Jain fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013, and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the Management. A copy of draft letter of Appointment, setting out the terms and conditions is available for inspection by

members during normal business hours at the Registered Office of the Company.

The resolution seeks the approval of members for appointment of Shri Deepak Jain as Independent Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder to hold office for first term of 5 (five) consecutive years up to 10th May, 2021.

Your Directors recommend the Ordinary Resolution under item no. 8 of the Notice.

Except Shri Deepak Jain and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the proposed resolution.

ITEM NO. 9

The term of appointment of Shri Riju Jhunjhunwala, Managing Director expired on 30th April, 2016. The Board of Directors at their meeting held on 1st February, 2016 had, upon recommendation of Nomination and Remuneration Committee, reappointed Shri Riju Jhunjhunwala as Managing Director of the Company for a period of five years w.e.f. the 1st May, 2016 in accordance with the provisions of the Companies Act, 2013 read with Schedule V thereto on the following terms and conditions for the first two years of his appointment.

- Salary : ₹ 8,34,000 per month.
- Commission : Not more than 2% of the net profits of the Company as computed in the manner laid down in applicable provisions of the Companies Act, 2013.
- Perquisites : In addition to salary and commission Shri Riju Jhunjunwala shall be entitled to the following perquisites.

Category 'A'

- i) Housing:
- The expenditure incurred by the Company on hiring unfurnished accommodation for him shall be subject to a ceiling, namely 60% of the salary, over and above 10% payable by him, or
 - In case the accommodation is owned by the Company 10% of the salary shall be deducted by the Company, or
 - In case no accommodation is provided by the Company, house rent allowance subject to a ceiling laid down in (a) above shall be paid.
- The expenditure incurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income Tax Rules, 1962 and will be subject to a ceiling of 10% of the salary.
- ii) Medical Reimbursement:
Expenditure incurred for the Managing Director and his family, subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
- iii) Leave Travel Concession:
For self and family once in a year in accordance with the rules specified by the Company.
- iv) Club fees:
Fees for clubs subject to maximum of two clubs will be allowed. This will not include admission and life membership fees.
- v) Personal Accident Insurance:
Of an amount, the annual premium of which not to exceed ₹10,000/-.
For the purpose of this category "family" means the spouse, the dependent children and dependent parents.

Category 'B'

- i) Provident Fund:
Company's contribution to Provident Fund shall be as per the scheme of the Company.
- ii) Superannuation/Annuity Funds:
Company's contribution to Superannuation/Annuity fund shall be in accordance with the scheme of the Company.
- iii) Gratuity:
Payable as per the rules of the Company.

Category C

- i) Car:
Provision of car for use on Company's business. Use of car for private purpose shall be billed by the Company.
- ii) Telephone:
Telephone at residence. Personal long distance calls shall be billed by the Company.

MINIMUM REMUNERATION

Notwithstanding anything to the contrary hereinabove contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or has inadequate profits, the Company will pay remuneration to the Managing Director by way of salary, personal pay, perquisites and allowances not exceeding the sum specified in Para 1(A) of Section II of Part II of the Schedule V of the Companies Act, 2013.

The reappointment of Shri Riju Jhunjunwala as Managing Director of the Company and payment of remuneration to him requires the approval by the Company in General Meeting by Ordinary Resolution in accordance with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act. The Resolution set out in the notice at item No.9 is intended for the purpose.

Your Directors recommend the Resolution under item No. 9 of the Notice.

Except Shri Riju Jhunjunwala and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the proposed resolution.

ITEM NO. 10

The terms of remuneration of Shri Prakash Maheshwari, Executive Director of the Company be and is hereby amended as follows with effect from the financial year 2016-17.

