

RSWM/SECTT/2020
September 25, 2020

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

Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the details of the voting results along with Scrutinizer's Report of the Annual General Meeting of the Company attached as Annexures.

We would like to inform you that all the Resolutions set out in the Notice were passed with requisite majority by the shareholders.

You are requested to please take the same on record.

Thanking you,

Yours faithfully,
For **RSWM LIMITED**



SURENDER GUPTA
AVP – LEGAL & COMPANY SECRETARY
FCS-2615
rswm.investor@lnjbhilwara.com

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
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
GSTIN: 08AAACR9700M1Z3

Corporate Identification Number: L17115RJ1960PLC008216

**Compliance Pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –
59th Annual General Meeting of Equity Shareholders of RSWM Limited**

Date of the AGM/EGM	24th September, 2020
Total number of shareholders on record date	14883
Cut-off date for e-voting.	17th September, 2020
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Nil
Public:	Nil
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	13
Public:	82

Agenda-wise

Item No.1		Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2020 and the Report of Directors and Auditors thereon.						
Resolution require: (Ordinary/Special)					Ordinary			
Whether promoter/promoters group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,25,18,666	99.99	1,25,18,666	0	100.00	0.00
	E-Voting at the AGM							
	Total	1,25,20,276	1,25,18,666	99.99	1,25,18,666	0	100.00	0.00
Public - Institutional Holders	Remote E-Voting	2,68,609	0	0.00	0	0	0.00	0.00
	E-Voting at the AGM							
	Total	2,68,609	0	0.00	0	0	0.00	0.00
Public- Non Institutions	Remote E-Voting	1,07,61,957	5,85,840	5.44	5,83,654	2,186	99.63	0.37
	E-Voting at the AGM		58,109	0.54	58,109	0	100.00	0.00
	Total	1,07,61,957	6,43,949	5.98	6,41,763	2,186	99.66	0.34
	Grand Total	2,35,50,842	1,31,62,615	55.89	1,31,60,429	2,186	99.98	0.02

Item No.2		Re-appointment of Shri Ravi Jhunhunwala (DIN: 00060972), who retires by rotation and being eligible, offers himself for reappointment.						
Resolution require: (Ordinary/Special)					Ordinary			
Whether promoter/promoters group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,07,80,540	86.10	1,07,80,540	0	100.00	0.00
	E-Voting at the AGM							
	Total	1,25,20,276	1,07,80,540	86.10	1,07,80,540	0	100.00	0.00
Public - Institutional Holders	Remote E-Voting	2,68,609	0	0.00	0	0	0.00	0.00
	E-Voting at the AGM							
	Total	2,68,609	0	0.00	0	0	0.00	0.00
Public- Non Institutions	Remote E-Voting	1,07,61,957	5,85,840	5.44	5,83,554	2,286	99.61	0.39
	E-Voting at the AGM		58,109	0.54	58,109	0	100.00	0.00
	Total	1,07,61,957	6,43,949	5.98	6,41,663	2,286	99.65	0.35
	Grand Total	2,35,50,842	1,14,24,489	48.51	1,14,22,203	2,286	99.98	0.02



Item No.3	Re-appointment of Shri Arun Churiwal (DIN: 00001718), who retires by rotation and being eligible, offers himself for reappointment.							
Resolution require: (Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,25,18,666	99.99	1,25,18,666	0	100.00	0.00
	E-Voting at the AGM							
	Total	1,25,20,276	1,25,18,666	99.99	1,25,18,666	0	100.00	0.00
Public - Institutional Holders	Remote E-Voting	2,68,609	0	0.00	0	0	0.00	0.00
	E-Voting at the AGM							
	Total	2,68,609	0	0.00	0	0	0.00	0.00
Public- Non Institutions	Remote E-Voting	1,07,61,957	5,85,840	5.44	5,83,554	2,286	99.61	0.39
	E-Voting at the AGM		58,109	0.54	5,086	53,023	8.75	91.25
	Total	1,07,61,957	6,43,949	5.98	5,88,640	55,309	91.41	8.59
	Grand Total	2,35,50,842	1,31,62,615	55.89	1,31,07,306	55,309	99.58	0.42

