



RSMW Limited
an LNJ Bhilwara Group Company

RSMW 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: rsmw.investor@lnjbihilwara.com; Website: <http://www.rsmw.in>

NOTICE

NOTICE is hereby given that the 56th Annual General Meeting (AGM) of the Members of the Company will be held on Wednesday, the 27th day of September, 2017 at 11:30 A.M. at the Registered Office of the Company at Kharigram, P. O. Gulabpura, Distt. Bhilwara, Rajasthan - 311 021 to transact the Ordinary and Special Businesses as set out in the Notice of the Fifty Sixth AGM.

The Notice of the AGM together with the Annual Report for the Financial Year 2016-17 has been sent in the electronic mode to the Members whose e-mail ids are registered with the Company or the Depository Participant(s). Physical copy of the Notice of the AGM together with the Annual Report for FY 2016-17 has been sent to all other Members at their registered address in the permitted mode. The dispatch of the said notices both electronically and physically has been completed on 1st September, 2017. The Notice of the AGM together with the Annual Report is also available and can be downloaded from the Company's website: www.rsmw.in and on the website of NSDL at <https://www.evoting.nsdl.com>. Members, who do not receive the Notice and the Annual Report, may download the same as above or may request for a copy of the same to the Company.

The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, the 21st September, 2017 to Wednesday, the 27th September, 2017 (Both days inclusive) for the purpose of AGM and ascertaining the entitlement of Members for the payment of Equity dividend of 125% i.e. ₹ 12.50 per equity share of ₹10 each. Further, the Preference dividend on 88,54,111 Optionally Convertible Redeemable Preference Shares (OCRPS) which had been opted for conversion will be paid on pro-rata basis for the period from 1st April, 2016 to 10th November, 2016 to the holders of OCRPS whose name appeared on the Company's Register of OCRPS on 10th November, 2016. Similarly, the Preference dividend on 48,11,324 OCRPS which had not been opted for conversion and subsequently redeemed will be paid for the period from 1st April, 2016 to 28th February, 2017, to the holders of OCRPS whose name appeared on the Company's Register of OCRPS on 28th February, 2017. The dividend on Equity and Preference share(s) if declared at the AGM shall be paid within 30 days.

The Company is pleased to inform that pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015, ("Amended Rules 2015") and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in the Notice. The remote e-voting period commences on Sunday, the 24th September, 2017 at 9:00 A.M and ends on Tuesday, the 26th September, 2017 at 5:00 P.M. The remote e-voting module shall not be allowed beyond 5:00 P.M on Tuesday, the 26th September, 2017. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. In case a person has become the Member of the Company after the dispatch of Notice but on or before the cut-off date i.e. 20th September, 2017, he/she may write to M/s MCS Share Transfer Agent Ltd. on the e-mail ID: admin@mcsregistrars.com or evoting@nsdl.co.in. Members who are not casting their vote electronically, may cast their vote at the Annual General meeting by means of ballot. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

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. 20th September, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper. The procedure of remote e-voting has also been mentioned in the Notice. In case of any query, 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 and can contact Shri Amarjeet, Senior Manager, MCS Share Transfer Agent Ltd., who may be contacted through Phone: 011-41406148, 41406149 or E-mail: admin@mcsregistrars.com.

The Board of Directors of the Company has appointed Mr. Mahesh Gupta, Practicing Company Secretary (Membership No. FCS 2870), as Scrutinizer to scrutinize the e-voting procedure in a fair and transparent manner.

By order of the Board
For **RSMW LIMITED**

Surender Gupta

Company Secretary

FCS - 2615