

**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-Eighth Annual General Meeting of the members of the Company will be held on Wednesday, the 11th day of September, 2019 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, 2019 and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Riju Jhunjhunwala (DIN: 00061060), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113), who retires by rotation and being eligible, offers himself for reappointment.
4. To Re-appoint M/s. S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No. 000756N) as the Joint Statutory Auditors of the Company, and in this connection, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or

re-enactment thereof for the time being in force), M/s S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No. 000756N), be and is hereby re-appointed as Joint Statutory Auditors of the Company for a period of consecutive five years commencing from the conclusion of this meeting until the conclusion of the 63rd Annual General Meeting and to fix their remuneration.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as 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 and pursuant to the provisions of Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015 as amended from time to time, consent of members be and is hereby accorded for re-appointment of Dr. Kamal Gupta (DIN:00038490), who was appointed as an Independent Director of the Company for first term of 5 consecutive years at the 53rd Annual General Meeting of the Company held on September 16, 2014 and who is eligible for re-appointment for second term and who will be attaining the age of seventy five years in the year 2021 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 September 16, 2019 up to September 15, 2024”.

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 and pursuant to the provisions of Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015 as amended from time to time, Shri Amar Nath Choudhary (DIN:00587814), who was appointed as an Independent Director of the Company for first term of 5 consecutive years at the 53rd Annual General Meeting of the Company held on September 16, 2014 and who is eligible for re-appointment for second term and who has attained the age of seventy five years 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 September 16, 2019 up to September 15, 2024”.

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

“RESOLVED THAT pursuant to the provisions of 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 March 31, 2020, be paid the remuneration of ₹6,00,000 (Rupees six lakhs 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: 5th August, 2019

NOTES

- 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.
- The attention of the members is drawn that Shri Dharmendar Nath Davar whose re-appointment for second term as Independent Director for a term of two consecutive years effective from September 16, 2019 was recommended by the Board of Directors, had resigned on July 24, 2019 due to health reasons and accordingly the matter with respect to his re-appointment had been withdrawn.
- The attention of the members is also drawn that Shri Jagdish Chandra Laddha, who was liable to retire by rotation in the ensuing Annual General Meeting had resigned on 31st July, 2019 due to other commitments and accordingly the matter with respect to his re-appointment had been withdrawn. In view of the above, Shri Shekhar Agarwal, who had been longest in the office, is liable to retire by rotation and being eligible, offered himself for re-appointment.
- 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.
- 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.
- The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the September 5, 2019 to Wednesday, the September 11, 2019 (both days inclusive).
- 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.

8. Members are requested to bring their attendance slip with their copy of Annual Report to the meeting.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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, 2011 have been transferred to IEPF. The detail of unclaimed dividend is available on the website of the company i.e. www.rswm.in. Members may further note that the final dividend remaining unpaid by the Company for Financial Year 2010-11 had also been transferred to IEPF on 26th November, 2018.

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. The individual notices had also been sent to the concerned shareholders.
14. Members holding shares in physical form are requested to furnish their email ID through e-mail at admin@mcsregistrars.com or rswm.investor@lnjbhilwara.com and/or send letter to MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi – 110020 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 2019 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.
15. The Notice and Annual Report of the Company will also be available on the website of the Company, www.rswm.in.
16. 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 31st March, 2019 unless the securities are held in dematerialized 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 58th 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 58th 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 Sunday, the 8th September, 2019 (9:00 A.M.) and ends on Tuesday, the 10th September, 2019 (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 4th September, 2019, 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.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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, with a copy marked to 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 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 or call on toll free No.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- VII. 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 4th September, 2019. 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.
- VIII. Members, who acquire shares of the Company after dispatch of the notice and hold shares as on the cut-off date i.e. 4th September, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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. 4th September, 2019 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 and the website of NSDL: <http://www.evoting.nsdl.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. 11th September, 2019.

