



## RSWM Limited

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

### NOTICE

Notice is hereby given that the fiftieth Annual General Meeting of the members of the Company will be held on Friday, the 23rd day of September, 2011 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:

#### Ordinary business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and Profit & Loss Account for the period ended on that date and the Report of Directors and Auditors thereon.
2. To note the payment of Interim Dividend on Equity and Preference Shares and declare the Final Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Arun Churiwal, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Amarnath Choudhary, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Mr. Sushil Jhunjhunwala, who retires by rotation and being eligible, offers himself for reappointment.
6. To appoint Auditors and fix their remuneration.

#### Special business

7. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the creation of Second Charge subject to the First Charge of the Term Lenders on all the immovable and movable properties of the Company, wheresoever situated, present and future, and the whole of the undertaking of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favour of :

- i. The consortium Banks viz. State Bank of Bikaner & 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 and ICICI Bank Ltd. for granting to the Company Working Capital Facilities to the extent of ₹660.00 crore (Rupees Six Hundred and Sixty crore) or to any enhancements in the limits in future from time to time. ”

- ii. Export-Import Bank of India for granting to the Company Pre/Post-shipment credit/WCTL limit to the extent of ₹30.00 crore (Rupees Thirty crore).”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to finalise with the lenders the documents for creating the aforesaid mortgage(s) and/or charges and to do all such acts and things as may be necessary for giving effect to the above resolution.”

8. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company for creation of such mortgage(s) and charges in addition to the existing mortgages, charges and hypothecations created by the Company as the Board may direct on the assets of the Company, both present and future and the whole of the undertaking of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favour of:

- State Bank of Bikaner & Jaipur (SBBJ) in connection with Term Loan of ₹144 Crores under Technology Upgradation Fund Scheme (TUFFS).
- Export-Import Bank of India (Exim Bank) in connection with Term Loan of ₹140 Crores under Technology Upgradation Fund Scheme (TUFFS).

together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and other monies payable by the Company to SBBJ and Exim Bank under the Loan Agreements entered into by the Company in respect of the said borrowings.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to finalise with SBBJ and Exim Bank the documents for creating the aforesaid mortgage(s) and/or charges and to do all such acts and things as may be necessary for giving effect to the above resolution.”

9. To consider and if deem fit to pass with or without modifications, the following resolutions as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies At, 1956, the Articles of Association of the Company be and are hereby altered in the manner set out below:

The existing Article 161 be substituted as under:

“The Company shall comply with the provisions of Section 53, 171, 172 and 190 of the Act for service of notices and documents to any member of the Company, either by post or through electronic mode or by personal delivery”.

The existing Article 166 be substituted as under:

“Subject to the provisions of Article 164 any notice or document delivered or sent by post to or mailed through electronic mode or left at the registered address of any member in pursuance of these presents shall notwithstanding such member be then deceased and whether or not the Company has notice of his demise, be deemed to have been

duly served in respect of any registered shares whether held solely or jointly with other persons by such member, until some other person be registered in his/her stead as the holder or joint-holders thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators, and all persons, if any, jointly interested with him or her in any such shares”.

By order of the Board  
For RSWM Limited

Place: Noida  
Date : 3rd August, 2011

**Surender Gupta**  
Company Secretary

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## NOTES:

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. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of business under item No.7, 8 & 9 and relevant details in respect of item Nos. 3, 4 & 5 pursuant to clause 49 of the Listing Agreement are annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 17th September, 2011 to Friday, 23rd September, 2011 (both days inclusive)
4. Members are requested to:
  - (i) Quote their Folio number/client ID in all correspondence with the Company.
  - (ii) Notify immediately to the Company all changes with respect to their bank details, mandate, nomination, Power of Attorney and Change of Address. Members holding shares in electronic form should send their requests regarding the same to their respective Depository Participants.
5. 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.
6. Members seeking any information/clarification with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the registered office of the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.
7. In accordance with the provisions of Section 205A of the Companies Act, 1956, the dividend remaining unpaid/unclaimed for 7 years is required to be transferred to the Investor Education and Protection Fund. Accordingly, the share holders who have not encashed the dividend warrants so far for the financial year ended 31st March, 2004 and subsequent financial years are requested to make their claims to the Company.

Members may please note that the unclaimed dividends prior to year 2003-2004 have already been transferred to appropriate authorities.
8. Members holding shares in physical form are requested to furnish their email ID through e-mail at [rswm.investor@lnjbhilwara.com](mailto:rswm.investor@lnjbhilwara.com) and/or send letter to us quoting their Folio No. and e-mail ID for sending necessary communication / information in future. Members holding shares in demat form may get their email ID updated with their respective Depository Participants. The Annual Report of the Company will also be available on the website of the Company, [www.rswm.in](http://www.rswm.in). Documents in physical form shall be sent to members upon request.

## ANNEXURES TO NOTICE

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956.

### ITEM NO. 7

The Company is availing working capital facilities from the consortium of banks viz. State Bank of Bikaner & 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, and ICICI Bank Ltd. to the extent of ₹660.00 crore (Rupees Six Hundred and Sixty crore). The Company further availed Pre/Post-shipment/WCTL limit from Export-Import Bank of India to the extent of ₹30.00 crore (Rupees Thirty crore). The terms and conditions of the availment of the working capital limits and loan facilities from Banks stipulate a second charge on all the fixed assets of the Company in favour of the Banks. Accordingly the Company wishes to create a second charge in their favour.

