



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-Third Annual General Meeting of the members of the Company will be held on Tuesday, the 16th day of September, 2014 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 business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at the 31st March, 2014 and Statement of Profit & Loss for the period ended on that date and the Report of Directors and Auditors thereon.
2. To declare the Dividend on Equity Shares.
3. To appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint M/s S. Bhargava Associates, Chartered Accountants (Firm Registration No. 003191C) as Joint Auditors from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting and M/s S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No 000756N), in respect of whom (M/s S. S. Kothari Mehta & Co.), Company has received a special notice from the member proposing the resolution for the appointment at the forthcoming Annual General Meeting as joint Auditors from the conclusion of this Annual General Meeting, until the conclusion of sixth Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. 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 and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, Dr. Kamal Gupta, Director (DIN : 00038490), of the Company who is eligible for appointment and in respect of whom Company has received notice in writing from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for one more term of 5 (five) consecutive years commencing from the ensuing AGM."
6. 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 and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, Shri D. N. Davar, Director (DIN :00002008), of the Company who is eligible for appointment and in respect of whom Company has received notice in writing from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for one more term of 5 (five) consecutive years commencing from the ensuing AGM."
7. 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 and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, Shri A. N. Chaudhary, Director (DIN:00587814), of the Company who is eligible for appointment and in respect of whom Company has received notice in writing from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for one more term of 5 (five) consecutive years commencing from the ensuing AGM."

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 and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, Shri Sushil Jhunjhunwala, Director (DIN:00082461), of the Company who is eligible for appointment and in respect of whom Company has received notice in writing from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for one more term of 5 (five) consecutive years commencing from the ensuing AGM."
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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, Shri P. S. Dasgupta, Director (DIN:00012552), of the Company who is eligible for appointment and in respect of whom Company has received notice in writing from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company for first term of 4 (four) consecutive years commencing from ensuing Annual General Meeting."
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 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:
- State Bank of Bikaner and Jaipur (SBBJ) in connection with Term Loan of ₹ 32.00 Crore under Technology Upgradation Fund Scheme (TUFS).
 - Syndicate Bank in connection with Term Loan of ₹ 52.00 Crore under Technology Upgradation Fund Scheme (TUFS).
 - Central Bank of India (Central Bank) in connection with Term Loan of ₹ 143.00 Crore under Technology Upgradation Fund Scheme (TUFS).
- 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 SBBJ, Syndicate Bank and Central Bank under the Loan Agreements entered into by the Company in respect of the said borrowings."
- "RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to finalise with SBBJ, Syndicate Bank and Central 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."
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), and subject to applicability of Cost Audit on the Company in terms of the Companies (cost records and audit) Rules, 2014, M/s N. D. Birla & Co. (Firm Registration No. 000028) Cost Accountants 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, 2015, be paid the remuneration of Rs. 4,25,000/- (Rupees Four lac and Twenty Five Thousand only) plus service tax and out of pocket expenses that may be incurred by them during the course of audit."

By Order of the Board
For **RSWM LIMITED**

Place: Noida (U.P.)
Date : 2nd August, 2014

Surender Gupta
Company Secretary

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 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 Saturday, the 6th September, 2014 to Tuesday, the 16th September, 2014 (both days inclusive).
5. 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.
6. 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.
7. Members are requested to bring their attendance slip with their copy of Annual Report to the meeting.
8. 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.
9. 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.
10. 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.
11. 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.
12. Members may please note that the unclaimed dividends for the financial years 1995-96 to 2006-07 have already been transferred to the Investor Education and Protection Fund.
13. 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 2014 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.
14. The Annual Report of the Company will also be available on the website of the Company, www.rswm.in.
15. Members holding shares in physical form are requested to dematerialize their holdings in their own interest.
16. In case of transfer of Shares, transferee is requested to furnish a copy of the PAN card to the RTA for registration of transfer of shares in physical form.
17. The details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

The instructions for 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 e-voting.pdf" with your Client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for 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 e-voting appears. Clicks on 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) 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 sgsdel@gmail.com with a copy marked to www.evoting.nsdl.com.
- (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.
 - (d) The e-voting period commences at 9.00 A.M. on Monday the 8th September, 2014 and will end at 6.00 P.M. on Wednesday, the 10th September, 2014. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 1st August, 2014, may cast their vote electronically. The 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) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 1st August, 2014.
 - (f) Shri D. P. Gupta, Practicing Company Secretary (Membership No. FCS 2411), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (g) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
 - (h) 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 within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and NSE Limited.
 - (i) Members who are not casting their vote electronically, may cast their vote at the Annual General meeting.

