



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-Fourth Annual General Meeting of the members of the Company will be held on Friday, the 25th day of September, 2015 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, 2015 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 Ravi Jhunjhunwala (DIN: 00060972) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Arun Churiwal (DIN: 00001718) who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint 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 from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

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 (the Act) and the Rules made thereunder, read with Schedule IV to the Act, Smt. Geeta Mathur (DIN : 02139552), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 11th November, 2014 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 she 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 her 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 November, 2019.
7. 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 re-appointment of Shri J.C. Laddha (DIN :00118527) as Executive Director of the Company with effect from the 1st January, 2015 for a period upto 31st March, 2015, on the existing remuneration and further revisions 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 J. C. Laddha, 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."
8. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Shri J. C. Laddha (DIN:00118527) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 1st April, 2015 in terms of Section 161 of the Companies Act, 2013, and who holds office upto the date of this Annual General Meeting 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 Non-Executive, Non-Independent Director w.e.f. 1st April, 2015, liable to retire by rotation".

9. 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 re-appointment of Shri Arun Churiwal (DIN :00001718) as Managing Director of the Company with effect from the 17th March, 2015 for a period upto 31st March, 2016, on existing remuneration and further revisions as set out in the Explanatory Statement annexed hereto.

- b) The Board of Directors of the Company be and is hereby also authorised to:
- 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 Arun Churiwal, 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.
 - 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 pursuant to Section 196 and 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, Shri Riju Jhunjhunwala, (DIN : 00061060) who was earlier designated as the Joint Managing Director of the Company be and is hereby appointed as Managing Director w.e.f. 10th February, 2015, till the end of his tenure of appointment i.e. 30th April, 2016 on the same terms and conditions including remuneration as approved earlier by the Members."
11. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:
- "RESOLVED THAT Shri Prakash Maheshwari (DIN : 02388988), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 1st April, 2015 in terms of Section 161 of the Companies Act, 2013, and who hold office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
12. 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 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 appointment of Shri Prakash Maheshwari (DIN:02388988) as Executive Director of the Company for a period of three years w.e.f. 1st April, 2015 on the remuneration as set out in the Explanatory Statement annexed hereto.
 - The Board of Directors of the Company be and is hereby also authorised to:
 - 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.
 - 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 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:
- Export-Import Bank of India (Exim Bank) in connection with Term Loan of ₹68.00 crore under Technology Up-gradation Fund Scheme (TUFS).
 - Export-Import Bank of India (Exim Bank) in connection with Term Loan of ₹ 40.00 crore under the Long Term Working Capital (LTWC) Programme.
- 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 Exim 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 Exim 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."
14. 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, Axis Bank Ltd., Union Bank of India, ICICI Bank Ltd. and HDFC Bank for granting to the Company Working Capital Facilities to the extent of ₹ 968.50 crore (Rupees Nine Hundred Sixty Eight crore and Fifty lacs only) 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."
15. 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, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, 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, 2016, be paid the remuneration of ₹ 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.

For **RSWM LIMITED**

Place: Noida

Surender Gupta

Date : 4th August, 2015

Company Secretary

M. No. FCS 2615

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 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 19th September, 2015 to Friday, the 25th September, 2015 (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 1996-97 to 2007-08, if any, 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 2015 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(s) 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 Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and pursuant to Listing Agreement, 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 "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 "REVEN" (Remote 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 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'.

REVEN (Remote E Voting Event Number)	USER ID	PASSWORD/PIN
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- (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.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 Tuesday, the 22nd September, 2015 and will end at 5.00 P.M. on Thursday, the 24th September, 2015. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2015, 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. 18th September, 2015 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 18th September, 2015.
- (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. 18th September, 2015, 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, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him in writing, who

shall counter sign 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. 25th September, 2015.
- (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**

Place: Noida
Date : 4th August, 2015

Surender Gupta
Company Secretary
M. No. FCS 2615

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

ITEM NO. 6

Smt. Geeta Mathur was co-opted as an Additional Director of the Company with effect from 11th November, 2014 and she 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 Smt. Geeta Mathur for the office of the Director of the Company.

The Company has received consent in writing from Smt. Geeta Mathur to act as Director and intimation to the effect that she is not disqualified from being a Director under Section 164 of the Companies Act, 2014.

The Company has received a declaration from Smt. Geeta Mathur that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Smt. Geeta Mathur fulfills the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013, and the rules made thereunder and Listing Agreement 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 Smt. Geeta Mathur 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 November, 2019.

