

**Compliance Pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – 56th
Annual General Meeting of Equity Shareholders of RSWM Limited**

Date of the AGM/EGM	27th September, 2017	
Total number of shareholders on record date	16883	
Cut-off date for e-voting.	20th September, 2017	
No. of shareholders present in the meeting either in person or through proxy:	14	
Promoters and Promoter Group:	14	
Public:	37	
No. of shareholders attended the meeting through Video Conferencing:	Nil	
Promoters and Promoter Group:	Nil	
Public:	Nil	

Agenda-wise

Item No.1		Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) as at 31st March, 2017 and the Report of Directors and Auditors thereon.						
		Resolution require: (Ordinary/Special)				Ordinary		
		Whether promoter/promoters group are interested in the agenda/resolution?				No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11989722	11985112	99.96	11985112	0	100.00	0.00
	Poll		3000	0.03	3000	0	0.00	0.00
	Total	11989722	11988112	99.99	11988112	0	100.00	0.00
Public - Institutional Holders	E-Voting	3457683	3092161	89.43	3092161	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	3457683	3092161	89.43	3092161	0	100.00	0.00
Public- Non Institutions	E-Voting	8103437	534286	6.59	534266	20	100.00	0.00
	Poll		2758	0.03	2758	0	100.00	0.00
	Total	8103437	537044	6.63	537024	0	100.00	0.00
Grand Total		23550842	15617317	66.31	15617297	20	100.00	0.00

Item No.2		Declaration of Dividend on 12% Optionally Convertible Redeemable Preference Shares for the financial year ended 31st March, 2017.						
		Resolution require: (Ordinary/Special)				Ordinary		
		Whether promoter/promoters group are interested in the agenda/resolution?				No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11989722	11985112	99.96	11985112	0	100.00	0.00
	Poll		3000	0.03	3000	0	0.00	0.00
	Total	11989722	11988112	99.99	11988112	0	100.00	0.00
Public - Institutional Holders	E-Voting	3457683	3123822	90.34	3123822	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	3457683	3123822	90.34	3123822	0	100.00	0.00
Public- Non Institutions	E-Voting	8103437	534286	6.59	534266	20	100.00	0.00
	Poll		2758	0.03	2758	0	100.00	0.00
	Total	8103437	537044	6.63	537024	0	100.00	0.00
Grand Total		23550842	15648978	66.45	15648958	20	100.00	0.00



Item No.3	Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2017.							
Resolution require: (Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11989722	11985112	99.96	11985112	0	100.00	0.00
	Poll		3000	0.03	3000	0	0.00	0.00
	Total	11989722	11988112	99.99	11988112	0	100.00	0.00
Public - Institutional Holders	E-Voting	3457683	3123822	90.34	3123822	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	3457683	3123822	90.34	3123822	0	100.00	0.00
Public- Non Institutions	E-Voting	8103437	534286	6.59	534286	0	100.00	0.00
	Poll		2758	0.03	2758	0	100.00	0.00
	Total	8103437	537044	6.63	537044	0	100.00	0.00
	Grand Total	23550842	15648978	66.45	15648978	0	100.00	0.00

Item No.4	Re-appointment of Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation and, being eligible, offers himself for reappointment.							
Resolution require: (Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11989722	11985112	99.96	11985112	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	11989722	11985112	99.96	11985112	0	100.00	0.00
Public - Institutional Holders	E-Voting	3457683	3123822	90.34	2988394	135428	95.66	4.34
	Poll		0	0.00	0	0	0.00	0.00
	Total	3457683	3123822	90.34	2988394	0	95.66	0.00
Public- Non Institutions	E-Voting	8103437	534286	6.59	534186	100	99.98	0.02
	Poll		2758	0.03	2758	0	100.00	0.00
	Total	8103437	537044	6.63	536944	0	99.98	0.00
	Grand Total	23550842	15645978	66.43	15510450	135528	99.13	0.87

Item No.5	Re-appointment of Shri Prakash Maheshwari (DIN: 02388988) who retires by rotation and being eligible, offers himself for reappointment.							
Resolution require: (Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11989722	11985112	99.96	11985112	0	100.00	0.00
	Poll		3000	0.03	3000	0	0.00	0.00
	Total	11989722	11988112	99.99	11988112	0	100.00	0.00
Public - Institutional Holders	E-Voting	3457683	3123822	90.34	3123822	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	3457683	3123822	90.34	3123822	0	100.00	0.00
Public- Non Institutions	E-Voting	8103437	534286	6.59	489859	44427	91.68	8.32
	Poll		2758	0.03	2758	0	100.00	0.00
	Total	8103437	537044	6.63	492617	0	91.73	0.00
	Grand Total	23550842	15648978	66.45	15604551	44427	99.72	0.28



