

RSWM/SECTT/2021  
May 18, 2021

BSE Limited, Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Mumbai-400001  Scrip code : 500350	National Stock Exchange of India Limited, Listing Department, Exchange Plaza, C-1, Block -G, Bandra -Kurla Complex, Bandra (East), MUMBAI-400051  Scrip code : RSWM
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**Sub: Minutes of the Resolutions passed by way of Postal Ballot by remote e-voting process.**

Dear Sir,

This is in continuation to our earlier letter dated 19<sup>th</sup> April, 2021. We are enclosing herewith copy of the minutes of Resolutions passed by way of Postal Ballot by remote e-voting process on 18<sup>th</sup> April, 2021. The voting results of Postal Ballot were announced on 19<sup>th</sup> April, 2021.

You are requested to please take the same on record.

Thanking you,

Yours faithfully,  
For **RSWM LIMITED**



**SURENDER GUPTA**  
**AVP – LEGAL & COMPANY SECRETARY**  
**FCS-2615**  
[rswm.sec@lnjbhilwara.com](mailto:rswm.sec@lnjbhilwara.com)

Encl.: As above

(Formerly Rajasthan Spinning & Weaving Mills Limited)

**Corporate Office :**  
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Noida - 201 301 (NCR-Delhi), India  
Tel: +91-120-4390300 (EPABX)  
Fax: +91-120-4277841  
Website: [www.rswm.in](http://www.rswm.in)  
GSTIN: 09AAACR9700M1Z1

**Regd. Office:**  
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Distt. Bhilwara, (Rajasthan), India  
Tel: +91-1483-223144 to 223150, 223478  
Fax: +91-1483-223361, 223479  
Website: [www.lnjbhilwara.com](http://www.lnjbhilwara.com)  
GSTIN: 08AAACR9700M1Z3

**Corporate Identification Number: L17115RJ1960PLC008216**

**MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY REMOTE EVOTING PROCESS BY MEMBERS OF RSWM LIMITED ON SUNDAY, THE 18<sup>TH</sup> APRIL, 2021, RESULTS OF WHICH WERE DECLARED ON MONDAY, THE 19<sup>TH</sup> APRIL, 2021.**

The Postal Ballot was conducted by the Company as required pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 also read with General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 issued by Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force, Secretarial Standard 2 issued by the Institute of Company Secretaries of India in respect of the following resolutions:

Resolution No.	Type of Resolution	Description
1	Special Resolution	Approval of re-appointment of Shri Riju Jhunjhunwala, (DIN:00061060) as Managing Director of the Company for a period of five years w.e.f. 1 <sup>st</sup> May, 2021.
2	Special Resolution	Approval of revised Remuneration of Shri Brij Mohan Sharma (DIN: 08195895), Joint Managing Director of the Company w.e.f. 1 <sup>st</sup> January, 2021 for his remaining tenure.
3	Special Resolution	Approval of re-appointment of Shri Deepak Jain (DIN:00004972), Independent Director for a second term of five consecutive years commencing from 11 <sup>th</sup> May, 2021 upto 10 <sup>th</sup> May, 2026.

The brief details related to Postal Ballot notice were as under

S. No	Particulars	Details
1	Date of approval of Notice of Postal Ballot	11 <sup>th</sup> February, 2021
2	Total number of shareholders as on cut-off date i.e. 12 <sup>th</sup> March, 2021	13912
3	Agency/Service Provider for voting	National Securities Depository Limited (NSDL)
4	Name of Scrutinizer	Shri Mahesh Kumar Gupta, Practicing Company Secretary (Certificate of Practice No.1999 and Membership No.FCS:2870, Proprietor of M/s. Mahesh Gupta & Company.
5	Mode of sending of Postal Ballot Notice	The Postal Ballot Notice dated 8 <sup>th</sup> March, 2021 was sent to the Members of the Company by e-mail whose names appeared in the Register of Members/List of Beneficiaries as on 12 <sup>th</sup> March, 2021 (Cut-Off Date)



6	Date of completion of dispatch of the Notice of Postal Ballot	The Company has completed sending Postal Ballot Notice by way of e-mails on 16 <sup>th</sup> March, 2021 through NSDL to those Members/Shareholders who have registered their e-mail IDs with the Depositories or with the Company.
7	Mode of Voting	Remote e-voting process
8	Period of remote e-voting	The e-voting commenced from Saturday, 20 <sup>th</sup> March, 2021 at 9.00 AM. (IST) and ended on Sunday, 18 <sup>th</sup> April, 2021 at 5.00 P.M. (IST) (both days inclusive). The e-voting module was disabled by NSDL for voting beyond the said date & time.
9	Name of Company Secretary	Shri Surender Gupta (FCS:2615)
10	Declaration/ Announcement of Results by Chairman or person authorized by the Chairman	Shri Brij Mohan Sharma, Joint Managing Director of the Company was authorized by the Chairman to declare/announce the Result.
11	Declaration/ Announcement of Results	18 <sup>th</sup> April, 2021, being the last date of voting (Remote e-voting)
12	Date of Declaration/ Announcement of Results	19 <sup>th</sup> April, 2021

The Scrutinizer carried out the scrutiny of Postal Ballot voted electronically up to 5:00P.M. IST on 18<sup>th</sup> April, 2021 and submitted his report dated 19<sup>th</sup> April, 2021 to Shri Brij Mohan Sharma, Joint Managing Director of the Company authorized by the Chairman for declaration of voting results. Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper did not arise.

