

RSWM/SECTT/2023  
September 15, 2023

<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>
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**Sub:- Outcome/Summary of Proceedings of 62<sup>nd</sup> Annual General Meeting held on 15<sup>th</sup> September, 2023 pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, held through Video Conferencing/Other Audio Visual Means (“VC/OAVM”).**

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 62<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company held today i.e. 15<sup>th</sup> September, 2023 through Video Conferencing/Other Audio Visual Means (“VC/OAVM”), without the physical presence of the Members at the AGM venue to transact the business as mentioned in the Notice of AGM dated 16<sup>th</sup> August, 2023. 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.

The voting results alongwith the Scrutinizer's Report will be announced/ displayed on 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**  
**VICE PRESIDENT – LEGAL & COMPANY SECRETARY**  
**FCS-2615**

Encl.: As above

(Formerly Rajasthan Spinning & Weaving Mills Limited)

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Website: [www.rswm.in](http://www.rswm.in)  
GSTIN: 09AAACR9700M1Z1

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

**Corporate Identification Number: L17115RJ1960PLC008216**

**Summary of Proceedings of 62<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company which was convened on Friday, the 15<sup>th</sup> day of September, 2023 at 02:00 P.M. through Video Conferencing /Other Audio Visual Means (“VC/OAVM”).**

The 62<sup>nd</sup> Annual General Meeting of RSWM Limited was convened today i.e. Friday the 15<sup>th</sup> day of September, 2023 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 General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs and Circular dated January 5, 2023 issued by the Securities and Exchange Board of India (SEBI), in furtherance of earlier circulars issued from time to time and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The deemed venue for the AGM had been the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311021, Distt. Bhilwara, Rajasthan.

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

The following Directors, KMP's, CFO, Auditors and other panelist were present in the meeting through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) from their respective locations:

1. Shri Riju Jhunjhunwala (DIN-00061060) Chairman & Managing Director and CEO, Chairman of Risk Management Committee and Member of Corporate Social Responsibility Committee
2. Shri B.M. Sharma (DIN- 08195895) Joint Managing Director.
3. Shri Ravi Jhunjhunwala (DIN-00060972) Director
4. Shri Shekhar Agarwal (DIN-00066113) Director, Member of Nomination and Remuneration Committee and Stakeholders’ Relationship Committee.
5. Shri Arun Churiwal (DIN-00001718) Director, Chairman of Corporate Social Responsibility Committee and Member of Stakeholders’ Relationship Committee.
6. Dr. Kamal Gupta (DIN-00038490) Independent Director, Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholders’ Relationship Committee and Member of Risk Management Committee.
7. Shri Amar Nath Choudhary (DIN-00587814) Independent Director, Member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee.
8. Shri Deepak Jain (DIN-00004972) Independent Director of the Company.
9. Mrs. Archana Capoor (DIN-01204170) Independent Director, Member of Audit Committee.
10. Shri Surya Kant Gupta (DIN-00323759) Additional Director (Independent) of the Company.
11. Shri Jugraj Singh, Audit Representative of M/s. S. S. Kothari Mehta & Co. Chartered Accountants, New Delhi, Statutory Auditor of the Company.

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12. Shri Gaurav Lodha, Audit Partner of M/s. Lodha & Co. Chartered Accountants, New Delhi, Statutory Auditor of the Company.
13. Shri Mahesh Kumar Gupta, 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.
14. Shri Avinash Bhargava, Chief Financial Officer.
15. Shri Surender Gupta, Company Secretary and Compliance Officer.

The Company Secretary informed 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 12<sup>th</sup> September, 2023 (9:00 a.m.) to 14<sup>th</sup> September, 2023 (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 62<sup>nd</sup> AGM.

The Company Secretary further informed the Members that 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 and Compliance Officer of the Company further informed the Chairman that requisite number of members 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 62<sup>nd</sup> Annual General Meeting of the Company. The Chairman informed the members that Shri Priya Shankar Dasgupta, Independent 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.

The Notice of the 62<sup>nd</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.

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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, 2023 and also highlighted on the performance of the Company for the 1<sup>st</sup> quarter of current fiscal year 2023-24.

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, 2023. The queries of the members were aptly replied by the Chairman.

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

### ORDINARY 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, 2023 and the Report of Directors and Auditors thereon. **(Ordinary Resolution)**
2. To declare a dividend of ₹ 5/- (50%) per equity share of the face value of ₹ 10/- each of the Company for the financial year ended March 31, 2023. **(Ordinary Resolution)**
3. To appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113), who retires by rotation and being eligible, offers himself for reappointment. **(Ordinary Resolution)**
4. To appoint a Director in place of Shri Arun Churiwal (DIN: 00001718), who retires by rotation and being eligible, offers himself for reappointment. **(Ordinary Resolution)**

### SPECIAL BUSINESS

5. Appointment of Shri Surya Kant Gupta (DIN: 00323759), as an Independent Director of the Company for first term of five consecutive years upto 9<sup>th</sup> August, 2028. **(Special Resolution)**
6. Fixation of remuneration of Shri Riju Jhunjhunwala (DIN: 00061060) Managing Director of the Company with effect from 1<sup>st</sup> May, 2023 for his remaining tenure upto 30<sup>th</sup> April, 2026. **(Special Resolution)**
7. Revision in remuneration of Shri Brij Mohan Sharma (DIN:08195895) Joint Managing Director of the Company with effect from 1<sup>st</sup> April, 2023 for his remaining tenure upto 6<sup>th</sup> August, 2024. **(Special Resolution)**
8. Ratification 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, 2024. **(Ordinary Resolution)**



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The Chairman announced that the combined results of e-voting and voting at the AGM alongwith the Scrutinizer's Report shall be placed on the Company's website ([www.rswm.in](http://www.rswm.in)) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com).) within 48 hours from the conclusion of meeting i.e. on or before 17<sup>th</sup> September, 2023 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 Kumar 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 3:10 P.M. The E-voting facility was kept open for next 15 minutes to enable the Shareholders to cast their vote.



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