

RSWM/SECTT/2021
April 19, 2021

<p>BSE Limited Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, MUMBAI - 400 001.</p> <p>Scrip Code: 500350</p>	<p>National Stock Exchange of India Limited Listing Department, Exchange Plaza, C-1, Block - G, Bandra-Kurla Complex, Bandra (East), MUMBAI - 400 051.</p> <p>Scrip Code: RSWM</p>
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Sub: Result of Postal Ballot- Section 110 read with Section 108 of the Companies Act, 2013 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company had conducted the process of Postal Ballot (e-voting only) for seeking the approval of members on the following Special Businesses:

Resolution No.1 (Special) - Approval of re-appointment of Shri Riju Jhunjunwala, (DIN:00061060) as Managing Director of the Company for a period of five years w.e.f. 1st May, 2021.

Resolution No.2 (Special) - Approval of revised Remuneration of Shri Brij Mohan Sharma (DIN: 08195895), Joint Managing Director of the Company w.e.f. 1st January, 2021 for his remaining tenure.

Resolution No.3 (Special) - Approval of re-appointment of Shri Deepak Jain (DIN:00004972), Independent Director for a second term of five consecutive years commencing from 11th May, 2021 upto 10th May, 2026.

The Scrutinizer had submitted his report dated 19th April, 2021 to Shri Brij Mohan Sharma, Joint Managing Director of the Company.



(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

In view of the above please find attached the following:

- i. The Scrutinizer Report – Annexure - 1
- ii. Voting Result of Postal Ballot through e-voting as Annexure-2
- iii. The brief profile of Shri Riju Jhunjunwala (DIN:00061060), Managing Director and Shri Deepak Jain (DIN:00004972), Independent Director as Annexure - 3

The Postal Ballot Result are being uploaded on the website of the Company www.rswm.in and on the website of NSDL's- www.evoting.nsdl.com

Please note that the above Resolutions were passed by the Members with requisite majority.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For **RSWM LIMITED**



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

Encl.: As above

cc : National Securities Depository Limited
4th Floor, 'A' Wing, Trade World, Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
MUMBAI – 400 013

(Formerly Rajasthan Spinning & Weaving Mills Limited)

Corporate Office :
Bhilwara Towers, A-12, Sector-1
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Mahesh Gupta & Company

Company Secretaries

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

Phone : 011-49503085; 9312406331; E-Mail: maheshgupta.co@gmail.com

SCRUTINIZER'S REPORT

(Pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,
The Chairman
RSWM LIMITED
Kharigram, P.O. Gulabpura – 311201,
Distt. Bhilwara, Rajasthan.

Dear Sir,

Sub: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting

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'), for scrutinizing postal ballot which was conducted only through electronic means in respect of the resolutions contained in the notice dated 8th March, 2021 in a fair and transparent manner and for ascertaining the requisite majority for the resolutions proposed to be passed with respect to the provisions of Section 110 and 108 and other applicable provisions , if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with other applicable SEBI Circular , Secretarial Standard-2 issued by ICSI and in compliance with general Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 , No.22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020 and No.39/2020 dated December, 31, 2020 issued by the Ministry of Corporate Affairs ("MCA").

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 Postal Ballot process through remote e-voting by electronic means on the resolutions contained in the Notice dated 8th March, 2021. My responsibility as a Scrutinizer is restricted to make a Scrutinizer's Report of votes cast "**in favour**" or "**against**" the resolutions stated in the aforesaid notice, 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.



