

**SCRUTINIZER'S REPORT**

(Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies  
(Management and Administration) Rules, 2014)

To,


The Chairman  
53<sup>rd</sup> Annual General Meeting of the Equity shareholders  
RSWM LIMITED  
Kharigram,  
P.O. Gulabpura – 311021  
Distt. Bhilwara (Rajasthan) India

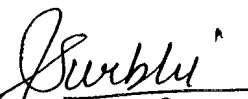
Dear Sir,

**Sub. : Scrutinizer's Report on e – voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies ( Management and Administration) Rules, 2014.**

I, D.P Gupta, practicing Company Secretary, was appointed as a Scrutinizer of RSWM Limited ("the Company") pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies ( Management and administration) Rules, 2014, for the purpose of Scrutinizing the e-voting and Poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provision of Companies Act,2013 on the below mentioned resolution(s). We submit our report as under:

1. The e-voting period remained open from 8<sup>th</sup> September, 2014 (9:00 a.m.) to 10<sup>th</sup> September, 2014 (6:00 p.m.).
2. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 1<sup>st</sup> August 2014 were entitled to vote on the proposed resolutions item no.1 to 11 as set out in the Notice of Annual General Meeting of RSWM Limited.
3. The votes were unblocked on 10<sup>th</sup> September, 2014 after 6.00 p.m. in the presence of two witnesses, Ms. Sakshi Mathur (Pocket – L, 234 B, Dilshad Garden, Delhi - 110095) and Ms. Surbhi Bansal (House no. 46, BLOCK B-3 Paschim Vihar New Delhi - 110063) who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures   
Name SAKSHI MATHUR

Signatures   
Name SURBHI BANSAL

4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited.



5. The results of the e-voting is as under:

A) **Resolution 1:- To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Statement of Profit and Loss for the period ended on that date and the Report of Directors and Auditors thereon.**

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	55	12291546	99.9995
Total	55	12291546	99.9995

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	2	65	0.0005
Total	2	65	0.0005

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

B) **Resolution 2:- To declare the Dividend on Equity Shares.**

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	58	13864429	100
Total	58	13864429	100

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0



**C) Resolution 3:- To appoint a Director in place of Shri Shekhar Agarwal (DIN No. 00066113) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.**

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	55	13863464	99.9995
Total	55	13863464	99.9995

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	2	65	0.0005
Total	2	65	0.0005

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**D) Resolution 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.**

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	54	12290646	88.65
Total	54	12290646	88.65

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	3	1572883	11.35
Total	3	1572883	11.35



(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**E) Resolution 5:- Appointment of Dr. Kamal Gupta (DIN No. 00038490) as independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.**

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	54	12290646	88.65
Total	54	12290646	88.65

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	3	1572883	11.35
Total	3	1572883	11.35

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**F) Resolution 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.**

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	54	13863314	99.9995
Total	54	13863314	99.9995



(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	2	65	0.0005
Total	2	65	0.0005

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**G) Resolution 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.**

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	55	13863464	99.9995
Total	55	13863464	99.9995

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	2	65	0.0005
Total	2	65	0.0005

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**H) Resolution 8:- Appointment of Shri Sushil Jhunjunwala (DIN :00082461) as independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.**

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	52	12288746	88.65



Total	52	12288746	88.65
-------	----	----------	-------

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	4	1573483	11.35
Total	4	1573483	11.35

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**I) Resolution 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.**

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	54	13862164	99.9995
Total	54	13862164	99.9995

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	2	65	0.0005
Total	2	65	0.0005

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0



- j) **Resolution 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:**

- 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.

- (i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	54	13863264	99.9981
Total	54	13863264	99.9981

- (ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	3	265	0.0019
Total	3	265	0.0019

- (ii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

- K) Resolution 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)**

- (i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	55	13863464	99.9995
Total	55	13863464	99.9995

- (ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	2	65	0.0005
Total	2	65	0.0005



(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

6. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For SGS Associates



D P Gupta

Proprietor

Place: New Delhi

Dated: 11<sup>th</sup> September 2014