

N O T I C E

Notice is hereby given that an Extra-ordinary General Meeting of the Members of the Company will be held on Friday, the 21st day of March, 2014 at 11:30 A.M at the Registered Office of the Company at Kharigram, P. O. Gulabpura - 311 021, District Bhilwara, Rajasthan to transact the following business:

Item No. 1

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting of the Company held on 27th September, 2007 and pursuant to Section 180 (1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013, and also that of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow, from time to time, such sum or sums of money on such terms and conditions as the Board may deem fit notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of ₹ 2,000 crore (Rupees Two Thousand crore only) over and above the paid up capital of the Company and its free reserves."

Item No. 2

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT Article 59 of the Article of Association of the Company be altered in the following manner."

The existing Article 59 be substituted as under:-

Subject to the provisions of Section 180 of the Companies Act, 2013 and also of the Section 179 of the Companies Act, 2013 as may be applicable from the date of their notification and Section 292 of the Companies Act, 1956, till the date of their applicability, the Board may from time to time and at its discretion, raise or borrow from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purposes of the company provided that the Board shall not, without the sanction in a general meeting by way of Special Resolution borrow any sum of money which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of ₹ 2,000 crore (Rupees Two Thousand crore only) over and above the paid up capital of the Company and its free reserves."

Item No. 3

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 310 read with Section 309 and other applicable provisions of the Companies Act, 1956, the consent of the Company be and is hereby accorded for incurring, payment of and /or reimbursement of the expenses, if any, pertaining to medical treatment of Shri L. N. Jhunjhunwala, Chairman Emeritus for a period of 5 years commencing from 1st April, 2014 to 31st March, 2019, provided that in any financial year the payment of such medical expenses shall not exceed 1% of the net profit of the Company computed in accordance with the Sections 349 and 350 of the Companies, Act, 1956."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorised to take all such steps and actions as may be considered necessary for the purpose of implementing this resolution."

By order of the Board
for **RSWM Limited**

Place : Noida (U. P.)
Date : 6th February, 2014

Surender Gupta
Company Secretary

N O T E S

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxy in order to be effective, must be received by the Company not less than forty-eight hours before the meeting.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.
3. Members are requested to:
 - (i) Quote their folio number in all correspondence with the Company.
 - (ii) Notify immediately to the Company all changes with respect to their nomination, power of attorney and change of address. Members holding shares in electronic form should send their request regarding the same to their respective Depository Participant.
4. Members who are holding Company's shares in electronic form are required to bring details of their Depository Account, such as Client ID and DPID numbers for identification.
5. The members who have not yet registered their e-mail address are requested to register/update their e-mail address in respect of equity shares held by them in demat form with their respective DPs and in case of physical form with the Company.

By order of the Board
for **RSWM Limited**

Place : Noida (U. P.)
Date : 6th February, 2014

Surender Gupta
Company Secretary

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

As the members may be aware that at the Annual General Meeting of the Company held on the 27th September, 2007, the Board of Directors were authorised to borrow money (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from time to time for the purpose of Company such sum or sums of money not exceeding ₹ 2,000 crore over and above the paid up capital of the Company and its free reserves. The present borrowings of the Company are within the limits approved by the Company in General Meeting as above.

However, as per the requirements of Section 180 (1)(c) and (2) of the Companies Act, 2013, as enacted, the approval of the members of the Company by way of special resolution has been stipulated in case the borrowings of the Company exceed its paid-up capital and free reserves. Accordingly, the resolution under item no.1 is proposed. The attention of the members is drawn that it is not proposed to increase the borrowing limit which is presently at ₹ 2,000 Crores and their approval is being sought by way of special resolution as the earlier approval at the Annual General Meeting held on 27th September, 2007 was obtained by ordinary resolution.

Your Directors recommend the resolution for approval.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the said Resolution.

