



RSWM Limited

an LNJ Bhilwara Group Company



PROUD TO BE INDIAN
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RSWM/SECTT/2019
September 11, 2019

BSE Limited Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, MUMBAI - 400 001. Scrip Code: 500350	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
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Re: Outcome/Proceedings of 58th Annual General Meeting held on 11th September, 2019

Dear Sir,

In pursuance of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the proceedings of the 58th Annual General Meeting of the Members of the Company held on Wednesday, the 11th September, 2019 at the Registered Office of the Company at Kharigram, P. O. Gulabpura - 311 021, District Bhilwara, Rajasthan.

Thanking you,

Yours faithfully,
For **RSWM LIMITED**

SURENDER GUPTA
COMPANY SECRETARY
FCS - 2615

Encl.: As above

(Formerly Rajasthan Spinning & Weaving Mills Limited)

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Corporate Office :
Bhilwara Towers, A-12, Sector-1
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PROCEEDINGS OF 58th ANNUAL GENERAL MEETING OF THE MEMBERS OF RSWM LIMITED HELD ON WEDNESDAY, THE 11TH DAY OF SEPTEMBER, 2019, AT 11:30 A.M AT THE REGISTERED OFFICE AT KHARIGRAM, P. O. GULABPURA - 311 021, BHILWARA DISTRICT, RAJASTHAN.

Shri B.M. Sharma, Joint Managing Director & Chief Financial Officer was elected as Chairman for the meeting. Dr. Kamal Gupta, Independent Director and Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee was present at the meeting.

Shri Surender Gupta, Company Secretary informed the Chairman that requisite numbers of Members for constituting the quorum as per the Companies Act, 2013 were present in person.

The Chairman informed to the Members that other Directors have conveyed their inability to attend the meeting due to their pre-occupation. Statutory Auditors and Secretarial Auditors were present in the meeting through their authorised representatives.

The Chairman called the Meeting to order. The Notice of the Meeting and the Auditors Report were taken as read with the permission of the Members. There were no qualifications in the Auditors' Report and the Report of Secretarial Auditor of the Company.

The Chairman welcomed the Members to the 58th Annual General Meeting of the Company. The Chairman, thereafter, addressed the Members highlighting the salient features of the Company's operations relating to the year ended the 31st March, 2019. He then stated that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended vide Companies (Management and Administration) Amendment 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 8th September, 2019 (9.00 A.M.) to 10th September, 2019 (5.00 P.M.) to exercise their votes in respect of all Resolutions mentioned in the Notice convening AGM. He further announced that Statutory Registers maintained as per the Companies Act, 2013 were kept ready at the Meeting for inspection by the Members.

He then initiated discussion and invited the queries on the financial statements. The Members raised certain queries which were adequately replied. Thereafter, the Chairman informed that the Members who did not cast their vote through remote e-voting and present in person and/or through proxy at the AGM were being provided the facility of voting through poll at the meeting.

He then informed to the Members that Shri Mahesh Gupta, Practicing Company Secretary was appointed as the Scrutinizer to conduct and scrutinize the poll process in fair and efficient manner.

Thereafter, the Chairman put forward the Resolutions relating to the following items;

1. Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) as at 31st March, 2019 and the Report of Directors and Auditors thereon.
2. Re-appointment of Shri Riju Jhunjhunwala (DIN: 00061060), who retires by rotation and being eligible, offers himself for reappointment.
3. Re-appointment of Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation and being eligible, offers himself for reappointment.
4. Re-appointment of M/s. S. S. Kothari Mehta & Co. Chartered Accountants (Firm Registration No. 000756N) as the Joint Statutory Auditors of the Company and fixation of their remuneration.
5. Re-appointment of Dr. Kamal Gupta (DIN: 00038490), as an Independent Director of the Company for second term of five consecutive years upto 15th September, 2024.
6. Re-appointment of Shri Amar Nath Choudhary (DIN: 00587814) as an Independent Director of the Company for a second term of five consecutive years upto 15th September, 2024.
7. 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, 2020.

Thereafter, the poll process was conducted in the presence of the Scrutinizer.

The Chairman thereafter announced that the voting results along with the consolidated scrutinizer report would be submitted to BSE Limited and National Stock Exchange of India Limited within 48 hours of the conclusion of meeting and also be available on the website of the Company and the website of NSDL.

There being no other business to discuss, the meeting ended with a vote of thanks to the Chair.

The meeting concluded at 12:10 P.M