By Order of the Board
For **RSWM LIMITED**

Place: Noida (U.P.)
Date : 2nd August, 2014

Surender Gupta
Company Secretary

ANNEXURE TO THE NOTICE

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

ITEM NO. 5, 6, 7 & 8

Pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges and Section 149 read with schedule IV of the Companies Act, 2013, it is proposed to appoint Dr. Kamal Gupta, Shri D. N. Davar, Shri A. N. Chaudhary and Shri Sushil Jhunjunwala as Independent Directors for one more term of five consecutive years commencing from the date of AGM of the Company, i.e., 16th September, 2014, and as such shall not be liable to retire by rotation.

Dr. Kamal Gupta, Shri D. N. Davar, Shri A. N. Chaudhary and Shri Sushil Jhunjunwala are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given the consent to act as Directors. Declarations have been received from Dr. Kamal Gupta, Shri D. N. Davar, Shri A. N. Chaudhary and Shri Sushil Jhunjunwala that they meet with the criteria of Independence under sub section (6) of Section 149 of the Companies Act, 2013.

The Company has received Notice in writing from members along with the deposit of requisite amount proposing candidature of the above Directors. In the opinion of the Board, Dr. Kamal Gupta, Shri D. N. Davar, Shri A. N. Chaudhary and Shri Sushil Jhunjunwala fulfill the conditions specified in the Companies Act, 2013, and the rules made thereunder for their appointment as an Independent Director of the Company and are independent of the Management. A copy of draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during normal business hours of the Company.

Except Dr. Kamal Gupta, Shri D. N. Davar, Shri A. N. Chaudhary and Shri Sushil Jhunjunwala and their 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. The Board commends the Ordinary Resolution as set out in item No. 5 to 8 for approval of members.

ITEM NO. 9

Pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges and Section 149 read with schedule IV of the Companies Act, 2013, it is proposed to appoint Shri P. S. Dasgupta as Independent Director for a first term of 4 (four) consecutive years commencing from the date of AGM of the Company, i.e., 16th September, 2014, and as such shall not be liable to retire by rotation.

Shri P. S. Dasgupta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given the consent to act as Director. A Declaration has been received from Shri P. S. Dasgupta that he met with the criteria of Independence under sub section (6) of Section 149 of the Companies Act, 2013.

The Company has received Notice in writing from a member along with the deposit of requisite amount proposing his candidature. In the opinion of the Board, Shri P. S. Dasgupta fulfill the conditions specified in the Companies Act, 2013, and the rules made thereunder for their appointment as an Independent Director of the Company and are independent of the Management. A copy of draft Letter of Appointment for Independent Director, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during normal business hours of the Company.

Except Shri P. S. Dasgupta 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. The Board commends the Ordinary Resolution as set out in item No. 9 for approval of members.

ITEM NO. 10

The Company had approached State Bank of Bikaner & Jaipur (SBBJ), Syndicate Bank and Central Bank of India (Central Bank), for financial assistances under Technology Upgradation Fund Scheme (TUFS) in the form of Rupee Term Loans of ₹ 32.00 crore for installation of 50 looms at Mordi, Banswara, ₹ 52.00 crore to establish unit for manufacturing of recycled polyester fibre by recycling of PET Bottles at Ringas and ₹ 143.00 for expansion at Mandpam Unit of the Company. The referred financial assistances from SBBJ, Syndicate Bank and Central Bank is to be secured by mortgage/charge on the assets on 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 by a special resolution for 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 SBBJ, Syndicate Bank and Central Bank may be regarded as disposal of Company's properties/undertaking, it is necessary for the Company's members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013.

