

**Compliance Pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – 55th Annual General Meeting of Equity Shareholders of RSWM Limited**

<b>Date of the AGM/EGM</b>	27th September, 2016
<b>Total number of shareholders on record date</b>	14176
<b>Cut-off date for e-voting.</b>	20th September, 2016
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	21
Public:	39
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group:	Nil
Public:	Nil

**Agenda-wise**

<b>Item No.1</b>	<b>Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) and the Report of Directors and Auditors thereon.</b>							
<b>Resolution require: ( Ordinary/Special)</b>						<b>Ordinary</b>		
<b>Whether promoter/promoters group are interested in the agenda/resolution?</b>						<b>No</b>		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11906654	11905044	99.99	11905044	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>11906654</b>	<b>11905044</b>	<b>99.99</b>	<b>11905044</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutional Holders	E-Voting	3493245	2748777	78.69	2748777	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3493245</b>	<b>2748777</b>	<b>78.69</b>	<b>2748777</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	7748790	579357	7.48	579357	0	100.00	0.00
	Poll		5778	0.07	5778	0	100.00	0.00
	<b>Total</b>	<b>7748790</b>	<b>585135</b>	<b>7.55</b>	<b>585135</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Grand Total</b>		<b>23148689</b>	<b>15238956</b>	<b>65.83</b>	<b>15238956</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

<b>Item No.2</b>	<b>Declaration of Dividend on 12% Optionally Convertible Redeemable Preference Shares for the financial year ended 31st March, 2016.</b>							
<b>Resolution require: ( Ordinary/Special)</b>						<b>Ordinary</b>		
<b>Whether promoter/promoters group are interested in the agenda/resolution?</b>						<b>No</b>		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11906654	11905044	99.99	11905044	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>11906654</b>	<b>11905044</b>	<b>99.99</b>	<b>11905044</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutional Holders	E-Voting	3493245	2814907	80.58	2814907	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3493245</b>	<b>2814907</b>	<b>80.58</b>	<b>2814907</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	7748790	579357	7.48	579357	0	100.00	0.00
	Poll		5778	0.07	5778	0	100.00	0.00
	<b>Total</b>	<b>7748790</b>	<b>585135</b>	<b>7.55</b>	<b>585135</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Grand Total</b>		<b>23148689</b>	<b>15305086</b>	<b>66.12</b>	<b>15305086</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



Item No.3		Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2016.						
Resolution require: ( Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11906654	11905044	99.99	11905044	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11906654</b>	<b>11905044</b>	<b>99.99</b>	<b>11905044</b>	<b>0</b>	<b>100.00</b>
Public - Institutionals Holders	E-Voting	3493245	2814907	80.58	2814907	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3493245</b>	<b>2814907</b>	<b>80.58</b>	<b>2814907</b>	<b>0</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	7748790	579357	7.48	579357	0	100.00	0.00
	Poll		5778	0.07	5778	0	100.00	0.00
	<b>Total</b>		<b>7748790</b>	<b>585135</b>	<b>7.55</b>	<b>585135</b>	<b>0</b>	<b>100.00</b>
<b>Grand Total</b>		<b>23148689</b>	<b>15305086</b>	<b>66.12</b>	<b>15305086</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Item No.4		Re-appointment of Shri J.C. Laddha (DIN: 00118527) who retires by rotation and, being eligible, offers himself for reappointment.						
Resolution require: ( Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11906654	11905044	99.99	11905044	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11906654</b>	<b>11905044</b>	<b>99.99</b>	<b>11905044</b>	<b>0</b>	<b>100.00</b>
Public - Institutionals Holders	E-Voting	3493245	2814907	80.58	2801413	13494	99.52	0.48
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3493245</b>	<b>2814907</b>	<b>80.58</b>	<b>2801413</b>	<b>13494</b>	<b>99.52</b>
Public- Non Institutions	E-Voting	7748790	578763	7.47	578650	113	99.98	0.02
	Poll		5778	0.07	5778	0	100.00	0.00
	<b>Total</b>		<b>7748790</b>	<b>584541</b>	<b>7.54</b>	<b>584428</b>	<b>113</b>	<b>99.98</b>
<b>Grand Total</b>		<b>23148689</b>	<b>15304492</b>	<b>66.11</b>	<b>15290885</b>	<b>13607</b>	<b>99.91</b>	<b>0.09</b>