Your Directors recommend the Ordinary Resolution under item no. 6 of the Notice.

Except Smt. Geeta Mathur and her 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. 7 & 8

The term of appointment of Shri J.C. Laddha, Executive Director expired on 31st December, 2014. The Board of Directors at their meeting held on 11th November, 2014 had, upon recommendation of Nomination and Remuneration Committee, reappointed Shri J.C. Laddha as the Executive Director of the Company for a further period upto 31st March, 2015 in accordance with the provisions of the Companies Act, 2013 read with Schedule V thereto on his existing remuneration being paid to him.

The Board of Directors of your Company in their meeting held on 27th March, 2015 upon recommendation of Nomination and Remuneration Committee as a mark of recognition of the unmatched effort by Shri J.C. Laddha had decided to pay him one time ex-gratia amount of ₹ 1,18,42,308 in lieu of long services rendered by him, upon completion of his tenure as Executive Director.

The terms and conditions of his appointment including payment of one time ex-gratia are as under:

1. Salary : ₹ 4,50,000/- per month.
2. Commission : Upto 0.75% of the net profits of the Company as computed in the manner laid down in the applicable provisions of the Companies Act, 2013.
3. Personal Pay : ₹ 1,80,500/- per month.
4. Ex-gratia : ₹ 1,18,42,308/-
5. Perquisites : In addition to the salary, commission and personal pay, Shri J. C. Laddha 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 one month's basic salary in a year proportionate for three months.
- iii) Leave Travel Concession:

For the self and family once in a year incurred 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.
- 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 the financial year during the currency of the tenure of the Executive Director, the Company had no profits or had inadequate profits, the Company would pay remuneration to the Executive Director by way of salary, personal pay, perquisites and allowances for the period the 1st January, 2015 to the 31st March, 2015 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 J.C. Laddha as Executive Director of the Company and payment of remuneration to him including one time ex-gratia payment to him in lieu of long services 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.7 is intended for the purpose.

The Board of Directors of your Company in their meeting held on 10th February, 2015 upon recommendation of Nomination and Remuneration Committee requested Shri J.C. Laddha to continue to be a Non-Executive, Non-Independent Director of the Company w.e.f. the 1st April, 2015 upon completion of his term on 31st March, 2015 by virtue of his induction as an additional Director liable to retire by rotation.

Accordingly, Shri J.C. Laddha ceases to hold office from the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013. The Company has received a notice from a member along with the receipt of requisite amount proposing the candidature of Shri J.C. Laddha for office of the Director of the Company.

The Company has received consent in writing from Shri J.C. Laddha 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 Resolution set out in the Notice at item No.8 is intended for this purpose.

Your Directors recommend the Ordinary Resolution(s) under item no. 7 & 8 of the Notice.

Except Shri J.C. Laddha 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 Arun Churiwal, Managing Director expired on 16th March, 2015. The Board of Directors at their meeting held on 10th February, 2015 had, upon recommendation of Nomination and Remuneration Committee, reappointed Shri Arun Churiwal as Managing Director of the Company for a further period upto 31st March, 2016 in accordance with the provisions of the Companies Act, 2013 read with Schedule V thereto on the existing remuneration being paid to him.

Your Directors upon further recommendation of Nomination and Remuneration Committee decided at their meeting held on 27th March, 2015, that the salary be paid to Shri Arun Churiwal after considering the increase of annual increment of ₹ 40,000/- which had been a part of his earlier terms of remuneration.

The terms and conditions of his appointment including the annual increment of ₹ 40,000/- in the salary are as under:

- Salary : ₹ 3,70,000/- per month.
Commission : Not more than 1% of the net profits of the Company as computed in the manner laid down in the applicable provisions of the Companies Act, 2013.
Perquisites : In addition to salary and commission Shri Arun Churiwal 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 the financial year during the currency of the tenure of the Managing Director, the Company had no profits or had inadequate profits, the Company will pay remuneration to the Managing Director by way of salary, perquisites and allowances not exceeding the sum specified in Section II of Part II of the Schedule V of the Companies Act, 2013.

The reappointment of Shri Arun Churiwal as Managing Director of the Company and payment of remuneration to him including the revision in the remuneration considering the annual increment of ₹ 40,000/- in the salary 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 Ordinary Resolution under item No. 9 of the Notice.

