RSWM Limited
an LNJ Bhilwara Group Company

PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

RSWM/
September 14, 2018

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

Scrip Code: RSWM

Re: Results declared under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the 57th Annual General Meeting of Equity Shareholders of RSWM Limited along with Consolidated Scrutinizer Report

Dear Sir,

Please find enclosed herewith the results declared of the 57th Annual General Meeting of Equity Shareholders of the Company held on Thursday, the 13th September, 2018 at the Registered Office of the Company at Kharigram, P. O. Gulabpura - 311 201, District Bhilwara, Rajasthan pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated Scrutinizer Report on Remote e-voting and Ballot Papers.

Please take the above on record and display on your website.

Thanking you,

Yours faithfully,
For **RSWM LIMITED**

SURENDER GUPTA
COMPANY SECRETARY
FCS – 2615

Encl.: As above

Compliance Pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – 57th Annual General Meeting of Equity Shareholders of RSWM Limited

Date of the AGM/EGM	13th September, 2018
Total number of shareholders on record date	17084
Cut-off date for e-voting.	6th September, 2018
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	12
Public:	32
No. of shareholders attended the meeting through Video Conferencing:	
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, 2018 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	11988112	99.99	11988112	0	100.00	0.00
	Poll							
	Total	**11989722**	**11988112**	**99.99**	**11988112**	**0**	**100.00**	**0.00**
Public - Institutionals Holders	E-Voting	3234654	2906846	89.87	2906846	0	100.00	0.00
	Poll							
	Total	**3234654**	**2906846**	**89.87**	**2906846**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	8326466	535946	6.44	535945	1	100.00	0.00
	Poll		22852	0.27	22852	0	100.00	0.00
	Total	**8326466**	**558798**	**6.71**	**558797**	**1**	**100.00**	**0.00**
	Grand Total	**23550842**	**15453756**	**65.62**	**15453755**	**1**	**100.00**	**0.00**

Item No.2	**Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2018.**							
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	11988112	99.99	11988112	0	100.00	0.00
	Poll							
	Total	**11989722**	**11988112**	**99.99**	**11988112**	**0**	**100.00**	**0.00**
Public - Institutionals Holders	E-Voting	3234654	2912541	90.04	2912541	0	100.00	0.00
	Poll							
	Total	**3234654**	**2912541**	**90.04**	**2912541**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	8326466	535946	6.44	535945	1	100.00	0.00
	Poll		22852	0.27	22852	0	100.00	0.00
	Total	**8326466**	**558798**	**6.71**	**558797**	**1**	**100.00**	**0.00**
	Grand Total	**23550842**	**15459451**	**65.64**	**15459450**	**1**	**100.00**	**0.00**

RSWM LIMITED

Item No.3	Re-appointment of Shri Ravi Jhunjhunwala (DIN:00060972), 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	10249986	85.49	10249986	0	100.00	0.00
	Poll							
	Total	**11989722**	**10249986**	**85.49**	**10249986**	**0**	**100.00**	**0.00**
Public - Institutionals Holders	E-Voting	3234654	2912541	90.04	2788741	123800	95.75	4.25
	Poll							
	Total	**3234654**	**2912541**	**90.04**	**2788741**	**123800**	**95.75**	**4.25**
Public- Non Institutions	E-Voting	8326466	535946	6.44	438218	97728	81.77	18.23
	Poll		22852	0.27	22852	0	100.00	0.00
	Total	**8326466**	**558798**	**6.71**	**461070**	**97728**	**82.51**	**17.49**
	Grand Total	**23550842**	**13721325**	**58.26**	**13499797**	**221528**	**98.39**	**1.61**

