



RSWM Limited

an LNJ Bhilwara Group Company



PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

RSWM/
February 13, 2017

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, C-1, Block - G,
Bandra-Kurla Complex,
Bandra (East),
MUMBAI - 400 051.

Subject: Intimation about fixation of "Record Date" for the purpose of redemption of Optionally Convertible Redeemable Preference Shares ("OCRPS") in compliance with Regulation 42(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Pursuant to Regulation 42(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation of our earlier letter dated 10th November, 2016 wherein we have informed that the Board of Directors of the Company in their meeting held on 10th November, 2016, had approved the redemption of Optionally Convertible Redeemable Preference Shares of Rupees 7.50 each at par in accordance with the Scheme of Amalgamation as approved by the Hon'ble High Court of Jodhpur and Madras and fixed 28th February, 2017 as "Record Date" for the purpose of redemption of Optionally Convertible Redeemable Preference Shares.

Further, we are enclosing herewith salient features of Scheme for your kind reference. We would like to state that after the said redemption, Optionally Convertible Redeemable Preference Shares shall stand cancelled and will have no effect.

You are requested to kindly take note of the same and notify accordingly.

Thanking you,

Yours faithfully,

For RSWM LIMITED

SURENDER GUPTA
COMPANY SECRETARY
FCS - 2615
E-205, Satya Shanti Apartment
Plot No.23, Sector -13, Rohini
Delhi - 110085

Encl.: As above

(Formerly Rajasthan Spinning & Weaving Mills Limited)

Corporate Office :
Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel. : +91-120-4390300 (EPABX)
Fax : +91-120-4277841, 4277842
Website : www.rswm.in

Regd. Office :
Kharigram, Post Office Gulabpura - 311 021
Distt. Bhilwara, (Rajasthan), India
Tel. : +91-1483-223144 to 223150, 223478
Fax : +91-1483-223361, 223479
Website : www.lnjbhilwara.com

Corporate Identification Number: L17115RJ1960PLC008216



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Salient features of the Scheme of Amalgamation



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“**Preference Shares**” means the Optionally Convertible Redeemable Preference Shares of the Transferee Company to be issued and allotted to each equity shareholder of the Transferor Company on the following terms and conditions:

- (a) **Dividend Rate**
12% p.a. on the paid up value per share of Rs. 7.50/-
- (b) **Accumulation of dividend**
Cumulative
- (c) **Exchange Ratio**
1 (One) Optionally Convertible Redeemable Preference Share of nominal value of Rs. 7.50/- (Rupee Seven and Fifty Paise) at par of the Transferee Company and credited as fully paid up for every 1 (One) Equity Share of nominal value of Rs. 10/- (Rupees Ten) each fully paid up held in the Transferor Company.
- (d) **Payment of dividend**
The Preference Shares will qualify for preferential payment of dividend at the rate set out above from the Allotment Date upto the date of redemption or conversion.
- (e) **Tenure**
5 years from the Allotment Date.
- (f) **Listing**
The Preference Shares will, subject to the applicable laws and regulations, be listed and/or admitted to trading on the relevant stock exchange(s), where the existing shares of the Transferee Company are listed and/or admitted to trading.
- (g) **Convertibility and Conversion Price Ratio**
The said Preference Shares will carry the right and option to apply for conversion of the said Preference Shares into the equity shares of the Transferee Company in the ratio 1 (one) Equity Share of Rs. 10/- (Rupees Ten) each at par of the Transferee Company credited as fully paid up for every 22 (Twenty two) Optionally Convertible Cumulative Redeemable Preference Shares of Rs. 7.50/- (Rupees Seven and Fifty paise) each to be issued and allotted by the Transferee Company. The said right must be exercised by the eligible Preference Shareholder before the expiry of 6 months from the date of allotment of such Preference Shares failing which the right shall lapse. No coupons shall be issued by the Transferee Company towards any fractional entitlement and all fractional entitlements, If any shall be ignored.
- (h) **Redemption Terms**
Transferee Company shall have an option to redeem by giving not less than 3 months notice to all the outstanding Preference Shares (i.e., such Preference Shares for which the option to convert into equity shares has not been exercised, as mentioned above) at par any time after the expiry of the conversion option period and before the expiry of 5 years from the Allotment Date.

U. S. Singh

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