Item No.6	Appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No.301051E) as the Joint Statutory Auditors and to fix their remuneration.							
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Resolution require: (Ordinary/Special)							Ordinary	
Whether promoter/promoters group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11989722	11985112	99.96	11985112	0	100.00	0.00
	Poll		3000	0.03	3000	0	0.00	0.00
	Total		11989722	11988112	99.99	11988112	0	100.00
Public - Institutions Holders	E-Voting	3457683	3123822	90.34	3123822	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3457683	3123822	90.34	3123822	0	100.00
Public- Non Institutions	E-Voting	8103437	534286	6.59	534167	119	99.98	0.02
	Poll		2758	0.03	2758	0	100.00	0.00
	Total		8103437	537044	6.63	536925	0	99.98
Grand Total		23550842	15648978	66.45	15648859	119	100.00	0.00

Item No.7	Ratification of appointment of M/s S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No. 000756N) as the Joint Statutory Auditor and to fix their remuneration.							
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Resolution require: (Ordinary/Special)							Ordinary	
Whether promoter/promoters group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11989722	11985112	99.96	11985112	0	100.00	0.00
	Poll		3000	0.03	3000	0	0.00	0.00
	Total		11989722	11988112	99.99	11988112	0	100.00
Public - Institutions Holders	E-Voting	3457683	3123822	90.34	3123822	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3457683	3123822	90.34	3123822	0	100.00
Public- Non Institutions	E-Voting	8103437	534182	6.59	534063	119	99.98	0.02
	Poll		2758	0.03	2758	0	100.00	0.00
	Total		8103437	536940	6.63	536821	0	99.98
Grand Total		23550842	15648874	66.45	15648755	119	100.00	0.00

Item No.8	Adoption of new Articles of Association.							
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Resolution require: (Ordinary/Special)							Special	
Whether promoter/promoters group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11989722	11985112	99.96	11985112	0	100.00	0.00
	Poll		3000	0.03	3000	0	0.00	0.00
	Total		11989722	11988112	99.99	11988112	0	100.00
Public - Institutions Holders	E-Voting	3457683	3123822	90.34	2988394	135428	95.66	4.34
	Poll		0	0.00	0	0	0.00	0.00
	Total		3457683	3123822	90.34	2988394	135428	95.66
Public- Non Institutions	E-Voting	8103437	534286	6.59	534286	0	100.00	0.00
	Poll		2758	0.03	2758	0	100.00	0.00
	Total		8103437	537044	6.63	537044	0	100.00
Grand Total		23550842	15648978	66.45	15513550	135428	99.13	0.87



Item No.9	Creation of mortgage(s) and charges in addition to the existing mortgages, charges and hypothecations created on the assets of the Company in favour of:							
	• Central Bank of India (Central Bank) in connection with Term Loan of ₹72.00 crore under Technology Up-gradation Fund Scheme (TUFS).							
	• HDFC Bank Ltd (HDFC Bank) in connection with Term Loan of ₹12.00 crore under Technology Up-gradation Fund Scheme (TUFS).							
	• Yes Bank Limited (Yes Bank) in connection with Term loan of ₹ 25.00 crore for financing capex incurred / to be incurred.							

Resolution require: (Ordinary/Special)						Special		
Whether promoter/promoters group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11989722	11985112	99.96	11985112	0	100.00	0.00
	Poll		3000	0.03	3000	0	0.00	0.00
	Total		11989722	11988112	11988112	0	100.00	0.00
Public - Institutional Holders	E-Voting	3457683	3123822	90.34	3123822	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3457683	3123822	3123822	0	100.00	0.00
Public- Non Institutions	E-Voting	8103437	534286	6.59	534166	120	99.98	0.02
	Poll		2758	0.03	2758	0	100.00	0.00
	Total		8103437	537044	536924	0	99.98	0.00
Grand Total		23550842	15648978	66.45	15648858	120	100.00	0.00