Item No.4	Re-appointment of Shri Arun Churiwal (DIN:00001718), 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	11988112	99.99	11988112	0	100.00	0.00
	Poll							
	Total	**11989722**	**11988112**	**99.99**	**11988112**	**0**	**100.00**	**0.00**
Public - Institutionals Holders	E-Voting	3234654	2912541	90.04	1789322	1123219	61.44	38.56
	Poll							
	Total	**3234654**	**2912541**	**90.04**	**1789322**	**1123219**	**61.44**	**38.56**
Public- Non Institutions	E-Voting	8326466	535946	6.44	437543	98403	81.64	18.36
	Poll		22852	0.27	22852	0	100.00	0.00
	Total	**8326466**	**558798**	**6.71**	**460395**	**98403**	**82.39**	**17.61**
	Grand Total	**23550842**	**15459451**	**65.64**	**14237829**	**1221622**	**92.10**	**7.90**

Item No.5	Appointment of Smt. Archana Capoor (DIN:01204170), as an Independent Director for first term of 5 (five) consecutive years upto 12th February, 2023.							
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	11988112	99.99	11988112	0	100.00	0.00
	Poll							
	Total	**11989722**	**11988112**	**99.99**	**11988112**	**0**	**100.00**	**0.00**
Public - Institutionals Holders	E-Voting	3234654	2912541	90.04	2781595	130946	95.50	4.50
	Poll							
	Total	**3234654**	**2912541**	**90.04**	**2781595**	**130946**	**95.50**	**4.50**
Public- Non Institutions	E-Voting	8326466	535846	6.44	438170	97676	81.77	18.23
	Poll		22852	0.27	22852	0	100.00	0.00
	Total	**8326466**	**558698**	**6.71**	**461022**	**97676**	**82.52**	**17.48**
	Grand Total	**23550842**	**15459351**	**65.64**	**15230729**	**228622**	**98.52**	**1.48**



Item No.6	Re-appointment of Shri Priya Shankar Dasgupta (DIN:00012552) as an Independent Director for first term of 5 (five) consecutive terms upto 12th February, 2023.							
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	11988112	99.99	11988112	0	100.00	0.00
	Poll							
	Total	**11989722**	**11988112**	**99.99**	**11988112**	**0**	**100.00**	**0.00**
Public - Institutionals Holders	E-Voting	3234654	2912541	90.04	1733222	1179319	59.51	40.49
	Poll							
	Total	**3234654**	**2912541**	**90.04**	**1733222**	**1179319**	**59.51**	**40.49**
Public- Non Institutions	E-Voting	8326466	535843	6.44	437440	98403	81.64	18.36
	Poll		22852	0.27	22852	0	100.00	0.00
	Total	**8326466**	**558695**	**6.71**	**460292**	**98403**	**82.39**	**17.61**
	Grand Total	**23550842**	**15459348**	**65.64**	**14181626**	**1277722**	**91.73**	**8.27**

Item No.7	Approval of remuneration payable to Shri Prakash Maheshwari (DIN:02388988) who acted as an Executive Director of the Company upto 31st March, 2018.							
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	11988112	99.99	11988112	0	100.00	0.00
	Poll							
	Total	**11989722**	**11988112**	**99.99**	**11988112**	**0**	**100.00**	**0.00**
Public - Institutionals Holders	E-Voting	3234654	2912541	90.04	2725495	187046	93.58	6.42
	Poll							
	Total	**3234654**	**2912541**	**90.04**	**2725495**	**187046**	**93.58**	**6.42**
Public- Non Institutions	E-Voting	8326466	535846	6.44	438137	97709	81.77	18.23
	Poll		22852	0.27	22852	0	100.00	0.00
	Total	**8326466**	**558698**	**6.71**	**460989**	**97709**	**82.51**	**17.49**
	Grand Total	**23550842**	**15459351**	**65.64**	**15174596**	**284755**	**98.16**	**1.84**

