

RSWM/SECTT/2021

October 6, 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 60th Annual General Meeting held on 15/09/2021 through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”).

Dear Sir,

This is in continuation to our earlier letter dated 16th September, 2021. We are enclosing herewith copy of the minutes of the 60th Annual General Meeting held on 15/09/2021 through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”). The voting results of Annual General Meeting were announced on 15th September, 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

Encl.: As above

(Formerly Rajasthan Spinning & Weaving Mills Limited)

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Corporate Identification Number: L17115RJ1960PLC008216

MINUTES OF THE 60TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RSWM LIMITED HELD ON WEDNESDAY, THE 15TH DAY OF SEPTEMBER, 2021 AT 02:00 P.M. AND CONCLUDED AT 02:45 P.M. THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (“OAVM”) WITHOUT PHYSICAL PRESENCE OF THE MEMBERS AT THE AGM VENUE. THE DEEMED VENUE OF THE ANNUAL GENERAL MEETING WAS THE REGISTERED OFFICE OF THE COMPANY AT KHARIGRAM, P.O. GULABPURA – 311 021, DISTT. BHILWARA, RAJASTHAN.

DIRECTORS PRESENT

Shri Riju Jhunjunwala	Chairman and Managing Director & CEO, Chairman of the Meeting	Present through Video Conference from Gurugram
Shri Ravi Jhunjunwala	Director	Present through Video Conference from Noida
Shri Shekhar Agarwal	Director & Member of Nomination and Remuneration Committee and Stakeholders’ Relationship Committee	Present through Video Conference from New Delhi
Shri Brij Mohan Sharma	Joint Managing Director	Present through Video Conference from Kharigram
Shri Arun Churiwal	Director & Chairman of Corporate Social Responsibility Committee and Member of the Stakeholders’ Relationship Committee.	Present through Video Conference from Kolkata
Dr. Kamal Gupta	Director & Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholders’ Relationship Committee and Member of Risk Management Committee.	Present through Video Conference from Noida
Shri Priya Shankar Dasgupta	Director	Present through Video Conference from New Delhi
Mrs. Archana Capoor	Director, Member of Audit Committee	Present through Video Conference from New Delhi
Shri Deepak Jain	Director	Present through Video Conference from Gurugram

INVITEES PRESENT

Shri Avinash Bhargava	Chief Financial Officer	Present through Video Conference from Kharigram
Shri Surender Gupta	Company Secretary and	Present through Video



	Compliance Officer	Conference from Noida
Shri Yogesh Kumar Gupta	Audit partner of M/s. S. S. Kothari Mehta & Co. Chartered Accountants – Statutory Auditors	Present through Video Conference from Gurugram
Shri Gaurav Lodha	Audit Partner of M/s. Lodha & Co. Chartered Accountants -Statutory Auditors	Present through Video Conference from New Delhi
Shri Mahesh Kumar Gupta	Secretarial Auditor and Scrutinizer	Present through Video Conference from New Delhi

Chairman of the Meeting

Shri Riju Jhunjhunwala, Chairman & Managing Director and CEO of the Company chaired the meeting.

Quorum of the Meeting

Shri Surender Gupta, Company Secretary and Compliance Officer of the Company informed the members that in accordance with MCA and SEBI Circulars, this meeting was convened and conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) without the physical presence of the Members. He further stated that the deemed venue for the AGM had been the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan.

He further informed that total 77 Members attended the meeting through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”). After ascertaining that the required quorum for the meeting was present, the Chairman called the meeting in order.

Notice convening the meeting, Audited Accounts, Directors’ Report thereon and Auditors’ Report

With the Consent of the Members presented, the Notice convening the 60th Annual General Meeting together with the Audited Financial Statements (including Audited Consolidated Financial Statements) and Directors’ Report thereon for the year ended 31st March, 2021 were taken as read. Shri Riju Jhunjhunwala, Chairman, informed the Members that since the Independent Auditors’ Report on Company’s financial statements does not contain any qualification, reservation, observation or adverse remark as per the provisions of the Companies Act, 2013, the same were not required to be read at the AGM.

