

**Compliance under Clause 35A of the Listing Agreement – 54<sup>th</sup> Annual General Meeting of  
Equity Shareholders of RSWM Limited**

a.	Date of the AGM.	25 <sup>th</sup> September, 2015
b.	Total number of Shareholders on record date. Cut-off date for e-voting.	14,723 18 <sup>th</sup> September, 2015
c.	Number of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group - Public	22 37
d.	Number of Shareholders attended the meeting through Video Conferencing: - Promoters and Promoter Group - Public	None

Agenda-wise

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of voting (Show of hands/ Poll/Postal ballot/E-voting)	Result
1	Adoption of Audited Balance Sheet as at the 31 <sup>st</sup> March, 2015, the Statement of Profit & Loss for the period ended on that date and the Reports of Board of Directors and Auditors thereon.	Ordinary	E-voting and Poll	Passed with requisite majority
2	Declaration of Dividend on Equity Shares	Ordinary	E-voting and Poll	Passed with requisite majority
3	To appoint a Director in place of Shri Ravi Jhunjhunwala (DIN:00060972) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E-voting and Poll	Passed with requisite majority
4	To appoint a Director in place of Shri Arun Churiwal (DIN:00001718) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E-voting and Poll	Passed with requisite majority
5	Appointment of M/s S. Bhargava Associates, Chartered Accountants (Firm Registration No. 003191C) and M/s S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No 000756N) as Joint Auditors and to fix their	Ordinary	E-voting and Poll	Passed with requisite majority



	remuneration.			
6	Appointment of Smt. Geeta Mathur (DIN:02139552) as Independent Director for first term of 5 (five) consecutive years upto 10 <sup>th</sup> November, 2019.	Ordinary	E-voting and Poll	Passed with requisite majority
7	Re-appointment of Shri J.C. Laddha (DIN:00118527) as Executive Director of the Company with effect from the 1 <sup>st</sup> January, 2015 for a period upto 31 <sup>st</sup> March, 2015.	Ordinary	E-voting and Poll	Passed with requisite majority
8	Appointment of Shri J. C. Laddha as Director (Non-Executive, Non-Independent Director), liable to retire by rotation with effect from 1st April, 2015.	Ordinary	E-voting and Poll	Passed with requisite majority
9	Re-appointment of Shri Arun Churiwal (DIN:00001718) as Managing Director of the Company with effect from the 17 <sup>th</sup> March, 2015 for a period upto 31 <sup>st</sup> March, 2016.	Ordinary	E-voting and Poll	Passed with requisite majority
10	Appointment of Shri Riju Jhunjhunwala (DIN:00061060) as Managing Director w.e.f. 10th February, 2015.	Ordinary	E-voting and Poll	Passed with requisite majority
11	Appointment of Shri Prakash Maheshwari (DIN: 02388988), as Director of the Company, liable to retire by rotation with effect from 1 <sup>st</sup> April, 2015.	Ordinary	E-voting and Poll	Passed with requisite majority
12	Appointment of Shri Prakash Maheshwari (DIN:02388988) as Executive Director of the Company for a period of three years with effect from 1 <sup>st</sup> April, 2015.	Ordinary	E-voting and Poll	Passed with requisite majority
13	To create mortgage(s) and charges in addition to the existing mortgages, charges and hypothecations created on the assets of the Company in favour of: <ul style="list-style-type: none"> <li>• Export Import Bank of India (Exim Bank) in connection with Term Loan of ₹ 68.00 crore under Technology Upgradation Fund Scheme (TUFS).</li> <li>• Export Import Bank of India (EXIM</li> </ul>	Special	E-voting and Poll	Passed with requisite majority