Item No.10	Creation of mortgage(s) and charges under Section 180(1)(a) on such terms and conditions as may be decided by the Board up to an aggregate amount of ₹ 2000 crore.							
	Resolution require: (Ordinary/Special)						Special	
	Whether promoter/promoters group are interested in the agenda/resolution?					No		
	Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled
			1	2	3=[2/1]*100	4	5	6=[4/2]*100
Promoters and Promoter Group	E-Voting	11989722	11985112	99.96	11985112	0	100.00	0.00
	Poll		3000	0.03	3000	0	0.00	0.00
	Total		11989722	11988112	11988112	0	100.00	0.00
Public - Institutional Holders	E-Voting	3457683	3123822	90.34	2958431	165391	94.71	5.29
	Poll		0	0.00	0	0	0.00	0.00
	Total		3457683	3123822	2958431	0	94.71	0.00
Public- Non Institutions	E-Voting	8103437	534286	6.59	489789	44497	91.67	8.33
	Poll		2758	0.03	2758	0	100.00	0.00
	Total		8103437	537044	492547	0	91.71	0.00
Grand Total		23550842	15648978	66.45	15439090	209888	98.66	1.34



Item No.11	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, 2018.							
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Resolution require: (Ordinary/Special)

Whether promoter/promoters group are interested in the agenda/resolution?

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	Ordinary	No
							% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11989722	11985112	99.96	11985112	0	100.00	0.00
	Poll		3000	0.03	3000	0	0.00	0.00
	Total		11989722	11988112	99.99	11988112	0	100.00
Public - Institutional Holders	E-Voting	3457683	3123822	90.34	3123822	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3457683	3123822	90.34	3123822	0	100.00
Public- Non Institutions	E-Voting	8103437	534286	6.59	534267	19	100.00	0.00
	Poll		2758	0.03	2758	0	100.00	0.00
	Total		8103437	537044	6.63	537025	0	100.00
	Grand Total	23550842	15648978	66.45	15648959	19	100.00	0.00

Item No.12 Revision in remuneration of Shri Prakash Maheshwari (DIN:02388988) Executive Director of the Company.

Resolution require: (Ordinary/Special)

Whether promoter/promoters group are interested in the agenda/resolution?

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	Ordinary	No
							% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11989722	11985112	99.96	11985112	0	100.00	0.00
	Poll		3000	0.03	3000	0	0.00	0.00
	Total		11989722	11988112	99.99	11988112	0	100.00
Public - Institutional Holders .	E-Voting	3457683	3123822	90.34	2988394	135428	95.66	4.34
	Poll		0	0.00	0	0	0.00	0.00
	Total		3457683	3123822	90.34	2988394	0	95.66
Public- Non Institutions	E-Voting	8103437	534186	6.59	489670	44516	91.67	8.33
	Poll		2758	0.03	2758	0	100.00	0.00
	Total		8103437	536944	6.63	492428	0	91.71
	Grand Total	23550842	15648878	66.45	15468934	179944	98.85	1.15

Item No.13 Approval of the issue of Redeemable Non-Convertible Debentures on private placement basis for an amount not exceeding ₹ crores.

Resolution require: (Ordinary/Special)

Whether promoter/promoters group are interested in the agenda/resolution?

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	Special	No
							% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	11989722	11985112	99.96	11985112	0	100.00	0.00
	Poll		3000	0.03	3000	0	0.00	0.00
	Total		11989722	11988112	99.99	11988112	0	100.00
Public - Institutional Holders .	E-Voting	3457683	3123822	90.34	3123822	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3457683	3123822	90.34	3123822	0	100.00
Public- Non Institutions	E-Voting	8103437	534286	6.59	534116	170	99.97	0.03
	Poll		2758	0.03	2758	0	100.00	0.00
	Total		8103437	537044	6.63	536874	0	99.97
	Grand Total	23550842	15648978	66.45	15648808	170	100.00	0.00



Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex Chamber No. 110, G.F. D-288-289/10, Laxmi Nagar,
Delhi 110 092

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of Companies (Management and Administration) Rules, 2014)

To,
The Chairman
56th Annual General Meeting of the Equity Shareholders of
RSWM LIMITED
Held on 27th September, 2017 at Kharigram,
P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan

Dear Sir,

Sub. : Scrutinizer's Report on Consolidated voting (Remote E voting and Poll at the AGM) conducted for 56th Annual General Meeting of Members of the RSWM Limited, 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 – 311 021, Bhilwara, Rajasthan