Copy of sanction letter received from the lender and copies of relevant documents/correspondence are open for inspection at the Registered Office of the Company during normal business hours upto the date of meeting.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested, financially or otherwise, in the said resolution. The Board commends the special resolution as set out in item No. 10 for approval of members.

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, 2015, subject to the applicability of Cost Audit on the Company 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.

None of the Directors & Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise, in the said resolution. The Board commends the Ordinary Resolution as set out in item No. 11 for approval of members.

By Order of the Board
For **RSWM LIMITED**

Place: Noida (U.P.)
Date : 2nd August, 2014

Surender Gupta
Company Secretary

ANNEXURE TO NOTICE
DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING
(In pursuance of Clause 49 of the Listing Agreements)

Name of Director	Shri Shekhar Agarwal	Dr. Kamal Gupta	Shri D. N. Davar	Shri A.N. Choudhary	Shri Sushil Jhunjunwala	Shri P.S. Dasgupta
Category	Promoter - Non Executive	Independent - Non Executive	Independent - Non Executive	Independent - Non Executive	Independent - Non Executive	Independent - Non Executive
Interse relationship	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Date of Birth	09.10.1952	12.02.1946	08.08.1934	06.03.1944	23.08.1950	30.06.1955
Date of Appointment	13.02.1984	26.12.1987	10.11.2004	24.07.2009	29.04.2009	24.07.2013
Qualification	B.Tech (M.E), M.Sc (Chicago)	FCA, FICWA, Ph.D	B.Com (Hons), M.A - Economics, CAIIB, Fellow of the Economic Development Institute of the World Bank.	B.Com, LLB, FCA, FCS	B.Com	B.A.(Hons.), LLB, Post Graduate Diploma-Corporate Laws & Labour Laws.
Expertise in specific functional areas	Industrialist with rich experience of Textile Industry	Consultant in the area of Finance, Accounting and Corporate Laws, Former Technical Director of the Institute of Chartered Accountants of India. He is renowned author of various books in Auditing and other subjects.	He worked in Senior Managerial Positions with Punjab National Bank from 1958-68 and with IFCI from 1968-1992. He took retirement from IFCI in 1992 as Executive Chairman, a position he held for eight years. He is a part time consultant to World Bank, UNIDO and Kreditanstalt fur Weideraufbau (KFW). He holds a Masters degree in Economics and CAIIB.	He is graduated in Commerce and also a fellow member of ICSI & ICAI. He also holds law degree. Shri Choudhary has rich & diversified experience of textile industry.	He is an eminent industrialist having rich experience. He is presently Director in well known company BSL Ltd., LA OPALA RG Limited and Genesis Exports Limited.	Renowned International Corporate Lawyer and represents a leading law firm in Delhi
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	1. AD Hydro Power Ltd. 2. Bhilwara Energy Ltd. 3. HEG Ltd. 4. Maral Overseas Ltd. 5. Malana Power Company Ltd. 6. PNB Gilts Ltd.	1. Adayar Gate Hotels Ltd. 2. Ansal Properties & Infrastructure Ltd. 3. Cimco Ltd. 4. HEG Ltd. 5. Hero Fincorp Ltd. 6. Landmark Property Development Co. Ltd. 7. Mansingh Hotels & Resorts Ltd. 8. Maral Overseas Ltd. 9. OCL India Ltd. 10. Sandhar Technologies Ltd. 11. Titagarh Marine Ltd. 12. Titagarh Wagons Ltd.	1. BSL Limited 2. Vitarich Agro Food (India) Ltd.	1. BSL Ltd. 2. Genesis Exports Ltd. 3. La Opala RG Ltd.	1. Asian Hotels (North) Ltd. 2. Bhilwara Technical Textiles Ltd. 3. Cummins India Ltd. 4. Ester Industries Ltd. 5. Interstar Finance Services Ltd. 6. Maral Overseas Ltd. 7. Otis Elevators Co. (India) Ltd. 8. Timken India Ltd. 9. Tricone Projects India Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Stakeholders Relationship Committee - Member	1. Stakeholders Relationship Committee - Chairman 2. Audit Committee - Chairman	1. Stakeholders Relationship Committee - Member 2. Audit Committee - Member	Audit Committee - Member	Nil	Nil
Chairman/Member of the Committees of Directors of other Companies:						
a) Audit Committee	1. BSL Ltd. - Member 2. HEG Ltd. - Member	1. AD Hydro Power Ltd.- Member 2. HEG Ltd.-Member 3. Malana Power Company Ltd.- Member 4. Maral Overseas Limited-Chairman 5. PNB Gilts Ltd.- Chairman	1. Ansal Properties & Infrastructure Ltd. - Chairman 2. Cimco Ltd. - Member 3. HEG Ltd.- Chairman 4. Hero Fincorp Ltd.- Chairman 5. Maral Overseas Ltd.- Member 6. OCL India Ltd. - Chairman 7. Titagarh Wagons Ltd. - Chairman	1. BSL Limited- Member	1. BSL Limited- Member	1. Bhilwara Technical Textiles Ltd.- Member 2. Cummins India Ltd.- Member 3. Maral Overseas Ltd.-Member 4. Otis Elevator Co. (India) Ltd. - Member 5. Timken India Ltd.- Chairman 6. Tricone Projects India Ltd.- Member
b) Stakeholders Relationship Committee	1. Maral Overseas Ltd. - Member	1. HEG Ltd.- Member 2. Maral Overseas Ltd. - Chairman 3. PNB Gilts Ltd.- Member	1. Maral Overseas Ltd. - Member	Nil	Nil	1. Bhilwara Technical Textiles Ltd.-Chairman 2. Cummins India Ltd.-Member 3. Otis Elevator Co. (India) Ltd. - Member
No. of Equity Shares held in the Company	3000	Nil	Nil	Nil	Nil	Nil

