

**RSWM LIMITED****CIN:L17115RJ1960PLC008216**

Registered Office: Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan

Phone:+91-1483-223144 to 223150, 223478, Fax:+91-1483-223361, 223479

Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201 301 (U.P)

Phone:+91-120-4390300 (EPABX), Fax:+91-120-4277841

E-mail:rswm.investor@lnjbhilwara.com

Website:http://www.rswm.in

**NOTICE**

Notice is hereby given that the Fifty-Seventh Annual General Meeting of the members of the Company will be held on Thursday, the 13th day of September, 2018 at 11:30 A.M. at the Registered Office of the Company at Kharigram, P.O. Gulabpura -311 021, District Bhilwara, Rajasthan to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended the 31st March, 2018 and the Report of Directors and Auditors thereon.
2. To declare the Dividend on Equity Shares for the financial year ended 31st March, 2018.
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.

**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time, Smt. Archana Capoor (DIN :01204170), who was appointed as an Additional Director (Independent) of the Company by the Board of

Directors w.e.f. 13th February, 2018 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 five consecutive years up to 12th February, 2023.

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

“RESOLVED THAT pursuant to the provisions of 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 of the Companies Act, 2013, as amended from time to time, Shri Priya Shankar Dasgupta (DIN : 00012552), who was appointed as an Independent Director of the Company for first term of 4 consecutive years at the 53rd Annual General Meeting of the Company held on 16th September, 2014 and who is eligible for re-appointment for another term and in respect of whom the Company has received notice in writing from a member of the Company under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 16th September, 2018 up to 15th September, 2023”.

7. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL 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 of the Act and subject to such approval(s) as may be necessary, approval of the members be and is hereby accorded for payment of remuneration for the Financial Year 2017-18 to Shri Prakash Maheshwari (DIN:02388988) who acted as an Executive Director of the Company upto 31st March, 2018 as set out in the Explanatory Statement annexed hereto.

b) The Board of Directors of the Company be and is hereby also authorized to :

- i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board and acceptable to Shri Prakash Maheshwari, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”
- ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution”.

8. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL 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 of the Act and subject to such approval as may be necessary, approval of the members be and is hereby accorded for payment of remuneration to Shri Riju Jhunjhunwala (DIN:00061060), Managing Director of the Company for the Financial Year 2017-18 and for his remaining tenure upto 30th April, 2021 as set out in the Explanatory Statement annexed hereto.

b) The Board of Directors of the Company be and is hereby also authorized 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 Riju Jhunjhunwala, 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”.

9. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Shri Brij Mohan Sharma (DIN:0008195895), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 7th August, 2018 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 under Section 160 of the Companies Act, 2013 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.”

10. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL 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 appointment of Shri Brij Mohan Sharma (DIN:0008195895) as Joint Managing Director of the Company for a period of two years w.e.f. 7th August, 2018 on the remuneration 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 Brij Mohan Sharma, 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.”

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

“RESOLVED THAT pursuant to the provisions of Section 149 , 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2017, consent of the members be and is hereby accorded for continuation of the term of Shri Dharmendar Nath Davar, who was appointed as an Independent Director of the Company for a term of 5 years at the 53rd Annual General Meeting of the Company held on 16th September, 2014 and who has already completed the age of 75 (seventy five) years, till its completion on 15th September, 2019.

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

“RESOLVED THAT pursuant to the provisions of Section 149 , 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2017 ,consent of the members be and is hereby accorded for continuation of the term of Shri Amar Nath Choudhary, who was appointed as an Independent Director of the Company for a term of 5 years at the 53rd Annual General Meeting of the Company held on 16th September, 2014 and who would be completing the age of 75 (seventy five) years on 6th March, 2019, till its completion on 15th September, 2019.

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any modification(s) or re-enactment thereof), M/s N. D. Birla & Co. Cost Accountants (Firm Registration No.000028) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019, be paid the remuneration of ₹6,00,000(Rupees six lac only) plus applicable taxes and out of pocket expenses that may be incurred by them during the course of audit.

**For RSWM LIMITED**  
**Surender Gupta**

Company Secretary  
M. No. FCS - 2615

Place: Noida

Date: 8<sup>th</sup> August, 2018

## 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 carrying voting rights. 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 Friday, the 7th September, 2018 to Thursday, the 13th September, 2018 (both days inclusive).
5. The equity dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, by the members in the AGM.
6. 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.
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 are requested to note that in accordance with Sections 124 and 125 of Companies Act, 2013 and rules made thereunder dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Companies unpaid dividend account are required to be transferred to the IEPF. Accordingly, the dividend remaining unclaimed or unpaid upto the financial year ended 31st March, 2010 have been transferred to IEPF. The detail of unclaimed dividend is available on the website of the Company i.e [www.rswm.in](http://www.rswm.in). Members may further note that the interim dividend remaining unpaid by the Company for Financial Year 2010-11 had also been transferred to IEPF on 9th April, 2018. Further the final dividend paid in respect of Financial Year 2010-11 declared by the Company on 23rd September, 2011 is due to be transferred to the IEPF on 28th October, 2018. The same can however be claimed by the members by 28th October, 2018. The details of unclaimed dividend to be transferred to IEPF on 28th October, 2018 is available on the website of the Company i.e [www.rswm.in](http://www.rswm.in).  
  
