

RSWM/SECTT/2020  
September 24, 2020

<b>BSE Limited,</b> Corporate Relationship Department, 1 <sup>st</sup> Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Mumbai-400001  <b>Scrip code : 500350</b>	<b>National Stock Exchange of India Limited,</b> Listing Department, Exchange Plaza, C-1, Block -G, Bandra -Kurla Complex, Bandra (East), Mumbai-400051  <b>Scrip code : RSWM</b>
---	--

**Sub:- Outcome/Proceedings of 59<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September, 2020 pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

In Compliance with Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), please find enclosed herewith summary of proceedings of the 59<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company held on today i.e. 24<sup>th</sup> September, 2020 through Video Conferencing /Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at the AGM venue. The deemed venue for the AGM had been the Registered Office of the Company situated at Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan to transact the business as mentioned in the Notice of AGM dated 11<sup>th</sup> August, 2020.

The voting results alongwith the Scrutinizer's Report will be announced/ displayed through the website of the Company ([www.rswm.in](http://www.rswm.in)) and the website of NSDL ([www.evotingindia.com](http://www.evotingindia.com)) within 48 hours from the conclusion of meeting and the results shall also be intimated to BSE Limited and National Stock Exchange of India Limited.

Please take and keep the above in your record and disseminate the same for the information of Investors.

Thanking you,

Yours faithfully,  
**For RSWM LIMITED**



**SURENDER GUPTA**  
**AVP – LEGAL & COMPANY SECRETARY**  
**FCS-2615**

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](http://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](http://www.lnjbhilwara.com)  
GSTIN: 08AAACR9700M1Z3

**Corporate Identification Number: L17115RJ1960PLC008216**

**Summary of Proceedings of 59<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was convened on Thursday, the 24<sup>th</sup> day of September, 2020, at 02:00 P.M. through Video Conferencing /Other Audio Visual Means (“VC/OAVM”).**

The 59<sup>th</sup> Annual General Meeting of RSWM Limited was convened on today i.e. Thursday the 24<sup>th</sup> day of September, 2020 at 02:00 P.M. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) without the physical presence of the members at the AGM venue in compliance with the Circular issued by the Ministry of Corporate Affairs (“MCA”) dated 5<sup>th</sup> May 2020 read with Circular dated 8<sup>th</sup> April 2020 & 13<sup>th</sup> April 2020 and vide Circular dated 12<sup>th</sup> May 2020 issued by the Securities and Exchange Board of India (“SEBI”) and as per the other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The deemed venue for the AGM had been the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311021, Distt. Bhilwara, Rajasthan.

Since Shri Riju Jhunjhunwala, Chairman & Managing Director was not present in the meeting and therefore in accordance with the provisions of Articles of Association of the Company, Shri B.M. Sharma, Joint Managing Director, Chaired the meeting.

The following Directors, KMP's, CFO and Auditors were present in the meeting through VC/OAVM from their respective locations:

1. Shri B.M. Sharma (DIN- 08195895) Joint Managing Director.
2. Shri Shekhar Agarwal (DIN-00066113) Non Independent Director, Member of Nomination and Remuneration Committee and Stakeholders’ Relationship Committee.
3. Dr. Kamal Gupta (DIN-00038940) Independent Director, Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee.
4. Shri Priya Shankar Dasgupta (DIN-00012552) Independent Director of the Company.
5. Mrs. Archana Capoor (DIN-01204170) Independent Director, Member of Audit Committee.
6. Shri Amar Nath Choudhary (DIN-00587814). Independent Director, Member of Audit Committee and Nomination and Remuneration Committee.
7. Shri Yogesh Kumar Gupta, Audit partner of M/s. S. S. Kothari Mehta & Co. Chartered Accountants, New Delhi.
8. Shri N.K. Lodha, Audit Partner of M/s. Lodha & Co. Chartered Accountants, New Delhi.
9. Shri Mahesh Gupta a Practicing Company Secretary (FCS 2870) (C.P. No 1999), Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries, New Delhi, representing Secretarial Auditor of the Company as well appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at Annual General Meeting in a fair and transparent manner.
10. Shri Avinash Bhargava, Chief Financial Officer of the Company.
11. Shri Surender Gupta, Company Secretary and Compliance Officer of the Company.