Item No.5		Re-appointment of Shri Riju Jhunjunwala (DIN: 00061060) who retires by rotation and being eligible, offers himself for reappointment.						
Resolution require: ( Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11906654	10098586	84.81	10098586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11906654</b>	<b>10098586</b>	<b>84.81</b>	<b>10098586</b>	<b>0</b>	<b>100.00</b>
Public - Institutionals Holders	E-Voting	3493245	2814907	80.58	2675868	139039	95.06	4.94
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3493245</b>	<b>2814907</b>	<b>80.58</b>	<b>2675868</b>	<b>139039</b>	<b>95.06</b>
Public- Non Institutions	E-Voting	7748790	572293	7.39	572180	113	99.98	0.02
	Poll		5778	0.07	5778	0	100.00	0.00
	<b>Total</b>		<b>7748790</b>	<b>578071</b>	<b>7.46</b>	<b>577958</b>	<b>113</b>	<b>99.98</b>
<b>Grand Total</b>		<b>23148689</b>	<b>13491564</b>	<b>58.28</b>	<b>13352412</b>	<b>139152</b>	<b>98.97</b>	<b>1.03</b>



Item No.6		Re-appointment of M/s S. Bhargava Associates, Chartered Accountants (Firm Registration No. 003191C) as the Joint Statutory Auditor of the Company and to fix their remuneration.						
Resolution require: ( Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11906654	11905044	99.99	11905044	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11905044</b>	<b>99.99</b>	<b>11905044</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutionals Holders	E-Voting	3493245	1241413	35.54	884340	357073	71.24	28.76
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1241413</b>	<b>35.54</b>	<b>884340</b>	<b>357073</b>	<b>71.24</b>	<b>28.76</b>
Public- Non Institutions	E-Voting	7748790	578827	7.47	578782	45	99.99	0.01
	Poll		5778	0.07	5778	0	100.00	0.00
	<b>Total</b>		<b>584605</b>	<b>7.54</b>	<b>584560</b>	<b>45</b>	<b>99.99</b>	<b>0.01</b>
<b>Grand Total</b>		<b>23148689</b>	<b>13731062</b>	<b>59.32</b>	<b>13373944</b>	<b>357118</b>	<b>97.40</b>	<b>2.60</b>

Item No.7		Ratification of appointment of M/s S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No. 000756N) as the Joint Statutory Auditor of the Company and to fix their remuneration.						
Resolution require: ( Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11906654	11905044	99.99	11905044	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11905044</b>	<b>99.99</b>	<b>11905044</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutionals Holders	E-Voting	3493245	2801413	80.20	2801413	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2801413</b>	<b>80.20</b>	<b>2801413</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	7748790	578827	7.47	578782	45	99.99	0.01
	Poll		5778	0.07	5778	0	100.00	0.00
	<b>Total</b>		<b>584605</b>	<b>7.54</b>	<b>584560</b>	<b>45</b>	<b>99.99</b>	<b>0.01</b>
<b>Grand Total</b>		<b>23148689</b>	<b>15291062</b>	<b>66.06</b>	<b>15291017</b>	<b>45</b>	<b>100.00</b>	<b>0.00</b>

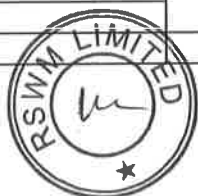
Item No.8		Appointment of Shri Deepak Jain (DIN:00004972), as an Independent Director for first term of 5 (five) consecutive years up to 10th May, 2021.						
Resolution require: ( Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11906654	11905044	99.99	11905044	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11905044</b>	<b>99.99</b>	<b>11905044</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutionals Holders	E-Voting	3493245	2814907	80.58	2814907	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2814907</b>	<b>80.58</b>	<b>2814907</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	7748790	578763	7.47	578468	295	99.95	0.05
	Poll		5778	0.07	5778	0	100.00	0.00
	<b>Total</b>		<b>584541</b>	<b>7.54</b>	<b>584246</b>	<b>295</b>	<b>99.95</b>	<b>0.05</b>
<b>Grand Total</b>		<b>23148689</b>	<b>15304492</b>	<b>66.11</b>	<b>15304197</b>	<b>295</b>	<b>100.00</b>	<b>0.00</b>