Members may further note that in accordance with Section 124 and 125 of the Companies Act, 2013 and rules made thereunder all shares on which dividend remain unclaimed for seven consecutive years will be transferred to IEPF as per Section 124 of the Act and the applicable rules. The details of the shares on which dividend remain unclaimed for seven consecutive years and which were transferred to IEPF and the details of shares which will be transferred to IEPF are available on the website of the Company i.e [www.rswm.in](http://www.rswm.in). The individual notices had also been sent to the concerned shareholders.
13. Members holding shares in physical form are requested to furnish their email ID through e-mail at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [rswm.investor@lnjbhilwara.com](mailto:rswm.investor@lnjbhilwara.com) and/or send letter to MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi – 110 020 quoting their Folio No. and e-mail ID to enable them 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 2018 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 Notice and Annual Report of the Company will also be available on the website of the Company, [www.rswm.in](http://www.rswm.in).
15. Members holding shares in physical form are requested to dematerialize their holdings in their own interest.  
  
Attention of the members holding shares in physical form is also drawn towards the recent amendment by SEBI which stipulates that except in the case of transmission and transposition of shares, requests for effecting transfer of shares shall not be processed after 5th December, 2018 unless the securities are held in dematerialized form.
16. In case of transfer of Physical Shares before 5th December, 2018, the transferor(s) and transferee(s) are requested to furnish a copy of the PAN card to the RTA for registration of transfer of shares in physical form.
17. Details under Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard-2 in respect of the Directors seeking re-appointment at the 57th Annual General Meeting are annexed hereto as Annexure-I to this Notice which form part of the explanatory statement.
18. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 57th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on Monday,

September 10, 2018 (9:00 A.M.) and ends on Wednesday, September 12, 2018 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6th September, 2018, may cast their vote by remote e-voting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. At the end of the remote e-voting period, the facility shall forthwith be blocked.

- V. The details of the process and manner for remote e-voting are explained as under:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Step 1 : Details are mentioned below:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e- Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details will be as per details given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

6. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com/).

- b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  9. Now, you will have to click on "Login" button.
  10. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

- (i) 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](mailto:mkg1999@gmail.com), with a copy marked to [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in).

- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password? Option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com) to reset the password.
  - (iii) 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](http://www.evoting.nSDL.com) or call on toll free No.: 1800-222-990 or send a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in).
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 6, 2018. Members are eligible to cast vote only if they are holding shares as on the cut-off date and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
  - VII. Members, who acquire shares of the Company after dispatch of the notice and hold shares as on the cut-off date i.e. September 6, 2018 may obtain the login ID and password by sending a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).
  - VIII. 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. 6th September, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
  - IX. Shri Mahesh Kumar Gupta, Practicing Company Secretary (Membership No. FCS 2870), has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
  - X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast

at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XII. The results shall be declared not later than forty-eight hours from conclusion of the meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at [www.rswm.in](http://www.rswm.in) and the website of NSDL: <http://www.evoting.nsd.com> immediately after the results is declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.
- XIII. Route map and details of prominent landmark of the venue of meeting is annexed with this notice.
- XIV. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. 13th September, 2018.

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

**Surender Gupta**  
Company Secretary  
M. No. FCS - 2615

Place: Noida  
Date: 8<sup>th</sup> August, 2018

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

### ITEM NO. 5

Smt. Archana Capoor (DIN: 01204170) was co-opted as an Additional Director (Independent) of the Company with effect from 13th February, 2018 and she ceases to hold office from the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

Smt. Archana Capoor holds degree in B.Sc (Chemistry) and MBA (Finance & Market Research). Smt. Archana Capoor possesses experience of more than 34 years across various sectors. She had served as Chairman and Managing Director with Tourism Finance Corporation of India Ltd. during 2007-12. She is presently holding the position of Independent Woman Director in various companies. The Board of Directors upon commendation of Nomination and Remuneration Committee and considering her vast exposure and experience felt it in the best interest of the Company to co-opt her on the Board subject to shareholders' approval.

The Company has received consent in writing from Smt. Archana Capoor 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, 2013. The Company has received a notice in writing from a member proposing the candidature of Smt. Archana Capoor for the office of the Director of the Company.

The Company has also received a declaration from Smt. Archana Capoor that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Smt. Archana Capoor fulfills the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. Archana Capoor as an 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 12th February, 2023. The relevant details pertaining to Smt. Archana Capoor are provided in Annexure-I in accordance with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2").

Your Directors recommend the Ordinary Resolution under item No. 5 of the Notice for approval by the members.

Except Smt. Archana Capoor 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. 6

As the members are aware that Shri Priya Shankar Dasgupta (DIN:00012552) was appointed as an Independent Director at the 53<sup>rd</sup> Annual General Meeting held on 16th September, 2014 for the first term of 4 years. Shri Priya Shankar Dasgupta is a renowned International Lawyer and the Company is benefitting immensely from his rich experience and International exposure. The Board considered the feedback/views of the Nomination and Remuneration Committee and Independent Directors on the performance evaluation of Shri Priya Shankar Dasgupta. The Board, thereafter, evaluated the performance of Shri Priya Shankar Dasgupta on the basis of his professional ethics, integrity and values, practical wisdom, the skills, knowledge and expertise relevant to the Company's business and found his performance satisfactory. The Board taking into account the above proposed to re-commend his re-appointment for the 2nd (second) term of 5 years commencing from 16th September, 2018 upto 15th September, 2023.