Item No.8	Approval of remuneration payable to Shri Riju Jhunjhunwala (DIN:00061060) Managing Director of the Company for the Financial Year 2017-18 and for his remaining tenure upto 30th April, 2021.							
Resolution require: (Ordinary/Special)						Special		
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	10747306	89.64	10747306	0	100.00	0.00
	Poll							
	Total	**11989722**	**10747306**	**89.64**	**10747306**	**0**	**100.00**	**0.00**
Public - Institutionals Holders	E-Voting	3234654	2912541	90.04	2836995	75546	97.41	2.59
	Poll							
	Total	**3234654**	**2912541**	**90.04**	**2836995**	**75546**	**97.41**	**2.59**
Public- Non Institutions	E-Voting	8326466	535846	6.44	437417	98429	81.63	18.37
	Poll		22852	0.27	22852	0	100.00	0.00
	Total	**8326466**	**558698**	**6.71**	**460269**	**98429**	**82.38**	**17.62**
	Grand Total	**23550842**	**14218545**	**60.37**	**14044570**	**173975**	**98.78**	**1.22**

RSWM LIMITED

Item No.9	Appointment of Shri Brij Mohan Sharma (DIN:0008195895), as a Director liable to retire by rotation.							
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	11988112	99.99	11988112	0	100.00	0.00
	Poll							
	Total	**11989722**	**11988112**	**99.99**	**11988112**	**0**	**100.00**	**0.00**
Public - Institutionals Holders	E-Voting	3234654	2912541	90.04	2912541	0	100.00	0.00
	Poll							
	Total	**3234654**	**2912541**	**90.04**	**2912541**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	8326466	535846	6.44	438170	97676	81.77	18.23
	Poll		22852	0.27	22852	0	100.00	0.00
	Total	**8326466**	**558698**	**6.71**	**461022**	**97676**	**82.52**	**17.48**
	Grand Total	**23550842**	**15459351**	**65.64**	**15361675**	**97676**	**99.37**	**0.63**

Item No.10	Appointment of Shri Brij Mohan Sharma (DIN:0008195895),as Joint Managing Director of the Company with effect from 7th August, 2018.							
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	11988112	99.99	11988112	0	100.00	0.00
	Poll							
	Total	**11989722**	**11988112**	**99.99**	**11988112**	**0**	**100.00**	**0.00**
Public - Institutionals Holders	E-Voting	3234654	2912541	90.04	2836995	75546	97.41	2.59
	Poll							
	Total	**3234654**	**2912541**	**90.04**	**2836995**	**75546**	**97.41**	**2.59**
Public- Non Institutions	E-Voting	8326466	535843	6.44	438167	97676	81.77	18.23
	Poll		22852	0.27	22852	0	100.00	0.00
	Total	**8326466**	**558695**	**6.71**	**461019**	**97676**	**82.52**	**17.48**
	Grand Total	**23550842**	**15459348**	**65.64**	**15286126**	**173222**	**98.88**	**1.12**

Item No.11	Approval for continuation of Shri Dharmendar Nath Davar as an Independent Director, from 1st April, 2019 till his present term expiring on 15th September, 2019.							
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	11988112	99.99	11988112	0	100.00	0.00
	Poll							
	Total	**11989722**	**11988112**	**99.99**	**11988112**	**0**	**100.00**	**0.00**
Public - Institutionals Holders	E-Voting	3234654	2912541	90.04	1844722	1067819	63.34	36.66
	Poll							
	Total	**3234654**	**2912541**	**90.04**	**1844722**	**1067819**	**63.34**	**36.66**
Public- Non Institutions	E-Voting	8326466	535843	6.44	437492	98351	81.65	18.35
	Poll		22852	0.27	22852	0	100.00	0.00
	Total	**8326466**	**558695**	**6.71**	**460344**	**98351**	**82.40**	**17.60**
	Grand Total	**23550842**	**15459348**	**65.64**	**14293178**	**1166170**	**92.46**	**7.54**