Except Shri Arun Churiwal 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

As the members may be aware that the appointment of Shri Riju Jhunjhunwala as Joint Managing Director with effect from 1st May, 2013 was approved at the Annual General Meeting of the Company held on 19th September, 2013.

The Board of Directors of your Company at their meeting held on 10th February, 2015, upon recommendation of the Nomination and Remuneration Committee, appointed Shri Riju Jhunjhunwala as Managing Director of the Company with immediate effect for the remaining tenure of his appointment i.e. upto 30th April, 2016, on the existing terms in view of the long term succession planning at the top Management.

The appointment of Shri Riju Jhunjhunwala as Managing Director of the Company on the existing terms 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 Company has received consent in writing from Shri Riju Jhunjhunwala to act as Managing Director of the Company.

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

Except Shri Riju Jhunjhunwala himself and Shri Ravi Jhunjhunwala being relative of Shri Riju Jhunjhunwala and their relatives, to the extent of their share holding 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

Shri Prakash Maheshwari was co-opted as an Additional Director of the Company with effect from 1st April, 2015 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 Prakash Maheshwari for the office of the Director of the Company.

The Company has received consent in writing from Shri Prakash Maheshwari 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.

Your Directors recommend the Ordinary Resolution under item No. 11 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. 12

The Board of Directors at their meeting held on 27th March, 2015, had upon recommendation of Nomination and Remuneration Committee, appointed Shri Prakash Maheshwari as the Executive Director commencing from the 1st April, 2015, in accordance with the provisions of the Companies Act, 2013 read with Schedule V thereto.

The terms and conditions of his appointment are as under:

1. Salary : ₹ 3,05,000/- per month.
2. Commission : Not more than 0.40% of the net profits of the Company as computed in the manner laid down in the applicable provisions of the Companies Act, 2013.
3. Personal Pay : ₹ 4,53,350/- per month.
4. Perquisites : In addition to the salary, commission 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 the 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 Section II of Part II of the Schedule V of the Companies Act, 2013.

The appointment of Shri Prakash Maheshwari as Executive 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.

Your Directors recommend the Ordinary 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, in the proposed resolution.

ITEM NO. 13

The Company had approached Export Import Bank of India (Exim Bank), for financial assistances under Technology Up-gradation Fund Scheme (TUFS) and under Long Term Working Capital (LTWC) Programme in the form of Rupee Term Loans of ₹ 68.00 crore towards part financing its modernization project involving installation of Auto Doffing (Automatic Material Transport) system, balancing equipment and normal capex at its existing units and ₹ 40.00 crore for shoring up net working capital 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 Exim 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.

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 the office hours on any working day prior to the date of meeting.

Your Directors recommend the Special Resolution under item No.13 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.14

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, Axis Bank Ltd., 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.14 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.15

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, 2016, 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. 15 is proposed for the purpose.

Your Directors recommend the Ordinary Resolution under item No.15 of the Notice.

