

RSWM/SECTT/2021
September 16, 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: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the details of the voting results along with Scrutinizer's Report of the Annual General Meeting of the Company attached as Annexures.

We would like to inform you that all the Resolutions set out in the Notice were passed with requisite majority by the shareholders.

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.investor@lnjbhilwara.com

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
Website: www.rswm.in
GSTIN: 09AAACR9700M1Z1

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
GSTIN: 08AAACR9700M1Z3

Corporate Identification Number: L17115RJ1960PLC008216

Compliance Pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – 60th Annual General Meeting of Equity Shareholders of RSWM Limited

Date of the AGM/EGM	15th September, 2021
Total number of shareholders on record date	16,220
Cut-off date for e-voting.	8th September, 2021
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Nil
Public:	Nil
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	10
Public:	67

Agenda-wise

Item No.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.							
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 casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,25,15,666	99.9632	1,25,15,666	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,25,20,276	1,25,15,666	99.9632	1,25,15,666	0	100.0000
Public - Institutional Holders	Remote E-Voting	5,21,241	291828	55.9872	291828	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		5,21,241	291828	55.9872	291828	0	100.0000
Public- Non Institutions	Remote E-Voting	1,05,09,325	6,05,064	5.7574	6,05,019	45	99.9926	0.0074
	E-Voting at the AGM		900	0.0086	900	0	100.0000	0.0000
	Total		1,05,09,325	6,05,964	5.7660	6,05,919	45	99.9926
Grand Total		2,35,50,842	1,34,13,458	56.9553	1,34,13,413	45	99.9997	0.0003

Item No.2	Re-appointment of Shri Shekhar Agarwal (DIN: 00066113), 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 casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,25,15,666	99.9632	1,25,15,666	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,25,20,276	1,25,15,666	99.9632	1,25,15,666	0	100.0000
Public - Institutional Holders	Remote E-Voting	5,21,241	291828	55.9872	0	2,91,828	0.0000	100.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		5,21,241	291828	55.9872	0	291828	0.0000
Public- Non Institutions	Remote E-Voting	1,05,09,325	6,05,064	5.7574	6,03,836	1,228	99.7970	0.2030
	E-Voting at the AGM		900	0.0086	900	0	100.0000	0.0000
	Total		1,05,09,325	6,05,964	5.7660	6,04,736	1,228	99.7973
Grand Total		2,35,50,842	1,34,13,458	56.9553	1,31,20,402	2,93,056	97.8152	2.1848



Item No.3		Re-appointment of Shri Brij Mohan Sharma (DIN: 08195895), 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?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,25,15,666	99.9632	1,25,15,666	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	1,25,20,276	1,25,15,666	99.9632	1,25,15,666	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	5,21,241	291828	55.9872	4420	287408	1.5146	98.4854
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	5,21,241	291828	55.9872	4420	287408	1.5146	98.4854
Public- Non Institutions	Remote E-Voting	1,05,09,325	6,05,064	5.7574	6,03,984	1,080	99.8215	0.1785
	E-Voting at the AGM		900	0.0086	900	0	100.0000	0.0000
	Total	1,05,09,325	6,05,964	5.7660	6,04,884	1,080	99.8218	0.1782
Grand Total		2,35,50,842	1,34,13,458	56.9553	1,31,24,970	2,88,488	97.8493	2.1507

Item No.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.						
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 casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,25,15,666	99.9632	1,25,15,666	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	1,25,20,276	1,25,15,666	99.9632	1,25,15,666	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	5,21,241	291828	55.9872	291828	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	5,21,241	291828	55.9872	291828	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	1,05,09,325	6,05,064	5.7574	6,04,064	1,000	99.8347	0.1653
	E-Voting at the AGM		900	0.0086	900	0	100.0000	0.0000
	Total	1,05,09,325	6,05,964	5.7660	6,04,964	1,000	99.8350	0.1650
Grand Total		2,35,50,842	1,34,13,458	56.9553	1,34,12,458	1,000	99.9925	0.0075

*Figures have been rounded off

Yours faithfully,
For **RSWM LIMITED**



SURENDER GUPTA
AVP-LEGAL & COMPANY SECRETARY
FCS-2615

rswm.investor@lnjbhilwara.com





Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092
Phone : 011-49503085; 9312406331; E-Mail: maheshgupta.co@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

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

To,
The Chairman
60th Annual General Meeting of the Equity Shareholders of
RSWM LIMITED
Held on Wednesday, 15th September, 2021 at 2:00 P.M., through Video
Conferencing ("VC")/Other Audio-Visual Means ("OAVM")
Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the 60thAGM through video conferencing ('VC')/ other audio-visual means ('OAVM') without physical presence of the members at the AGM Venue.