RSWM LIMITED

Item No.12	Approval for continuation of Shri Amar Nath Choudhary as an Independent Director, from 1st April, 2019 till his present term expiring on 15th September, 2019.							
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	11988112	99.99	11988112	0	100.00	0.00
	Poll							
	Total	**11989722**	**11988112**	**99.99**	**11988112**	**0**	**100.00**	**0.00**
Public - Institutionals Holders	E-Voting	3234654	2912541	90.04	1844722	1067819	63.34	36.66
	Poll							
	Total	**3234654**	**2912541**	**90.04**	**1844722**	**1067819**	**63.34**	**36.66**
Public- Non Institutions	E-Voting	8326466	535843	6.44	437447	98396	81.64	18.36
	Poll		22852	0.27	22852	0	100.00	0.00
	Total	**8326466**	**558695**	**6.71**	**460299**	**98396**	**82.39**	**17.61**
	Grand Total	**23550842**	**15459348**	**65.64**	**14293133**	**1166215**	**92.46**	**7.54**

Item No.13	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, 2019.							
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	11988112	99.99	11988112	0	100.00	0.00
	Poll							
	Total	**11989722**	**11988112**	**99.99**	**11988112**	**0**	**100.00**	**0.00**
Public - Institutionals Holders	E-Voting	3234654	2912541	90.04	2912541	0	100.00	0.00
	Poll							
	Total	**3234654**	**2912541**	**90.04**	**2912541**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	8326466	535846	6.44	438137	97709	81.77	18.23
	Poll		22852	0.27	22852	0	100.00	0.00
	Total	**8326466**	**558698**	**6.71**	**460989**	**97709**	**82.51**	**17.49**
	Grand Total	**23550842**	**15459351**	**65.64**	**15361642**	**97709**	**99.37**	**0.63**

RSWM LIMITED

Mahesh Gupta & Company
Company Secretaries
Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092
Phone : 011-22533508; 9312406331; E-Mail: maheshgupta.co@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and amendment thereof)

To,
The Chairman
57th Annual General Meeting of the Equity Shareholders of
RSWM LIMITED
Held on Thursday, 13th September, 2018 at 11:30 AM,
At the Registered Office of the Company at Kharigram,
P.O. Gulabpura, Distict Bhilwara, Rajasthan -- 311021

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting & voting through polling paper conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with rules of the Companies (Management and Administration) Rules, 2014 and amendment thereof.

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries (M.N. 2870 , C.P. No. 1999) firm having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar, Delhi -- 110092, 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 Mrs. Mamta Santoshi, (Folio No. S 2971 (Add . 28, Sancheti colony, Bijainagar Distt Ajmer, Rajasthan 305 624) were appointed as scrutinizers pursuant to Section 109 of the Companies Act, 2013, read with rule 21 of the Companies (Management and Administration) Rules 2014 as amended 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) proposed at the 57th Annual General Meeting ("AGM") of the Equity Shareholders of RSWM Limited, held on Thursday, 13th September, 2018 at11:30 A.M. at the registered office of the Company at Kharigram, P.O. Gulabpura, Distict Bhilwara, Rajasthan - 311021.

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 57th AGM of

MAHESH GUPTA C.P. 1999 C.S.

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 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 Company had provided the remote e-voting facility offered by NSDL (National Securities Depository Limited) to the shareholders of the Company.

2. In accordance with the Notice of the 57th AGM dated 8th August, 2018 sent to the shareholders and the ''Advertisement'' published pursuant to the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 and amendment thereof on 18th August, 2018 in "Business Standard" in English Language and on 18th August, 2018 in "Dainik Navjyoti" in Hindi Language.

3. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 6th September, 2018 were entitled to vote on the proposed resolution(s) items no.1 to 13 as set out in the Notice of the 57th AGM of the Company by remote e-voting or voting through polling paper at AGM.

4. The remote e-voting period remained open from 9:00 A.M. on 10th September, 2018 up to 5:00 p.m. on 12th September, 2018.

5. 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 (http//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 57th AGM.

6. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.

