

FORM NO. MGT-7

[Pursuant to sub-section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of 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
INDIA

(c) *email-ID of the company

skg@lnjbhilwara.com

(d) *Telephone number with STD code

01483223144

(e) Website

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

12/1/5 MANOHARPUKUR ROAD
KOLKATA

(vii) *Financial year From (DD/MM/YYYY) To (DD/MM/YYYY)

(viii) *Whether Annual General Meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held
1	LNJ Power Ventures Limited	U74899DL1995PLC065394	Associate	26

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	23,148,689	23,148,689	23,148,689
Total amount of equity shares (in rupees)	600,000,000	231,486,890	231,486,890	231,486,890

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	60,000,000	23,148,689	23,148,689	23,148,689
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600,000,000	231,486,890	231,486,890	231,486,890

(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
Optionally Convertible Redeemable Preference Sha				
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
Optionally Convertible Redeemable Preference Sha				
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	23,148,689	231,486,890	231,486,890	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	
iii. Bonus issue	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	
v. ESOPs	0	0	0	
vi. Sweat equity shares allotted	0	0	0	
vii. Conversion of Preference share	0	0	0	
viii. Conversion of Debentures	0	0	0	
ix. GDRs/ADRs	0	0	0	
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify				
At the end of the year	23,148,689	231,486,890	231,486,890	
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	
ii. Re-issue of forfeited shares	0	0	0	
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	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 Previous AGM

16/09/2014

Date of Registration of Transfer				<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				<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	00	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			12,945,331,668
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			3,248,552
Deposit			0
Total	0		12,948,580,220

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			0		

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

30,143,074,701

(ii) Net worth of the Company

4,428,026,400

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,808,068	7.81	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	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)	5,163,816	22.31	0	
10.	Others Foreign Corporate Bodies	4,934,770	21.32	0	
	Total	11,906,654	51.44	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	6,163,138	26.62	0	

	(ii) Non-resident Indian (NRI)	975,249	4.21	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	1,732	0.01	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	138,283	0.6	0	
4.	Banks	14,596	0.06	0	
5.	Financial institutions	524	0	0	
6.	Foreign institutional investors	100	0	0	
7.	Mutual funds	1,580,254	6.83	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,949,659	8.42	0	
10.	Others Foreign Corporate Bodies	418,500	1.81	0	
	Total	11,242,035	48.56	0	0

Total number of shareholders (other than promoters)

12,894

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

12,919

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

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Morgan Stanley Asset	Hongkonk Bank Central service Ce			100	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	25	25
Members (other than promoters)	12,453	12,894
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	2	3	2	2	0.76	3.51
B. Non-Promoter	1	5	1	6	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	0	6	0	0
C. Nominee Directors representing	0	1	0	0	0	0
(i) Banks and FIs	0	1	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	3	9	3	8	0.76	3.51

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

13

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
RAVI JHUNJHUNWALA	00060972	Director	809,094	
SHEKHAR AGARWAL	00066113	Director	3,000	
ARUN KUMAR CHURIV	00001718	Managing Director	1,610	
RIJU JHUNJHUNWALA	00061060	Managing Director	175,000	
JAGDISH CHANDRA L	00118527	Whole-time director	0	
DR. KAMAL GUPTA	00038490	Director	0	
DHARMENDRA NATH	00002008	Director	0	

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
SUSHIL JHUNJHUNWALA	00082461	Director	0	
AMAR NATH CHOUDHARY	00587814	Director	0	
P. S. DASGUPTA	00012552	Director	0	
GEETA MATHUR	02139552	Additional director	0	
BRIJ MOHAN SHARMA	AOMPS2044A	CFO	0	
SURENDER KUMAR G	AEVPG4534L	Company Secretary	0	

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

3

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)
L. N. JHUNJHUNWALA	00150180	Director	21/04/2014	Cessation
Geeta Mathur	02139552	Additional director	11/11/2014	Appointment
T. G. regunathan	05145844	Nominee director	13/06/2014	Nomination Withdrawn

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

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

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members who attended the meeting	% of total shareholding of attended members
AGM	16/09/2014	13,125	57	52.3
Court Convened-Shareholders	08/11/2014	12,924	59	52.32
Court Convened-Secured Creditors	08/11/2014	12	11	100
Court Convened-Unsecured Creditors	08/11/2014	2,627	110	57.34

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
1	09/04/2014	12	7	58.33
2	22/04/2014	12	10	83.33
3	02/08/2014	10	9	90
4	11/11/2014	11	9	81.82
5	10/02/2015	11	11	100
6	27/03/2015	11	9	81.82

C. COMMITTEE MEETINGS

Number of meetings held

9

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	as %age of total members
1	Audit	09/04/2014	4	2	50
2	Audit	22/04/2014	4	3	75
3	Audit	02/08/2014	3	3	100
4	Audit	11/11/2014	3	3	100
5	Audit	10/02/2015	3	3	100
6	Stakeholders	22/04/2014	4	4	100
7	Stakeholders	02/08/2014	4	4	100
8	Stakeholders	11/11/2014	4	3	75
9	Stakeholders	10/02/2015	4	4	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	25/09/2015
								(Y/N/NA)
1	RAVI JHUNJH	6	5	83.33	0	0	0	No
2	SHEKHAR AG	6	5	83.33	4	3	75	No
3	ARUN KUMAR	6	6	100	4	4	100	No
4	RIJU JHUNJH	6	6	100	0	0	0	No
5	JAGDISH CHA	6	4	66.67	0	0	0	No
6	DR. KAMAL G	6	6	100	9	9	100	Yes
7	DHARMENDR	6	6	100	9	9	100	No
8	SUSHIL JHUN	6	4	66.67	0	0	0	No
9	AMAR NATH	6	5	83.33	5	4	80	No
10	P. S. DASGUPTA	6	5	83.33	0	0	0	No

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

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arun churiwal	Md & CEO	8,428,378	12,438,000	0	0	20,866,378
2	Riju Jhunjunwala	MD	6,958,428	9,329,000	0	0	16,287,428
3	J.C. Laddha	Executive Direct	22,297,854	9,329,000	0	0	31,626,854
	Total		37,684,660	31,096,000	0	0	68,780,660

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

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Brij Mohan Sharma	CFO	4,805,000	0	0	0	4,805,000
2	Surender Kumar Gu	Company Secre	3,552,000				3,552,000
	Total		8,357,000	0	0	0	8,357,000

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 Jhunjunwala	Chairman	0	0	0	265,000	265,000
2	Shekhar Agarwal	Vice Chairman	0	0	0	700,000	700,000
3	Dr. Kamal Gupta	Director	0	0	0	1,265,000	1,265,000
4	D.N. Davar	Director	0	0	0	1,095,000	1,095,000
5	Sushil Jhunjunwala	Director	0	0	0	320,000	320,000
6	A.N. Choudhary	Director	0	0	0	640,000	640,000
7	P.S. Dasgupta	Director	0	0	0	340,000	340,000
8	Smt. Geeta Mathur	Additional Director	0	0	0	300,000	300,000
	Total		0	0	0	4,925,000	4,925,000

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

(In case of 'No', submit the details separately through the method specified in instruction kit)

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 applicable 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.

Attach**Attach****Attach****Attach****List of attachments**

Form MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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