I, Mahesh Kumar Gupta, Company Secretary, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar. Delhi – 110 092, has been appointed as a Scrutinizer of RSWM Limited (“the Company”) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended Companies (Management and Administration) Amendment Rules 2015, for the purpose of Scrutinizing the remote e-voting process. Mr. Mahesh Gupta and Smt. Mamta Santoshi (28, Sancheti Colony, Bijai Nagar, District Ajmer – 305 624) Folio no S 2971 were appointed as scrutineers pursuant to Section 109 of the Companies Act, 2013, read with rule 21 of the Companies (Management and Administration) Rules 2014 for the purpose of scrutinizing the poll process in a fair and transparent manner and ascertaining the requisite majority on poll carried out as per the provision of Companies Act, 2013 on the below mentioned resolution(s). We submit our report as under:

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and polling paper received on the resolutions contained in the Notice of 56th Annual General Meeting (AGM) of the Equity Shareholders of the Company. My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast “in favour” or “against” the resolutions stated below, based on the reports generated from the e-voting system provided by the National Securities Depository (India) Limited (NSDL), the Authorized Agency appointed by the Company for providing remote e-voting facilities and polling paper received by the Company.

I have completed the scrutiny of online voting (remote e-voting) and polling papers received and submit my report as under:-

1. The remote e-voting remained open from 24th September, 2017 (9:00 a.m.) to 26th September, 2017 (5:00 p.m.).



2. In accordance with the Notice of the 56th AGM dated 30th August, 2017 sent to the shareholders and the "Advertisement" published pursuant to the Rule [20(4)(v)] of the Companies (Management and Administration) Rules, 2014 & amendment thereof on 2nd September, 2017 in "Business Standard" in English and in "DanikNavjyoti" in Hindi.

3. The shareholders holding shares as on the "cut off" date i.e. 20th September, 2017 were entitled to vote on the proposed resolutions (Item no.1 to 13 as set out in the Notice of 56th AGM of RSWM Limited).

4. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote e-voting were downloaded from the e-voting website of NSDL(<https://www.evoting.nsdl.com>) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 56th AGM.

5. The votes were unblocked on 27th September, 2017 after the conclusion of the AGM in the presence of two witnesses, Mrs. Asha Jain , 52 Bajrang Colony , Bijai Nagar Distt. Ajmer 305624 and Mrs Anita Choudhary , 89 Bajrang Colony , Bijai Nagar Distt. Ajmer 305624). They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures Asha Jain

Name Mrs. Asha Jain

Signatures Anita

Name Mrs. Anita Choudhary

The consolidated result of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no 1 to 13 are passed with the requisite majority, are as under:

(1) Resolution No. 1—Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) as at March 31st, 2017 and the Report of Directors and Auditors thereon.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	78	15611539	99.9999
Poll at the AGM	33	5758	100
Total	111	15617297	99.9999

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	1	20	.0001
Poll at the AGM	0	0	0
Total	1	20	.0001

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	100



(2) Resolution No. 2 – Declaration of Dividend on 12% Optionally Convertible Redeemable Preference Shares for the financial year ended 31stMarch, 2017.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	78	15643200	99.9999
Poll at the AGM	33	5758	100.0000
Total	111	15648958	99.9999

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	1	20	0.0001
Poll at the AGM	0	0	0.00
Total	0	20	.0001

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	100

(3) Resolution No. 3 – Declaration of Dividend on Equity Shares for the financial year ended 31stMarch, 2017.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	79	15643220	100
Poll at the AGM	33	5758	100
Total	112	15648978	100

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	0	0	0
Poll at the AGM	0	0	0
Total	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	100

(4) Resolution No. 4 – Re-appointment of Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation and, being eligible, offers himself for reappointment.

(i) **(Voted in favour of the resolution:**



	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	75	15507692	99.1336
Poll at the AGM	31	2758	100
Total	106	15510450	99.1338

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	4	135528	.8664
Poll at the AGM	0	0	0
Total	4	135528	.8662

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	100

(5) Resolution No. 5 – Re-appointment of Shri Prakash Maheshwari (DIN: 02388988) who retires by rotation and being eligible, offers himself for reappointment.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	77	15598793	99.7160
Poll at the AGM	33	5758	100
Total	110	15604551	99.7161

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	2	44427	.2840
Poll at the AGM	0	0	0
Total	2	44427	.2839