Item No.9	Re-appointment of Shri Riju Jhunjunwala, (DIN: 00061060) as Managing Director of the Company for a period of five years w.e.f. 1st May, 2016.							
Resolution require: ( Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11906654	10098586	84.81	10098586	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>10098586</b>	<b>84.81</b>	<b>10098586</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutionals Holders	E-Voting	3493245	1254907	35.92	1254907	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1254907</b>	<b>35.92</b>	<b>1254907</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	7748790	572293	7.39	572148	145	99.97	0.03
	Poll		5778	0.07	5778	0	100.00	0.00
	<b>Total</b>		<b>578071</b>	<b>7.46</b>	<b>577926</b>	<b>145</b>	<b>99.97</b>	<b>0.03</b>
<b>Grand Total</b>		<b>23148689</b>	<b>11931564</b>	<b>51.54</b>	<b>11931419</b>	<b>145</b>	<b>100.00</b>	<b>0.00</b>

Item No.10	Increase in remuneration of Shri Prakash Maheshwari (DIN:02388988) Executive Director of the Company.							
Resolution require: ( Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11906654	11905044	99.99	11905044	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11905044</b>	<b>99.99</b>	<b>11905044</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutionals Holders	E-Voting	3493245	2814907	80.58	2814907	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2814907</b>	<b>80.58</b>	<b>2814907</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	7748790	579033	7.47	578888	145	99.97	0.03
	Poll		5778	0.07	5778	0	100.00	0.00
	<b>Total</b>		<b>584811</b>	<b>7.55</b>	<b>584666</b>	<b>145</b>	<b>99.98</b>	<b>0.02</b>
<b>Grand Total</b>		<b>23148689</b>	<b>15304762</b>	<b>66.12</b>	<b>15304617</b>	<b>145</b>	<b>100.00</b>	<b>0.00</b>

Item No.11	Creation of mortgage(s) and charges under Section 180(1)(a) in addition to the existing mortgages, charges and hypothecations created on the assets of the Company in favour of: • Oriental Bank of Commerce (Oriental Bank) in connection with Term Loan of ₹ 39.00 crore. • Oriental Bank of Commerce (Oriental Bank) in connection with Term Loan of ₹ 31.20 crore.							
Resolution require: ( Ordinary/Special)						Special		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11906654	11905044	99.99	11905044	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11905044</b>	<b>99.99</b>	<b>11905044</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutionals Holders	E-Voting	3493245	2791369	79.91	2791369	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2791369</b>	<b>79.91</b>	<b>2791369</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



Public- Non Institutions	E-Voting	7748790	602635	7.78	602590	45	99.99	0.01
	Poll		5778	0.07	5778	0	100.00	0.00
	<b>Total</b>	<b>7748790</b>	<b>608413</b>	<b>7.85</b>	<b>608368</b>	<b>45</b>	<b>99.99</b>	<b>0.01</b>
<b>Grand Total</b>		<b>23148689</b>	<b>15304826</b>	<b>66.12</b>	<b>15304781</b>	<b>45</b>	<b>100.00</b>	<b>0.00</b>

Item No.12	Creation of Second Charge subject to the First Charge of the Term Lenders under Section 180 (1)(a) on all the immovable and movable properties of the Company to or in favour of :							
	• The consortium Banks viz. State Bank of Bikaner & Jaipur, Punjab National Bank, State Bank of India, Bank of Baroda, Export-Import Bank of India, State Bank of Mysore, Union Bank of India, ICICI Bank Ltd. and HDFC Bank Limited for granting to the Company Working Capital Facilities to the extent of ₹ 968.50 crore (Rupees Nine Hundred Sixty Eight crore and Fifty lacs only).							

