

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L17115RJ1960PLC008216

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACR9700M

(ii) (a) Name of the company

RSWM LIMITED

(b) Registered office address

KHARIGRAM
P.O. GULABPURA
BHILWARA
Rajasthan
311021

(c) *e-mail ID of the company

skg@lnjbhilwara.com

(d) *Telephone number with STD code

01483223144

(e) Website

www.rswm.in

(iii) Date of Incorporation

17/10/1960

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 24/09/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BHILWARA ENERGY LIMITED	U31101DL2006PLC148862	Associate	7.56
2	LNJ SKILLS & ROZGAR PRIVATE	U74999DL2016PTC301465	Associate	47.3

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	60,000,000	23,550,842	23,550,842	23,550,842
Total amount of equity shares (in Rupees)	600,000,000	235,508,420	235,508,420	235,508,420

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	60,000,000	23,550,842	23,550,842	23,550,842
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600,000,000	235,508,420	235,508,420	235,508,420

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	52,500,000	0	0	0
Total amount of preference shares (in rupees)	750,000,000	0	0	0

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	2,500,000	0	0	0
Nominal value per share (in rupees)	150	150	150	150
Total amount of preference shares (in rupees)	375,000,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	50,000,000	0	0	0
Nominal value per share (in rupees)	7.5	7.5	7.5	7.5
Total amount of preference shares (in rupees)	375,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	23,550,842	235,508,420	235,508,420	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	23,550,842	235,508,420	235,508,420	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

11/09/2019

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			9,472,474,333.01
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			2,170,194,396.18
Deposit			0
Total			11,642,668,729.19

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

27,710,300,089.93

(ii) Net worth of the Company

7,058,496,119.03

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,808,068	7.68	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	4,934,770	20.95	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,777,438	24.53	0	
10.	Others		0	0	
	Total	12,520,276	53.16	0	0

Total number of shareholders (promoters)

25

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,354,216	26.98	0	
	(ii) Non-resident Indian (NRI)	185,974	0.79	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	95,865	0.41	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	100,031	0.42	0	
4.	Banks	47,290	0.2	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	138,214	0.59	0	
7.	Mutual funds	179,688	0.76	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,870,483	16.43	0	
10.	Others IEPF	58,805	0.25	0	
	Total	11,030,566	46.83	0	0

Total number of shareholders (other than promoters)

15,025

**Total number of shareholders (Promoters+Public/
Other than promoters)**

15,050

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
PREMIER INVESTMENT	C/O KOTAK MAHINDRA BANK LIM			17,781	
FIRST WATER FUND	KOTAK MAHINDRA BANK LIMITED			120,433	

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	25	25
Members (other than promoters)	16,591	15,025
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	3	1	3	0	0
B. Non-Promoter	1	7	1	5	0	0
(i) Non-Independent	1	1	1	0	0	0
(ii) Independent	0	6	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	10	2	8	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RIJU JHUNJHUNWALA	00061060	Managing Director	175,000	
RAVI JHUNJHUNWALA	00060972	Director	809,094	
ARUN KUMAR CHURIV	00001718	Director	1,610	
SHEKHAR AGARWAL	00066113	Director	1,500	
DR. KAMAL GUPTA	00038490	Director	0	
AMAR NATH CHOUDH	00587814	Director	0	
P. S. DASGUPTA	00012552	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ARCHANA CAPOOR	01204170	Director	0	
DEEPAK JAIN	00004972	Director	0	
BRIJ MOHAN SHARMA	08195895	Managing Director	0	
SURENDER KUMAR G	AEVPG4534L	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
DHARMENDRA NATH	00002008	Director	24/07/2019	Cessation
JAGDISH CHANDRA L	00118527	Director	31/07/2019	cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	11/09/2019	16,116	55	47.56

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/04/2019	12	8	66.67
2	21/05/2019	12	9	75
3	12/08/2019	10	8	80
4	08/11/2019	10	9	90
5	11/12/2019	10	8	80