7. The locked ballot box were subsequently unlocked on **13th September,2018 at 12.00 P.M.,** in my presence along with 2(two) witnesses (1) Neelam Sharma and (2) Kamal Kumar Jain, who are not in the employment of the Company and the poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the votes being unlocked in their presence. The Poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

1. Neelam Sharma

2. Kamal Kumar Jain



8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

9. After counting, the votes casted by the members and proxy holders present at the 57th AGM, through polling paper, the votes casted through remote e-voting were unblocked on **13th September,2018 at 12.00 P.M.,** in the presence of 2 (Two) witnesses, Neelam Sharma and Kamal Kumar Jain, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.

1. Neelam Sharma

2. Kamal Kumar Jain

10. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the e-voting website of National Securities Depository Limited (http//www.evotingindia.nsdl.com).

The Consolidated Report on the results of remote e-voting and voting through polling paper on each resolution are given hereunder:

Resolution No. 1– (Ordinary Resolution)

Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2018 and the Report of Directors and Auditors thereon.

(i) Voted **'FOR'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Favour'** of resolution	% of total number of valid votes cast
Remote E-Voting	63	15430903	99.999994
Voting through Polling paper (in person or by proxy)	28	22852	100
Total	91	15453755	99.999994

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(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Against'** the resolution	% of total number of valid votes cast
Remote E-Voting	1	1	0.000006
Voting through Polling paper (in person or by proxy)	0	0	0
Total	1	1	0.000006

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared **'Invalid'**	Total number of votes cast by them declared **'Invalid'**
Remote E-Voting	NIL	NIL
Voting through Polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

Resolution No. 2 – (Ordinary Resolution)

Declaration of dividend on Equity Shares for the financial year ended 31st March, 2018.

(i) Voted **'FOR'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Favour'** of resolution	% of total number of valid votes cast
Remote E-Voting	64	15436598	99.999994
Voting through Polling paper (in person or by proxy)	28	22852	100
Total	92	15459450	99.999994



(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Against'** the resolution	% of total number of valid votes cast
Remote E-Voting	1	1	0.000006
Voting through Polling paper (in person or by proxy)	0	0	0
Total	1	0	0.000006

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared **'Invalid'**	Total number of votes cast by them declared **'Invalid'**
Remote E-Voting	NIL	NIL
Voting through Polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

Resolution No. 3 – (Ordinary Resolution)

Re-appointment of Shri Ravi Jhunjhunwala (DIN: 00060972), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted **'FOR'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Favour'** of resolution	% of total number of valid votes cast
Remote E-Voting	49	13476945	98.382827
Voting through Polling paper (in person or by proxy)	28	22852	100
Total	77	13499797	98.385520



(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Against'** the resolution	% of total number of valid votes cast
Remote E-Voting	8	221528	1.617173
Voting through Polling paper (in person or by proxy)	0	0	0
Total	8	221528	1.614480

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared **'Invalid'**	Total number of votes cast by them declared **'Invalid'**
Remote E-Voting	NIL	NIL
Voting through Polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

Resolution No. 4– (Ordinary Resolution)

Re-appointment of Shri Arun Churiwal (DIN: 00001718) who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted **'FOR'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Favour'** of resolution	% of total number of valid votes cast
Remote E-Voting	50	14214977	92.086197
Voting through Polling paper (in person or by proxy)	28	22852	100
Total	78	14237829	92.097895

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Against'** the resolution	% of total number of valid votes cast
Remote E-Voting	15	1221622	7.913803

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Voting through Polling paper (in person or by proxy)	0	0	0
Total	15	1221622	7.902105

(iii) Votes **'INVALID'**:

Mode of voting	Total number of members whose votes were declared **'Invalid'**	Total number of votes cast by them declared **'Invalid'**
Remote E-Voting	NIL	NIL
Voting through Polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

Resolution No. 5 – (Ordinary Resolution)

Appointment of Smt. Archana Capoor (DIN: 01204170), as an Independent Director for first term of 5 (five) consecutive years upto 12th February, 2023.

