

1. Name of Listed Entity : RSWM Limited
2. Quarter ending : 30th June, 2016

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|------------------------|------------------------|---|--|---------|--|--|--|
| Title (Mr/Ms) | Name of the Director | PAN [§] & DIN | Category (Chairperson/Executive/Non-Executive/ Independent/ Nominee) ^{&} | Date of Appointment in the current term/ cessation | Tenure* | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity# (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Ravi Jhunjhunwala | 00060972/AAGPJ0739D | Chairperson-Non-Executive | 18.05.1979 | — | 6 | 4 | 0 |
| Mr. | Shekhar Agarwal | 00066113/AAEPA6590M | Non-Executive | 13.02.1984 | — | 5 | 4 | 0 |
| Mr. | Riju Jhunjhunwala | 00061060/AAKPJ4377M | Executive | 01.05.2016 ^{\$\$} | — | 3 | 3 | 1 |
| Mr. | Arun Churiwal | 00001718/ACTPC0401E | Non-Executive | 01.04.2016** | — | 3 | 3 | 0 |
| Mr. | Prakash Maheshwari | 02388988/AAUPM7802L | Executive | 01.04.2015 | — | 1 | 0 | 0 |
| Mr. | Jagdish Chandra Laddha | 00118527/AADPL6272E | Non-Executive | 01.04.2015 | — | 1 | 0 | 0 |
| Dr. | Kamal Gupta | 00038490/AAHPG1101F | Independent Non-Executive | 16.09.2014 | 5 Years | 4 | 10 | 5 |



| | | | | | | | | |
|-----|------------------------|----------------------|---------------------------|-------------|---------|---|---|---|
| Mr. | Dharmendar Nath Davar | 00002008/ AAPD0015E | Independent Non-Executive | 16.09.2014 | 5 Years | 6 | 9 | 4 |
| Mr. | Amar Nath Choudhary | 00587814/ ABVPC0060A | Independent Non-Executive | 16.09.2014 | 5 Years | 2 | 3 | 2 |
| Mr. | Priya Shankar Dasgupta | 00012552/ ADWPD2072J | Independent Non-Executive | 16.09.2014 | 4 Years | 7 | 7 | 2 |
| Ms. | Geeta Mathur | 02139552/ AAKPM7380D | Independent Non-Executive | 11.11.2014 | 5 Years | 5 | 8 | 2 |
| Mr. | Deepak Jain | 00004972/ AAEPJ1525D | Independent Non-Executive | 11.05.2016@ | 5 Years | 3 | 3 | 1 |

\$\$ Appointed as Joint Managing Director on 1st May, 2013 and designated as Managing Director w.e.f. 10th February, 2015 and current tenure as Managing Director commenced w.e.f 1st May, 2016.

** Appointed as Director on 23rd October, 2003 and appointed as Managing Director w.e.f. 17th March, 2009 and current tenure as Non-Executive, Non-Independent Director w.e.f. 1st April, 2016.

@ Subject to approval at the ensuing Annual General Meeting.

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Includes committee Chairmanships.

II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) |
|--------------------|---|---|
| 1. Audit Committee | Dr. Kamal Gupta Mr. Dharmendar Nath Davar Mr. Amar Nath Choudhary | Chairperson - Independent - Non-Executive Independent - Non-Executive Independent - Non-Executive |



| | | |
|--|--|--|
| 2. Nomination & Remuneration Committee | Dr. Kamal Gupta Mr. Dharmendar Nath Davar Mr. Shekhar Agarwal | Chairperson - Independent - Non-Executive Independent - Non-Executive Non-Executive |
| 3. Risk Management Committee(if applicable) | N.A. | N.A. |
| 4. Stakeholders' Relationship Committee' | Dr. Kamal Gupta Mr. Dharmendar Nath Davar Mr. Shekhar Agarwal Mr. Arun Churiwal | Chairperson - Independent - Non-Executive Independent - Non-Executive Non-Executive Non-Executive |
| 5. Corporate Social Responsibility Committee | Mr. Riju Jhunjhunwala Mr. Arun churiwal Mr. Amar Nath Choudhary | Chairperson - Executive Non-Executive Independent - Non-Executive |

* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
|--|--|--|
| 1 st February, 2016 | 11 th May, 2016 | 99 days |

IV. Meeting of Committees

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
|--|--|--|--|
| Audit Committee 11 th May, 2016 | Yes All Members were present. | 1 st February, 2016 | 99 days |
| Stakeholders' Relationship Committee 11 th May, 2016 | Yes All Members were present. | 1 st February, 2016 | 99 days |



| | | | |
|---|----------------------------------|--------------------------------|---------|
| Nomination and Remuneration Committee 11 th May, 2016 | Yes All Members were present. | 1 st February, 2016 | 99 days |
| Corporate Social Responsibility Committee 11 th May, 2016 | Yes All Members were present. | 1 st February, 2016 | 99 days |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

| <i>Subject</i> | <i>Compliance status (Yes/No/NA) refer note below</i> |
|--|---|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.



VI. Affirmations:

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - YES
 - b. Nomination & remuneration committee - YES
 - c. Stakeholders relationship committee - YES
 - d. Risk management committee (applicable to the top 100 listed entities) - N.A.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. -Yes
Any comments/observations/advice of Board of Directors may be mentioned here. -N.A.

For RSWM LIMITED



**SURENDER GUPTA
COMPANY SECRETARY**

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.