

RSWM/
September 1, 2017

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

Sub : Notice of Fifty Sixth Annual General Meeting

Dear Sir/ Madam,

The Notice calling the Fifty Sixth Annual General Meeting of the members of the Company scheduled to be held on Wednesday, September 27, 2017 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
Website : www.rswm.in
GSTIN: 09AAACR9700M1Z1

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
GSTIN: 08AAACR9700M1Z3

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@lnjbhilwara.com

Website: <http://www.rswm.in>

NOTICE

Notice is hereby given that the Fifty-Sixth Annual General Meeting of the members of the Company will be held on Wednesday the 27th day of September, 2017 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, 2017 and the Report of Directors and Auditors thereon.
2. To declare the Dividend on 12% Optionally Convertible Redeemable Preference Shares (since converted/redeemed) for the financial year ended 31st March, 2017.
3. To declare the Dividend on Equity Shares for the financial year ended 31st March, 2017.
4. To appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Shri Prakash Maheshwari (DIN: 02388988) who retires by rotation and, being eligible, offers himself for reappointment.
6. To appoint M/s. Lodha & Co., Chartered Accountants (Firm Registration No.301051E) as the Joint Statutory Auditors 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, 141, 142 and all other applicable provisions of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Lodha & Co., Chartered Accountants (Firm Registration No.301051E), be and is hereby appointed as Joint Statutory Auditors of the Company for

a period of consecutive five years commencing from the conclusion of this meeting until the conclusion of the 61st Annual General Meeting subject to the ratification in every subsequent AGM 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 Auditors 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 Auditors 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 58th Annual General Meeting subject to the ratification in every subsequent AGM and to fix their remuneration.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions 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), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. 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:

- Central Bank of India (Central Bank) in connection with Term Loan of ₹72.00 crore under Technology Up-gradation Fund Scheme (TUFS).
- HDFC Bank Limited (HDFC Bank) in connection with Term Loan of ₹12.00 crore under Technology Up-gradation Fund Scheme (TUFS).
- Yes Bank Limited (Yes Bank) in connection with Term Loan of ₹25.00 crore for financing capex incurred/to be incurred.

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 Central Bank, HDFC Bank and Yes 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 Central Bank, HDFC Bank and Yes 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.”

10. 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, for creation of mortgage(s) and / or charge(s), on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board of Directors of the Company (“Board”) in its absolute

discretion may deem fit, on the whole or substantially the whole of the undertaking of the Company’s present or future properties, whether immovable or movable, wheresoever situated as may be agreed to in favour of the Bank(s), Financial Institution(s) or other person(s), hereinafter referred to as the lenders, and/or trustees to secure the borrowings by way of loans or by issue of non-convertible debentures, bonds, term loans, working capital facilities and / or other instruments including foreign currency borrowings, as the Board may in its absolute discretion deem fit and upon such terms and conditions, as may be decided by the Board upto an aggregate amount of ₹2000 crore, including any increase as a result of fluctuation in the rates of exchange, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said debentures / bonds / term loans/ working capital facilities / other instrument(s) in term of their issue.

RESOLVED FURTHER THAT the mortgage and/or charge to be created by the Company aforesaid may rank prior / pari passu/ subservient with / to the mortgages and / or charges already created or to be created in future by the Company and as may be agreed to between the Company and the lenders”.

11. 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, 2018, 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”.

12. 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 revision in remuneration of Shri Prakash Maheshwari (DIN:02388988) as Executive Director of the Company with effect from the 1st July, 2017 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, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

ii) take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution”.

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

“RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made thereunder, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and other applicable Regulations, including any amendment, modifications, variations or re-enactment thereof and the provisions of the Memorandum and Articles of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee of the Board constituted/to be constituted to exercise its powers, including the powers conferred by this resolution) for issuing, making offer(s) or invitation(s) to subscribe to Redeemable Non-Convertible Debentures (NCDs) on private placement basis, in one or more tranches, such that the total amount does not exceed ₹150 Crores during a period of one year from the date of passing of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue, including the class of investors to whom the NCDs may be issued/offered, time, number of NCDs, tranches, issue/offer price, tenor, interest rates, premium/discount on redemption, listing and to appoint Debenture Trustees and / or Registrar & Transfer Agents, if necessary , and to do all such acts, deeds and things and deal with all such matters as may be necessary in this regard.”