I have completed the scrutiny of remote e-voting and submit my report as under:-

1. The Company had provided the remote e-voting facility offered by National Securities Depository Limited (NSDL) to the shareholders of the Company.
2. In line with MCA Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020 and No.39/2020 dated December, 31, 2020 issued by the Ministry of Corporate Affairs (“MCA”) and other applicable SEBI Circular(s), the POSTAL BALLOT Notice 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. Pursuant to the provisions of the Act and In compliance with the MCA Circulars, issued by the Ministry of Corporate Affairs, the Company had sent the Postal Ballot Notice to those members whose names appeared in the Register of Members of the Company/List of Beneficial Owners as received from the Depositories (NSDL & CDSL) as on Friday, 12th March, 2021 (“Cut-Off Date”) and who have registered their email address with the Company’s Share Transfer Agent i.e M/s MCS Share Transfer Agent Limited or Depository through the respective Depository Participants and has not dispatched physical notices to any member. However, the company has also given an additional opportunity to its members to update their credentials with the Company through a public notice dated 17/03/2021 Further the Company vide the Postal Ballot Notice dated March 8,2021, had requested its shareholders to register their email address with the Registrar and Transfer Agent of the Company.
4. As stated in sub- rule 3 of Rule 22 of Companies (Management and Administration) Rules,2014 as amended from time to time and MCA circulars, public notices were published by the Company on 17/3/2021 in all edition of Business Standard (English Newspaper) and on 17/03/2021 in Business Remedies , Jaipur edition (Hindi Newspaper) informing about the completion of dispatch of postal ballot notice to its share holders through electronic means.
5. Pursuant to the MCA circulars Members of the Company holding equity shares as on the “cut off” date i.e. Friday, 12th March,2021 were entitled to vote on the proposed resolution(s) item no. 1 to 3 as set out in the Notice of Postal Ballot dated 8th March,2021.
6. The remote e-voting period commenced on Saturday, 20th March, 2021 (9:00) hours IST and ended on Sunday, 18th April, 2021 (17:00 hours IST). Members have casted their vote on designated platform provided by National Securities Depository Limited (NSDL) i.e www.evoting.nsdl.com. E-voting facility was blocked forthwith thereafter.
7. I monitored the process of electronic voting (i.e remote evoting) through the scrutinizer’s link provided by the National Securities Depository Limited (NSDL).
8. After completion of evoting , vote casted by the members were unblocked by me in the presence of two witness, Mr. Ankit Gupta and Mrs. Manju Gupta , who are not in the employment of the Company.



9. Vote casted by the members through remote e-voting were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorization lodged with me..

10. Since the notice of postal ballot were sent through electronic mode only neither the Company nor me received any physical postal ballot.

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

Resolution No. 1- (Special Resolution)

Approval of Re-appointment of Shri Riju Jhunjunwala, (DIN:00061060) as Managing Director of the Company for a period of five years w.e.f. 1st May, 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	84	11278175	97.94
Total	84	11278175	97.94

(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	17	236672	2.06
Total	17	236672	2.06

(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	00	00
Total	00	00

Resolution No. 2 – (Special Resolution)

Approval of revised remuneration to Shri Brij Mohan Sharma (DIN:08195895), Joint Managing Director of the Company w.e.f. 1st January, 2021 for his remaining tenure.



(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	85	13081475	98.22
Total	85	13081475	98.22

(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	19	236897	1.78
Total	19	236897	1.78

(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	00	00
Total	00	00

Resolution No. 3 – (Special Resolution)

Approval of Re-appointment of Shri Deepak Jain (DIN:00004972), as an Independent Director of the Company for second term of five consecutive years commencing from 11th May, 2021 upto 10th May, 2026”.

(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	82	13080745	98.22
Total	82	13080745	98.22



(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	20	236997	1.78
Total	20	236997	1.78

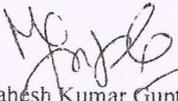
(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	00	00
Total	00	00

11. The electronic data and other relevant records related to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the Postal Ballot Minutes and thereafter the same will be handed over to the Secretary of the Company for safe keeping.

Thanking you,

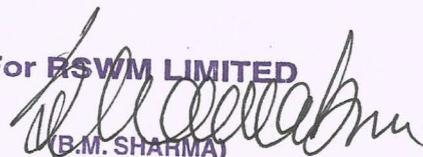
Yours faithfully,
For Mahesh Gupta & Company
Company Secretaries


Mahesh Kumar Gupta
Proprietor
FCS: 2870 :: CP: 1999
UDIN : F002870C000122968
Place : Delhi
Date : 19th April,2021



Countersigned by:
For RSWM Limited

For RSWM LIMITED


(B.M. SHARMA)
Jt. Managing Director

General information about company	
Scrip code	500350
NSE Symbol	RSWM
MSEI Symbol	NOTLISTED
ISIN	INE611A01016
Name of the company	RSWM LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	18-04-2021
Start time of the meeting	
End time of the meeting	