Item No.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. 7th August, 2020.							
Resolution require: (Ordinary/Special)						Special		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,25,18,666	99.99	1,25,18,666	0	100.00	0.00
	E-Voting at the AGM							
	Total	1,25,20,276	1,25,18,666	99.99	1,25,18,666	0	100.00	0.00
Public - Institutional Holders	Remote E-Voting	2,68,609	0	0.00	0	0	0.00	0.00
	E-Voting at the AGM							
	Total	2,68,609	0	0.00	0	0	0.00	0.00
Public- Non Institutions	Remote E-Voting	1,07,61,957	5,85,840	5.44	5,83,554	2,286	99.61	0.39
	E-Voting at the AGM		58,109	0.54	5,086	53,023	8.75	91.25
	Total	1,07,61,957	6,43,949	5.98	5,88,640	55,309	91.41	8.59
	Grand Total	2,35,50,842	1,31,62,615	55.89	1,31,07,306	55,309	99.58	0.42



Item No.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 31st March, 2021.							
Resolution require: (Ordinary/Special)					Ordinary			
Whether promoter/promoters group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,25,18,666	99.99	1,25,18,666	0	100.00	0.00
	E-Voting at the AGM							
	Total	1,25,20,276	1,25,18,666	99.99	1,25,18,666	0	100.00	0.00
Public - Institutional Holders	Remote E-Voting	2,68,609	0	0.00	0	0	0.00	0.00
	E-Voting at the AGM							
	Total	2,68,609	0	0.00	0	0	0.00	0.00
Public- Non Institutions	Remote E-Voting	1,07,61,957	5,85,840	5.44	5,83,654	2,186	99.63	0.37
	E-Voting at the AGM		58,109	0.54	58,109	0	100.00	0.00
	Total	1,07,61,957	6,43,949	5.98	6,41,763	2,186	99.66	0.34
Grand Total		2,35,50,842	1,31,62,615	55.89	1,31,60,429	2,186	99.98	0.02

*Figures have been rounded off

Yours faithfully,
For **RSWM LIMITED**




SURENDER GUPTA
AVP-LEGAL & COMPANY SECRETARY
FCS-2615
rswm.investor@lnjbhilwara.com



Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092

Phone : 011-22533508; 9312406331; E-Mail: mareshgupta.co@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,
The Chairperson
59th Annual General Meeting of the Equity Shareholders of
RSWM LIMITED
Held on Thursday, 24th September, 2020 at 2:00 P.M.,
at Kharigram, P.O. Gulabpura – 311201,
Distt. Bhilwara, Rajasthan.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the 59th AGM through video conferencing ('VC') / other audio-visual means ('OAVM') without physical presence of the members at the AGM Venue.

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries (M.N. 2870 , C.P. No. 1999) firm having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar, Delhi – 110092, was appointed as a Scrutinizer by the Board of Directors of **RSWM Limited** ('the Company'), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) at the AGM in respect of resolution(s) as set out in the Notice dated 11th August, 2020 for the 59th AGM held on Thursday, 24th September, 2020 at 2:00 P.M. through VC / OAVM without physical presence of the members at the AGM Venue in compliance with MCA Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020. The deemed venue of the AGM had been the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311201, Distt. Bhilwara, Rajasthan.

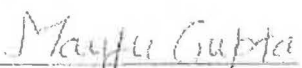
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules and circular issued by MCA and SEBI

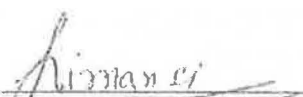


relating to conducting of AGM through VC / OAVM and voting through electronic means on the resolutions contained in the Notice of 59th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the Authorized Agency appointed by the Company for providing remote e-voting facilities and e-voting at the AGM through VC/OAVM.