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

Surender Gupta
Company Secretary
M. No. FCS - 2615

Place: Noida
Date: 5th August, 2019

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO.4

The members of the Company at the 53rd Annual General Meeting of the Company held on 16th September, 2014 approved the appointment of M/s. S. S. Kothari Mehta & Company, Chartered Accountants as the Joint Statutory Auditors of the Company for a period of five years from the conclusion of the Said AGM and will be completed at the conclusion of this AGM. The Audit Committee recommended the reappointment of M/s. S. S. Kothari Mehta & Company, Chartered Accountants for a period of five years at the existing remuneration of ₹25,00,000 plus out of pocket expenses payable and applicable taxes being paid to them with authority to the Board to revise mutually during the tenure of five years, if required.

The said recommendation was made by the Audit Committee and Board of Directors considering the long experience of S. S. Kothari Mehta & Company in the field of audit and their ability to handle as the multi-unit and multi locational; business structures as that of the Company and past experience with the Company.

M/s. S.S. Kothari Mehta & Company, a firm of Chartered Accountants has over 50 years standing with multi industry experience. The firm has wide presence with offices in all four regions of India. They have various large, medium & MNCs as clients across industry sectors i.e., Cement, Power, Engineering, Textile, Sugar, Construction, Banking and Financial Sector. The firm is acting as Auditors to companies listed on the Stock Exchanges.

The Company has received their consent to act as Statutory Auditor and confirmation that their appointment will be in accordance with the section 139 and 141 of the Companies Act, 201. None of the Directors and KMP or their relatives are concerned or interested in the Resolution.

Your Directors recommend the Ordinary Resolution under item No.4 of the Notice for approval of the members.

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

ITEM NO. 5 & 6

As the members are aware that Dr. Kamal Gupta (DIN:00038490) and Shri Amar Nath Choudhary (DIN:00587814) were appointed as Independent Directors at the 53rd Annual General Meeting held on 16th September, 2014 by Ordinary Resolution for the first term of five years each i.e. upto 15th September, 2019 in accordance with the provisions of Section 149 and 152 of the Companies Act, 2013. Further, in view of the applicability of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 1st April, 2019,

the approval of the members was obtained at the last Annual General Meeting of the Company held on 13th September, 2018 by Special Resolution for continuation of the term of Shri Amar Nath Choudhary who was to complete the age of 75 years in March, 2019, after 1st April, 2019 till its completion on 15th September, 2019.

The Board of Directors of your Company now propose the second term for Dr. Kamal Gupta and Shri Amar Nath Choudhary as Independent Directors in accordance with the provisions of Section 149 and 152 of the Companies Act, 2013 and Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The Board considered the feedback/views of the Nomination and Remuneration Committee and Independent Directors on the performance evaluation of Dr. Kamal Gupta and Shri Amar Nath Choudhary. The Board, thereafter, evaluated the performance of Dr. Kamal Gupta and Shri Amar Nath Choudhary, their professional ethics, integrity and values, practical wisdom, the skills, knowledge and expertise relevant to the Company's business and found their performance satisfactory. The Board after taking into account the above proposed to recommend their re-appointment for the 2nd (second) term as specified in the respective Resolutions.

Dr. Kamal Gupta, Independent Director of the Company born on 12th February, 1946, would be completing the 75 years of age on 11th February, 2021. Dr. Kamal Gupta is highly qualified and possesses the membership of Institute of Chartered Accountants of India, Institute of Cost and Works Accountant of India and Ph.D as well. Dr. Kamal Gupta is immensely contributing to the Board and the Company by his rich experience of over five decades in business and corporate advisory. Your Directors feel that it will be in the best interest of the Company to re-appoint him for his second term of 5 years commencing from 16th September, 2019 upto 15th September, 2024. Your Directors are of the view that his re-appointment for the second term is fully justified.

Further, Shri Amar Nath Choudhary, Independent Director of the Company born on 6th March, 1944, 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 re-appoint him for his second term of 5 years commencing from 16th September, 2019 upto 15th September, 2024. Your Directors are of the view that his re-appointment for the second term is fully justified.