Section 293(1)(a) of the Companies Act, 1956, provides inter-alia that the Board of Directors of the Company shall not, without the consent of members of the Company in general meeting sell, lease or otherwise dispose off the whole of the undertaking of the Company or where the Company owns more than one undertaking of the whole or substantially the whole, of any such undertaking. Since the creation of second charge by the Company on its fixed assets may be regarded as disposal of Company's properties/undertaking, it is necessary for the Company's members to pass a resolution under Section 293(1)(a) of the Companies Act, 1956.

Copies of sanction letters received from these Banks and copies of relevant documents/correspondence are open for inspection at the Registered Office of the Company during the office hours on any working day prior to the date of meeting.

Your Directors recommend the resolution for approval.

None of the Directors is concerned or interested in the resolution except Shri N. Shankar, who being nominee of Export-Import Bank of India, may be deemed to be interested to the extent of working capital facilities granted by Export-Import Bank of India.

### Item No. 8

The Company had approached State Bank of Bikaner & Jaipur (SBBJ) and Export-Import Bank of India (EXIM Bank) for financial assistance in the form of rupee term loans of ₹144 crore and ₹140 crore respectively under Technology Upgradation Fund Scheme (TUFS) for part financing expansion project of the Company. The referred financial assistance(s) from the lenders are to be secured by mortgage/ charge of the assets of the Company, both present and future.

Section 293(1)(a) of the Companies Act, 1956, provides inter-alia that the Board of Directors of the Company shall not, without the consent of members of the Company in general meeting sell, lease or otherwise dispose off the whole of the undertaking of the Company or where the Company owns more than one undertaking of the whole or substantially the whole, of any such undertaking. Since the mortgaging by the Company of its immovable and movable properties as aforesaid in favour of SBBJ and EXIM Bank may be regarded as disposal of Company's properties/undertaking, it is necessary for the Company's members to pass a resolution under Section 293(1)(a) of the Companies Act, 1956.

Copies of sanction letters received from the lenders and copies of relevant documents/correspondence are open for inspection at the Registered Office of the Company during the office hours on any working day prior to the date of meeting.

Your Directors recommend the resolution for approval.

None of the Directors is concerned or interested in the resolution except Shri N. Shankar, who being nominee of Export-Import Bank of India, may be deemed to be interested to the extent of term Loan facilities granted by Export-Import Bank of India.

### Item No.9

As the members are aware that Ministry of Corporate Affairs has vide its Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 introduced "Green Initiatives in the Corporate Governance" by allowing service of notice / documents by a Company to its shareholders through electronic mode.

Your Company has always initiated and supported environmental friendly practices. The Company proposes to amend its Articles of Association in line with the aforesaid circulars i.e. to enable the service of documents to the members by the Company also through the electronic mode.

Your Directors recommend the resolution as special resolution for your approval.

None of the Directors is concerned or interested in the resolution.

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

Place: Noida  
Date : 3rd August, 2011

**Surender Gupta**  
Company Secretary

**Details of the Directors Seeking appointment/re-appointment in forthcoming Annual General Meeting (In pursuance of Clause 49 of the Listing Agreements)**

Name of Director	Shri Arun Churiwal	Shri Amarnath Choudhary	Shri Sushil Jhunjhunwala
Category	Promoter-Executive	Independent- Non Executive	Independent- Non Executive
Interse relationship	N.A	N.A	N.A
Date of Birth	15th May, 1950	6th March, 1944	23rd August, 1950
Date of Appointment	23rd October, 2003	30th July, 2009	29th April, 2009
Qualification	B.A. (Hons)	B.Com, LLB, FCA, FCS	B.Com
Expertise in specific functional areas	Rich Experience of Textile Industry	Rich Experience of Textile Industry	Rich Experience of Textile Industry
List of other Public Companies in which Directorships held	1. BSL Limited 2. LNJ Financial Services Limited 3. Silktex Limited 4. La Opala RG Limited	1. Vitarich Agro Food (India) Limited 2. BSL Limited	1. La Opala RG Limited 2. BSL Limited 3. Genesis Exports Limited
Chairman/Member of the Committee of the Board of Directors of the Company	Nil	Nil	Nil
Chairman/Member of the Committees of Directors of other Companies :			
a) Audit Committee	Nil	BSL Limited-Member	BSL Limited-Member
b) Shareholders'/Investors' Grievance Committee	BSL Limited-Member	Nil	Nil
No. of Equity Shares held in Company	1610	Nil	Nil



# RSWM Limited

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 appoint ..... of ..... failing him/her ..... of ..... or failing him ..... of ..... as my/our proxy in my/our absence to attend and vote on me/us on my/our behalf at the 50th Annual General Meeting of the Company to be held on Friday, the 23rd day of September, 2011 at 11.30 A.M. and at any adjournment thereof.

As WITNESS my/our hand/hands this ..... day of ..... 2011.

Please affix  
15 paise  
Revenue  
Stamp here

Signed by the said .....

**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



# RSWM Limited

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

## ATTENDANCE SLIP

DP ID/CL ID/Folio No ..... No. of Shares held .....

Full name of shareholder .....

Full name of Proxy / Representative .....

I hereby record my presence at the 50th Annual General Meeting of the Company being held on Friday, the 23rd day of September, 2011 at 11.30 A.M. at the Registered Office of the Company at Kharigram, P.O. Gulabpura - 311 021, District Bhilwara, Rajasthan.

Signature of the shareholder / proxy / representative\* .....

**Note:** Please fill in this attendance slip and hand over at the entrance of the Meeting hall.

\* Strike out whichever is not applicable