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	12/02/2020	10	8	80

C. COMMITTEE MEETINGS

Number of meetings held

23

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit	04/04/2019	3	3	100
2	Audit	21/05/2019	3	2	66.67
3	Audit	12/08/2019	3	3	100
4	Audit	08/11/2019	3	3	100
5	Audit	11/12/2019	3	3	100
6	Audit	12/02/2020	3	3	100
7	Stakeholders	21/05/2019	4	3	75
8	Stakeholders	12/08/2019	3	3	100
9	Stakeholders	08/11/2019	3	3	100
10	Stakeholders	12/02/2020	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	RIJU JHUNJH	6	6	100	4	4	100	No
2	RAVI JHUNJH	6	4	66.67	0	0	0	No
3	ARUN KUMAR	6	5	83.33	8	8	100	No
4	SHEKHAR AG	6	6	100	12	12	100	Yes
5	DR. KAMAL G	6	6	100	19	19	100	Yes

6	AMAR NATH	6	6	100	14	14	100	Yes
7	P. S. DASGUPTA	6	3	50	1	1	100	Yes
8	ARCHANA CAPOOR	4	4	100	5	5	100	Yes
9	DEEPAK JAIN	6	1	16.67	1	0	0	No
10	BRIJ MOHAN	6	6	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Riju Jhunjunwala	Managing Director	209.15	0	0	0	209.15
2	Brij Mohan Sharma	Joint Managing Director	176.18	0	0	0	176.18
	Total		385.33	0	0	0	385.33

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Surender Gupta	Company Secretary	56.08	0	0	0	56.08
	Total		56.08	0	0	0	56.08

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAVI JHUNJHUNWALA	DIRECTOR	0	0	0	300,000	300,000
2	SHEKHAR AGARWAL	DIRECTOR	0	0	0	1,350,000	1,350,000
3	ARUN KUMAR CHAUDHARY	DIRECTOR	0	0	0	675,000	675,000
4	DR. KAMAL GUPTA	DIRECTOR	0	0	0	1,875,000	1,875,000
5	DEEPAK JAIN	DIRECTOR	0	0	0	75,000	75,000
6	AMAR NATH CHOUDHARY	DIRECTOR	0	0	0	1,200,000	1,200,000
7	P S DASGUPTA	DIRECTOR	0	0	0	375,000	375,000
8	ARCHANA CAPOOR	DIRECTOR	0	0	0	750,000	750,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		0	0	0	6,600,000	6,600,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SUNITA MATHUR

Whether associate or fellow

Associate Fellow

Certificate of practice number

741

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director



DIN of the director

To be digitally signed by



- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

List of attachments

List of Share holders.pdf
MGT 8_RSWM_2020.pdf
Committee Position.pdf
Transfers 1.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

**ATTENDENCE OF DIRECTORS
COMMITTEE MEETINGS**

		Number of Meetings which director was entitled to attend	Number of Meetings attended						
			Audit Committee	Nomination Remuneration	Stakeholders	Corporate Social Responsibility	Independent Directors	Share Transfer	Investment & Planning
		6	3	4	4	1	5	-	23
1	RAVI JHUNJHUNWALA	-	-	-	-	-	-	-	0
2	SHEKHAR AGARWAL	-	3	4	0	-	5	-	12
3	ARUN KUMAR CHURIWAL	-	-	4	4	-	-	-	8
4	RIJU JHUNJHUNWALA	-	-	-	4	-	-	-	4
5	BRIJ MOHAN SHARMA	-	-	-	-	-	-	-	0
6	JAGDISH CHANDRA LADDHA [#]	-	-	-	-	-	-	-	0
7	DR. KAMAL GUPTA	6	3	4	-	1	5	-	19
8	DHARMENDRA NATH DAWAR **	1	0	0	-	0	-	-	1
9	AMAR NATH CHOUDHARY	6	3	-	4	1	-	-	14
10	P. S. DASGUPTA	-	-	-	-	1	-	-	1
11	ARCHANA CAPOOR	4	-	-	-	1	-	-	5
12	DEEPAK JAIN	-	-	-	-	0	-	-	0

* Shri Dharmender Nath Davar ceased to be member of Audit Committee w.e.f. 24.07.2019

Shri Jagdish Chandra Laddha ceased to be member of the Board of Directors w.e.f. 31.07.2019