The Company Secretary informed to the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), Secretarial Standard No. 2 on

General Meetings the Company had provided the facility of remote e-voting through NSDL portal to its Members from 21<sup>th</sup> September, 2020 (9:00 a.m.) to 23<sup>rd</sup> September, 2020 (5:00 p.m.) to exercise their votes electronically. The e-voting facility during the AGM was also provided through the NSDL portal to those members who did not cast their votes through remote e-voting in respect of all resolutions mentioned in the Notice convening 59<sup>th</sup> AGM.

The Company Secretary further informed the Members the documents referred to in the accompanying Notice were available for inspection at the website of the Company and the Statutory Registers maintained as per the Companies Act, 2013, were kept open electronically for inspection by the members during the AGM.

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

The requisite quorum being present, the Chairman called the Meeting to order. The quorum was present throughout the meeting. He then welcomed the members to the 59<sup>th</sup> Annual General Meeting of the Company. The Chairman informed to the members that Shri Riju Jhunjunwala Chairman & Managing Director, Shri Ravi Jhunjunwala, Shri Arun Churiwal and Shri Deepak Jain, Directors of the Company has conveyed their inability to attend the meeting due to health and other unavoidable reasons and they had sent their good wishes/ greetings to all the Directors/KMP's and members present in the meeting.

The Notice of the 59<sup>th</sup> AGM and the Annual Report and financial statements were taken as read with the permission of members present as the same had already been circulated to the Members. There were no qualifications, reservation and adverse remarks in the Auditor's Report on the financial statements and the report of Secretarial Auditor of the Company and accordingly they were not required to be read.

The Chairman, thereafter, addressed the members highlighting the salient features of the Company's operations and performance relating to the year ended the 31<sup>st</sup> March, 2020 and also highlighted on the performance of the Company for the current fiscal year 2020-21.

The Chairman then initiated discussion and 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 31<sup>st</sup> March, 2020. The questions and queries of the members were adequately replied by the Chairman.

Thereafter, the Chairman put forward the Resolutions relating to the following items:-

## **ORIDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended the 31<sup>st</sup> March, 2020 and the Report of Directors and Auditors thereon. **(Ordinary Resolution)**

2. To appoint a Director in place of Shri Ravi Jhunjhunwala (DIN: 00060972) who retires by rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**
3. To appoint a Director in place of Shri Arun Churiwal (DIN: 00001718), who retires by rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**

### **SPECIAL BUSINESS**

The Chairman informed that he himself was interested in the Resolution No.4 of the Notice and therefore he requested that for the Resolution No.4, Dr. Kamal Gupta Independent Director Chair the meeting and conduct the proceeding for above Resolution. Dr. Kamal Gupta Chaired the meeting for Resolution No.4.

4. Re-appointment of Shri Brij Mohan Sharma (DIN: 08195895), as Joint Managing Director of the Company for a period of two years w.e.f. 7<sup>th</sup> August, 2020. **(Special Resolution)**

Thereafter Shri B.M. Sharma resumed the Chair.

5. 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 31<sup>st</sup> March, 2021. **(Ordinary Resolution)**

The Chairman announced that the combined results of e-voting and voting at the AGM alongwith the Scrutinizer's Report will be announced/ displayed through the website of the Company ([www.rswm.in](http://www.rswm.in)) and the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com).) within 48 hours from the conclusion of meeting and the results shall also be intimated to BSE Limited and National Stock Exchange of India Limited.

He then informed to the members that Shri Mahesh Gupta, Practicing Company Secretary had been appointed as the scrutinizer to conduct and scrutinize the process of e-voting in fair, transparent and efficient manner. Thereafter, the e-voting process was conducted in the presence of the scrutinizer.

The Chairman thanked all the members for their participation in the meeting. The meeting concluded at 3:00 P.M. The E-voting facility was kept open for next 15 minutes to enable the Shareholders to cast their vote.