Resolution require: ( Ordinary/Special)						Special		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11906654	11905044	99.99	11905044	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>11906654</b>	<b>11905044</b>	<b>99.99</b>	<b>11905044</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutional Holders	E-Voting	3493245	2791369	79.91	2791369	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3493245</b>	<b>2791369</b>	<b>79.91</b>	<b>2791369</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	7748790	602635	7.78	602590	45	99.99	0.01
	Poll		5778	0.07	5778	0	100.00	0.00
	<b>Total</b>	<b>7748790</b>	<b>608413</b>	<b>7.85</b>	<b>608368</b>	<b>45</b>	<b>99.99</b>	<b>0.01</b>
<b>Grand Total</b>		<b>23148689</b>	<b>15304826</b>	<b>66.12</b>	<b>15304781</b>	<b>45</b>	<b>100.00</b>	<b>0.00</b>

Item No.13	Approval of the remuneration payable to M/s. N. D. Birla & Co., Cost Accountants (Firm Registration No. 000028) as Cost Auditor of the Company for the financial year ending 31st March, 2017.							
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Resolution require: (- Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11906654	11905044	99.99	11905044	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>11906654</b>	<b>11905044</b>	<b>99.99</b>	<b>11905044</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutional Holders	E-Voting	3493245	2814907	80.58	2814907	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3493245</b>	<b>2814907</b>	<b>80.58</b>	<b>2814907</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	7748790	579097	7.47	579052	45	99.99	0.01
	Poll		5778	0.07	5778	0	100.00	0.00
	<b>Total</b>	<b>7748790</b>	<b>584875</b>	<b>7.55</b>	<b>584830</b>	<b>45</b>	<b>99.99</b>	<b>0.01</b>
<b>Grand Total</b>		<b>23148689</b>	<b>15304826</b>	<b>66.12</b>	<b>15304781</b>	<b>45</b>	<b>100.00</b>	<b>0.00</b>



**Mahesh Gupta & Company**  
**Company Secretaries**  
Wadhwa Complex Chamber No. 110, G.F. D-288-289/10, Laxmi Nagar,  
Delhi 110 092

## CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules

To,  
The Chairman  
55<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
RSWM LIMITED  
Held on 27<sup>th</sup> September, 2016 at Kharigram,  
P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan

Dear Sir,

**Sub. : Scrutinizer's Report on Consolidated voting (Remote E voting and Poll at the AGM) conducted for 55<sup>th</sup> Annual General Meeting of Members of the RSWM Limited, held on Tuesday, the 27<sup>th</sup> day of September, 2016 at 11.30 A.M. at the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311 021, Bhilwara, Rajasthan**

I, Mahesh Kumar Gupta, Company Secretary, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar Delhi – 110 092, have been 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 as amended Companies (Management and Administration) Rules 2015, for the purpose of Scrutinizing the remote e-voting process. Mr. Mahesh Gupta and Smt. Poonam Rastogi (Folio No. 44002) (4/12, Sector -2, Rajender Nagar, Sahibabad – 201 005) were appointed as scrutinizers pursuant to Section 109 of the Companies Act, 2013, read with rule 21 of the Companies (Management and administration) Rules 2014 as amended Companies (Management and Administration) Rules 2015, for the purpose of scrutinizing the poll process in a fair and transparent manner and ascertaining the requisite majority on poll carried out as per the provision of Companies Act, 2013 on the below mentioned resolution(s). We submit our report as under:

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and polling paper received on the resolutions contained in the Notice of 55<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company. My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by the National Securities Depository Services (India) Limited, the Authorized Agency appointed by the Company for providing remote e-voting facilities and polling paper received by the Company.

I have completed the scrutiny of online voting (remote e-voting) and polling papers received and submit my report as under:-

1. The remote e-voting remained open from 24<sup>th</sup> September, 2016 (9:00 a.m.) to 26<sup>th</sup> September, 2016 (5:00 p.m.).
2. In accordance with the Notice of the 55<sup>th</sup> AGM dated 9<sup>th</sup> August, 2016 sent to the shareholders and the "Advertisement " published pursuant to the Rule [20(3)(v)] of the Companies (Management and Administration) Rules, 2014 & amendment thereof on 1<sup>st</sup> September, 2016 in "Business Standard" in English and on 1<sup>st</sup> September, 2016 in "Dainik Navjyoti" in Hindi.