- Salary : ₹ 3,05,000/- per month.
- Commission : Not more than 0.50% of the net profits of the Company as computed in the manner laid down in the applicable provisions of the Companies Act, 2013.
- Personal Pay : ₹ 4,53,350/- per month.
- Perquisites : In addition to the salary, commission and personal pay, Shri Prakash Maheshwari shall be entitled to the following perquisites:

Category 'A'

- i) Housing:
- The expenditure incurred by the Company on hiring unfurnished accommodation for him shall be subject to a ceiling, namely (for residence in Delhi/outside Delhi), 60% of the basic salary, over and above 10% payable by him, or
 - In case the accommodation is owned by the Company 10% of the basic salary shall be deducted by the Company, or
 - In case no accommodation is provided by the Company, a house rent allowance subject to a ceiling laid down in (a) above shall be paid.

The expenditure incurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income Tax Rules, 1962 and shall be subject to a ceiling of 10% of the salary.

- ii) Medical Reimbursement:
Expenditure incurred for the Executive Director and his family, subject to a ceiling of ₹ 1250/- per month.
- iii) Leave Travel Concession:
For the self and family once in a year incurred subject to a ceiling of ₹ 5833/- per month.
- iv) Club fees:
Fees for clubs subject to maximum of two clubs will be allowed. This will not include admission and life membership fees.
- v) Medical Insurance and Personal Accident Insurance:
As per the Policy of the Company.
For the purpose of this category "family" means the spouse, the dependent children and dependent parents.

Category 'B'

- i) Provident Fund:
Company's contribution to Provident Fund shall be as per the scheme of the Company
- ii) Superannuation/Annuity Funds:
Company's contribution to Superannuation /Annuity fund

shall be in accordance with the scheme of the Company.

- iii) Gratuity:
Payable as per the rules of the Company.
- iv) Leave and other benefits etc. as applicable to other Employees of the Company.

Category 'C'

- i) Car:
Provision of car for use on Company's business. Use of car for private purpose shall be billed by the Company.
- ii) Telephone:
Telephone at residence. Personal long distance calls shall be billed by the Company.

MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein above contained, where, in any financial year during the currency of the tenure of the Executive Director, the Company had no profits or had inadequate profits, the Company will pay remuneration to the Executive Director by way of salary, personal pay, perquisites and allowances not exceeding the sum specified in Para 1(A) of Section II of Part II of the Schedule V of the Companies Act, 2013.

The revision of remuneration of Shri Prakash Maheshwari, Executive Director of the Company requires the approval by the Company in General Meeting by Ordinary Resolution in accordance with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act. The Resolution set out in the notice at item No.10 is intended for the purpose.

Your Directors recommend the Resolution under item No. 10 of the Notice.

Except Shri Prakash Maheshwari and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the proposed resolution.

ITEM NO. 11

The Company had approached Oriental Bank of Commerce (Oriental Bank), for financial assistances in the form of Rupee Term Loans of ₹ 39.00 crore for setting up of Denim Sheet Dyeing facility comprising of processing Machinery along with utility equipments, and ₹ 31.20 crore for technology up gradation and debottlenecking of existing processes. The above financial assistance(s) are to be secured by mortgage/charge of the assets of the Company, both present and future.

Section 180(1)(a) of the Companies Act, 2013, provides inter-alia that the Board of Directors of the Company shall not, without the consent of members of the Company in general meeting sell, lease or otherwise dispose off the whole of the undertaking of the Company or where the Company owns more than one undertaking of the whole or substantially the whole, of any such undertaking. Since the mortgaging by the Company of its immovable and moveable properties as aforesaid in favour of Oriental Bank may be regarded as disposal of Company's properties/undertaking, it is necessary for the Company's members to pass a resolution under Section 180(1)(a) of the Companies Act, 2013.

Copies of sanction letters received from the lender and copies of relevant documents/correspondence are open for inspection at the Registered Office of the Company during the office hours on any working day prior to the date of meeting.

Your Directors recommend the Special Resolution under item No.11 of the Notice.

None of the Directors and Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO.12

The Company is availing working capital facilities from the consortium of 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, Union Bank of India, ICICI Bank Ltd. and HDFC Bank to the extent of ₹ 968.50 crore (Rupees Nine Hundred Sixty Eight crore and Fifty lacs only).