Scrutinizer Details	
Name of the Scrutinizer	MAHESH KUMAR GUPTA
Firms Name	MAHESH GUPTA & COMPANY
Qualification	CS
Membership Number	2870
Date of Board Meeting in which appointed	11-02-2021
Date of Issuance of Report to the company	19-04-2021



Voting results	
Record date	12-03-2021
Total number of shareholders on record date	13912
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	



Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Shri Riju Jhunjunwala, DIN:00061060) as Managing Director of the Company for a period of five years w.e.f. 1st May, 2021.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting		10712208	85.5589	10712208	0	100.0000	0.0000
	Poll	12520276	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	12520276	10712208	85.5589	10712208	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	318846	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	318846	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting		802639	7.4931	565967	236672	70.5133	29.4867
	Poll	10711720	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	10711720	802639	7.4931	565967	236672	70.5133	29.4867
Total		23550842	11514847	48.8936	11278175	236672	97.9446	2.0554
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of revised Remuneration of Shri Brij Mohan Sharma (DIN: 08195895), Joint Managing Director of the Company w.e.f. 1st January, 2021 for his remaining tenure.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		12515666	99.9632	12515666	0	100.0000	0.0000
	Poll	12520276	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	12520276	12515666	99.9632	12515666	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	318846	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	318846	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		802706	7.4937	565809	236897	70.4877	29.5123
	Poll	10711720	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	10711720	802706	7.4937	565809	236897	70.4877	29.5123
Total		23550842	13318372	56.5516	13081475	236897	98.2213	1.7787
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of re-appointment of Shri Deepak Jain (DIN: 00004972) as Independent Director of the Company for second term of five consecutive years commencing from 11th May, 2021 upto 10th May, 2026.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		12515666	99.9632	12515666	0	100.0000	0.0000
	Poll	12520276	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	12520276	12515666	99.9632	12515666	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	318846	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	318846	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		802076	7.4878	565079	236997	70.4521	29.5479
	Poll	10711720	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	10711720	802076	7.4878	565079	236997	70.4521	29.5479
Total		23550842	13317742	56.5489	13080745	236997	98.2204	1.7796
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



BRIEF PROFILE OF SHRI RIJU JHUNJHUNWALA

Shri Riju Jhunjhunwala, born in 1979, is a Graduate (Bachelor of Science with Business & Management Studies) from University of Bradford. Shri Riju Jhunjhunwala is an Industrialist with diversified business experience. Shri Riju Jhunjhunwala is presently the Chairman and Managing Director & CEO of M/s. RSWM Limited, Vice Chairman of M/s. HEG Limited and Managing Director of M/s. Bhilwara Energy Limited part of esteemed LNJ Bhilwara Group. The core business interests of the ₹ 7,286 crore Group includes Textiles, Graphite Electrodes, Power Generations and Power Engineering Consultancy Services.

At LNJ Bhilwara Group, the textile operations are much diversified with spinning, weaving, knitting, garmenting, processing and manufacturing of suiting fabrics and denim. More than 30% of the manufactured goods are exported to more than 70 countries.

Shri Riju Jhunjhunwala has represented Company in various Business Associations. He has also been active member of Young Business Committee at the Confederation of Indian industry.



BRIEF PROFILE OF MR. DEEPAK JAIN

Mr. Deepak Jain, born on 6th April 1975, is business Graduate of Illinois Institute of Technology, USA with specialisation in Operations Management & International Business. He is fluent in Japanese language and brings with him 25 years of rich experience in Auto Industry and at present is the Chairman & Managing Director of Lumax Industries Limited, a part of D.K. Jain Group.

D.K. Jain Group is a fast growing Automotive conglomerate and a leader in Auto Component space with product lines such as Automotive Lighting, Gear Shifters, Parking Brakes, Exhaust & Air Intake Systems, Plastic Body Color parts, LED Infrastructure Lighting, Seat Frames & Seat Mechanism, Two & Four Wheeler Chassis, Control Cables & Wiring Harness etc.

Mr. Deepak Jain is associated with various key position in different association and has more than 25 years of work experience in the manufacturing Automotive Components. He is holding various position in different association like Automotive Component Manufacturers Association of India (ACMA), Toyota, Kirloskar Suppliers Association.