(i) Voted **'FOR'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Favour'** of resolution	% of total number of valid votes cast
Remote E-Voting	53	15207877	98.518952
Voting through Polling paper (in person or by proxy)	28	22852	100
Total	81	15230729	98.521141

(ii) Voted **'AGAINST'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Against'** the resolution	% of total number of valid votes cast
Remote E-Voting	11	228622	1.481048
Voting through Polling paper (in person or by proxy)	0	0	0
Total	11	228622	1.478859



(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared **'Invalid'**	Total number of votes cast by them declared **'Invalid'**
Remote E-Voting	NIL	NIL
Voting through Polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

Resolution No. 6 – (Special Resolution)

Re-appointment of Shri Priya Shankar Dasgupta, (DIN: 00012552), as an Independent Director of the Company for a second term of five consecutive years.

(i) Voted **'FOR'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Favour'** of resolution	% of total number of valid votes cast
Remote E-Voting	47	14158774	91.722720
Voting through Polling paper (in person or by proxy)	28	22852	100
Total	75	14181626	91.734956

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Against'** the resolution	% of total number of valid votes cast
Remote E-Voting	16	1277722	8.277280
Voting through Polling paper (in person or by proxy)	0	0	0
Total	16	1277722	8.265044

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared **'Invalid'**	Total number of votes cast by them declared **'Invalid'**
Remote E-Voting	NIL	NIL
Voting through Polling	NIL	NIL

paper (in person or by proxy)		
Total	NIL	NIL

Resolution No. 7 – (Special Resolution)

Approval of the remuneration payable to Shri Prakash Maheshwari (DIN: 02388988) who acted as an Executive Director of the Company upto 31st March, 2018.

(i) Voted **'FOR'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Favour'** of resolution	% of total number of valid votes cast
Remote E-Voting	48	15151744	98.155314
Voting through Polling paper (in person or by proxy)	28	22852	100
Total	76	15174596	98.158040

(ii) Voted **'AGAINST'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Against'** the resolution	% of total number of valid votes cast
Remote E-Voting	16	284755	1.844686
Voting through Polling paper (in person or by proxy)	0	0	0
Total	16	284755	1.841960

(iii) Votes **'INVALID'**:

Mode of voting	Total number of members whose votes were declared **'Invalid'**	Total number of votes cast by them declared **'Invalid'**
Remote E-Voting	NIL	NIL
Voting through Polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL



Resolution No. 8 – (Special Resolution)

Approval of the remuneration payable to Shri Riju Jhunjhunwala (DIN: 00061060), Managing Director of the Company for the Financial Year 2017-18 and his remaining tenure up to 30th April, 2021.

(i) Voted **'FOR'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Favour'** of resolution	% of total number of valid votes cast
Remote E-Voting	42	14021718	98.774452
Voting through Polling paper (in person or by proxy)	28	22852	100
Total	70	14044570	98.776422

(ii) Voted **'AGAINST'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Against'** the resolution	% of total number of valid votes cast
Remote E-Voting	16	173975	1.225548
Voting through Polling paper (in person or by proxy)	0	0	0
Total	16	173975	1.223578

(iii) Votes **'INVALID'**:

Mode of voting	Total number of members whose votes were declared **'Invalid'**	Total number of votes cast by them declared **'Invalid'**
Remote E-Voting	NIL	NIL
Voting through Polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

Resolution No. 9 – (Ordinary Resolution)

Appointment of Shri Brij Mohan Sharma (DIN: 0008195895), as a Director liable to retire by rotation.

(i) Voted **'FOR'** the resolution:

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Mode of voting	Number of members voted	Number of votes cast in **'Favour'** of resolution	% of total number of valid votes cast
Remote E-Voting	61	15338823	99.367240
Voting through Polling paper (in person or by proxy)	28	22852	100
Total	89	15361675	99.368175

(ii) Voted **'AGAINST'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Against'** the resolution	% of total number of valid votes cast
Remote E-Voting	3	97676	0.632760
Voting through Polling paper (in person or by proxy)	0	0	0
Total	3	97676	0.631825

(iii) Votes **'INVALID'**:

Mode of voting	Total number of members whose votes were declared **'Invalid'**	Total number of votes cast by them declared **'Invalid'**
Remote E-Voting	NIL	NIL
Voting through Polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

Resolution No. 10 – (Special Resolution)

Appointment of Shri Brij Mohan Sharma (DIN: 0008195895), as Joint Managing Director of the Company with effect from 7th August, 2018.