For RSWM LIMITED

Surender Gupta

Company Secretary

M. No. FCS - 2615

Place: Noida

Date: 30th August, 2017

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 Thursday, the 21st September, 2017 to Wednesday, the 27th September, 2017 (both days inclusive).
5. (a) The dividend on 88,54,111 Optionally Convertible Redeemable Preference Shares (OCRPS) which had been opted for conversion will be paid on pro-rata basis for the period from 1st April, 2016 to 10th November, 2016, to the holders of OCRPS whose name appeared on the Company’s Register of OCRPS on 10th November, 2016 .
(b) The dividend on 48,11,324 OCRPS which had not been opted for conversion will be paid for the period from 1st April, 2016 to 28th February, 2017, to the holders of OCRPS whose name appeared on the Company’s Register of OCRPS on 28th February, 2017.
The dividend on OCRPS if declared shall be paid within 30 days of Annual General Meeting (AGM).
6. The equity 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.
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 wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent. Members are requested to note that dividends that are not claimed within 7 years from the date of transfer to the Companies Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remain unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
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 2017 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 Notice and 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, transferor and transferee are requested to furnish a copy of the 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 facility for voting through ballot paper will also be made available at the Meeting and members attending the Meeting, who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again.

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 "RSWM 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.nsdl.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 RSWM Limited.
 - (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (ix) Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.



- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 e-voting@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 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.nsdl.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 Sunday, the 24th September, 2017 and will end at 5.00 P.M. on Tuesday, the 26th September, 2017. 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, 2017, 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, 2017 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, 2017.

- (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, 2017, may write to M/s MCS Share Transfer Agent Ltd. on the e-mail ID: helpdeskdelhi@mcsregistrars.com or admin@mcsregistrars.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 Kumar 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, 2017.
- (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: 30th August, 2017



Information with respect to Item No.6

As regards appointment of Statutory Auditor referred to in item no. 6 of the notice, the following disclosures are made for the information of the members:

In terms of the provisions of Section 139 of the Companies Act, 2013, which came into effect from 1st April, 2014, it was mandatory to rotate the statutory auditors upon completion of two terms of five consecutive years. Further a transition period of three years was stipulated for implementing the rotation of auditors.

Accordingly, M/s S. Bhargava Associates, Chartered Accountants (Firm Registration No. 003191C), existing joint statutory auditor will complete their term (including transition period) as Statutory Auditor and will hold the office till the conclusion of the ensuing AGM and shall not be eligible for reappointment. In view of the retirement of M/s S. Bhargava Associates, Chartered Accountants

(Firm Registration No. 003191C) and their non-eligibility for further appointment, the Board of Directors of the Company upon commendation of Audit Committee have recommended the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No.301051E) as joint statutory auditor to hold office for a period of five consecutive years from the conclusion of 56th Annual General Meeting till the conclusion of the 61st Annual General Meeting of the Company subject to ratification in every subsequent Annual General Meeting.

The Company has received the consent and eligibility certificate from M/s. Lodha & Co., Chartered Accountants (Firm Registration No.301051E). The resolution is placed before the members for their approval.

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.

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

ITEM NO. 8

The existing Article of Association(AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to the specific provisions of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the "Act"). The Act is now largely in force with the Rules enacted thereon.

Hence, with the new Act coming into force and considering most of the sections under the Companies Act, 2013 have been notified by the Ministry of Corporate Affairs it is expedient to replace existing AoA by adopting new set of AoA.

The draft AoA have been uploaded on the Company's website for inspection of the Members. The proposed new draft AoA is also available for inspection at the Registered Office of the Company on all working days except Saturdays between 9.00 A.M. to 5.00 P.M. upto the date of the AGM and will also be available for inspection at AGM.

Your Directors recommend the Special Resolution under item No.8 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. 9

The Company had approached Central Bank of India (Central Bank), for financial assistances in the form of Rupee Term Loans of ₹72.00 crore for technology upgradation, debottlenecking, value addition equipment and new office at Mumbai, ₹12.00 crore from HDFC Bank Limited for reimburse/fund ongoing capital expenditure for Solar Power project of 3.3 MW and ₹25.00 crore from Yes Bank Limited for financing capex

incurred/to be incurred on various units of the Company. 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 Central Bank, HDFC Bank and Yes 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 lenders 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.9 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. 10

The Company has borrowed/shall borrow funds from time to time to meet its requirements for project based capital expenditure, normal capital expenditure, general corporate purposes and working capital etc., within the borrowing powers of the Board of Directors as delegated by the Shareholders.



However, pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 (the 'Act') since notified, the Board can exercise such power to create mortgage and/ or charge on the immovable and movable properties of the Company, only with the approval of members of the Company by way of Special Resolution.

In order to enable the Company to create mortgage/charges on the assets of the Company from time-to-time, your Directors recommend the Special Resolution under item No.10 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. 11

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, 2018, 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. 11 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.

