

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 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM 11/09/2019

(b) Due date of AGM 30/09/2019

(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	17.78
2	LNJ SKILLS & ROZGAR PRIVATE	U74999DL2016PTC301465	Subsidiary	54.26

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	23,550,842	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
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	23,550,842	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

13/09/2018

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			13,637,444,843.38
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			801,908,123.94
Deposit			0
Total			14,439,352,967.32

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**

29,605,756,953

(ii) Net worth of the Company

7,830,603,312

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)	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)	5,710,202	24.25	0	
10.	Others (Overseas Bodies Corporate)	4,934,770	20.95	0	
	Total	12,453,040	52.88	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	6,594,859	28	0	
	(ii) Non-resident Indian (NRI)	415,990	1.77	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	51,892	0.22	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	291,475	1.24	0	
7.	Mutual funds	1,651,751	7.01	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,837,020	7.8	0	
10.	Others IEPF	58,919	0.25	0	
	Total	11,097,802	47.12	0	0

Total number of shareholders (other than promoters)

16,091

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

16,116

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

7

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			65,436	
FIRST WATER FUND	KOTAK MAHINDRA BANK LIMITED			50,939	
SHELL PENSIONS TRU	JPMORGAN CHASE BANK N.A. IND			19,100	
PUBLIC EMPLOYEES RI	JPMORGAN CHASE BANK N.A. IND			55,400	
ALLIANZ GLOBAL INVI	JPMORGAN CHASE BANK N.A. IND			12,300	
HYPNOS FUND LIMITE	SBI SG GLOBAL SECURITIES SERVIC			60,000	
STICHTING SHELL PEN	JPMORGAN CHASE BANK N.A. IND			28,300	

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)	16,286	16,591
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	0.74	3.45
B. Non-Promoter	1	7	1	7	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	6	0	6	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	10	0.74	3.45

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 share(s) held	Date of cessation (after closure of financial year : If any)
RAVI JHUNJHUNWALA	00060972	Director	809,094	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SHEKHAR AGARWAL	00066113	Director	1,500	
ARUN KUMAR CHURIV	00001718	Director	1,610	
RIJU JHUNJHUNWALA	00061060	Managing Director	175,000	
JAGDISH CHANDRA L	00118527	Director	0	31/07/2019
DR. KAMAL GUPTA	00038490	Director	0	
DHARMENDRA NATH	00002008	Director	0	24/07/2019
AMAR NATH CHOUDH	00587814	Director	0	
P. S. DASGUPTA	00012552	Director	0	
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

1

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)
BRIJ MOHAN SHARMA	08195895	Managing Director	13/09/2018	Appointed as Joint Managing Director

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	13/09/2018	17,084	44	44.7

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/05/2018	11	9	81.82
2	07/08/2018	12	10	83.33
3	13/11/2018	12	9	75
4	13/02/2019	12	10	83.33

C. COMMITTEE MEETINGS

Number of meetings held

21

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	10/05/2018	3	3	100
2	Audit	07/08/2018	3	2	66.67
3	Audit	26/09/2018	3	3	100
4	Audit	13/11/2018	3	3	100
5	Audit	13/02/2019	3	3	100
6	Stakeholders	10/05/2018	4	3	75
7	Stakeholders	07/08/2018	4	3	75
8	Stakeholders	13/11/2018	4	3	75
9	Stakeholders	13/02/2019	4	4	100
10	Independent D	13/02/2019	6	4	66.67

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	11/09/2019
								(Y/N/NA)
1	RAVI JHUNJH	4	3	75	0	0	0	No
2	SHEKHAR AG	4	3	75	11	10	90.91	No

3	ARUN KUMAR	4	3	75	8	6	75	No
4	RIJU JHUNJHUNW	4	4	100	4	4	100	No
5	JAGDISH CHA	4	3	75	0	0	0	No
6	DR. KAMAL G	4	4	100	17	17	100	Yes
7	DHARMENDR	4	3	75	13	10	76.92	No
8	AMAR NATH	4	4	100	10	10	100	No
9	P. S. DASGUPTA	4	2	50	1	0	0	No
10	ARCHANA CA	4	4	100	1	1	100	No
11	DEEPAK JAIN	4	2	50	1	0	0	No
12	BRIJ MOHAN	3	3	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 JHUNJHUNW	MANAGING DIR	27,930,830	4,369,373	0	0	32,300,203
2	BRIJ MOHAN SHARMA	JOINT MANAGING DIR	11,420,915	0	0	0	11,420,915
	Total		39,351,745	4,369,373	0	0	43,721,118

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	SURENDER GUPTA	COMPANY SECRETARY	5,553,216	0	0	0	5,553,216
2	BRIJ MOHAN SHARMA	CFO upto 06.08	3,404,730	0	0	0	3,404,730
	Total		8,957,946	0	0	0	8,957,946

Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAVI JHUNJHUNW	DIRECTOR	0	0	0	225,000	225,000
2	SHEKHAR AGARWAL	DIRECTOR	0	0	0	975,000	975,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	ARUN KUMAR CHU	DIRECTOR	0	0	0	450,000	450,000
4	J C LADDHA	DIRECTOR	0	0	0	225,000	225,000
5	DR. KAMAL GUPTA/	DIRECTOR	0	0	0	1,575,000	1,575,000
6	D N DAVAR	DIRECTOR	0	0	0	975,000	975,000
7	DEEPAK JAIN	DIRECTOR	0	0	0	150,000	150,000
8	AMAR NATH CHOU	DIRECTOR	0	0	0	750,000	750,000
9	P S DASGUPTA	DIRECTOR	0	0	0	150,000	150,000
10	ARCHANA CAPOO	DIRECTOR	0	0	0	375,000	375,000
	Total		0	0	0	5,850,000	5,850,000

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 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

RIJU
JHUNJHUN
WALA
Digitally signed by
RIJU
JHUNJHUNWALA
Date: 2019.11.07
16:22:57 +05'30'

DIN of the director

00061060

To be digitally signed by

SURENDE
R KUMAR
GUPTA
Digitally signed by
SURENDER KUMAR
GUPTA
Date: 2019.11.08
09:01:08 +05'30'

Company Secretary

Company secretary in practice

Membership number

2615

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

SHT_FNL_BOTH_RJE_19.pdf
Committee Position.pdf
MGT 8_RSWM_2019_v1.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