3. The shareholders holding shares as on the "cut off" date i.e. 20th September, 2016 were entitled to vote on the proposed resolutions (Item no.1 to 13 as set out in the Notice of 55<sup>th</sup> AGM of RSWM Limited).
4. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote e-voting were downloaded from the e-voting website of NSDL (<http://www.evoting.nsdl.com>) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 55<sup>th</sup> AGM.
5. The votes were unblocked on 27<sup>th</sup> September, 2016 after the conclusion of the AGM in the presence of two witnesses, Mrs. Mamta Santoshi (28, Sancheti Colony, Bijainagar, Distt Ajmer, Rajasthan – 305 624) and Mrs. Rashmi Srivastav (C-1, Staff Colony, Bhilwara, Rajasthan - 311021). They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures Mamta

Name Mrs. Mamta Santoshi

Signatures Rashmi Srivastav

Name Mrs. Rashmi Srivastav

**The consolidated result of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no 1 to 13 are passed with the requisite majority, are as under:**

**(1) Resolution No. 1 – Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) and the Report of Directors and Auditors thereon.**

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	89	15233178	99.9621%
Poll at the AGM	39	5778	0.0379%
Total	128	15238956	100%

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	0	0	0
Poll at the AGM	0	0	0
Total	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1*	125545

- Since the member has casted his vote by e voting

**(2) Resolution No. 2 – Declaration of Dividend on 12% Optionally Convertible Redeemable Preference Shares for the financial year ended 31<sup>st</sup> March, 2016.**

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
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E-Voting	91	15299308	99.9622%
Poll at the AGM	39	5778	0.0378%
Total	130	15305086	100%

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	0	0	0
Poll at the AGM	0	0	0
Total	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1*	125545

- Since the member has already casted his vote by e voting

**(3) Resolution No. 3 – Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2016.**

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	91	15299308	99.9622%
Poll at the AGM	39	5778	0.0378%
Total	130	15305086	100%

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	0	0	0
Poll at the AGM	0	0	0
Total	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1*	125545

- Since the member has already casted his vote by e voting

**(4) Resolution No. 4 – Re-appointment of Shri J.C. Laddha (DIN: 00118527) who retires by rotation and, being eligible, offers himself for reappointment.**

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	86	15285107	99.8733%
Poll at the AGM	39	5778	0.0378%
Total	125	15290885	99.9111%

SHRI J.C. LADHA  
CP-1993

SHRI J.C. LADHA  
CP-1993  
C.S. 00118527



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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	3	13607	0.0889%
Poll at the AGM	0	0	0
Total	3	13607	0.0889%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1*	125545

Since the member has already casted his vote by e voting

**(5) Resolution No. 5** – Re-appointment of Shri Riju Jhunjhunwala (DIN: 00061060) who retires by rotation and being eligible, offers himself for reappointment.

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	74	13346634	98.9258%
Poll at the AGM	39	5778	0.0428%
Total	113	13352412	98.9686%

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	4	139152	1.0314%
Poll at the AGM	0	0	0
Total	4	139152	1.0314%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1*	125545

- Since the member has already casted his vote by e voting

**(6) Resolution No. 6** – Re-appointment of M/s S. Bhargava Associates, Chartered Accountants (Firm Registration No. 003191C) as the Joint Statutory Auditor of the Company and to fix their remuneration.

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	85	13368166	97.3571%
Poll at the AGM	39	5778	0.0421%
Total	124	13373944	97.3992%

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



	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	3	357118	2.6008
Poll at the AGM	0	0	0
Total	3	357118	2.6008

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1*	125545

\* Since the member has already casted his vote by e voting

(7) **Resolution No. 7** – Ratification of appointment of M/s S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No. 000756N) as the Joint Statutory Auditor of the Company and to fix their remuneration.

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	87	15285239	99.9619%
Poll at the AGM	39	5778	0.0378%
Total	126	15291017	99.9997%

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	2	45	0.0003
Poll at the AGM	0	0	0
Total	2	45	0.0003

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1*	125545

• Since the member has already casted his vote by e voting

(8) **Resolution No. 8** – Appointment of Shri Deepak Jain (DIN:00004972), as an Independent Director for first term of 5 (five) consecutive years up to 10th May, 2021.