Dr. Kamal Gupta and Shri Amar Nath Choudhary have given their consent to act as an Independent director of the Company

for the second term. The Company has also received declaration from Dr. Kamal Gupta and Shri Amar Nath Choudhary that they meet 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 Dr. Kamal Gupta and Shri Amar Nath Choudhary as an Independent Director of the Company requires the approval by the Company in General Meeting by Special Resolution.

The relevant details pertaining to Dr. Kamal Gupta and Shri Amar Nath Choudhary 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 Dr. Kamal Gupta and Shri Amar Nath Choudhary 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. 5 & 6 of the Notice for approval by the members.

Except Dr. Kamal Gupta and Shri Amar Nath Choudhary in their respective items proposing re-appointment, 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. 7

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, 2020, 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, as amended from time to time, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Your Directors recommend the Ordinary Resolution under Item No.7 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**

Place: Noida
Date: 5th August, 2019

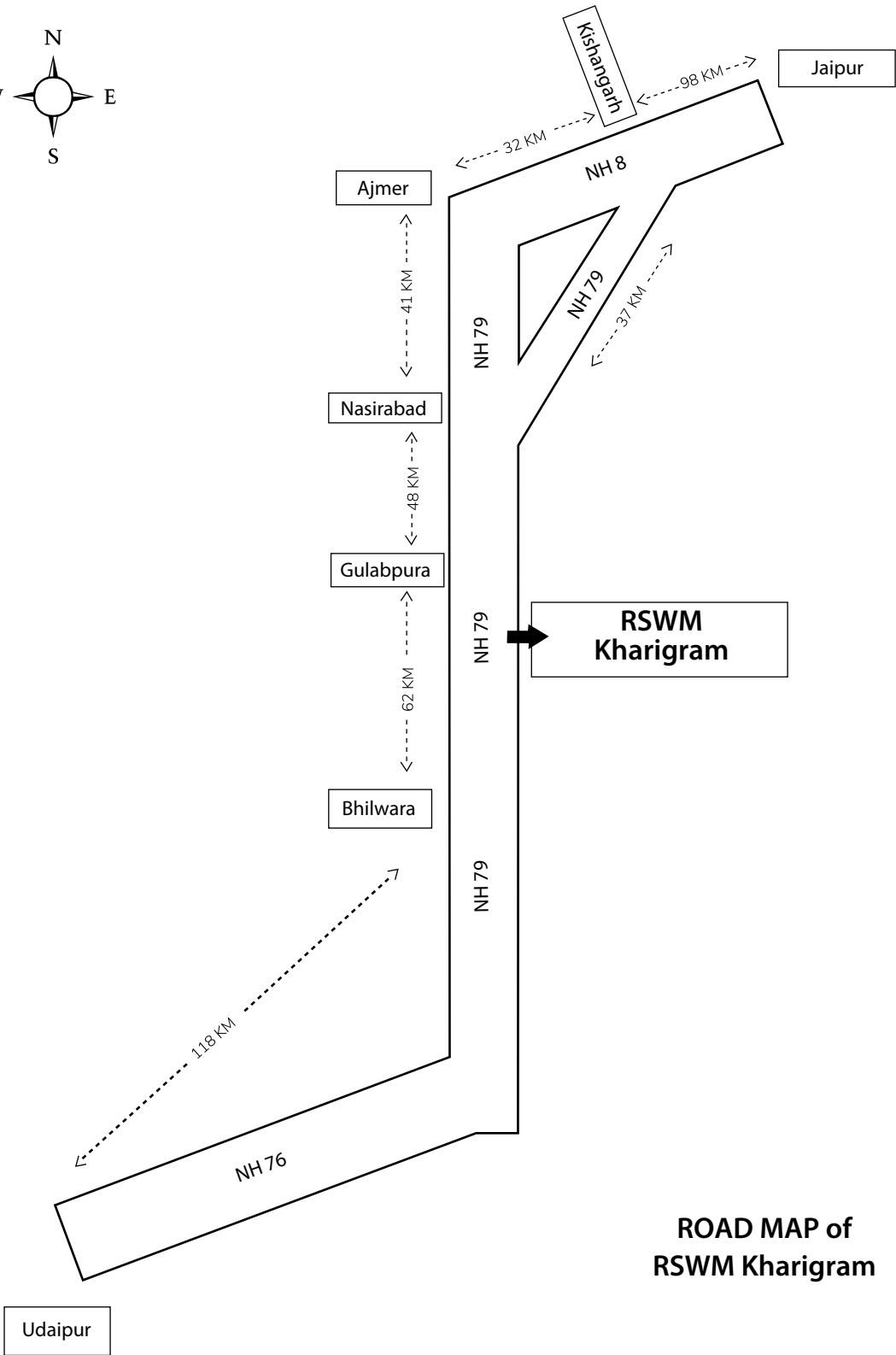
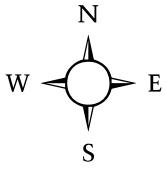
Surender Gupta
Company Secretary
M. No. FCS - 2615

