

**PROCEEDINGS OF 57TH ANNUAL GENERAL MEETING OF THE MEMBERS
OF RSWM LIMITD HELD ON THURSDAY, THE 13TH DAY OF SEPTEMBER,
2018, AT 11:30 A.M AT THE REGISTERED OFFICE AT KHARIGRAM, P. O.
GULABPURA - 311 021, BHILWARA DISTRICT, RAJASTHAN.**

Shri B.M Sharma, Joint Managing 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. M/s S.S Kothari Mehta & Co, Joint Statutory Auditors and M/s Lodha & Co, Joint Statutory Auditors were present in the AGM. 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 57th 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 31st March, 2018. 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 10th September, 2018 (9.00 A.M.) to 12th September, 2018 (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, 2013 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.

The Chairman stated that since he himself was interested in the item No.9 and 10 of the notice, therefore he requested that for item no.9 and 10, Shri Amar Nath Choudhary, Independent Director and Member of Audit Committee present should Chair the meeting and conduct the proceedings for these items.

With the consent of all members present Shri Amar Nath Choudhary, Independent Director and Member of Audit Committee was elected as Chairman of the meeting for the item no.9 and 10.

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



1. Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) as at 31st March, 2018 and the Report of Directors and Auditors thereon.
2. Declaration of 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.
5. Appointment of Smt. Archana Kapoor (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.

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.



The meeting concluded at 12.00 P.M

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