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

Place: Noida
Date: 4th August, 2015

Surender Gupta
Company Secretary
M. No. FCS 2615

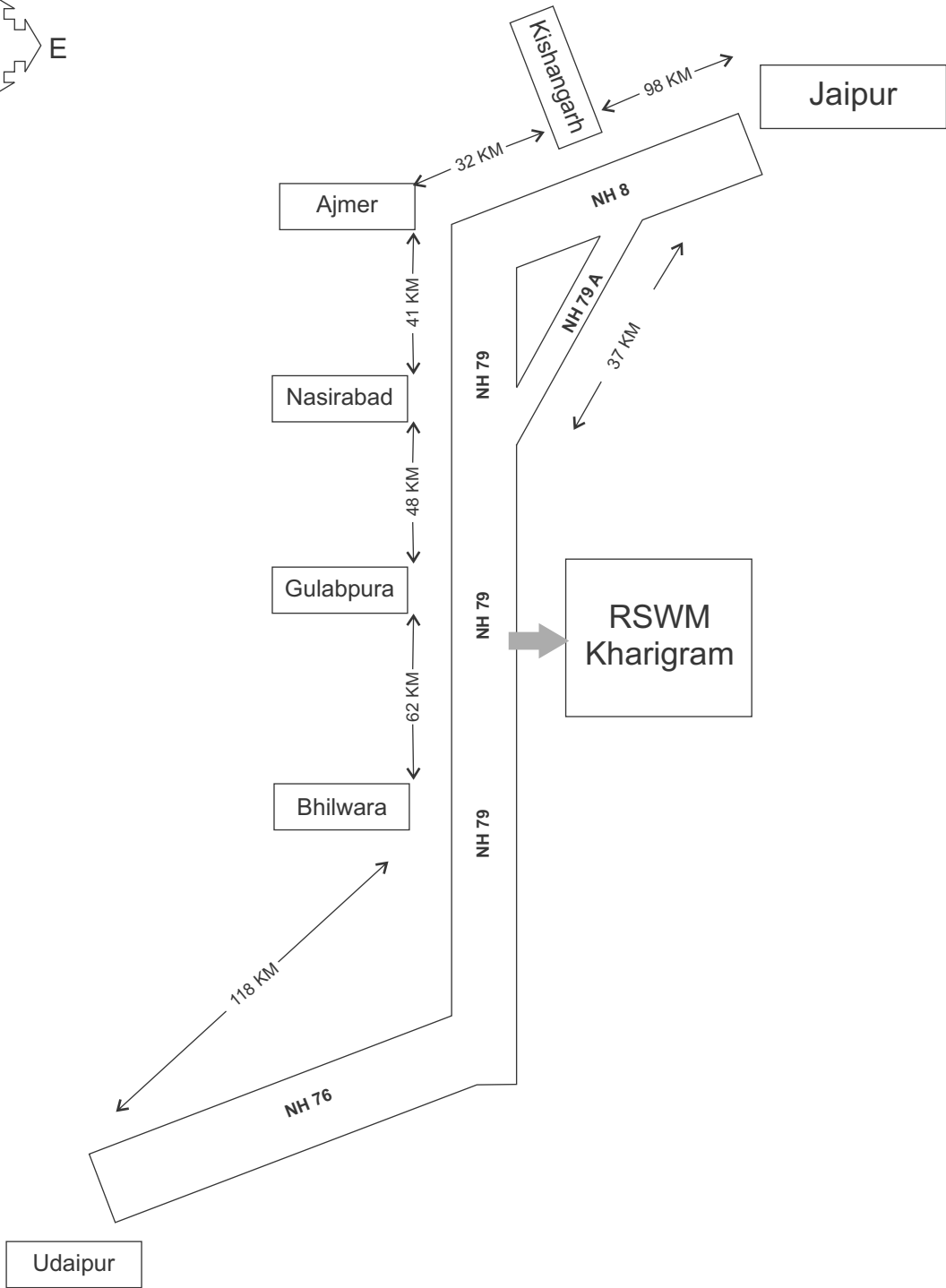
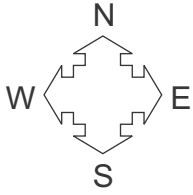
ANNEXURES TO NOTICE
DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING
(In pursuance of Clause 49 of the Listing Agreements)

Name of Director	Shri Ravi Jhunjhunwala	Shri Arun Churiwal	Shri Riju Jhunjhunwala	Shri J.C. Laddha	Shri Prakash Maheshwari	Smt. Geeta Mathur
Category	Promoter - Non Executive	Promoter - Executive	Promoter - Executive	Non Independent - Non Executive	Non Promoter - Executive	Independent - Non Executive
Interse relationship	Father of Shri Riju Jhunjhunwala	N.A	Son of Shri Ravi Jhunjhunwala	N.A.	N.A.	N.A.
Date of Birth	28th October, 1955	15th May, 1950	13th January, 1979	12th December, 1949	15th September, 1955	21st November, 1966
Date of Appointment	18th May, 1979	23rd October, 2003	1st May, 2013	1st January, 1990	1st April, 2015	11th November, 2014
Qualification	B.Com, (Hons.) MBA	B.A. (Hons)	Graduate in Business Management Studies	B.Com. FCA	B.Sc, FCA	B.Com (Hons), FCA
Expertise in specific functional areas	Industrialist with diversified business experience	Rich Experience of Textile Industry	Industrialist with diversified business experience.	Possesses rich experience in Textile Industry	Possesses rich experience in Textile Industry	Rich experience in Finance, Treasury, Investor Relations and Strategic Planning.
List of Other Public Companies in which Directorships held	1. AD Hydro Power Limited 2. Bhilwara Energy Limited 3. BSL Limited 4. HEG Limited 5. India Glycols Limited 6. JK Lakshmi Cement Limited 7. Malana Power Company Limited 8. Cheslind Textiles Limited # 9. Maral Overseas Limited	1. BSL Limited 2. La Opala R G Limited 3. LNJ Financial Services Ltd.	1. Bhilwara Energy Limited 2. Bhilwara Green Energy Limited 3. Bhilwara 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 9. Cheslind Textiles Limited #	None	1. Cheslind Textiles Limited #	1. IIFL Holdings Limited 2. Motherson Sumi Systems Ltd. 3. NIIT Limited 4. Vardhman Acrylics Limited 5. Maral Overseas Ltd. 6. India Infoline Ltd. 7. IIFL Wealth Management Ltd. 8. Tata Communications Transformation Services Ltd. 9. Beetal Teletech Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	None	Stakeholders' Relationship Committee - Member	None	None	None	None