Shri Priya Shankar Dasgupta has given his consent to act as an Independent director of the Company for the second term. The Company has also received declaration from Shri Priya Shankar Dasgupta that he meets with the criteria of independence as prescribed both under sub-section(6) of Section 149 of the Companies Act, 2013 and under the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of provisions of Section 149 of the Companies Act, 2013, the re-appointment of Shri Priya Shankar Dasgupta as an Independent Director of the Company requires the approval by the Company in general meeting by special resolution.

The relevant details pertaining to Shri Priya Shankar Dasgupta are provided in Annexure-I in accordance with the requirement of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2").

Copy of draft letter of appointment of Shri Priya Shankar Dasgupta setting out the terms and conditions of appointment is available for inspection by the members at the registered office and corporate office of the Company.

Your Directors recommend the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Except Shri Priya Shankar Dasgupta and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, in the proposed Resolution.

#### ITEM NO. 7

Shri Prakash Maheshwari was appointed as an Executive Director w.e.f 1st April , 2015 for a period of 3 years at the terms of remuneration approved by the shareholders by ordinary resolution at the Annual General Meeting held on 25th September, 2015. The terms of remuneration of Shri. Prakash Maheshwari were further revised w.e.f 1st July, 2017 and approved by the members at last Annual General Meeting held on 27th September, 2017.

In view of inadequacy of profits in the financial year 2017-18, the remuneration payable as approved by the members for the Financial Year 2017-18 by ordinary resolution at the previous Annual General Meeting of the Company held on 27th September, 2017 was restricted in accordance with the schedule V of the Companies Act, 2013.

However in accordance with the proviso to Para 1(A) of Section II of Part II of the Schedule V, the remuneration payable to Shri Prakash Maheshwari as approved by the members could be paid to him, if the same is approved by the members of the Company by special resolution.

The terms of remuneration of Shri Prakash Maheshwari, Executive Director of the Company as approved by the members for the Financial Year 2017-18 are as follows:-

S. No.	Particulars	1st April, 2017 to 30th June, 2017	1st July, 2017 to 31st March, 2018
1	Salary	3,05,000/- month	4,18,670/- month
2	Personal Pay	4,53,350/- month	6,18,819/- month
3	Commission	Not more than 0.50% of the net profits of the Company as computed in the manner laid down in the applicable provisions of the Companies Act, 2013.	NIL

4. Perquisites: In addition to the salary and personal pay, Shri Prakash Maheshwari shall be entitled to the following perquisites:

#### Category 'A'

##### i) Housing :

- a) The expenditure incurred by the Company on hiring unfurnished accommodation for him shall be subject to a ceiling, namely (for residence in Delhi/outside Delhi), 60% of the basic salary, over and above 10% payable by him, or



- b) In case the accommodation is owned by the Company 10% of the basic salary shall be deducted by the Company, or
- c) In case no accommodation is provided by the Company, a house rent allowance subject to a ceiling laid down in (a) above shall be paid.

The expenditure incurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income Tax Rules, 1962 and shall be subject to a ceiling of 10% of the salary.

**ii) Medical Reimbursement:**

Expenditure incurred for the Executive Director and his family, subject to a ceiling of ₹ 1250/- per month.

**iii) Leave Travel Concession:**

For the self and family once in a year incurred subject to a ceiling of ₹ 5833/- per month.

**iv) Club fees:**

Fees for clubs subject to maximum of two clubs will be allowed. This will not include admission and life membership fees.

**v) Medical Insurance and Personal Accident Insurance:**

As per the Policy of the Company.

For the purpose of this category "family" means the spouse, the dependent children and dependent parents.

**Category 'B'**

**i) Provident Fund:**

Company's contribution to Provident Fund shall be as per the scheme of the Company

**ii) Superannuation/Annuity Funds:**

Company's contribution to Superannuation /Annuity fund shall be in accordance with the scheme of the Company.

**iii) Gratuity:**

Payable as per the rules of the Company.

- iv) Leave and other benefits etc. as applicable to other Employees of the Company.

**Category 'C'**

**i) Car:**

Provision of car for use on Company's business. Use of car for private purpose shall be billed by the Company.

**ii) Telephone:**

Telephone at residence. Personal long distance calls shall be billed by the Company.

**MINIMUM REMUNERATION**

Notwithstanding anything to the contrary hereinabove contained, where, in any financial year during the currency of the tenure of the Executive Director, the Company had no profits or had inadequate profits, the Company will pay remuneration to the Executive Director by way of salary, personal pay, perquisites and allowances not exceeding the sum specified in Para 1(A) of Section II of Part II of the Schedule V of the Companies Act, 2013.

The matter of remuneration payable to Shri Prakash Maheshwari, Executive Director for 2017-18, as approved by the members of the Company, was considered by Nomination and Remuneration Committee and it was commended to obtain the approval of the members by Special Resolution keeping in view the industry practices and standards.

Your Directors also feel that the remuneration approved by the shareholders commensurate with the remuneration package paid to similar managerial position in other Companies. Information pursuant Para 1(A) of Section II of Part II of the Schedule V of the Companies Act, 2013 is detailed in Annexure-II.