Section 180(1)(a) of the Companies Act, 2013, provides inter-alia that the Board of Directors of the Company shall not, without the consent of members of the Company in general meeting sell, lease or otherwise dispose off the whole of the undertaking of the Company or where the Company owns more than one undertaking of the whole or substantially the whole, of any such undertaking. Since the creation of second charge by the Company on its fixed assets may be regarded as disposal of Company's properties/undertaking, it is necessary for the Company's members to pass a resolution under Section 180(1)(a) of the Companies Act, 2013.

Copies of sanction letters received from these Banks and copies of relevant documents/correspondence are open for inspection at the Registered Office of the Company during the office hours on any working day prior to the date of meeting.

Your Directors recommend the Special Resolution under item No.12 of the Notice.

None of the Directors and Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 13

The Board of Directors of the Company had approved the appointment and remuneration of M/s N. D. Birla & Co., Cost Accountants upon the recommendation of Audit Committee to conduct the Cost Audit of the Cost records of the Company for the financial year ending 31st March, 2017, in terms of rules framed in this regard by the Ministry of Corporate Affairs.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, the resolution under item No. 13 is proposed for the purpose.

None of the Directors & Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board
For RSWM LIMITED

Surender Gupta
Company Secretary
M. No. FCS - 2615

Place: Noida
Date : 9th August, 2016

ANNEXURES TO NOTICE

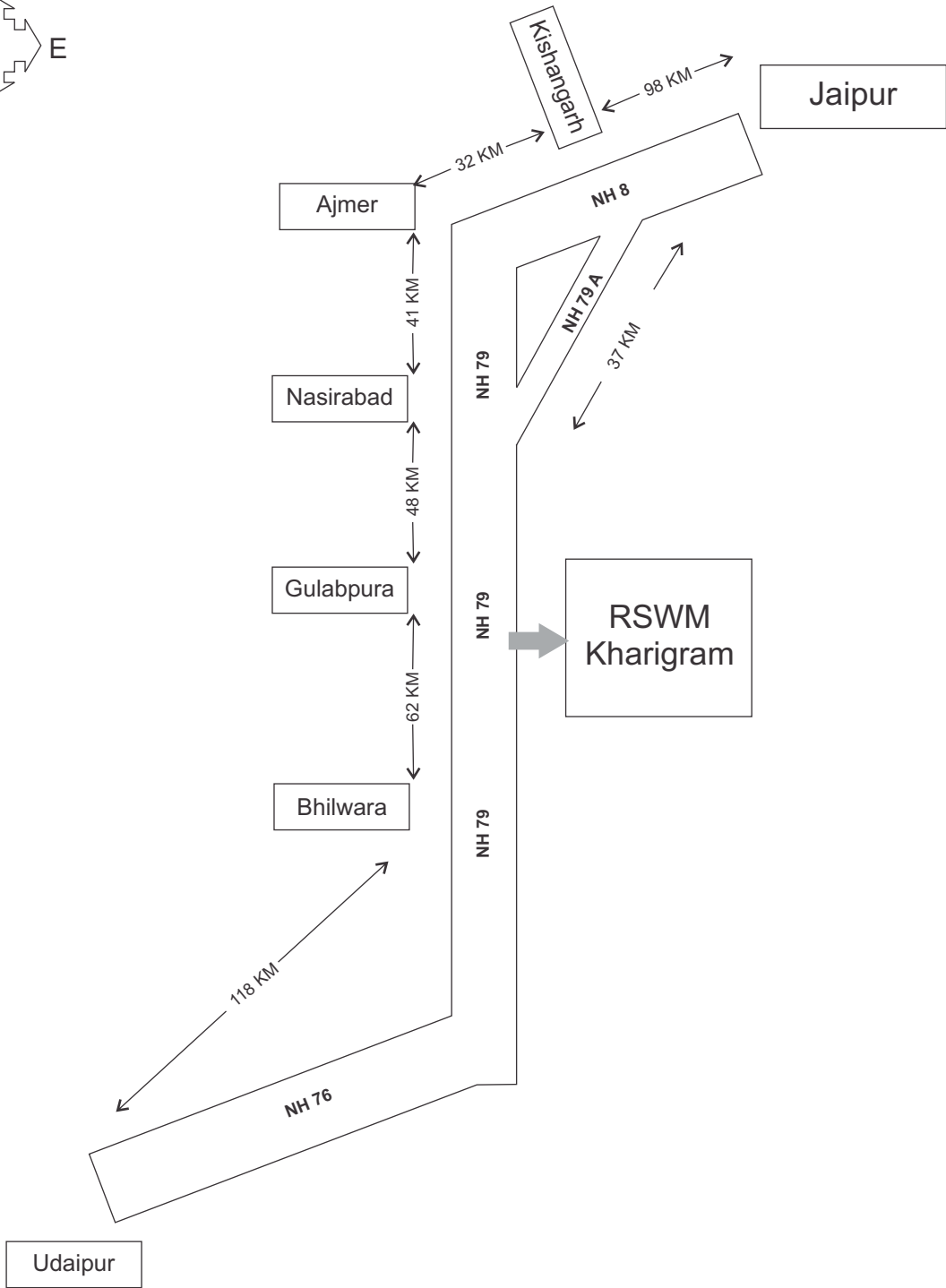
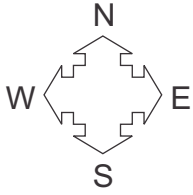
In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Shri Deepak Jain	Shri Riju Jhunjunwala	Shri J.C. Laddha
Category	Independent - Non Executive	Promoter - Executive	Non Independent - Non Executive
Interse relationship	N.A.	Son of Shri Ravi Jhunjunwala	N.A.
Date of Birth	6th April, 1975	13th January, 1979	12th December, 1949
Date of Appointment	11th May, 2016	1st May, 2013	1st January, 1990
Qualification	Business Graduate of Illinois Institute of Technology, USA with specialisation in Operations Management & International Business	Graduate in Business Management Studies	B.Com. FCA
Expertise in specific functional areas	Possesses rich experience in Auto Industry	Industrialist with diversified business experience.	Possesses rich experience in Textile Industry
List of Other Public Companies in which Directorships held#	<ol style="list-style-type: none"> 1. Lumax Industries Limited 2. Lumax Mannoh Allied Technologies Limited 3. Lumax Tours & Travels Ltd. 4. Lumax DK Auto Industries Ltd. 5. Lumax Ancillary Ltd. 6. SL Lumax Ltd. 7. Lumax Auto Technologies Ltd. 	<ol style="list-style-type: none"> 1. Bhilwara Energy Limited 2. Bhilara Green Energy Limited 3. Bhlwara Infotechnology Limited 4. Bhilwara Technical Textiles Ltd. 5. Chango Yangthang Hydro Power Ltd. 6. HEG Limited 7. LNJ Power Ventures Limited 8. NJC Hydro Power Limited 	None
Chairman/Member of the Committee of the Board of Directors of the Company	None	None	None