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	100

(6) Resolution No. 6 – Appointment of M/s. Lodha& Co., Chartered Accountants (Firm Registration No.301051E) as the Joint Statutory Auditors and to fix their remuneration.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	76	15643101	99.9992



Poll at the AGM	33	5758	100
Total	109	15648859	99.9992

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	3	119	.0008
Poll at the AGM	0	0	0
Total	3	119	.0008

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	100

(7) Resolution No. 7 – Ratification of appointment of M/s S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No. 000756N) as the Joint Statutory Auditor and to fix their remuneration.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	75	15642997	99.9992
Poll at the AGM	33	5758	100
Total	108	15648755	99.9992

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	3	119	.0008
Poll at the AGM	0	0	0
Total	3	119	.0008

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	100

(8) Resolution No. 8 – Adoption of new Articles of Association.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	76	15507792	99.1343
Poll at the AGM	33	5758	100
Total	109	15513550	99.1346

(ii) **Voted against the resolution:**



	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	3	135428	.8657
Poll at the AGM	0	0	0
Total	3	135428	.8654

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	100

(9) Resolution No. 9 – 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:

- Central Bank of India (Central Bank) in connection with Term Loan of ₹72.00 crore under Technology Up-gradation Fund Scheme (TUFS).
- HDFC Bank Ltd (HDFC Bank) in connection with Term Loan of ₹12.00 crore under Technology Up-gradation Fund Scheme (TUFS).
- Yes Bank Limited (Yes Bank) in connection with Term loan of ₹ 25.00 crore for financing capex incurred / to be incurred.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	77	15643100	99.9992
Poll at the AGM	33	5758	100
Total	110	15648858	99.9992

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	2	120	.0008
Poll at the AGM	0	0	0
Total	2	120	.0008

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	100

(10) Resolution No. 10 -- Creation of mortgage(s) and charges under Section 180(1)(a) on such terms and conditions as may be decided by the Board up to an aggregate amount of ₹ 2000 crore.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	65	15433332	98.6583
Poll at the AGM	33	5758	100
Total	98	15439090	98.6588

(ii) **Voted against the resolution:**



	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	14	209888	1.3417
Poll at the AGM	0	0	0
Total	14	209888	1.3412

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	100

(11) Resolution No. 11 – 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, 2018.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	77	15643201	99.9999
Poll at the AGM	33	5758	100
Total	110	15648959	99.9999

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	2	19	.0001
Poll at the AGM	0	0	0
Total	2	19	.0001

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	100

(12) Resolution No. 12 – Revision in remuneration of Shri Prakash Maheshwari (DIN:02388988) as Executive Director of the Company.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	69	15463176	98.8497
Poll at the AGM	33	5758	100
Total	102	15468934	98.8501

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	9	179944	1.1503
Poll at the AGM	9	179944	1.1499
Total	9	179944	1.1499



(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	100

(13) Resolution No. 13 – Approval of the issue of Redeemable Non-Convertible Debentures on private placement basis for an amount not exceeding ₹150 crores.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	76	15643050	99.9989
Poll at the AGM	33	5758	100
Total	109	15648808	99.9989

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	3	170	.0011
Poll at the AGM	0	0	0
Total	3	170	.0011

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	100

6. The register, all other papers and relevant records relating to poll shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,
FOR MAHESH GUPTA & COMPANY


MAHESH KUMAR GUPTA
 Proprietor
 FCS: 2870: CP: 1999



Countersigned by:
FOR RSWM LIMITED


PRAKASH MAHESHWARI
 Chairman of the meeting
 DIN:02388988

Place: Delhi
 Dated: 27/09/2017


Mamta Santoshi
 (Scrutinizer)
 Folio No.S2971

DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPERS AT THE 56TH ANNUAL GENERAL MEETING OF RSWM LIMITED ("THE COMPANY") HELD ON WEDNESDAY, SEPTEMBER 27, 2017 AT 11.30 A.M AT KHARIGRAM, P.O GULABPURA-311 021, DISTRICT BHILWARA, RAJSATHAN.