	Bank) in connection with Term Loan of ₹ 40 crore under the Long Term Working Capital Programme.			
14	<p>To create Second Charge subject to the First Charge of the Term Lenders on all the immovable and movable properties of the Company to or in favour of :</p> <ul style="list-style-type: none"> <li>• The consortium Banks viz. State Bank of Bikaner &amp; Jaipur, Punjab National Bank, State Bank of India, Bank of Baroda, Export-Import Bank of India, State Bank of Mysore, Axis Bank Ltd., Union Bank of India, ICICI Bank Ltd. and HDFC Bank 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).</li> </ul>	Special	E-voting and Poll	Passed with requisite majority
15	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, 2016.	Ordinary	E-voting and Poll	Passed with requisite majority



**Details of reporting as per Clause 35A of the Listing Agreement based on result of voting at the  
54<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2015.**

Particulars	Promoter/Public	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
Resolution 1.	Promoters and Promoter Group	11906654	11905044	99.99	11905044	0	100.00	0.00
	Public -Institutional Holders	2952309	811868	27.50	751831	60037	92.61	7.39
	Public -Others	8289726	503131	6.07	502931	200	99.96	0.04
	<b>Total</b>	<b>23148689</b>	<b>13220043</b>	<b>57.11</b>	<b>13159806</b>	<b>60237</b>	<b>99.54</b>	<b>0.46</b>
Resolution 2.	Promoters and Promoter Group	11906654	11905044	99.99	11905044	0	100.00	0.00
	Public -Institutional Holders	2952309	2550696	86.40	2550696	0	100.00	0.00
	Public -Others	8289726	503132	6.07	502932	200	99.96	0.04
	<b>Total</b>	<b>23148689</b>	<b>14958872</b>	<b>64.62</b>	<b>14958672</b>	<b>200</b>	<b>100.00</b>	<b>0.00</b>
Resolution 3.	Promoters and Promoter Group	11906654	10098586	84.81	10098586	0	100.00	0.00
	Public -Institutional Holders	2952309	2550696	86.40	2386891	163805	93.58	6.42
	Public -Others	8289726	503067	6.07	502817	250	99.95	0.05
	<b>Total</b>	<b>23148689</b>	<b>13152349</b>	<b>56.82</b>	<b>12988294</b>	<b>164055</b>	<b>98.75</b>	<b>1.25</b>
Resolution 4.	Promoters and Promoter Group	11906654	11905044	99.99	11905044	0	100.00	0.00
	Public -Institutional Holders	2952309	2550696	86.40	811868	1738828	31.83	68.17
	Public -Others	8289726	503067	6.07	502746	321	99.94	0.06
	<b>Total</b>	<b>23148689</b>	<b>14958807</b>	<b>64.62</b>	<b>13219658</b>	<b>1739149</b>	<b>88.37</b>	<b>11.63</b>
Resolution 5.	Promoters and Promoter Group	11906654	11905044	99.99	11905044	0	100.00	0.00
	Public -Institutional Holders	2952309	2550696	86.40	654768	1895928	25.67	74.33
	Public -Others	8289726	502602	6.06	502401	201	99.96	0.04
	<b>Total</b>	<b>23148689</b>	<b>14958342</b>	<b>64.62</b>	<b>13062213</b>	<b>1896129</b>	<b>87.32</b>	<b>12.68</b>
Resolution 6.	Promoters and Promoter Group	11906654	11905044	99.99	11905044	0	100.00	0.00
	Public -Institutional Holders	2952309	2550696	86.40	2458365	92331	96.38	3.62
	Public -Others	8289726	503067	6.07	502862	205	99.96	0.04
	<b>Total</b>	<b>23148689</b>	<b>14958807</b>	<b>64.62</b>	<b>14866271</b>	<b>92536</b>	<b>99.38</b>	<b>0.62</b>
Resolution 7.	Promoters and Promoter Group	11906654	11905044	99.99	11905044	0	100.00	0.00
	Public -Institutional Holders	2952309	2550696	86.40	2550696	0	100.00	0.00
	Public -Others	8289726	503068	6.07	502763	305	99.94	0.06
	<b>Total</b>	<b>23148689</b>	<b>14958808</b>	<b>64.62</b>	<b>14958503</b>	<b>305</b>	<b>100.00</b>	<b>0.00</b>