Chairman/Member of the Committees of Directors of other Companies:

a) Audit Committee	1. Lumax Industries Limited - Member	1. Bhilwara Technical Textiles Ltd. - Member	None
b) Stakeholders' Relationship Committee	<ol style="list-style-type: none"> 1. Lumax Industries Limited - Member 2. Lumax Auto Technologies Ltd. - Chairman 	<ol style="list-style-type: none"> 1. Bhilwara Technical Textiles Ltd. - Member 2. HEG Limited - Chairman 	None
No. of Equity Shares held in the Company	Nil	175,000	Nil

Excludes Directorships in Private Limited Companies, Foreign Companies, membership of Management Committee of various chambers/Bodies and Section 8 Companies.



Route Map of RSWM Kharigram



ATTENDANCE SLIP

RSWM LIMITED

CIN:L17115RJ1960PLC008216

Registered Office: Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan Phone:+91-1483-223144 to 223150, 223478, Fax:+91-1483-223361, 223479
Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201 301 (U.P) Phone:+91-120-4390300 (EBABX), Fax:+91-120-4277841
E-mail:rswm.investor@lnjbhilwara.com Website:http://www.rswm.in

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

DPId*

Folio No.

Client Id*

No. of Share(s) held

Name and address of the Shareholders :

I hereby record my presence at the 55th Annual General Meeting of the Company to be held on Tuesday, September 27, 2016 at 11.30 a.m. at the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan.

* Applicable for members holding Shares in electronic form
** Strike out whichever is not applicable

Signature of the Shareholder/Proxy/Representative**

Notes:
Members are requested to produce this attendance slip, duly signed in accordance with their specimen signatures registered with the Company, for admission to the meeting.



PROXY FORM

RSWM LIMITED

CIN:L17115RJ1960PLC008216

Registered Office: Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan Phone:+91-1483-223144 to 223150, 223478, Fax:+91-1483-223361, 223479
Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201 301 (U.P) Phone:+91-120-4390300 (EBABX), Fax:+91-120-4277841
E-mail:rswm.investor@lnjbhilwara.com Website:http://www.rswm.in

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies {Management and Administration} Rules, 2014]

Name of Member(s) : Email ID :

Registered Address : Folio No. / Client ID :

*DP ID :

I/We being the member(s) of _____ shares of the above named Company hereby appoint :

(1) Name:.....Address:.....

E-mail ID:.....Signature:....., or failing him;

(2) Name:.....Address:.....

E-mail ID:.....Signature:....., or failing him;

(3) Name:.....Address:.....

E-mail ID:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 55th Annual General Meeting of the Company, to be held on Tuesday, 27th September, 2016, at 11.30 a.m. at the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

* Applicable for members holding Shares in electronic form
** I wish my above proxy to vote in the manner as indicated in the box below:





Resolution Number	Resolutions	For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements(including Audited Consolidated Financial Statements) and the Report of Directors and Auditors thereon.		
2	To declare the Dividend on 12% Optionally Convertible Redeemable Preference Shares for the financial year ended 31st March, 2016.		
3	To declare the Dividend on Equity Shares for the financial year ended 31st March, 2016.		
4	To appoint a Director in place of Shri J.C. Laddha (DIN: 00118527) who retires by rotation and, being eligible, offers himself for reappointment.		
5	To appoint a Director in place of Shri Riju Jhunjunwala (DIN : 00061060) who retires by rotation and being eligible, offers himself for reappointment.		
6	Re-appointment of M/s. S. Bhargva Associates, Chartered Accountants (Firm Registration No. 003191C) Chartered Accountant as Joint Statutory Auditor and to fix their remuneration.		
7	To ratify the appointment of M/s S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No. 000756N) as the Joint Statutory Auditor and to fix their remuneration.		
Special Business			
8	Appointment of Shri Deepak Jain (DIN :00004972), as Independent Director for first term of 5 (five) consecutive years upto 10th May, 2021.		
9	Re-appointment of Shri Riju Jhunjunwala, (DIN : 00061060) as Managing Director of the Company for a period of five years w.e.f. 1st May, 2016.		
10	Increase in remuneration of Shri Prakash Maheshwari (DIN:02388988) as Executive Director of the Company.		
11	Special Resolution under Section 180(1)(a) for creation of mortgage(s) and charges in addition to the existing mortgages, charges and hypothecations created on the assets of the Company in favour of: <ul style="list-style-type: none">• Oriental Bank of Commerce (Oriental Bank) in connection with Term Loan of ₹ 39.00 crore.• Oriental Bank of Commerce (Oriental Bank) in connection with Term Loan of ₹ 31.20 crore.		
12	Special Resolution under Section 180 (1)(a) for the creation of Second Charge subject to the First Charge of the Term Lenders on all the immovable and movable properties of the Company to or in favour of: <ul style="list-style-type: none">• 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, Union Bank of India, ICICI Bank Ltd. and HDFC Bank Limited for granting to the Company Working Capital Facilities to the extent of ₹ 968.50 crore.		
13	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, 2017.		

Signed this _____ day of _____ 2016

Signature of Shareholder_____

Signature of Proxy holder(s)_____

Affix
Revenue
Stamp

Notes :

1. The proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. ** It is optional to indicate your preference . If you leave the 'for' or 'against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 55th Annual General Meeting.