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, was appointed as a Scrutinizer by the Board of Directors 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 and amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) at the AGM in respect of resolution(s) as set out in the Notice dated 12th August, 2021 for the 60th AGM held on Wednesday, 15th September, 2021 at 2:00 P.M. through VC/OAVM without physical presence of the members at the AGM Venue in compliance with MCA Circular No. 02/2021 dated January 13, 2021 which read with its previous Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 as also Securities Exchange Board of India ("SEBI") issued its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with its previous Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020. The deemed venue of the AGM had been the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311201, Distt. Bhilwara, Rajasthan.



The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules and circular issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting through electronic means on the resolutions contained in the Notice of 60th AGM of 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 e-voting at the AGM through VC/OAVM.

I have completed the scrutiny of remote e-voting and e-voting at the AGM conducted through VC/OAVM and submit my report as under:-

1. The Company had provided the remote e-voting facility and e-voting facility at the AGM through VC/OAVM offered by National Securities Depository Limited (NSDL) to the shareholders of the Company.
2. In line with MCA Circular No. 02/2021 dated January 13, 2021 which read with its previous Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 as also Securities Exchange Board of India ("SEBI") issued its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with its previous Circular SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Notice calling the 60th AGM had been uploaded on the website of the company at www.rswm.in, on the websites of the stock exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
3. Pursuant to aforesaid MCA, SEBI circulars and to the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 "Advertisement" was published in "Business Standard" in English Language and "Nafa Nuksan" in Hindi Language on 11th August, 2021 in connection with ensuing AGM scheduled to be held on 15th September, 2021 through VC/OAVM specifying the date and time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
4. The Annual Report along with the Notice of AGM were sent by the electronic mode to those members whose e-mail addresses were registered with the Company or Depository Participant(s) pursuant to applicable circulars.
5. The shareholders holding shares as on the "cut off" date i.e. 8th September, 2021 were entitled to vote on the proposed Resolution(s) Item No. 1 to 4 as set out in the Notice of the 60th AGM of the Company by remote e-voting or e-voting at AGM through VC/OAVM.
6. The remote e-voting period remained open from Sunday, 12th September, 2021 at 9:00 A.M. and ends on Tuesday, 14th September, 2021 at 5:00 P.M.
7. At the AGM, the Chairman announced that the facility for e-voting is available to facilitate the Members attending the Meeting through VC/OAVM and who did not participate in the remote e-voting to cast their votes.



8. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked by me in the presence of two witnesses, Mr. Ankit Gupta and Mrs. Manju Gupta, who are not in the employment of the Company.

The Consolidated Report on the results of remote e-voting and e-voting at the AGM 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 the 31st March, 2021 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	144	13412513	99.9997
E-Voting at the AGM	2	900	100.0000
Total	146	13413413	99.9997

- (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	2	45	0003
E-Voting at the AGM	--	--	--
Total	2	45	0003

- (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	--	--
E-Voting at the AGM	--	--
Total	--	--



Resolution No. 2 – (Ordinary Resolution)**Reappointment of Shri Shekhar Agarwal (DIN:00066113), 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	123	13119502	97.8151
E-Voting at the AGM	2	900	100.0000
Total	125	13120402	97.8152

(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	23	293056	2.1849
E-Voting at the AGM	--	--	--
Total	23	293056	2.1848

(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	--	--
E-Voting at the AGM	--	--
Total	--	--

Resolution No. 3 – (Ordinary Resolution)**Reappointment of Shri Brij Mohan Sharma (DIN: 08195895), 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	126	13124070	97.8491
E-Voting at the AGM	2	900	100.0000
Total	128	13124970	97.8493



(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	20	288488	2.1509
E-Voting at the AGM	--	--	--
Total	20	288488	2.1507

(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	--	--
E-Voting at the AGM	--	--
Total	--	--

Resolution No. 4– (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, 2022.

(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	141	13411558	99.9925
E-Voting at the AGM	2	900	100.0000
Total	143	13412458	99.9925

(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	5	1000	.0075
E-Voting at the AGM	--	--	--
Total	5	1000	0075



(iv) 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	--	--
E-Voting at the AGM	--	--
Total	--	--

9. The electronic data and other relevant records related to remote e-voting and e-voting at 60th AGM through VC/OAVM shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,
For Mahesh Gupta & Company
Company Secretaries



Mahesh Kumar Gupta
Proprietor
FCS: 2870 CP: 1999
UDIN: F002870C000951389



Countersigned by:
For RSWM Limited



(Chairman of the Meeting)

Place : Delhi
Date : 15th September, 2021