Your Directors recommend the resolution under item No. 7 of the notice for approval by the members.

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. 8**

Shri Riju Jhunjhunwala was re-appointed as Managing Director w.e.f 1st May , 2016 for a period of 5 years at the terms of remuneration fixed for first two years of his appointment which were approved by the shareholders by ordinary resolution at the Fifty Fifth Annual General Meeting held on 27th September, 2016.

In view of inadequacy of profits in the financial year 2017-18, the remuneration payable to him for the Financial Year 2017-18 was restricted in accordance with the schedule V of the Companies Act, 2013.

However in accordance with the proviso to Para 1(A) of Section II of Part II of the Schedule V, the remuneration payable to Shri Riju Jhunjhunwala, as approved by the members, could be paid to him, if the same is approved by the members of the Company by special resolution. The matter of remuneration payable to Shri Riju Jhunjhunwala, Managing Director for 2017-18, as approved by the members of the Company, was considered by Nomination and Remuneration Committee and it was commended to obtain

the approval of the members by Special Resolution keeping in view the industry practices and standards. Your Directors also feel that the remuneration approved by the shareholders commensurate with the remuneration package paid to similar managerial position in other Companies.

Further, the Board of Directors at its meeting held on 13th February, 2018 had, upon recommendation of Nomination and Remuneration Committee, fixed the terms and conditions of the remuneration payable to Shri. Riju Jhunjhunwala for the remaining tenure upto 30th April, 2021 subject to the approval of the members of the Company.

The terms of remuneration of Shri Riju Jhunjhunwala, Managing Director for Financial Year 2017-18 and for his remaining tenure upto 30th April, 2021 of the Company for approval by the members are as follows:-

S. No.	Particulars	1st April, 2017 to 31st March, 2018	1st April, 2018 to 30th April, 2021
1	Salary	8,34,000/- month	8,34,000/- month
3	Commission	Not more than 2% of the net profits of the Company as computed in the manner laid down in applicable provisions of the Companies Act, 2013.	

Perquisites: In addition to salary and commission Shri Riju Jhunjhunwala 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 any financial year during the currency of the tenure of the Managing Director, the Company has no profits or has inadequate profits, the Company will pay remuneration to the Managing Director by way of salary, personal pay, perquisites and allowances not exceeding the sum specified in Para 1(A) of Section II of Part II of the Schedule V of the Companies Act, 2013.

Information pursuant Para 1(A) of Section II of Part II of the Schedule V of the Companies Act, 2013 is detailed in Annexure-II.

Your Directors recommend the resolution under item No. 8 of the notice for approval of the members.

Except Shri Riju Jhunjhunwala himself and Shri Ravi Jhunjhunwala, Chairman being his father 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

Shri Brij Mohan Sharma was co-opted as an Additional Director of the Company with effect from 7th August, 2018 and he ceases to hold office from the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

Shri Brij Mohan Sharma holds a degree in B.Com (Hons.) and is Chartered Accountant and is specialized in the field of Finance. He possesses experience of more than 34 years across various industries. The Board of Directors upon commendation of Nomination and Remuneration Committee and considering his vast experience felt it in the best interest of the Company to co-opt him on the Board subject to shareholders' approval.

The Company has received a notice in writing from a member along with the deposit of requisite amount proposing the candidature of Shri Brij Mohan Sharma for the office of the Director of the Company.

The Company has received consent in writing from Shri Brij Mohan Sharma 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.9 of the Notice.

Except Shri Brij Mohan Sharma 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

The Board of Directors at their meeting held on 7th August, 2018, had upon recommendation of Nomination and Remuneration Committee, appointed Shri Brij Mohan Sharma as the Joint Managing Director commencing from the 7th August, 2018, 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:

Salary : ₹ 6,00,000 per month.

Personal Pay : ₹ 2,07,575 per month.

Commission : Not more than 1% of the net profits of the Company as computed in the manner laid down in applicable provisions of the Companies Act, 2013.

Perquisites : In addition to salary and commission Shri Brij Mohan Sharma 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 60% of the salary, over and above 10% payable by him, or
- b) In case the accommodation is owned by the Company 10% of the salary shall be deducted by the Company, or
- c) 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 Joint Managing Director and his family, subject to a ceiling of one month's salary in a year or two months salary over a period of two 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) 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.

##### vi) Leave and other benefits etc. as applicable to other Employees of the Company.

### **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 Joint Managing Director, the Company had no profits or had inadequate profits, the Company will pay remuneration to the Joint Managing 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 Brij Mohan Sharma as Joint Managing Director of the Company and payment of remuneration to him requires the approval by the Company in General Meeting by Special Resolution in accordance with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act.

Your Directors feel that the remuneration proposed to be paid to Shri Brij Mohan Sharma subject to Shareholders' approval commensurate with the remuneration package paid to similar managerial position in other companies. Information pursuant Para 1(A) of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed in Annexure-II.

Your Directors recommend the Special Resolution under Item No.10 of the Notice.