Chairman Address

The Chairman informed that in view of massive outbreak of COVID-19 pandemic and considering the social distancing norms, the AGM was convened and conducted through VC / OAVM in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

The Chairman welcomed the Members present at the meeting and apprised the Members the present position and future prospects of the Company and also the progress made by the Company. He then mentioned that the Statutory Registers maintained as per the Companies



Act, 2013, were kept open electronically for inspection by the members during the AGM till the conclusion of the meeting.

Further the Chairman informed the members that Shri Amar Nath Choudhary, Director of the Company has conveyed his inability to attend the meeting due to unavoidable reasons and had sent his good wishes/ greetings to all the Directors/KMP's and members present in the meeting.

Queries of the Members

The Chairman invited the shareholders who had registered themselves as Speakers and were attending the Meeting through VC / OAVM, to put forward their queries/feedback, if any, on the Reports and Financial Statements of the Company for the financial year ended 31st March, 2021. The questions were answered to the members' satisfaction. The queries received through chat box during the AGM were also replied by the Chairman.

Remote E-Voting Facility

The Chairman informed to the Members that pursuant to the provision of the Section 108 of the Companies Act-2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015 ("Amended Rules 2015"), Secretarial Standard-2 and pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to members remote e-voting facility from Sunday, the 12th September, 2021 (9:00 A.M.) to Tuesday, the 14th September, 2021 (5:00 P.M.) to exercise their votes in respect of all Resolutions mentioned in the Notice convening AGM. He further informed that the members attending the AGM who had not cast their vote by remote e-voting were entitled to exercise their right to vote by e-voting during the AGM. The Chairman then informed the meeting that voting results would be declared by the Company to the stock exchange within forty eight hours from the conclusion of the meeting. He also mentioned that the voting results would be displayed on the website of the Company i.e. www.rswm.in, website of the Stock Exchanges BSE Limited and National Stock Exchange of India Limited and the website of NSDL.

Shri Mahesh Kumar Gupta, Practicing Company Secretary (C.P. No.1999 and Membership No. FCS 2870) of M/s. Mahesh Gupta & Company, a Practicing Company Secretaries Firm was appointed as the Scrutinizer by the Board for scrutinizing the Remote E-voting process (including e-voting during the AGM) in a fair, transparent and efficient manner and to submit their report.

The Chairman thereafter, explained the objective and implications of each Resolution before they were put to vote. In compliance with the provisions of Section 108 of Companies Act, 2013 read with relevant rules and also Listing Regulations, 2015, the Company had provided facility for voting by electronic means to all its members to enable them to cast their votes electronically and the business would be transacted through e-voting. The facility of joining the AGM was opened 15 minutes before the schedule time of AGM and remained available for 15 minutes after the scheduled time. The Company has engaged the services of NSDL for facilitating participation by the Members at the AGM through VC or OAVM and remote e-voting (including e-voting during the AGM).



Thereafter the following Resolutions were placed before the meeting for consideration and approval:

(A) ORDINARY BUSINESSES:

Resolution 1: Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2021 and the Report of Directors and Auditors thereon. (Ordinary Resolution)

“RESOLVED THAT the Audited Financial Statements including Audited Consolidated Financial Statements for the financial year 31st March, 2021 and the report of the Board of Directors and Auditors thereon be and are hereby approved and adopted.”

Resolution 2:- Appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

“RESOLVED THAT Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation and being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company liable to retire by rotation.”

Resolution 3:- Appoint a Director in place of Shri Brij Mohan Sharma (DIN: 08195895), who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)

“RESOLVED THAT Shri Brij Mohan Sharma (DIN: 08195895) who retires by rotation and being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company liable to retire by rotation.”