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

a) Audit Committee	1. AD Hydro Power Limited Chairman 2. JK Lakshmi Cement Limited Member	1. La-opala R G Ltd - Member	1. Bhilwara Energy Limited - Chairman 2. Bhilwara Green Energy Limited - Member 3. Bhilwara Technical Textiles Ltd. - Member 4. Chango Yangthang Hydro Power Limited - Member 5. LNJ Power Ventures Limited - Member 6. NJC Hydro Power Limited - Member 7. Cheslind Textiles Limited - Member	None	None	1. Motherson Sumi Limited - Member 2. NIIT Limited - Chairman 3. India Infoline Limited. - Member 4. IIFL Wealth Management Limited - Member 5. Tata communication Transformation Services Limited. - Chairman 6. Beetal Teletech Ltd. - Member
b) Stakeholders' Relationship Committee	1. BSL Limited - Member 2. HEG Limited - Member	1. BSL Limited - Member	1. Bhilwara Technical Textiles Ltd. - Member 2. HEG Limited - Chairman	None	1. Cheslind Textiles Limited - Member	None
No. of Equity Shares held in the Company	809,094	1,610	175,000	Nil	Nil	Nil

Merged with the Company effective 30th April, 2015.



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 54th Annual General Meeting of the Company to be held on Friday, September 25, 2015 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.



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 54th Annual General Meeting of the Company, to be held on Friday, 25th September, 2015, 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 overleaf:



Resolution Number	Resolutions	For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Balance Sheet as at the 31st March, 2015 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 Ravi Jhunjhunwala (DIN: 00060972) who retires by rotation and being eligible, offers himself for reappointment.		
4	To appoint a Director in place of Shri Arun Churiwal (DIN: 00001718) who retires by rotation and being eligible, offers himself for reappointment.		
5	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			
6	Appointment of Smt Geeta Mathur (DIN : 02139552), as Independent Director for first term of 5 (five) consecutive years upto 10th November, 2019.		
7	Re-appointment of Shri J.C. Laddha (DIN :00118527) as Executive Director of the Company with effect from the 1st January, 2015 for a period upto 31st March, 2015.		
8	Appointment of Shri J. C. Laddha as Director (Non-Executive, Non-Independent Director), liable to retire by rotation with effect from 1st April, 2015.		
9	Re-appointment of Shri Arun Churiwal (DIN :00001718) as Managing Director of the Company with effect from the 17th March, 2015 for a period upto 31st March, 2016.		
10	Appointment of Shri Riju Jhunjhunwala (DIN : 00061060) as Managing Director w.e.f. 10th February, 2015.		
11	Appointment of Shri Prakash Maheshwari (DIN : 02388988), as Director of the Company, liable to retire by rotation with effect from 1st April, 2015.		
12	Appointment of Shri Prakash Maheshwari (DIN:02388988) as Executive Director of the Company for a period of three years with effect from 1st April, 2015.		
13	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"> Export Import Bank of India (Exim Bank) in connection with Term Loan of ₹ 68.00 crore under Technology Upgradation Fund Scheme (TUFFS). Export Import Bank of India (EXIM Bank) in connection with Term Loan of ₹ 40 crore under the Long Term Working Capital Programme. 		
14	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, Axis Bank Ltd., Union Bank of India, ICICI Bank Ltd. and HDFC Bank for granting to the Company Working Capital Facilities to the extent of ₹ 968.50 crore (Rupees Nine Hundred Sixty Eight crore and Fifty lacs only). 		
15	Approval of the remuneration payable to M/s. N. D. Birla & Co., Cost Accountants (Firm Registration No. 000028) as Cost Auditor of the Company for the financial year ending 31st March, 2016.		

Signed this _____ day of _____ 2015

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' 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 54th Annual General Meeting.