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	85	15298419	99.9603%
Poll at the AGM	39	5778	0.0378%
Total	124	15304197	99.9981%

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
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E-voting	4	295	0.0019%
Poll at the AGM	0	0	0
Total	4	295	0.0019%

(iii) **Invalid Votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total numbers of votes cast by them</b>
1*	125545

\* Since the member has already casted his vote by e voting

**(9) Resolution No. 9** – Re-appointment of Shri Riju Jhunjunwala, (DIN: 00061060) as Managing Director of the Company for a period of five years w.e.f. 1st May, 2016.

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	74	11925641	99.9504%
Poll at the AGM	39	5778	0.0484%
Total	113	11931419	99.9988%

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	3	145	0.0012%
Poll at the AGM	0	0	0
Total	3	145	0.0012%

(iii) **Invalid Votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total numbers of votes cast by them</b>
1*	125545

• Since the member has already casted his vote by e voting

**(10) Resolution No. 10** – Increase in remuneration of Shri Prakash Maheshwari (DIN:02388988) Executive Director of the Company.

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	86	15298839	99.9613%
Poll at the AGM	39	5778	0.0378%
Total	125	15304617	99.9991%

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	3	145	0.0009%
Poll at the AGM	0	0	0
Total	3	145	0.0009%



(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1*	125545

\* Since the member has already casted his vote by e voting

**(11) Resolution No. 11** – Creation of mortgage(s) and charges under Section 180(1)(a) in addition to the existing mortgages, charges and hypothecations created on the assets of the Company in favour of:

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

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	88	15299003	99.9620%
Poll at the AGM	39	5778	0.0378%
Total	127	15304781	99.9997%

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	2	45	0.0003%
Poll at the AGM	0	0	0
Total	2	45	0.0003%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1*	125545

- Since the member has already casted his vote by e voting

**(12) Resolution No. 12** – Creation of Second Charge subject to the First Charge of the Term Lenders under Section 180 (1)(a) on all the immovable and movable properties of the Company to or in favour of:

- The consortium Banks viz. State Bank of Bikaner & Jaipur, Punjab National Bank, State Bank of India, Bank of Baroda, Export-Import Bank of India, State Bank of Mysore, Union Bank of India, ICICI Bank Ltd. and HDFC Bank Limited for granting to the Company Working Capital Facilities to the extent of `Rs. 968.50 crore (Rupees Nine Hundred Sixty Eight crore and Fifty lacs only).

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	88	15299003	99.9620%
Poll at the AGM	39	5778	0.0378%
Total	127	15304781	99.9997%

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



	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	2	45	0.0003%
Poll at the AGM	0	0	0
Total	2	45	0.0003%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1*	125545

\* Since the member has already casted his vote by e voting

(13) **Resolution No. 13** – Approval of the remuneration payable to M/s. N. D. Birla & Co., Cost Accountants (Firm Registration No. 000028) as Cost Auditor of the Company for the financial year ending 31st March, 2017.

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	88	15299003	99.9620%
Poll at the AGM	39	5778	0.0378%
Total	127	15304781	99.9997%

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

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	2	45	0.0003%
Poll at the AGM	0	0	0
Total	2	45	0.0003%

(iii) **Invalid Votes:**

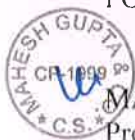
Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1*	125545

• Since the member has already casted his vote by e voting

6. The Register of polling papers, all other papers and relevant records related to remote e-voting and voting by polling papers at 55th AGM shall remain in my safe custody until the chairman consider, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,  
FOR MAHESH GUPTA & COMPANY



MAHESH KUMAR GUPTA  
Proprietor  
FCS:2870.CP:1999

POONAM RASTOGI  
Folio No.44002  
Scrutinizer for Poll

COUNTER SIGNED BY

PRAKASH MAHESHWARI  
Chairman of the meeting  
DIN:02388988

Place : Kharigram  
Dated : 27/09/2016