I have completed the scrutiny of remote e-voting and e-voting at the AGM conducted through VC/OAVM and submit my report as under:-

1. The Company had provided the remote e-voting facility and e-voting facility at the AGM through VC/OAVM offered by National Securities Depository Limited (NSDL) to the shareholders of the Company.
2. In line with MCA Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Notice calling the 59th AGM had been uploaded on the website of the company at www.rswm.in, on the websites of the stock exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
3. The Annual Report along with the Notice of AGM were sent by the electronic mode to those members whose e-mail addresses were registered with the Company or Depository Participant(s) pursuant to applicable circulars.
4. The shareholders holding shares as on the "cut off" date i.e. 17th September, 2020 were entitled to vote on the proposed resolution(s) item no. 1 to 5 as set out in the Notice of the 59th AGM of the Company by remote e-voting or e-voting at AGM through VC/OAVM.
5. The remote e-voting period remained open from 9:00 A.M. on 21st September, 2020 up to 5:00 P.M. on 23rd September, 2020.
6. At the AGM, the Chairperson announced that the facility for e-voting is available to facilitate the Members attending the Meeting through VC/OAVM and who did not participate in the remote e-voting to cast their votes.
7. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked on 24th September, 2020 at 03.30 P.M. in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Manju Gupta
AADHAR No.: 620095297501


Name: Himansi Gupta
AADHAR No.: 771592522351



The Consolidated Report on the results of remote e-voting and e-voting at the AGM on each resolution are given hereunder:

Resolution No. 1– (Ordinary Resolution)

Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2020 and the Report of Directors and Auditors thereon.

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	112	13102320	99.983
E-Voting at the AGM	15	58109	100
Total	127	13160429	99.983

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	5	2186	0.017
E-Voting at the AGM	-	-	-
Total	5	2186	0.017

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	-	-
E-Voting at the AGM	-	-
Total	-	-

Resolution No. 2 – (Ordinary Resolution)

Re-appointment of Shri Ravi Jhunjunwala (DIN: 00060972), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
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Remote E-Voting	105	11364094	99.980
E-Voting at the AGM	15	58109	100
Total	120	11422203	99.980

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	6	2286	0.020
E-Voting at the AGM	-	-	-
Total	6	2286	0.020

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	-	-
E-Voting at the AGM	-	-
Total	-	-

Resolution No. 3 – (Ordinary Resolution)

Re-appointment of Shri Arun Churiwal (DIN: 00001718), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	111	13102220	99.983
E-Voting at the AGM	14	5086	8.753
Total	125	13107306	99.580

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	6	2286	0.017
E-Voting at the AGM	1	53023	91.247
Total	7	55309	0.420



(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	-	-
E-Voting at the AGM	-	-
Total	-	-

Resolution No. 4- (Special Resolution)

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. 7th August, 2020.

(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	111	13102220	99.983
E-Voting at the AGM	14	5086	8.753
Total	125	13107306	99.580

(ii) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	6	2286	0.017
E-Voting at the AGM	1	53023	91.247
Total	7	55309	0.420

(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	-	-
E-Voting at the AGM	-	-
Total	-	-

Resolution No. 5 - (Ordinary Resolution)

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 31st March, 2021.



(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	112	13102320	99.983
E-Voting at the AGM	15	58109	100
Total	127	13160429	99.983

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	5	2186	0.017
E-Voting at the AGM	-	-	-
Total	5	2186	0.017

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	-	-
E-Voting at the AGM	-	-
Total	-	-

8. The electronic data and other relevant records related to remote e-voting and e-voting at 59th AGM through VC/OAVM shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

For Mahesh Gupta & Company
Company Secretaries

Mahesh Kumar Gupta
Proprietor

FCS: 2870 CP: 1999

UDIN : F002870B000768492



Countersigned by:
For RSWM Limited

(Chairperson of the Meeting)

Place : New Delhi

Date : 25th September, 2020