RSWM Limited
KHARIGRAM P O GULABPURA
DIST BHILWARA RAJASTHAN
311021

Page 1

CIN NO: L17115RJ1960PLC008216

FACE VALUE: 10

LAST AGM : 11-SEP-19

CURRENT AGM : 24-SEP-20

Data 01/04/2019 TO 31/03/2020

TCM	TYPE	SHARES	FACE VAL	FOLIO OF TRANSFEROR	TRANSFEROR'S NAME	FOLIO OF TRANSFEREE	TRANSFEREE'S NAME
20/02/20	1	000000014	000010	0003669J	DILIP H BHANDARI	00044132	JYOTI DILIP H BHANDARI
04/09/19	1	000000400	000010	C0000130	N RAMANATHAN CHETTIAR	00044129	RM NACHIAPPAN
20/12/19	1	000000212	000010	G0000048	JETHMAL GOKHAROO	00044131	KANCHAN BAI GOKHRU
20/12/19	1	000000798	000010	G0001539	JETHMAL SOBHALAL GOKHARU	00044131	KANCHAN BAI GOKHRU
03/10/19	1	000000030	000010	M0000045	MOHNIBAI K CHAND MANCHANDANI	00044092	MANISH SHAH
30/04/19	1	000000212	000010	N0000008	HARISH RATILAL NAGDA	00044122	RUPESH HARISH NAGDA
30/10/19	1	000000043	000010	P000051J	PARESH NATH MOOKERJEE	00044130	SOUMITRA MUKHERJEE
11/07/19	1	000000004	000010	Q0031001	KANTABEN RAVJIBHAI PATEL	00044112	ANIL R PATEL
30/04/19	1	000000424	000010	S0000148	RAMESHWAR LAL SOMANI	00044124	RAMSWAROOP GHANSHYAM SOMANI
30/10/19	1	000000072	000010	S000053J	SAMIR KUMAR MOOKERJEE	00044130	SOUMITRA MUKHERJEE
11/07/19	1	000000200	000010	S0003268	PRAKASH CHANDRA SHRIMAL	00044128	PRASHANT SHRIMAL
11/07/19	1	000000064	000010	T0000302	OM PRAKASH TRIPATHI	00044127	HIRAMANI TRIPATHI
30/04/19	1	000000132	000010	T0000303	OM PRAKASH TRIPATHI	00044123	KIRAN TIRPATHI

TOTAL NO. OF SHARES: 2605

TOTAL FOLIO : 13



FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **RSWM Limited having CIN L17115RJ1960PLC008216** (the company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2020 . In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the foresaid financial year the company has complied with provisions of the Act & Rules made there under in respect of;
1. its status under the Act;
 2. maintenance of registers / records & making entries therein within the time prescribed therefore;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 4. calling/convening/holding meetings of Board of Directors or its committees ,if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the minute book/ registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members/ security holders, as the case may be;
 6. advances/loans to its Directors and/or persons or firms or companies referred in section 185 of the Act;
 7. contracts/arrangements with the related parties as specified in section 188 of the Act;
 8. issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debenture/alteration or reduction of shares capital/conversion of shares/securities and issue of security certificates in all instances;

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with the section 125 of the Act;
11. signing of audit financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3),(4) and (5) thereof;
12. constitution/appointment/re-appointment/retirement/ filling up casual vacancies disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

During the financial year under review,

- Shri Dharmendar Nath Davar, Independent Director resigned from the Board with effect from 24th July,2019 ,
- Shri Jagdish Chandra Laddha, Non Independent Director also resigned from the Board with effect from 31st July, 2019.
- Dr. Kamal Gupta and Shri Amar Nath Choudhary were reappointed as Independent Directors for the second term of five years commencing from 16th September,2019.

13. appointment/reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act; **There was no change**
14. No approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has not accepted any deposits from the public or its employees during the year. There were no acceptance/renewal/repayment of deposits;
16. borrowings from its directors, members, public financial institution, banks and other and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the company. **There was NO CHANGE**

Place: NOIDA
Date: November 07, 2020

Sunita Mathur
Company Secretary in Practice
FCS No. 1743 / C P No.: 741
ICSI UDIN: F001743B001177610