Based on the Scrutinizer Report dated 19<sup>th</sup> April, 2021, Shri Brij Mohan Sharma, Joint Managing Director of the Company had declared the results of Postal Ballot on Monday dated 19<sup>th</sup> April, 2021 by posting the same on the website of the Company ([www.rswm.in](http://www.rswm.in)), website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and by filing with BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) where shares of the Company were listed. It was also displayed on the Notice Board at the Registered Office & Corporate Office of the Company. The following Resolutions were passed by the shareholders of the Company with requisite majority

**Resolution No.1: Approval of Re-appointment of Shri Riju Jhunjunwala, DIN:00061060) as Managing Director of the Company for a period of five years w.e.f. 1<sup>st</sup> May, 2021 - Special Resolution.**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and also pursuant to the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and subject to such approvals as may be necessary, approval of the members be and is hereby accorded to the re-appointment of Shri Riju Jhunjunwala, (DIN:00061060) as Managing Director of the Company for a period of five years w.e.f. 1<sup>st</sup> May, 2021.



RESOLVED FURTHER THAT the remuneration payable to Shri Riju Jhunjunwala (DIN: 00061060) be and is hereby fixed for a period of two years as set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorised to:

- i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board upon recommendation of Nomination and Remuneration Committee and acceptable to Shri Riju Jhunjunwala, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.
- ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this Resolution."

The summarised details of voting (remote e-voting) on above resolution as per scrutinizer's report were as under:

Total No.of Shares	No of votes polled	% ofvotespoll ed ontal noofshares	No of Votes infavour	No ofvotesaga inst	% ofvotesinfav ouronvotespol led	% ofvotesaga instonvote polled
23550842	11514847	48.89	11278175	236672	97.94	2.06

**Resolution No.2: Approval of revised remuneration of Shri Brij Mohan Sharma (DIN:08195895), Joint Managing Director of the Company w.e.f. 1<sup>st</sup> January, 2021 for his remaining tenure - Special Resolution.**

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to such approvals as may be necessary, approval of the members be and is hereby accorded for payment of revised remuneration w.e.f. 1<sup>st</sup> January, 2021 to Shri Brij Mohan Sharma (DIN:08195895), Joint Managing Director of the Company for his remaining tenure upto 6<sup>th</sup> August, 2022 as set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorised to:

- i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board upon recommendation of Nomination and Remuneration Committee and acceptable to Shri Brij Mohan Sharma, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.
- ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this Resolution."



The summarized details of voting (remote e-voting) on above resolution as per scrutinizer's report were as under:

Total No.ofShares	No of votes polled	% of votespolled ontotal noofshares	No of Votes infavour	No ofvotesaga inst	%ofvotesinfav ouronvotespoll ed	% ofvotesagai nstonvotespoll ed
23550842	13318372	56.55	13081475	236897	98.22	1.78

**Resolution No.3: Approval of Re-appointment of Shri Deepak Jain (DIN:00004972), as an Independent Director of the Company for second term of five consecutive years commencing from 11<sup>th</sup> May, 2021 upto 10<sup>th</sup> May, 2026 - Special Resolution.**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Companies Act, 2013, as amended from time to time and all other applicable laws including applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended from time to time, Shri Deepak Jain (DIN:00004972), who was appointed as an Independent Director of the Company for first term of 5 consecutive years at the 55<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2016 and whose term is due to expire on 10<sup>th</sup> May, 2021 and who is eligible for re-appointment for second term and in respect of whom the Company has received notice in writing from a member of the Company under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 11<sup>th</sup> May, 2021 upto 10<sup>th</sup> May, 2026".

The summarized details of voting (remote e-voting) on above resolution as per scrutinizer's report were as under:

Total No.ofShare s	No of votes polled	% of votespolled ontotal noofshares	No of Votes infavour	No ofvotesaga inst	%ofvotesinfav ouronvotespoll ed	% ofvotesagai ntonvotespoll ed
23550842	13317742	56.55	13080745	236997	98.22	1.78

**ForRSWMLIMITED**

Sd/-  
**BRIJ MOHAN SHARMA**  
**JOINT MANAGING DIRECTOR**  
**DIN:08195895**



Date of Entry: May 18 2021  
Place: NOIDA