The 56th Annual General Meeting ("AGM") of the Company was held on Wednesday, September 27, 2017 at 11.30 A.M at Kharigram, P.O Gulabpura-311 021, District Bhilwara, Rajsathan.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 ("LODR"), the Company has provided the facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in the Notice of AGM dated August 30, 2017 electronically. The Remote E-Voting was open for three days from Sunday, September 24, 2017 (9.00 A.M) till Tuesday, September 26, 2017 (5.00 P.M). In line with the provisions of the Companies Act, 2013 and the clarifications issued by the Ministry of Corporate Affairs, the voting at the venue of 56th AGM was conducted through Ballot Papers. The Board of Directors have appointed Mr. Mahesh Gupta, Company secretary in practice (Membership No. 1999) for scrutinizing the voting process through Remote E-Voting as well as Ballot Paper in a fair and transparent manner. The scrutinizer has submitted his consolidated report dated September 28, 2017 on the voting (Remote E-voting and Ballot Paper) on the resolution as set out in the notice of AGM.

The paid up capital of the Company as on the cut off date i.e. September 20, 2017 is ₹23,55,08,420.00 based on the scrutinizer's report the result be declared as follows:

Resolution No.	Particulars Of the Resolution	Resolution requires (ordinary/special)	Total no. Of votes casted	No. Of votes in favour	% of votes in favour	No. Of votes against	% of votes against	No. of invalid votes	Result
1	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) as at 31 st March, 2017 and the Report of Directors and Auditors thereon.	Ordinary	15617317	15617297	99.9999	20	0.0001	1	Passed with requisite majority
2	To declare the Dividend on 12% Optionally Convertible Redeemable Preference Shares for the financial year ended 31st March, 2017.	Ordinary	15648978	15648958	99.9999	20	0.001	1	Passed with requisite majority
3	To declare the Dividend on Equity Shares for the financial year ended 31st March, 2017.	Ordinary	15648978	15648978	100	0	0	1	Passed with requisite majority

4	To appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	15645978	15510450	99.1338	135528	0.8662	1	Passed with requisite majority
5	To appoint a Director in place of Shri Prakash Maheshwari (DIN: 02388988) who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	15648978	15604551	99.7161	44427	0.2839	1	Passed with requisite majority
6	Appointment of M/s. Lodha& Co., Chartered Accountants (Firm Registration No.301051E) as the Joint Statutory Auditors and to fix their remuneration.	Ordinary	15648978	15648859	99.9992	119	0.0008	1	Passed with requisite majority
7	To ratify the appointment of M/s S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No. 000756N) as the Joint Statutory Auditor and to fix their remuneration.	Ordinary	15648874	15648755	99.9992	119	0.0008	1	Passed with requisite majority
8	Adoption of new Articles of Association.	Special	15648978	15513550	99.1346	135428	0.8654	1	Passed with requisite majority
9	<p>Special Resolution under Section 180(1)(a) for Creation of mortgage(s) and charges in addition to the existing mortgages, charges and hypothecations created on the assets of the Company in favour of:</p> <ul style="list-style-type: none"> •Central Bank of India (Central Bank) in connection with Term Loan of ₹72.00 crore under Technology Up-gradation Fund Scheme (TUFS). •HDFC Bank Ltd (HDFC Bank) in connection with Term Loan of ₹12.00 crore under Technology Up-gradation Fund Scheme (TUFS). 	Special	15648978	15648858	99.9992	120	0.0008	1	Passed with requisite majority

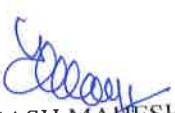
	•Yes Bank Limited (Yes Bank) in connection with Term loan of ₹ 25.00 crore for financing capex incurred / to be incurred.								
10	Creation of mortgage(s) and charges on such terms and conditions as may be decided by the Board up to an aggregate amount of 2000 crore.	Special	15648978	15439090	98.6588	209888	1.3412	1	Passed with requisite majority
11	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 st March, 2018.	Ordinary	15648978	15648959	99.9999	19	0.0001	1	Passed with requisite majority
12	Revision in remuneration of Shri Prakash Maheshwari (DIN:02388988) as Executive Director of the Company.	Ordinary	15648878	15468934	98.8501	179944	1.1499	1	Passed with requisite majority
13	Approval of the issue of Redeemable Non-Convertible Debentures on private placement basis for an amount not exceeding 150 crores.	Special Special	15648978	15648808	99.9989	170	0.0011	1	Passed with requisite majority

Based on the consolidated report of the Scrutinizer, all the Resolutions as set out in the Notice of the AGM have been duly approved and passed by the shareholders with requisite majority.

Thanking You,

Yours Truly,

For RSWM Limited



PRAKASH MAHESHWARI

Chairman of the 56th AGM of RSWM Limited

Date: September 27, 2017

Place: Kharigram- Gulabpura