ANNEXURE I TO NOTICE
DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Shri Riju Jhunjunwala	Shri Shekhar Agarwal	Dr. Kamal Gupta	Shri Amar Nath Choudhary
DIN	00061060	00066113	00038490	000587814
Category	Promoter-Executive	Promoter - Non-Executive	Independent - Non Executive	Independent - Non Executive
Date of Birth	13.01.1979	09.10.1952	12.02.1946	06.03.1944
Date of Appointment	01.05.2013	13.02.1984	26.12.1987	24.07.2009
Qualification	Graduate in Business Management Studies	B.Tech (M.E), M.Sc (Chicago)	FCA, FICWA, Ph.D	B.Com, LLB,FCA,FCS
Experience & Expertise in specific functional areas	Industrialist with diversified business experience in textile sector	Industrialist with rich experience of Textile Industry	Consultant in the area of Finance, Accounting and Corporate Laws, Former Technical Director of the Institute of chartered Accounts of India. He is renowned author of various books in Auditing and other subjects.	He is graduated in Commerce and also a fellow member of ICSI & ICAI. He also holds law degree. Shri Choudhary has rich & diversified experience of textile industry.
List of Other Public Companies in which Directorships held#	1. Bhilwara Energy Limited	1. Bhilwara Technical Textiles Ltd	1. AD Hydro Power Limited	1. BSL Limited
	2. Bhilwara Infotechnology Limited	2. BSL Limited	2. Bhilwara Energy Limited	
	3. Bhilwara Technical Textiles Limited	3. HEG Limited	3. HEG Limited	
	4. Chango Yangthang Hydro Power Limited	4. Maral Overseas Limited	4. Malana Power Company Limited	
	5. HEG Limited		5. Maral Overseas Limited	
	6. NJC Hydro Power Limited			
Chairman/Member of the Committees of Directors of other Companies:				
a) Audit Committee	1. Bhilwara Technical Textiles Limited-Member	1. BSL Limited - Memembr	1. Maral Overseas Limited - Chairman	1. BSL Limited - Chairman
		2. HEG Limited - Member	2. HEG Limited - Member	
			3. AD Hydro Power Limited - Member	
			4. Malana Power Company Limited - Member	
			5. Bhilwara Energy Limited - Member	
b) Stakeholders' Relationship Committee	1. HEG Limited - Chairman	1. Maral Overseas Limited - Member	1. Maral Overseas Limited - Chairman	1. BSL Limited - Chairman
	2. Bhilwara Technical Textiles Limited-Member		2. HEG Limited - Member	
Interse relationship	Son of Shri Ravi Jhunjunwala	N.A.	N.A.	N.A.
No. of Equity Shares held in the Company	1,75,000	1,500	Nil	Nil
No. of meeting of Board attended during the year	4 out of 4	3 out of 4	4 out of 4	4 out of 4
Terms and Condition of Appointment/Re-appointment	Executive Director laible to retire by rotation	Non-Executive Director laible to retire by rotation	As mentioned in draft letter of appointment	As mentioned in draft letter of appointment
Remuneration Paid	₹1.27 crore	See Note No. 1 below	See Note No. 1 below	See Note No. 1 below

Excludes Directorships in Private Limited Companies, Foreign Companies, membership of Management Committee of various chambers/Bodies and Section 8 Companies.