(i) Voted **'FOR'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Favour'** of resolution	% of total number of valid votes cast
Remote E-Voting	53	15263274	98.877841
Voting through Polling paper (in person or by	28	22852	100

proxy)			
Total	81	15286126	98.879500

(ii) Voted **'AGAINST'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Against'** the resolution	% of total number of valid votes cast
Remote E-Voting	10	173222	1.122159
Voting through Polling paper (in person or by proxy)	0	0	0
Total	10	173222	1.120500

(iii) Votes **'INVALID'**:

Mode of voting	Total number of members whose votes were declared **'Invalid'**	Total number of votes cast by them declared **'Invalid'**
Remote E-Voting	NIL	NIL
Voting through Polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

Resolution No. 11 – (Special Resolution)

Approval for continuation of Shri Dharmendar Nath Davar as an Independent Director, from 1st April, 2019 till his present term expiring on 15th September, 2019.

(i) Voted **'FOR'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Favour'** of resolution	% of total number of valid votes cast
Remote E-Voting	51	14270326	92.445371
Voting through Polling paper (in person or by proxy)	28	22852	100
Total	79	14293178	92.456538



(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in '**Against**' the resolution	% of total number of valid votes cast
Remote E-Voting	12	1166170	7.554629
Voting through Polling paper (in person or by proxy)	0	0	0
Total	12	1166170	7.543462

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared '**Invalid**'	Total number of votes cast by them declared '**Invalid**'
Remote E-Voting	NIL	NIL
Voting through Polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

Resolution No. 12 – (Special Resolution)

Approval for continuation of Shri Amar Nath Choudhary as an Independent Director, from 1st April, 2019 till his present term expiring on 15th September, 2019.

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in '**Favour**' of resolution	% of total number of valid votes cast
Remote E-Voting	50	14270281	92.445080
Voting through Polling paper (in person or by proxy)	28	22852	100
Total	78	14293133	92.456247

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in '**Against**' the resolution	% of total number of valid votes cast
Remote E-Voting	13	1166215	7.554920
Voting through Polling	0	0	0

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paper (in person or by proxy)			
Total	13	1166215	7.543753

(iii) Votes **'INVALID'**:

Mode of voting	Total number of members whose votes were declared **'Invalid'**	Total number of votes cast by them declared **'Invalid'**
Remote E-Voting	NIL	NIL
Voting through Polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

Resolution No. 13 – (Ordinary Resolution)

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, 2019.

(i) Voted **'FOR'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Favour'** of resolution	% of total number of valid votes cast
Remote E-Voting	57	15338790	99.367026
Voting through Polling paper (in person or by proxy)	28	22852	100
Total	85	15361642	99.367962

(ii) Voted **'AGAINST'** the resolution:

Mode of voting	Number of members voted	Number of votes cast in **'Against'** the resolution	% of total number of valid votes cast
Remote E-Voting	7	97709	0.632974
Voting through Polling paper (in person or by proxy)	0	0	0
Total	7	97709	0.632038



(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared **'Invalid'**	Total number of votes cast by them declared **'Invalid'**
Remote E-Voting	NIL	NIL
Voting through Polling paper (in person or by proxy)	NIL	NIL
Total	NIL	NIL

11. The Register of polling papers, all other papers and relevant records related to remote e-voting and voting by polling papers at 57th AGM shall remain in my safe custody until the Chairman consider, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,
For Mahesh Gupta & Company
Company Secretaries

Mahesh Kumar Gupta
FCS: 2870 CP: 1999

Countersigned by:
For RSWM Limited

(Chairman of the meeting)

Mamta Santoshi
(Scrutinizer)
Folio No. S2971

Place: New Delhi
Date: 14th September, 2018

DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPERS AT THE 57TH ANNUAL GENERAL MEETING OF RSWM LIMITED ("THE COMPANY") HELD ON THURSDAY, SEPTEMBER 13, 2018 AT 11.30 A.M AT KHARIGRAM, P.O GULABPURA-311 021, DISTRICT BHILWARA, RAJSATHAN.

