

**Compliance under Clause 35A of the Listing Agreement – 53rd Annual General Meeting of
Equity Shareholders of RSWM Limited**

a.	Date of the AGM.	16 th September, 2014
b.	Total number of Shareholders on record date. Cut-off date for e-voting.	13,125 1 st August, 2014
c.	Number of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group - Public	20 37
d.	Number of Shareholders attended the meeting through Video Conferencing: - Promoters and Promoter Group - Public	Not applicable

Agenda-wise

Item No.	Details of the Agenda	Resolution required (Ordinary/ Special)	Mode of voting (Show of hands/ Poll/Postal ballot/E-voting)	Result
1	Adoption of Audited Balance Sheet as at the 31 st March, 2014, the Statement of Profit & Loss for the period ended on that date and the Reports of Board of Directors and Auditors thereon.	Ordinary	E-voting and Poll	Passed with requisite majority
2	Declaration of Dividend on Equity Shares @ of Rs.12.50 per share of the face value of Rs.10/- each.	Ordinary	E-voting and Poll	Passed with requisite majority
3	Re-appointment of Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	Ordinary	E-voting and Poll	Passed with requisite majority
4	Re-appointment of M/s S. Bhargava Associates, Chartered Accountants (Firm Registration No. 003191C) until the conclusion of the next Annual General Meeting (AGM) and appointment of M/s S. S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N) until the conclusion of sixth AGM, subject to ratification at every AGM, as Auditors and fixation of their remuneration.	Ordinary	E-voting and Poll	Passed with requisite majority

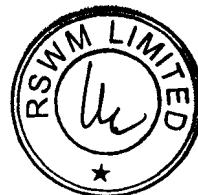


5	Appointment of Dr. Kamal Gupta (DIN:00038490) as an Independent Director of the Company from 16th September, 2014 up to 15th September, 2019.	Ordinary	E-voting and Poll	Passed with requisite majority
6	Appointment of Shri D.N. Davar (DIN:00002008) as an Independent Director of the Company from 16th September, 2014 up to 15th September, 2019.	Ordinary	E-voting and Poll	Passed with requisite majority
7	Appointment of Shri A.N. Choudhary (DIN:00587814) as an Independent Director of the Company from 16th September, 2014 up to 15th September, 2019.	Ordinary	E-voting and Poll	Passed with requisite majority
8	Appointment of Shri Sushil Jhunjhunwala (DIN:00082461) as an Independent Director of the Company from 16th September, 2014 up to 15th September, 2019.	Ordinary	E-voting and Poll	Passed with requisite majority
9	Appointment of Shri P.S. Dasgupta (DIN:00012552) as an Independent Director of the Company from 16 th September, 2014 up to 15 th September, 2018.	Ordinary	E-voting and Poll	Passed with requisite majority
10	To create mortgage(s) and charge(s) in addition to the existing mortgage(s), charge(s) and hypothecations created on the assets of the Company in favour of: <ul style="list-style-type: none"> • State Bank of Bikaner and Jaipur of an amount Rs. 32 crore • Syndicate Bank of an amount Rs.52 crore • Central Bank of India of an amount Rs.143 crore. 	Special	E-voting and Poll	Passed with requisite majority
11	Approval of the remuneration payable to M/s. N. D. Birla & Co., Cost Auditor of the Company for the financial year 2014-15 (subject to applicability of Cost Audit on the Company).	Ordinary	E-voting and Poll	Passed with requisite majority



**Details of reporting as per Clause 35A of the Listing Agreement based on result of voting at the
53rd Annual General Meeting held on 16th September, 2014.**

Particulars	Promoter/Public	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled *	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Resolution 1.	Promoters and Promoter Group	11906654	11906654	100.00	11906654	0	100	0
	Public -Institutional Holders	1740274	0	0.00	0	0	0	0
	Public -Others	9501761	560747	5.90	560682	65	99.99	0.01
	Total	23148689	12467401	53.86	12467336	65	100.00	0.00
Resolution 2.	Promoters and Promoter Group	11906654	11906654	100.00	11906654	0	100	0
	Public -Institutional Holders	1740274	1572818	90.38	1572818	0	100	0
	Public -Others	9501761	560747	5.90	560747	0	100.00	0
	Total	23148689	14040219	60.65	14040219	0	100.00	0
Resolution 3.	Promoters and Promoter Group	11906654	11906654	100.00	11906654	0	100	0
	Public -Institutional Holders	1740274	1572818	90.38	1572818	0	100	0
	Public -Others	9501761	559847	5.89	559782	65	99.99	0.01
	Total	23148689	14039319	60.65	14039254	65	100.00	0.00
Resolution 4.	Promoters and Promoter Group	11906654	11906654	100.00	11906654	0	100	0
	Public -Institutional Holders	1740274	1572818	90.38	0	1572818	0	100
	Public -Others	9501761	559847	5.89	559782	65	99.99	0.01
	Total	23148689	14039319	60.65	12466436	1572883	88.80	11.20
Resolution 5.	Promoters and Promoter Group	11906654	11906654	100.00	11906654	0	100	0
	Public -Institutional Holders	1740274	1572818	90.38	0	1572818	0	100
	Public -Others	9501761	559847	5.89	559782	65	99.99	0.01
	Total	23148689	14039319	60.65	12466436	1572883	88.80	11.20
Resolution 6.	Promoters and Promoter Group	11906654	11906654	100.00	11906654	0	100	0
	Public -Institutional Holders	1740274	1572818	90.38	1572818	0	100	0
	Public -Others	9501761	559697	5.89	559632	65	99.99	0.01
	Total	23148689	14039169	60.65	14039104	65	100.00	0.00
Resolution 7.	Promoters and Promoter Group	11906654	11906654	100.00	11906654	0	100	0
	Public -Institutional Holders	1740274	1572818	90.38	1572818	0	100	0
	Public -Others	9501761	559847	5.89	559782	65	99.99	0.01
	Total	23148689	14039319	60.65	14039254	65	100.00	0.00



Resolution 8.	Promoters and Promoter Group	11906654	11906654	100.00	11906654	0	100	0
	Public -Institutional Holders	1740274	1572818	90.38	0	1572818	0	100
	Public -Others	9501761	558547	5.88	557882	665	99.88	0.12
	Total	23148689	14038019	60.64	12464536	1573483	88.79	11.21
Resolution 9.	Promoters and Promoter Group	11906654	11906654	100.00	11906654	0	100	0
	Public -Institutional Holders	1740274	1572818	90.38	1572818	0	100	0
	Public -Others	9501761	558547	5.88	558482	65	99.99	0.01
	Total	23148689	14038019	60.64	14037954	65	100.00	0.00
Resolution 10.	Promoters and Promoter Group	11906654	11906654	100.00	11906654	0	100	0
	Public -Institutional Holders	1740274	1572818	90.38	1572818	0	100	0
	Public -Others	9501761	559847	5.89	559582	265	99.95	0.05
	Total	23148689	14039319	60.65	14039054	265	100.00	0.00
Resolution 11.	Promoters and Promoter Group	11906654	11906654	100.00	11906654	0	100	0
	Public -Institutional Holders	1740274	1572818	90.38	1572818	0	100	0
	Public -Others	9501761	559847	5.89	559782	65	99.99	0.01
	Total	23148689	14039319	60.65	14039254	65	100.00	0.00

*Figures have been rounded off