ITEM NO. 12

The terms of remuneration of Shri Prakash Maheshwari, Executive Director of the Company be and are hereby amended as follows with effect from 1st July, 2017.

1. Salary : ₹ 4,18,670/- per month.
2. Personal Pay : ₹ 6,18,819/- per month.
3. Perquisite : In addition to the salary and personal pay, Shri Prakash Maheshwari shall be entitled to the following perquisites:

Category 'A'

i) Housing :

- a) 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

b) In case the accommodation is owned by the Company 10% of the basic salary shall be deducted by the Company, or

c) 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 hereinabove 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. 12 is intended for the purpose.

Your Directors recommend the Resolution under item No. 12 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, financially or otherwise in the proposed resolution.

ITEM NO. 13

The Board of Directors of your Company intend to raise funds to the extent of ₹150 Crore to meet its various requirements of fund including repayment of existing loans, and for other general corporate purposes.

In accordance with the provisions of Section 42 and 71 of the Companies Act, 2013 ("the Act") read with the rules framed thereunder, a Company offering or making invitation to subscribe to NCDs on private placement basis is required to obtain the prior approval of the shareholders by way of Special Resolution.

Accordingly, the Board of Directors of the Company at its meeting held on 30th August, 2017 approved the issue of Non- Convertible Debentures (NCDs) to the extent of ₹150 Crore subject to the approval of the shareholders of the Company. It is also proposed to issue NCDs in one or more tranches within a period of one year from the date of passing this Special Resolution.

The fund raised through NCDs will be within the overall borrowing limits of the Company as already approved by the shareholders from time to time.

The Board recommends the Resolution in item No, 13 for your approval as Special Resolution.

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: 30th August, 2017



ANNEXURE TO NOTICE

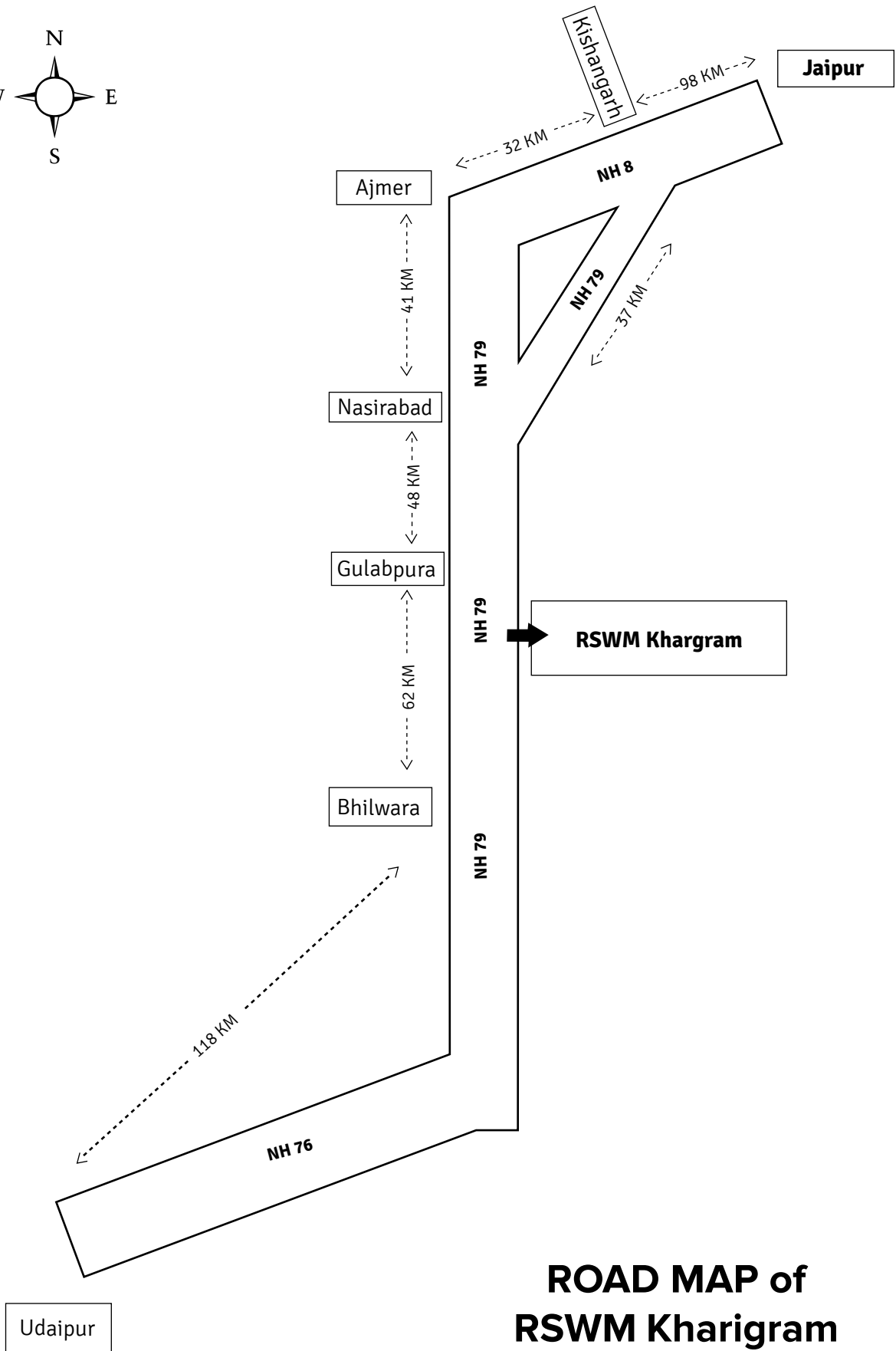
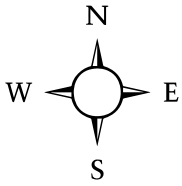
In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Shri Shekhar Agarwal	Shri Prakash Maheshwari
Category	Promoter - Non-Executive	Non Promoter - Executive
Interse relationship	N.A.	N.A.
Date of Birth	9th October, 1952	15th September, 1955
Date of Appointment	13th February, 1984	1st April, 2015
Qualification	B.Tech (M.E), M.Sc (Chicago)	B.Sc, FCA
Expertise in specific functional areas	Industrialist with rich experience of Textile Industry	Possesses rich experience in Textile Industry
List of Other Public Companies in which Directorships held#	1. Bhilwara Technical Textiles Ltd. 2. BSL Limited 3. Essay Marketing Company Ltd. 4. HEG Limited 5. Maral Overseas Limited	None
Chairman/Member of the Committee of the Board of Directors of the Company	Stakeholders' Relationship Committee - Member	None
Chairman/Member of the Committees of Directors of other Companies:		
a) Audit Committee	1. BSL Limited - Member 2. HEG Limited - Member	None
b) Stakeholders' Relationship Committee	Maral Overseas Limited - Member	None
No. of Equity Shares held in the Company	1,500	Nil