The 57th Annual General Meeting ("AGM") of the Company was held on Thursday, September 13, 2018 at 11.30 A.M at Kharigram, P.O Gulabpura-311 021, District Bhilwara, Rajasthan.

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 8, 2018 electronically. The Remote E-Voting was open for three days from Monday, September 10, 2018 (9.00 A.M) till Wednesday, September 12, 2018 (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 57th 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 13, 2018 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 6, 2018 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 31st March, 2018 and the Report of Directors and Auditors thereon.	Ordinary	15453756	15453755	99.999994	1	0.000006	Nil	Passed with requisite majority
2	To declare the Dividend on Equity Shares for the financial year ended 31st March, 2018.	Ordinary	15459451	15459450	99.999994	1	0.000006	NIL	Passed with requisite majority
3	Re-appointment of Shri Ravi Jhunjhunwala (DIN: 00060972), who retires by	Ordinary	13721325	13499797	98.385520	221528	1.614480	NIL	Passed with requisite majority

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	rotation and being eligible, offers himself for reappointment .								
4	Re-appointment of Shri Arun Churiwal (DIN: 00001718), who retires by rotation and being eligible, offers himself for reappointment .	Ordinary	15459451	14237829	92.097895	1221622	7.902105	NIL	Passed with requisite majority
5	Appointment of Smt. Archana Capoor (DIN: 01204170), as an Independent Director for first term of 5 (five) consecutive years upto 12th February, 2023.	Ordinary	15459351	15230729	98.521141	228622	1.478859	NIL	Passed with requisite majority
6	Re-appointment of Shri Priya Shankar Dasgupta, (DIN: 00012552) as an Independent Director of the Company for a second term of five consecutive years.	Special	15459348	14181626	91.734956	1277722	8.265044	NIL	Passed with requisite majority
7	Approval of the remuneration payable to Shri Prakash Maheshwari (DIN: 02388988) who acted as an Executive Director of the Company	Special	15459351	15174596	98.158040	284755	1.841960	NIL	Passed with requisite majority

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	upto 31st March, 2018.								
8	Approval of the remuneration payable to Shri Riju Jhunjhunwala (DIN: 00061060), Managing Director of the Company for the Financial Year 2017-18 and for his remaining tenure upto 30th April, 2021.	Special	14218545	14044570	98.776422	173975	1.223578	NIL	Passed with requisite majority
9	Appointment of Shri Brij Mohan Sharma (DIN: 0008195895), as a Director liable to retire by rotation.	Ordinary	15459351	15361675	99.368175	97676	0.631825	NIL	Passed with requisite majority
10	Appointment of Shri Brij Mohan Sharma (DIN: 0008195895), as Joint Managing Director of the Company with effect from 7th August, 2018.	Special	15459348	15286126	98.879500	173222	1.120500	NIL	Passed with requisite majority
11	Approval for continuation of Shri Dharmendar Nath Davar as an Independent Director, from 1st April, 2019 till his present term expiring on 15th September, 2019.	Special	15459348	14293178	92.456538	1166170	7.543462	NIL	Passed with requisite majority
12	Approval for continuation of Shri Amar Nath Choudhary as	Special	15459348	14293133	92.456247	1166215	7.543753	NIL	Passed with requisite majority

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	an Independent Director, from 1st April, 2019 till his present term expiring on 15th September, 2019.								
13	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, 2019.	Ordinary	15459351	15361642	99.367962	97709	0.632038	NIL	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

RSWM LIMITED

B.M SHARMA
Chairman of the 57th AGM of RSWM Limited

Date: September 14, 2018
Place: Noida