

RSWM/SECTT/2022  
September 6, 2022

<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 61<sup>st</sup> Annual General Meeting held on 6<sup>th</sup> September, 2022 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 61<sup>st</sup> Annual General Meeting (AGM) of the Members of the Company held today i.e. 6<sup>th</sup> September, 2022 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 2<sup>nd</sup> August, 2022. 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 two working days 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)

**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, P. B. No. 28, 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 61<sup>st</sup> Annual General Meeting (AGM) of the Members of the Company which was convened on Tuesday, the 6<sup>th</sup> day of September, 2022 at 02:00 P.M. through Video Conferencing /Other Audio Visual Means (“VC/OAVM”).**

The 61<sup>st</sup> Annual General Meeting of RSWM Limited was convened today i.e. Tuesday the 6<sup>th</sup> day of September, 2022 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 May 05, 2022 which read together with Circular dated December 14, 2021 Circular dated January 13, 2021, Circular dated 8<sup>th</sup> April, 2020, Circular dated 13<sup>th</sup> April, 2020 and by Circular dated 5<sup>th</sup> May, 2020 as also circulars issued by Securities Exchange Board of India (SEBI) dated 13<sup>th</sup> May, 2022, Circular dated 15<sup>th</sup> January, 2021 read with Circular dated 12<sup>th</sup> May, 2020 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.

Shri Riju Jhunjunwala, 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 Jhunjunwala (DIN-00061060) Chairman and Managing Director & CEO
2. Shri B.M. Sharma (DIN- 08195895) Joint Managing Director.
3. Shri Ravi Jhunjunwala (DIN-00060972) Non Independent Director
4. Shri Shekhar Agarwal (DIN-00066113) Non Independent Director, Member of Nomination and Remuneration Committee and Stakeholders’ Relationship Committee.
5. Shri Arun Churiwal (DIN-00001718) Non Independent Director, Chairman of Corporate Social Responsibility Committee and Member of the 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 Yogesh Kumar Gupta, Audit partner of M/s. S. S. Kothari Mehta & Co. Chartered Accountants, New Delhi, Statutory Auditor of the Company.



11. Shri Gaurav Lodha, Audit Partner of M/s. Lodha & Co. Chartered Accountants, New Delhi, Statutory Auditor of the Company.
12. 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.
13. Shri Avinash Bhargava, Chief Financial Officer.
14. 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 2<sup>nd</sup> September, 2022 (9:00 a.m.) to 5<sup>th</sup> September, 2022 (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 61<sup>st</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 61<sup>st</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 he had sent his good wishes/ greetings to all the Directors/KMP's and members present in the meeting.

The Notice of the 61<sup>st</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, 2022 and also highlighted on the performance of the Company for the current fiscal year 2022-23.

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, 2022. 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, 2022 and the Report of Directors and Auditors thereon. **(Ordinary Resolution)**
2. To declare a dividend of ₹ 25/- (250%) per equity share of the face value of ₹ 10/- each of the Company for the financial year ended March 31, 2022. **(Ordinary Resolution)**
3. To appoint a Director in place of Shri Riju Jhunjunwala (DIN: 00061060), who retires by rotation and being eligible, offers himself for reappointment. **(Ordinary Resolution)**
4. To appoint a Director in place of Shri Ravi Jhunjunwala (DIN: 00060972), who retires by rotation and being eligible, offers himself for reappointment. **(Ordinary Resolution)**
5. To re-appoint M/s. Lodha & Co., Chartered Accountants (Firm Registration No.301051E) as the Joint Statutory Auditors of the Company and fixation of their remuneration. **(Ordinary Resolution)**

### **SPECIAL BUSINESS**

6. Re-appointment of Smt. Archana Capoor (DIN: 01204170), as an Independent Director of the Company for second term of five consecutive years commencing from 13<sup>th</sup> February, 2023 upto 12<sup>th</sup> February, 2028. **(Special Resolution)**
7. Revision in remuneration of Shri Riju Jhunjunwala (DIN: 00061060) Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2022 upto 30<sup>th</sup> April, 2023. **(Special Resolution)**
8. Revision in remuneration w.e.f. 1<sup>st</sup> April, 2022 of Shri Brij Mohan Sharma (DIN:08195895) Joint Managing Director of the Company for his remaining tenure upto 6<sup>th</sup> August, 2022. **(Special Resolution)**
9. 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, 2022. **(Special Resolution)**



10. 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, 2023. **(Ordinary Resolution)**

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 two working days from the conclusion of meeting i.e. on or before 8<sup>th</sup> September, 2022 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 3:25 P.M. The E-voting facility was kept open for next 15 minutes to enable the Shareholders to cast their vote.



**Re-Appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E) as Statutory Auditors of the Company.**

<b>Particulars</b>	<b>Re-Appointment of Statutory Auditor</b>
<b>Reason for change viz. Re-appointment</b>	Re-appointment for second term as Statutory Auditor of the Company.
<b>Date of Re-appointment</b>	For second term of five consecutive years starting from conclusion of the 61 <sup>st</sup> Annual General Meeting of the Company held today i.e. 6 <sup>th</sup> September, 2022.
<b>Brief Profile</b>	Lodha & Co, a firm of Chartered Accountants was founded in 1941 and has branches in Mumbai, Delhi, Hyderabad, Chennai and Jaipur. The firm has a dedicated team of professionals and staff. They are currently providing Assurance, Taxation, Accounting and Advisory Services and have experience of working with several multinational companies, listed entities and companies with multi-products and services. They are empaneled with Controller and Auditor General of India and Reserve Bank of India and are currently eligible to carryout Statutory Audit of Maharatna and large Public Sector Banks. The Firm Registration Number is 301051E.
<b>Disclosure of relationships between directors</b>	Not Applicable