Item No. 2

It is proposed to replace the Article 59 of the Articles of Association of the Company as proposed in the resolution under item no.2 of the Notice to make it in consonance with the requirements of Section 180 of the Companies Act, 2013 to the extent applicable and also to meet the requirements of prevalent provisions of Companies Act, 1956 till the time of their applicability. Accordingly, your Directors recommend amending Article 59 as proposed in the Notice. The proposed amendment as envisaged above requires approval of the shareholders by way of special resolution.

Your Directors recommend the resolution for approval.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the said Resolution.

Item No. 3

As the members are aware that Shri L. N. Jhunjhunwala is the founder and promoter director of the Company since its inception in 1960. Shri L. N. Jhunjhunwala had served as the Chairman and Managing Director of the Company for over three decades. The Board of Directors of the Company bestowed upon him the honour of Chairman Emeritus in the year 1996 after he relinquished the Chairmanship of the Board. He continues to be director of the Company and has been providing services to the Company by rendering continuous guidance and advice from time to time for the formulation and implementation of the Company's policies and plans.

Keeping in view the phenomenal contribution of Shri L. N. Jhunjhunwala to bring the Company to its present position and also for continuous part time services to the Company by giving his valuable advice and guidance to the Company's Board and management from time to time, the Central Government, on application made by the Company, had approved the reimbursement of medical expenses upto 1% of net profits of the Company for a period of five years w.e.f 1st April, 2009 and the said approval expires on 31st March, 2014.

Subsequently, Ministry of Corporate Affairs vide its Circular No. 4/2011 dated 4th March, 2011, dispensed with the requirement of obtaining approval of Central Government for making payment of remuneration by way of commission to its Non- Whole Time Director(s) in addition to the sitting fee if the total commission to be paid does not exceed 1% of the net profit of the Company.

Accordingly, the resolution under item no.3 is proposed.

None of the Directors & Key Managerial Personnel of the Company including their relatives except Shri L. N. Jhunjhunwala himself, Shri Ravi Jhunjhunwala, Shri Shekhar Agarwal and Shri Riju Jhunjhunwala, being relatives of Shri L. N. Jhunjhunwala are in any way concerned or interested in the said resolution.

By order of the Board
for **RSWM Limited**

Place : Noida (U. P.)
Date : 6th February, 2014

Surender Gupta
Company Secretary



Regd. Office: Kharigram, P. O. Gulabpura - 311 021, District Bhilwara (Rajasthan)



PROXY FORM

DP Id*

Folio No.

Client Id*

No. of Share(s) held.....

I/We.....of.....being a member/members of RSWM Limited hereby appointoffailing him.....ofor failing him.....ofas my/our Proxy in my/our absence to attend and vote for me/us on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Friday, the 21st day of March, 2014 at 11:30 A.M. and / or at any adjournment thereof.

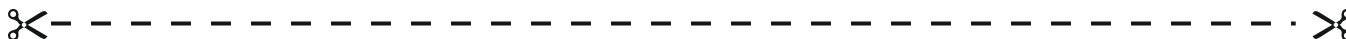
As WITNESS my/our hand/hands this day of.....2014.

Signed by the said

Please Affix
15 paise
Revenue
Stamp here

Note : The Proxy must be deposited at the Registered Office of the Company at Kharigram P. O. Gulabpura - 311 021, District Bhilwara, Rajasthan, not less than forty eight hours before the time of holding the meeting.

* Applicable for investors holding Shares in electronic form



Regd. Office: Kharigram, P. O. Gulabpura - 311 021, District Bhilwara (Rajasthan)



ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

DP Id*

Folio No.

Client Id*

No. of Share(s) held.....

Name and address of the Shareholders :

I hereby record my presence at the Extra-ordinary General Meeting of the Company being held on Friday, the 21st day of March, 2014 at 11:30 A.M. at the Registered Office of the Company at Kharigram P. O. Gulabpura - 311 021, District Bhilwara, Rajasthan

* Applicable for investors holding Shares in electronic form

**Strike out whichever is not applicable

**Signature of the Shareholder/Proxy/Representative