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





ROAD MAP of RSWM Kharigram



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 (EPABX), Fax:+91-120-4277841
E-mail:rswm.investor@lnjrbhilwara.com, Website:http://www.rswm.in

ATTENDANCE SLIP

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 56th Annual General Meeting of the Company to be held on Wednesday, September 27, 2017 at 11.30 a.m. at the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan.

* Applicable for investors 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.



RSWM LIMITED
CIN:L17115RJ1960PLC008216

Registered Office: Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan
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E-mail:rswm.investor@lnjrbhilwara.com, Website:http://www.rswm.in

PROXY FORM

[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)/holder(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 56th Annual General Meeting of the Company, to be held on Wednesday, 27th September, 2017, 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:

Resolutions Number	Resolutions	For	Against
Ordinary Business			
1	To receive, consider and adopt standalone and consolidated Annual Financial Statements as at the 31st March, 2017 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, 2017.		
3	To declare the Dividend on Equity Shares for the financial year ended 31st March, 2017.		
4	To appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation and, being eligible, offers himself for reappointment.		
5	To appoint a Director in place of Shri Prakash Maheshwari (DIN: 02388988) who retires by rotation and being eligible, offers himself for reappointment.		
6	Appointment of M/s Lodha & Co., Chartered Accountants (FRN: 301051E) 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	Adoption of new Articles of Association.		
9	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"> • Central Bank of India (Central Bank) in connection with Term Loan of ₹72.00 crore under Technology Up-gradation Fund Scheme (TUFS). • HDFC Bank Ltd (HDFC Bank) in connection with Term Loan of ₹12.00 crore under Technology Up-gradation Fund Scheme (TUFS). • Yes Bank Limited (Yes Bank) in connection with Term loan of ₹25.00 crore for financing capex incurred / to be incurred. 		
10	Special Resolution under Section 180(1)(a) for creation of mortgage(s) and charges on such terms and conditions as may be decided by the Board up to an aggregate amount of ₹2000 crore.		
11	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, 2018.		
12	Revision in remuneration of Shri Prakash Maheshwari (DIN:02388988) as Executive Director of the Company.		
13	Approval of the issue of Redeemable Non-Convertible Debentures on private placement basis for an amount not exceeding ₹150 crores.		

Signed this _____ day of _____ 2017

Signature of Shareholder_____

Signature of Proxy holder(s)_____

Affix
Revenue
Stamp

Notes :

- 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.
- ** 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.
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 56th Annual General Meeting.