* Excluding directorships in Private Limited Companies, Foreign Companies, Membership of Management Committees of various Chambers, Bodies and Section 25 Companies.



RSWM LIMITED

CIN:L17115RJ1960PLC008216

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

ATTENDANCE SLIP

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

DP Id* Folio No.

Client Id* No. of Equity Share(s) held

Name and address of the Shareholders :

I hereby record my presence at the **53rd Annual General Meeting** of the Company held on **Tuesday, September 16, 2014 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:

- 1. 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.



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CIN:L17115RJ1960PLC008216

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E-mail:rswm.investor@lnjbhilwara.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 the Member(s):

E mail id:

Registered Address:

Folio No/ *Client Id:

***DP Id:**

I/We, being a member/members ofshares of RSWM Ltd., hereby appoint:

1. Name : Address :

..... E-mail Id :

Signature, or failing him / her

2. Name : Address :

..... E-mail Id :

Signature, or failing him / her

3. Name : Address :

..... E-mail Id :

Signature, or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the **53rd Annual General Meeting** of the Company, to be held on **Tuesday, 16th September, 2014, 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:



** I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions Numbers	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Balance Sheet as at the 31st March, 2014 and Statement of Profit & Loss for the period ended on that date and the Report of Directors and Auditors thereon.		
2.	To declare the Dividend on Equity Shares.		
3.	To appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
4.	Appointment of M/s S. Bhargava 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.		
Special Business			
5.	Appointment of Dr. Kamal Gupta (DIN: 00038490) as Independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.		
6.	Appointment of Shri D.N. Davar (DIN: 00002008) as Independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.		
7.	Appointment of Shri A.N. Chaudhary (DIN: 00587814) as Independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.		
8.	Appointment of Shri Sushil Jhunjhunwala (DIN: 00082461) as Independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.		
9.	Appointment of Shri P.S. Dasgupta (DIN: 00012552) as Independent Director for first term of 4 (four) consecutive years commencing from the ensuing AGM.		
10.	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"> • State Bank of Bikaner and Jaipur of an amount Rs. 32 crore. • Syndicate Bank of an amount Rs. 52 crore. • Central Bank of India of an amount Rs. 143 crore 		
11.	Approval of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditor of the Company for the financial year 2014-15 [subject to applicability of Cost Audit on the Company].		

Signed this _____ day of _____ 2014

Affix
Revenue
Stamp

Signature of Shareholder _____

Signature of Proxy holder(s) _____

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 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 Resolutions, Explanatory Statements and Notes, please refer to the Notice of 53rd Annual General Meeting.