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.



**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 58th Annual General Meeting of the Company to be held on 11th September, 2019 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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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies {Management and Administration} Rules, 2014]

Name of Member(s) : Email ID :
 Registered Address : Folio No. /Client ID :
 DP ID :

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

- (1) Name:..... Address:
 E-mail ID:..... Signature:....., or failing him;
- (2) Name:..... Address:
 E-mail ID:..... Signature:....., or failing him;
- (3) Name:..... Address:
 E-mail ID:..... Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 58th Annual General Meeting of the Company, to be held on Wednesday, 11th September, 2019, at 11.30 A.M. at the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Resolution No.	Resolutions	For	Against
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, 2019 and the Report of Directors and Auditors thereon.		
2	Re-appointment of Shri Riju Jhunjhunwala (DIN: 00061060), who retires by rotation and being eligible, offers himself for reappointment.		
3	Re-appointment of Shri Shekhar Agarwal (DIN: 00066113), who retires by rotation and being eligible, offers himself for reappointment.		
4	To Re-appoint M/s. S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No. 000756N) as the Joint Statutory Auditors of the Company.		
Special Business			
5	Re-appointment of Dr. Kamal Gupta (DIN : 00038490), as an Independent Director of the Company for second term of five consecutive years upto 15th September, 2024.		
6	Re-appointment of Shri Amar Nath Choudhary (DIN:00587814) as an Independent Director of the Company for a second term of five consecutive years upto 15th September, 2024.		
7	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, 2020.		

Signed this _____ day of _____ 2019

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 58th Annual General Meeting.



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Website:https://www.rswm.in

Additional Information to the Members/Shareholders with respect to item No. 4 of the Notice dated 5th August, 2019 of Fifty-Eighth Annual General Meeting of the members of the Company to be held on Wednesday, the 11th day of September, 2019 at 11:30 A.M. at the Registered Office of the Company at Kharigram, P.O. Gulabpura -311 021, District Bhilwara, Rajasthan.

In terms of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members may note the following Additional Information with respect to item No. 4 of the Notice of Annual General Meeting for reappointment of M/s. S. S. Kothari Mehta & Company, Chartered Accountants (Firm Registration No. 000756N) as the Joint Statutory Auditors of the Company:

1.	Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	Existing remuneration of ₹ 25,00,000 plus out of pocket expenses payable and applicable taxes being paid to them with authority to the Board to revise mutually during the tenure of five years, if required, to existing Joint Auditor M/s. S. S. Kothari Mehta & Company, Chartered Accountants proposed to be reappointed in the Annual General Meeting.
2.	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	The recommendation was made by the Audit Committee and Board of Directors considering the long experience of S. S. Kothari Mehta & Company in the field of audit and their ability to handle as the multi-unit and multi locational; business structures as that of the Company and past experience with the Company. M/s. S.S. Kothari Mehta & Company, a firm of Chartered Accountants has over 50 years standing with multi industry experience. The firm has wide presence with offices in all four regions of India. They have various large, medium & MNCs as clients across industry sectors i.e., Cement, Power, Engineering, Textile, Sugar, Construction, Banking and Financial Sector. The firm is acting as Auditors to companies listed on the Stock Exchanges.

The above additional information is an integral part of the Explanatory Statement as item No.4 of the Notice sent on 17th August, 2019.

For **RSWM LIMITED**

Place: Noida
Date: 23rd August, 2019

Surender Gupta
Company Secretary
M. No. FCS - 2615