Except Shri Brij Mohan Sharma 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. 11 & 12**

As the members are aware that Shri Dharmendar Nath Davar (DIN:00002008) and Shri Amar Nath Choudhary (DIN:00587814) were appointed as an Independent Directors at the 53rd Annual General Meeting of the Company held on 16th September, 2014 by Ordinary Resolution for a term of 5 years i.e. upto 15th September, 2019 in accordance with the provisions of Section 149 and 152 of the Companies Act, 2013. SEBI has recently come out with notification dated 9th May, 2018 wherein based on the Kotak Committee Recommendation, certain amendments were brought out effective from 1st April, 2019. As per the amendments carried out in Regulation 17 of SEBI (LODR), Para (1A) has been inserted which provided-

"No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

In view of the above amendment in Regulation 17, the Directorship of two of the Independent Directors of the Company v.i.z Shri Dharmendar Nath Davar, who has already completed the age of 75 years and Shri Amar Nath Choudhary who would be completing the age of 75 years on 6th March, 2019 can not be continued unless a Special Resolution is passed by the members of the Company. Accordingly, the matter was discussed by the Nomination and Remuneration Committee and the Board of Directors of the Company and in view of exemplary contribution and rich experience of both Shri Dharmendar Nath Davar and Shri Amar Nath Choudhary it was decided to recommend continuation of their directorship till their full term upto 15th September, 2019, in the best interest of the Company.

Shri Dharmendar Nath Davar, Independent Director born on 8th August, 1934 had already completed 75 years of age and is continuously providing his valuable contribution and guidance to the Board of Directors of the Company. Shri Dharmendar Nath Davar possess over 5 decades of experience in the banking industry and Company is benefiting from his rich experience immensely. In view of his valuable contribution and rich experience, your Directors feel that the continuation of his term w.e.f 1st April, 2019 till completion of his tenure upto 15th September, 2019 as already approved by shareholders by Ordinary Resolution, is fully justified.

Further, Shri Amar Nath Choudhary, Independent Director of the Company born on 6th March, 1944, would be completing the 75 years of age on 6th March, 2019. Shri Amar Nath Choudhary is highly qualified and possesses the membership of Institute of Chartered Accountants of India, Institute of Company Secretaries of India and a law degree as well. Shri Amar Nath Choudhary is immensely contributing to the Board and the Company by his rich experience of over five decades in textile

industry as well as his expert guidance in the technical, financial and commercial matters. Your Directors feel that it will be in the best interest of the Company to continue the term of Shri Amar Nath Choudhary from 1st April, 2019 till its completion on 15th September, 2019.

Your Directors recommend the Special Resolution(s) under Item Nos.11 & 12 of the notice for approval of the members.

Except Shri Dharmendar Nath Davar & Shri Amar Nath Choudhary and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the proposed resolution.

**ITEM NO. 13**

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, 2019, 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.

Your Directors recommend the resolution under item No. 13 of the notice for approval of the members.

None of the Directors & Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise, in the said resolution.

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

**Surender Gupta**  
Company Secretary  
M. No. FCS - 2615

Place: Noida  
Date: 8<sup>th</sup> August, 2018

## ANNEXURE I TO NOTICE

In pursuance to Secretarial Standard on General Meeting (SS-2) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Name of Director	Shri Ravi Jhunjhunwala	Shri Arun Churiwal	Shri Priya Shankar Dasgupta	Smt. Archana Capoor	Shri Riju Jhunjhunwala	Shri Brij Mohan Sharma
<b>Category</b>	Promoter -Non Executive	Promoter - Non Executive	Independent - Non Executive	Independent-Non Executive	Promoter-Executive	Executive
<b>Date of Birth</b>	28th October, 1955	15th May, 1950	30th June, 1955	17th September, 1958	13th January, 1979	8th November, 1957
<b>Date of Appointment</b>	18th May, 1979	23rd October, 2003	24th July, 2013	13th February, 2018	1st May, 2013	7th August, 2018
<b>Qualification</b>	B.Com, (Hons.) MBA	B.A. (Hons)	B.A.(hons.), LLB, Post Graduate diploma-Corporate laws & labour Laws.	B.Sc. (Chemistry), MBA (Finance & Market Research)	Graduate in Business Management Studies	B.Com (Hons), C.A
<b>Experience &amp; Expertise in specific functional areas</b>	Industrialist with diversified business experience	Rich Experience of Textile Industry	Renowned International Corporate Lawyer and represents a leading law firm in Delhi	Rich Experience in Business Management	Industrialist with diversified business experience in textile sector.	Rich Experience in Finance
<b>List of Other Public Companies in which Directorships held#</b>	1. AD Hydro Power Limited	1. BSL Limited	1. Bhilwara Technical Textiles Limited	1. Ansal Properties & Infrastructure Limited	1. Bhilwara Energy Limited	NIL
	2. Bhilwara Energy Limited	2. La Opala R G Limited	2. Cummins India Limited	2. Art Special Situations Finance (India) Limited	2. Bhilwara Infotechnology Limited	
	3. BSL Limited	3. LNJ Financial Services Ltd.	3. Ester Industries Limited	3. Birla Cable Limited	3. Bhilwara Technical Textiles Limited	
	4. HEG Limited		4. Interstar Financial Services Limited	4. EMCO Limited	4. Chango Yangthang Hydro Power Limited	
	5. India Glycols Limited		5. Maral Overseas Limited	5. JET Lite (India) Limited	5. HEG Limited	
	6. JK Lakshmi Cement Limited		6. Otis Elevator Co.India Limited	6. Maral Overseas Limited	6. NJC Hydro Power Limited	
	7. Malana Power Company Limited		7. Timken India Limited	7. SPML Infra Limited		
	8. Maral Overseas Limited			8. S Chand And Company Limited		
				9. Uniproducts India Limited		

