

**PROCEEDINGS OF 55<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS  
OF RSWM LIMITD HELD ON TUESDAY, THE 27<sup>TH</sup> DAY OF SEPTEMBER,  
2016, AT 11:30 A.M AT THE REGISTERED OFFICE AT KHARIGRAM, P. O.  
GULABPURA - 311 021, BHILWARA DISTRICT, RAJASTHAN.**

Shri Prakash Maheshwari, Executive Director was elected as Chairman for the meeting. Shri A.N. Choudhary, Independent Director and Member of the Audit Committee was present at the meeting.

Shri Surender Gupta, Company Secretary informed the Chairman that requisite numbers of Members for constituting the quorum as per the Companies Act, 2013 were present in person. The Auditors were also present at the Meeting. The Chairman called the Meeting to order. The Notice of the Meeting and the Auditors Report was taken as read with the permission of the Members.

The Chairman welcomed the members to the 55<sup>th</sup> Annual General Meeting of the Company. The Chairman, thereafter, addressed the Members highlighting the salient features of the Company's operations relating to the year ended the 31<sup>st</sup> March, 2016. He then stated that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended vide Companies (Management and Administration) Amendment Rules 2015 and pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to members remote e-voting facility from 24<sup>th</sup> September, 2016 (9.00 A.M.) to 26<sup>th</sup> September, 2016 (5.00 P.M.) to exercise their votes in respect of all resolutions mentioned in the Notice convening AGM. He further announced that Statutory Registers maintained as per the Companies Act were kept ready at the Meeting for inspection by the Members.

He then initiated discussion and invited the queries on the accounts. The members raised certain queries which were adequately replied. Thereafter, the Chairman informed that the members, who did not cast their vote through remote e-voting and present in person and/or through proxy at the AGM were provided the facility of voting through poll. He then appointed the scrutinizer(s) for the Poll. Thereafter, the poll process was conducted.

Thereafter, the Chairman put forward the resolutions relating to the following items;

1. Adoption of Audited Financial Statements as at the 31st March, 2016 and Profit & Loss for the period ended on the that date(including Audited Consolidated Financial Statements) and the Reports of Directors and Auditors thereon.
2. Declaration of Dividend on 12% Optionally Convertible Redeemable Preference Shares for the financial year ended 31<sup>st</sup> March, 2016.
3. Declaration of Dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2016.



4. Re-appointment of Shri J.C. Laddha (DIN: 00118527) who retires by rotation and, being eligible, offers himself for reappointment.
5. Re-ppointment of Shri Riju Jhunjhunwala (DIN: 00061060) who retires by rotation and being eligible, offers himself for reappointment.
6. Re-appointment of M/s S. Bhargava Associates, Chartered Accountants (Firm Registration No. 003191C), Chartered Accountant as the Joint Statutory Auditor of the Company and to fix their remuneration.
7. Ratification of appointment of M/s S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No. 000756N) as the Joint Statutory Auditor of the Company and to fix their remuneration.
8. Appointment of Shri Deepak Jain (DIN:00004972), as an Independent Director for first term of 5 (five) consecutive years up to 10th May, 2021.
9. Re-appointment of Shri Riju Jhunjhunwala, (DIN: 00061060) as Managing Director of the Company for a period of five years w.e.f. 1<sup>st</sup> May, 2016.
10. Increase in remuneration of Shri Prakash Maheshwari (DIN:02388988) Executive Director of the Company.
11. Creation of mortgage(s) and charges under Section 180(1)(a) in addition to the existing mortgages, charges and hypothecations created on the assets of the Company in favour of:
  - Oriental Bank of Commerce (Oriental Bank) in connection with Term Loan of ₹ 39.00 crore.
  - Oriental Bank of Commerce (Oriental Bank) in connection with Term Loan of ₹ 31.20 crore.
12. Creation of Second Charge subject to the First Charge of the Term Lenders under Section 180 (1)(a) on all the immovable and movable properties of the Company to or in favour of :
  - The consortium Banks viz. State Bank of Bikaner & Jaipur, Punjab National Bank, State Bank of India, Bank of Baroda, Export-Import Bank of India, State Bank of Mysore, Union Bank of India, ICICI Bank Ltd. and HDFC Bank Limited for granting to the Company Working Capital Facilities to the extent of ₹ 968.50 crore (Rupees Nine Hundred Sixty Eight crore and Fifty lacs only).
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 31<sup>st</sup> March, 2017.



The Chairman thereafter announced that the voting results along with the consolidated scrutinizer report would be submitted to BSE Limited and National Stock Exchange of India Ltd. and also be available on the website of the Company and the website of NSDL.

There being no other business to discuss, the meeting ended with a vote of thanks to the Chair.

