

1. Name of Listed Entity : RSWM Limited
2. Quarter ending : 30<sup>th</sup> September, 2016

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr/Ms)</b>	<b>Name of the Director</b>	<b>DIN&amp; PAN<sup>b</sup></b>	<b>Category (Chairperson/Executive/Non-Executive/ Independent/ Nominee)<sup>c</sup></b>	<b>Date of Appointment in the current term/ cessation</b>	<b>Tenure*</b>	<b>No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity# (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Ravi Jhunjunwala	00060972/ AAGPJ0739D	Chairperson-Non-Executive	18.05.1979	-	6	4	0
Mr.	Shekhar Agarwal	00066113/ AAEPA6590M	Non-Executive	13.02.1984	-	5	4	0
Mr.	Riju Jhunjunwala	00061060/ AAKPJ4377M	Executive	01.05.2016	-	3	3	1
Mr.	Arun Churiwal	00001718/ ACTPC0401E	Non-Executive	01.04.2016**	-	3	3	0
Mr.	Prakash Maheshwari	02388988/ AAUPM7802L	Executive	01.04.2015	-	1	0	0
Mr.	Jagdish Chandra Laddha	00118527/ AADPL6272E	Non-Executive	01.04.2015	-	1	0	0
Dr.	Kamal Gupta	00038490/ AAHPG1101F	Independent Non-Executive	16.09.2014	5 Years	4	10	5

Mr.	Dharmendar Nath Davar	00002008/ AAAPD0015E	Independent Non-Executive	16.09.2014	5 Years	6	9	4
Mr.	Amar Nath Choudhary	00587814/ ABVPC0060A	Independent Non-Executive	16.09.2014	5 Years	2	3	2
Mr.	Priya Shankar Dasgupta	00012552/ ADWPD2072J	Independent Non-Executive	16.09.2014	4 Years	7	7	2
Ms.	Geeta Mathur	02139552/ AAKPM7380D	Independent Non-Executive	11.11.2014	5 Years	5	8	2
Mr.	Deepak Jain	00004972/ AAEPJ1525D	Independent Non-Executive	11.05.2016	5 Years	3	3	1

\*\* Mr. Arun Churiwal is a Director of the Company since 23<sup>rd</sup> October, 2003. He acted as Managing Director of the Company from 17<sup>th</sup> March, 2009 to 31.03.2016. He is the continuing as Non-Executive Director of the Company w.e.f. 1<sup>st</sup> April, 2016.

§ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

# Includes committee Chairmanships.

## II. Composition of Committees

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)<sup>&amp;</sup></i>
1. Audit Committee	Dr. Kamal Gupta Mr. Dharmendar Nath Davar Mr. Amar Nath Choudhary	Chairperson - Independent - Non-Executive Independent - Non-Executive Independent - Non-Executive

2. Nomination & Remuneration Committee	Dr. Kamal Gupta Mr. Dharmendar Nath Davar Mr. Shekhar Agarwal	Chairperson - Independent - Non-Executive Independent - Non-Executive Non-Executive
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders' Relationship Committee'	Dr. Kamal Gupta Mr. Dharmendar Nath Davar Mr. Shekhar Agarwal Mr. Arun Churiwal	Chairperson - Independent - Non-Executive Independent - Non-Executive Non-Executive Non-Executive
5. Corporate Social Responsibility Committee	Mr. Riju Jhunjunwala Mr. Arun churiwal Mr. Amar Nath Choudhary	Chairperson - Executive Non-Executive Independent - Non-Executive

\* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

### III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
11 <sup>th</sup> May, 2016	9 <sup>th</sup> August, 2016	89 days

### IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee 9 <sup>th</sup> August, 2016	Yes All Members were present.	11 <sup>th</sup> May, 2016	89 days
Stakeholders' Relationship Committee 9 <sup>th</sup> August, 2016	Yes Dr. Kamal Gupta Mr. Dharmendar Nath Davar Mr. Shekhar Agarwal	11 <sup>th</sup> May, 2016	89 days

Nomination and Remuneration Committee	-	11 <sup>th</sup> May, 2016	-
Corporate Social Responsibility Committee 9 <sup>th</sup> August, 2016	Yes Mr. Riju Jhunjunwala Mr. Amar Nath Choudhary.	11 <sup>th</sup> May, 2016	89 days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations:**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - YES
  - b. Nomination & remuneration committee - YES
  - c. Stakeholders relationship committee - YES
  - d. Risk management committee (applicable to the top 100 listed entities) - N.A.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. -Yes  
Any comments/observations/advice of Board of Directors may be mentioned here. -N.A.

**For RSWM LIMITED**



**SURENDER GUPTA  
COMPANY SECRETARY**

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.



**ANNEXURE III**

**Format to be submitted by listed entity at the end of 6 month after end of financial year along-with second quarter report of next financial year.**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, director report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes. Business Responsibility Report is Not Applicable to the Company.
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	No. Chairperson of the Audit Committee has authorized Shri Amar Nath Choudhary member of the Audit Committee to attend the meeting on his behalf.
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting.	19(3)	No. Chairperson of the Nomination and Remuneration Committee has authorized Shri Amar Nath Choudhary director of the Company to attend the meeting on his behalf.
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes





**RSWM Limited**

an LNJ Bhilwara Group Company



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- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**For RSWM LIMITED**

**SURENDER GUPTA  
COMPANY SECRETARY**