Chairman/Member of the Committees of Directors of other Companies:						
<b>a) Audit Committee</b>	1. AD Hydro Power Limited - Chairman	1. La-opala R G Ltd - Member	1. Bhilwara Technical Textiles Limited- Member	1. SPML Infra Limited - Member	1. Bhilwara Technical Textiles Limited Member	NIL
	2. India Glycols Limited- Member		2. Cummins India Limited-Member	2. S Chand and Company Limited- Member		
	3. JK Lakshmi Cement Limited - Member		3. Maral Overseas Limited- Member			
			4. Otis Elevator Co.India Limited - Member			
			5. Timken India Limited- Chairman			
<b>b) Stakeholders' Relationship Committee</b>	1. BSL Limited - Member	1. La-opala R G Ltd - Chairman	1. Cummins India Limited-Member		1. HEG Limited- Chairman	NIL
	2. HEG Limited - Member	2. BSL Limited - Member	2. Bhilwara Technical Textiles Limited Chairman		2. Bhilwara Technical Textiles Limited- Member	
<b>Interse relationship</b>	Father of Shri Riju Jhunjunwala	N.A	N.A	N.A	Son of Shri Ravi Jhunjunwala	N.A
<b>No. of Equity Shares held in the Company</b>	809,094	1,610	NIL	NIL	175,000	NIL
<b>No of meeting of Board attended during the year</b>	4	3	3	NIL	5	NIL
<b>Terms and Condition of Appointment/Re-appointment</b>	Non-executive Chairman liable to retire by rotation	Non-executive Director liable to retire by rotation	As mentioned in draft letter of appointment	As mentioned in draft letter of appointment	As mentioned in explanatory statement under point no. 8	As mentioned in explanatory statement under point no. 10
<b>Remuneration Paid</b>	See Note No. 1 below	See Note No. 1 below	See Note No. 1 below	See Note No. 1 below	1.27 crore	
<p># Excludes Directorships in Private Limited Companies, Foreign Companies, membership of Management Committee of various chambers/Bodies and Section 8 Companies.</p> <p>Note No. 1: The Non-Executive Directors (including Independent Directors) are only paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committees of Directors.</p>						

## ANNEXURE II TO NOTICE

### THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

#### I. General Information

<b>Nature of Industry</b>	The Company is in the business of manufacturing textiles; primarily it is in the business of Yarn, Fabric and Denim.
<b>Date or expected date of commercial production</b>	Subsequent to the incorporation of the Company on the 17th October, 1960, the Company obtained Certificate of Commencement of Business on the 28th December, 1960.
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable

#### Financial performance based on given indicators:

(₹ in lakhs)

Particulars	2017-18	2016-17	2015-16
Revenue from Operations (gross)	2,94,308.81	2,99,619.61	2,94,479.03
Profit / (loss) Before Tax	2,132.10	11,534.74	14,753.09
Profit / (loss) after Tax	1,449.90	10,097.39	10,694.78
Paid-up Capital	2,355.08	2355.08	2314.87
EPS(₹)	6.16	43.33	46.20

**Foreign investments or collaborators, if any:** At present, the Company has not made any foreign investments and has not entered into any foreign collaboration.

#### II. Information about the appointee to whom the remuneration is payable (s):

Particulars	Shri Prakash Maheshwari	Shri Riju Jhunjhunwala	Shri Brij Mohan Sharma
<b>Background details</b>	<p>Shri Prakash Maheshwari aged 62 years, holds a degree in B.Sc and is a Chartered Accountant. He had served in the textile industry for more than 35 years in different capacities. Considering his experience and exposure in the textile industry he was elevated as Executive Director of the Company w.e.f 1st April, 2015 upto 31st March, 2018.</p>	<p>Mr. Riju Jhunjhunwala aged 39 years holds a degree in Business Management Studies. He is an industrialist with diversified business experience. He was re-appointed as Managing Director of the Company w.e.f 1st May, 2016.</p> <p>Shri Riju Jhunjhunwala has successfully overseen completion of re-structuring of the operations of the Company; modernization, expansion and up-gradation of production processes etc.</p> <p>He is also Managing Director of Bhilwara Energy Limited. He is on board committees of various companies also. He serves as non-executive director of Bhilwara Technical Textiles Limited.</p>	<p>Shri Brij Mohan Sharma aged 60 years hold a degree in B.Com (Hons) and is a Chartered Accountant. He has experience of more than 34 years across various industries.</p>