(B) SPECIAL BUSINESS

Resolution 4:-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, 2022. (Ordinary Resolution)

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any modification(s) or re-enactment thereof), M/s N. D. Birla & Co. Cost Accountants (Firm Registration No.000028) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2022, be paid the remuneration of ₹ 6,00,000 (Rupees Six Lakhs only) plus applicable taxes and out of pocket expenses that may be incurred by them during the course of audit.

Vote of Thanks

The Chairman informed that the combined result of Remote e-voting including e-voting at the meeting would be announced and displayed on the website of website of the Stock Exchanges, NSDL and Company within 48 hours of conclusion of meeting.



There being no other business to transact, the meeting concluded at 02:45 P.M. with a vote of thanks to the Chair.

The result of the Remote e-voting and e-voting at the AGM (**attached as Annexure-I**) was declared on 16th September, 2021 based on the report of the Scrutinizers dated 15th September, 2021.



Sd/

CHAIRMAN

Date of Entry: 6th October, 2021

Annexure -1
**Declaration of Results of Remote E-Voting and
E-Voting at Venue**

(A)-ORDINARY BUSINESS:

Resolution 1:- Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2021 and the Report of Directors and Auditors thereon. (Ordinary Resolution)

(i) Voted in favour of Resolution:

Mode of Voting	Number of Members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
Remote E-Voting	144	13412513	99.9997
E-Voting at Venue	2	900	100.0000
Total	146	13413413	99.9997

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic voting system	Number of votes cast against the Resolution	% of total number of valid votes cast
Remote E-Voting	2	45	0003
E-Voting at Venue	--	--	--
Total	2	45	0003

(iii) Invalid votes:

Total numbers of Members whose votes were declared invalid	Total number of votes cast by them
	Nil

Resolution 2:- Appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

(i) Voted in favour of Resolution:

Mode of Voting	Number of Members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
Remote E-Voting	123	13119502	97.8151
E-Voting at Venue	2	900	100.0000
Total	125	13120402	97.8152



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic voting system	Number of votes cast against the Resolution	% of total number of valid votes cast
Remote E-Voting	23	293056	2.1849
E-Voting at Venue	--	--	--
Total	23	293056	2.1848

(iii) Invalid votes:

Total numbers of Members whose votes were declared invalid	Total number of votes cast by them
Nil	

Resolution 3:- Appoint a Director in place of Shri Brij Mohan Sharma (DIN: 08195895), who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)

(i) Voted in favour of Resolution:

Mode of Voting	Number of Members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
Remote E-Voting	126	13124070	97.8491
E-Voting at Venue	2	900	100.0000
Total	128	13124970	97.8493

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic voting system	Number of votes cast against the Resolution	% of total number of valid votes cast
E-Voting	20	288488	2.1509
E-Voting at Venue	--	--	--
Total	20	288488	2.1507

(iii) Invalid votes:

Total numbers of Members whose votes were declared invalid	Total number of votes cast by them
Nil	

(B)-SPECIAL BUSINESS:-

Resolution 4:-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, 2022. (Ordinary Resolution)



(i) **Voted in favour of Resolution:**

Mode of Voting	Number of Members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
Remote E-Voting	141	13411558	99.9925
E-Voting at Venue	2	900	100.0000
Total	143	13412458	99.9925

(ii) **Voted against the Resolution:**

Mode of Voting	Number of Members voted through electronic voting system	Number of votes cast against the Resolution	% of total number of valid votes cast
E-Voting	5	1000	.0075
E-Voting at Venue	--	--	--
Total	5	1000	0075

(iii) **Invalid votes:**

Total numbers of Members whose votes were declared invalid	Total number of votes cast by them
Nil	

Based on the Report dated 15th September, 2021 of Scrutinizer, the Chairman declared that all the Resolutions as set out in the Notice of 60th Annual General Meeting have been duly approved by the Shareholders with requisite majority.



Sd/

CHAIRMAN

Date of Entry: 6th October, 2021