Resolution 8.	Promoters and Promoter Group	11906654	11905044	99.99	11905044	0	100.00	0.00
	Public -Institutional Holders	2952309	2550696	86.40	2550696	0	100.00	0.00
	Public -Others	8289726	503068	6.07	502768	300	99.94	0.06
	<b>Total</b>	<b>23148689</b>	<b>14958808</b>	<b>64.62</b>	<b>14958508</b>	<b>300</b>	<b>100.00</b>	<b>0.00</b>
Resolution 9.	Promoters and Promoter Group	11906654	11905044	99.99	11905044	0	100.00	0.00
	Public -Institutional Holders	2952309	2550696	86.40	811868	1738828	31.83	68.17
	Public -Others	8289726	501327	6.05	500981	346	99.93	0.07
	<b>Total</b>	<b>23148689</b>	<b>14957067</b>	<b>64.61</b>	<b>13217893</b>	<b>1739174</b>	<b>88.37</b>	<b>11.63</b>
Resolution 10.	Promoters and Promoter Group	11906654	10098586	84.81	10098586	0	100.00	0.00
	Public -Institutional Holders	2952309	2550696	86.40	811868	1738828	31.83	68.17
	Public -Others	8289726	503067	6.07	502811	256	99.95	0.05
	<b>Total</b>	<b>23148689</b>	<b>13152349</b>	<b>56.82</b>	<b>11413265</b>	<b>1739084</b>	<b>86.78</b>	<b>13.22</b>
Resolution 11.	Promoters and Promoter Group	11906654	11905044	99.99	11905044	0	100.00	0.00
	Public -Institutional Holders	2952309	2550696	86.40	2550696	0	100.00	0.00
	Public -Others	8289726	503067	6.07	502367	700	99.86	0.14
	<b>Total</b>	<b>23148689</b>	<b>14958807</b>	<b>64.62</b>	<b>14958107</b>	<b>700</b>	<b>100.00</b>	<b>0.00</b>
Resolution 12.	Promoters and Promoter Group	11906654	11905044	99.99	11905044	0	100.00	0.00
	Public - Institutional Holders	2952309	2550696	86.40	2550696	0	100.00	0.00
	Public -Others	8289726	503067	6.07	502367	700	99.86	0.14
	<b>Total</b>	<b>23148689</b>	<b>14958807</b>	<b>64.62</b>	<b>14958107</b>	<b>700</b>	<b>100.00</b>	<b>0.00</b>
Resolution 13.	Promoters and Promoter Group	11906654	11905044	99.99	11905044	0	100.00	0.00
	Public - Institutional Holders	2952309	2550696	86.40	2550696	0	100.00	0.00
	Public -Others	8289726	502931	6.07	502701	230	99.95	0.05
	<b>Total</b>	<b>23148689</b>	<b>14958671</b>	<b>64.62</b>	<b>14958441</b>	<b>230</b>	<b>100.00</b>	<b>0.00</b>
Resolution 14.	Promoters and Promoter Group	11906654	11905044	99.99	11905044	0	100.00	0.00
	Public - Institutional Holders	2952309	2550696	86.40	2550696	0	100.00	0.00
	Public -Others	8289726	502931	6.07	502681	250	99.95	0.05
	<b>Total</b>	<b>23148689</b>	<b>14958671</b>	<b>64.62</b>	<b>14958421</b>	<b>250</b>	<b>100.00</b>	<b>0.00</b>
Resolution 15.	Promoters and Promoter Group	11906654	11905044	99.99	11905044	0	100.00	0.00
	Public - Institutional Holders	2952309	2550696	86.40	2550696	0	100.00	0.00
	Public -Others	8289726	503131	6.07	502931	200	99.96	0.04
	<b>Total</b>	<b>23148689</b>	<b>14958871</b>	<b>64.62</b>	<b>14958671</b>	<b>200</b>	<b>100.00</b>	<b>0.00</b>

\*Figures have been rounded off