<b>Past Remuneration for the Financial Year ended 31st March, 2017</b>	175.09 lakhs	414.02 lakhs	85.79 lakhs
<b>Recognition or Awards</b>	Shri Prakash Maheshwari has represented the Company in various business associations. He had been contributing his role towards the achievement of the common object of the organisation.	Mr. Riju Jhunjunwala has represented Company in various Business Associations. He has also been active member of Young Business Committee at the Confederation of Indian industry.	CIMA recognized Shri Brij Mohan Sharma as one of the most influential Chief Financial Officer of the India in the year 2016.
<b>Job profile and his suitability</b>	Shri Prakash Maheshwari during his tenure as an Executive Director had looked after the business operations of the Company at plant level. Besides he was also involved in implementation of the regulatory changes and particularly implementation of GST.	Shri Riju Jhunjunwala is the Managing Director, and CEO of the Company looking after overall affairs of the Company. Shri Riju Jhunjunwala had been involved in the restructuring of the Company's business apart from implementation of various expansion, modernization and diversification programmes over the years. Under his leadership the Company has become one of the leading player in the industry.	Shri Brij Mohan Sharma is Joint Managing Director of the Company looking after day to day operations of the Company. Shri Brij Mohan Sharma is also the Chief Financial Officer of the Company. He has been involved in the day to day affairs of the Company and was responsible for Financial closure of various expansions, modernization and diversification programmes over last seven years.
<b>Remuneration proposed</b>	As mentioned in Resolution No. 7	As mentioned in Resolution No. 8	As mentioned in Resolution No. 10
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and the involvement of Shri Prakash Maheshwari as an Executive Director in the Company and the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid to similar managerial position in other Companies	Taking into account Mr. Riju Jhunjunwala's qualifications and prior experience, an industry comparison with similarly situated managerial personnel and the responsibilities placed on him as Managing Director of the Company, and in view of his contribution to the Company since his appointment, the Board considers it to be in the best interests of the Company. The Board is confident that Mr. Riju Jhunjunwala's management capabilities will enable the Company to progress further.	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and the involvement of Shri Brij Mohan Sharma as an Joint Managing Director in the Company and the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid to similar managerial position in other Companies.
<b>Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any</b>	Apart from the payment of remuneration for his services as Executive Director, as approved and detailed herein above, the Company had entered with an agreement for taking on rent his property situated at Udaipur for use of the Company. None of the Directors of the Company except Shri Prakash Maheshwari are interested in the Resolution.	Excepting the payment of remuneration for his services as Managing Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the Company. None of the Directors of the Company, except Mr. Riju Jhunjunwala himself and Mr. Ravi Jhunjunwala being relatives of Mr. Riju Jhunjunwala are interested	Excepting the payment of remuneration for his services as Joint Managing Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the Company. None of the Directors of the Company, except Shri. Brij Mohan Sharma are interested in the Resolution.

### III. Other Information:

1. Reasons for loss or inadequate profits

The business of the Company was adversely affected due to the introduction of a new Indirect Tax regime and hardening of international crude prices thereby inflating raw material costs, due to which revenue and margins shrank.

2. Steps taken or proposed to be taken for improvement:

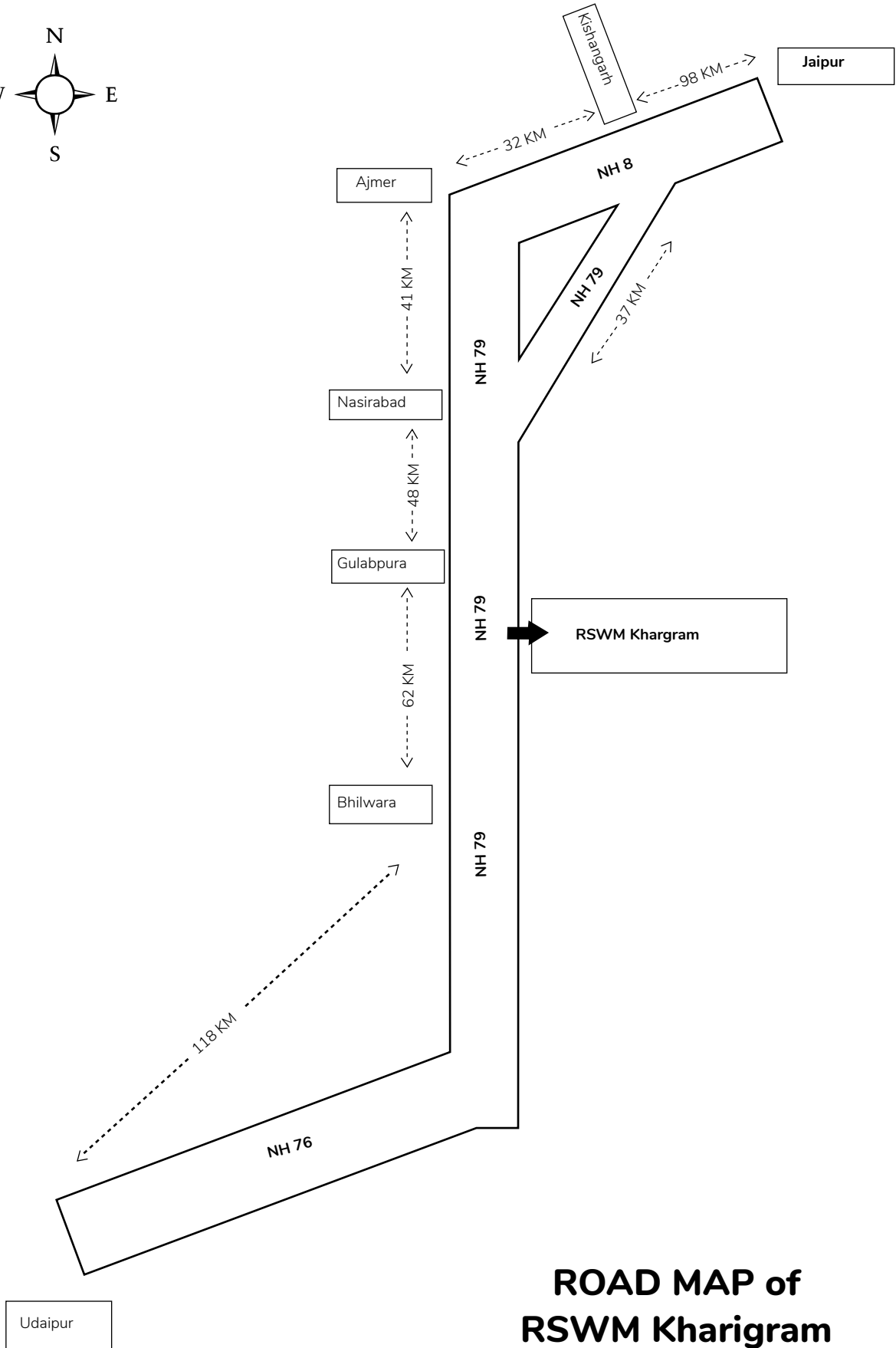
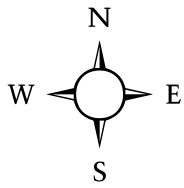
The Company took up various steps to overcome the aforesaid situation due to which there has been substantial recovery in the second half of the financial year. The Company has continued its modernisation and capex programme on need basis. The Company has enhanced focus on marketing and value addition to achieve the optimum benefits. At the same time the Company is aiming for cost reduction in order to improve profitability. The Company has focussed on better product mix, borrowing at cheaper rates and improving efficiency etc. The Company is making all possible efforts to improve the margins.

