

NOTICE TO THE MEMBERS

Abstract of the terms and conditions of re-appointment of Shri J. C. Laddha, Executive Director of the Company and memorandum of interest pursuant to Section 302 of the Companies Act, 1956.

It is notified for the information of the Shareholders that the Board of Directors of the Company at their meeting held on 26th October, 2012 have re-appointed Shri J.C. Laddha, Executive Director for a period of 2 years with effect from 1st January, 2013 upto 31st December, 2014, subject to the approval of the Shareholders of the Company at the General Meeting. The re-appointment of Shri J.C. Laddha and remuneration payable to him is governed by Section 269 of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956.

An Abstract of the terms and conditions of appointment of Shri J.C. Laddha and Memorandum of Interest is given hereunder:

DETAILS OF REMUNERATION INCLUDING PERQUISITES PAYABLE TO SHRI J. C. LADDHA, EXECUTIVE DIRECTOR OF THE COMPANY

1. Basic Salary : ₹ 4,00,000/- per month with an annual increase of ₹ 50,000/- per month.
2. Commission : Upto 0.75% of the net profits of the Company as computed in the manner laid down in Section 309(5) of the Companies Act, 1956 .
3. Personal Pay : ₹ 1,80,500/- per month.
4. Perquisites : In addition to salary, commission and personal pay, Shri J.C. Laddha shall be entitled to the following perquisites:

Category 'A'

- i) Housing :
 - a) The expenditure incurred by the Company on hiring unfurnished accommodation for him shall be subject to a ceiling, namely (for residence in Delhi/outside Delhi), 60% of the basic salary, over and above 10% payable by him, or
 - b) In case the accommodation is owned by the Company, 10% of the basic salary shall be deducted by the Company, or
 - c) In case no accommodation is provided by the Company, a house rent allowance subject to a ceiling laid down in (a) above shall be paid.

The expenditure incurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income Tax Rules, 1962 and will be subject to a ceiling of 10% of the basic salary.

- ii) Medical Reimbursement:
Expenditure incurred for the Executive Director and his family, subject to a ceiling of one month's basic salary in a year or two months basic salary over a period of two years.
- iii) Leave Travel Concession:
For the self and family once in a year incurred in accordance with the rules specified by the Company.
- iv) Club fees:
Fees for clubs subject to maximum of two clubs will be allowed. This will not include admission and life membership fees.

- v) Personal Accident Insurance:
Of an amount, the annual premium of which not to exceed ₹ 10,000/-.

For the purpose of this category "family" means the spouse, the dependent children and dependent parents.

Category 'B'

- i) Provident Fund:
Company's contribution to Provident Fund shall be as per the scheme of the Company
- ii) Superannuation/Annuity Funds:
Company's contribution to Superannuation/Annuity fund shall be in accordance with the scheme of the Company.
- iii) Gratuity:
Payable as per the rules of the Company.

Category 'C'

- i) Car:
Provision of car for use on Company's business. Use of car for private purpose shall be billed by the Company.
- ii) Telephone:
Telephone at residence. Personal long distance calls shall be billed by the Company.

MINIMUM REMUNERATION

Notwithstanding anything to the contrary hereinabove contained, where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or has inadequate profits, the Company will pay remuneration to the Executive Director by way of salary, personal pay, perquisites and allowances not exceeding the sum specified in Para 1(B) of Section II of Part II of the Schedule XIII of the Companies Act, 1956.

MEMORANDUM OF INTEREST

None of the directors of the Company except Shri J. C. Laddha himself, is interested in his re-appointment and terms of remuneration.

By order of the Board
For **RSWM LIMITED**

Date : 26th October, 2012
Place: Noida

Surender Gupta
Company Secretary

Book Post

To

If undelivered, please return to :

RSWM Limited

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