3. Expected increase in productivity and profits in measurable terms:

The Company's initiatives resulted in improved profitability of the Company in second half of the year and the process continues to improve performance. Although certain constraints can be addressed only over a period of time, the management expects further improvement in operations in future years.

### IV. Disclosure:

The remuneration package proposed to be given to Shri Prakash Maheshwari, Shri Riju Jhunjhunwala and Shri Brij Mohan Sharma is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.



# ROAD MAP of RSWM Kharigram

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**RSWM LIMITED**  
**CIN:L17115RJ1960PLC008216**

Registered Office: Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan  
Phone:+91-1483-223144 to 223150, 223478, Fax:+91-1483-223361, 223479  
Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201 301 (U.P)  
Phone:+91-120-4390300 (EPABX), Fax:+91-120-4277841  
E-mail:rswm.investor@lnjbhilwara.com, Website:http://www.rswm.in

**ATTENDANCE SLIP**

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

DPIId\* .....

Folio No .....

Client Id\* .....

No. of Share(s) held .....

Name and address of the Shareholders :

I/We hereby record my/our presence at the 57th Annual General Meeting of the Company to be held on Thursday, September 13, 2018 at 11.30 A.M. at the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan.

\* Applicable for investors holding Shares in electronic form

\*\* Strike out whichever is not applicable

\_\_\_\_\_  
Signature of the Shareholder/Proxy/Representative\*\*

Notes: Members are requested to produce this attendance slip, duly signed in accordance with their specimen signatures registered with the Company, for admission to the meeting.

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

Resolution No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended the 31st March, 2018 and the Report of Directors and Auditors thereon.		
2	To declare the Dividend on Equity Shares for the financial year ended 31st March, 2018.		
3	Re-appointment of Shri Ravi Jhunjhunwala (DIN: 00060972), who retires by rotation and being eligible, offers himself for reappointment.		
4	Re-appointment of Shri Arun Churiwal (DIN: 00001718), who retires by rotation and being eligible, offers himself for reappointment.		
<b>Special Business</b>			
5	Appointment of Smt Archana Capoor (DIN : 01204170), as an Independent Director for first term of 5 (five) consecutive years upto 12th February, 2023.		
6	Re-appointment of Shri Priya Shankar Dasgupta, (DIN : 00012552) as an Independent Director of the Company for a second term of five consecutive years.		
7	Approval of the remuneration payable to Shri Prakash Maheshwari (DIN:02388988) who acted as an Executive Director of the Company upto 31st March, 2018.		
8	Approval of the remuneration payable to Shri Riju Jhunjhunwala (DIN:00061060), Managing Director of the Company for the Financial Year 2017-18 and for his remaining tenure upto 30th April, 2021.		
9	Appointment of Shri Brij Mohan Sharma (DIN : 0008195895), as a Director liable to retire by rotation.		
10	Appointment of Shri Brij Mohan Sharma (DIN : 0008195895), as Joint Managing Director of the Company with effect from 7th August, 2018.		
11	Approval for continuation of Shri Dharmendar Nath Davar as an Independent Director, from 1st April, 2019 till his present term expiring on 15th September, 2019.		
12	Approval for continuation of Shri Amar Nath Choudhary as an Independent Director, from 1st April, 2019 till his present term expiring on 15th September, 2019.		
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, 2019.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

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 57th Annual General Meeting.