

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 (other than OPCs and Small Companies)

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 NA
BHILWARA
Rajasthan
311021
India

(c) *e-mail ID of the company

skg@lnjbhilwara.com

(d) *Telephone number with STD code

01483223144

(e) Website

www.rswm.im

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

Draft Annual Return

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	47,101,684	47,101,684	47,101,684
Total amount of equity shares (in Rupees)	600,000,000	471,016,840	471,016,840	471,016,840

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	60,000,000	47,101,684	47,101,684	47,101,684
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600,000,000	471,016,840	471,016,840	471,016,840

(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	Physical	DEMAT	Total			
At the beginning of the year	644,717	22,906,125	23550842	235,508,420	235,508,420	
Increase during the year	0	23,991,373	23991373	235,508,420	235,508,420	2,119,575,700
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	23,550,842	23550842	235,508,420	235,508,420	2,119,575,700
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		440,531	440531			
Conversion from Physical to Demat						
Decrease during the year	440,531	0	440531	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	

iv. Others, specify	440,531		440531			
Conversion from physical to demat						
At the end of the year	204,186	46,897,498	47101684	471,016,840	471,016,840	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	
iii. Others, specify				0	0	
Nil						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify				0	0	
NII						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE611A01016

(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				<input style="width: 100%;" type="text"/>			
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	
Ledger Folio of Transferor				<input style="width: 100%;" type="text"/>			
Transferor's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input style="width: 100%;" type="text"/>			
Transferee's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	00	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

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

37,888,961,727

(ii) Net worth of the Company

12,684,208,231

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	1,417,066	3.01	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)	14,876,936	31.58	0	
10.	Others FCB	9,869,540	20.95	0	
	Total	26,163,542	55.54	0	0

Total number of shareholders (promoters)

21

(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	16,374,441	34.76	0	
	(ii) Non-resident Indian (NRI)	361,207	0.77	0	
	(iii) Foreign national (other than NRI)	418,500	0.89	0	
2.	Government				
	(i) Central Government	95,865	0.2	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	31,701	0.07	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	782,980	1.66	0	
7.	Mutual funds	2,325	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,715,732	5.77	0	
10.	Others IEPF AND OTHERS	155,391	0.33	0	
	Total	20,938,142	44.45	0	0

Total number of shareholders (other than promoters)

33,484

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

33,505

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

25

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
LOS ANGELES CITY EM	CITIBANK N.A. CUSTODY SERVICES			3,380	
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			58,158	
EMERGING MARKETS C	CITIBANK N.A. CUSTODY SERVICES			273,374	
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			46,984	

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
WORLD EX U.S. TARGET	CITIBANK N.A. CUSTODY SERVICES			7,446	
WORLD EX U.S. TARGET	CITIBANK N.A. CUSTODY SERVICES			7,568	
JOHN HANCOCK FUN	CITIBANK N.A. CUSTODY SERVICES			5,936	
DIMENSIONAL WORLD	CITIBANK N.A. CUSTODY SERVICES			11,104	
EMERGING MARKETS F	CITIBANK N.A. CUSTODY SERVICES			7,090	
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			144	
CITY OF NEW YORK G	HSBC SECURITIES SERVICES 11TH			34,734	
ALASKA PERMANENT	DEUTSCHE BANK AG DB HOUSE, F			15,214	
EMERGING MARKETS F	DEUTSCHE BANK AG DB HOUSE, F			4,010	
EMERGING MARKETS F	DEUTSCHE BANK AG DB HOUSE, F			15,334	
DIMENSIONAL FUNDS	DEUTSCHE BANK AG DB HOUSE, F			1,576	
AMERICAN CENTURY	DEUTSCHE BANK AG DB HOUSE, F			288	
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			6,982	
FIRST WATER FUND	KOTAK MAHINDRA BANK LIMITED			213,326	
QUADRATURE CAPITAL	JPMORGAN CHASE BANK N.A., INC			15,124	
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			4,312	
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			96	
EMERGING MARKETS F	CITIBANK N.A. CUSTODY SERVICES			18,172	
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			8,840	
EMERGING MARKETS	DEUTSCHE BANK AG, DB HOUSE F			15,788	
AMERICAN CENTURY	DEUTSCHE BANK AG, DB HOUSE F			8,000	

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	0	21
Members (other than promoters)	0	33,484
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	5	1	5	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	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	8	2	8	0	0

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

12

(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	377,000	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAVI JHUNJHUNWALA	00060972	Director	607,410	
SHEKHAR AGARWAL	00066113	Director	3,463	
BRIJ MOHAN SHARMA	08195895	Managing Director	0	
ARUN KUMAR CHRIW	00001718	Director	3,310	
KAMAL GUPTA	00038490	Director	0	
AMAR NATH CHOUDH	00587814	Director	0	
PRIYA SHANKAR DAS	00012552	Director	0	
DEEPAK JAIN	00004972	Director	0	
ARCHANA CAPOOR	01204170	Director	0	
AVINASH BHARGAVA	AAYPB1346E	CFO	23	
SURENDER KUMAR G	AEVPG4534L	Company Secretar	0	

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

0

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)

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
AGM	06/09/2022	28,934	97	55.99

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	27/05/2022	10	9	90
2	08/08/2022	10	9	90
3	14/11/2022	10	9	90
4	12/12/2022	10	9	90
5	13/01/2023	10	9	90
6	09/02/2023	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

27

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 COMM	27/05/2022	3	3	100
2	AUDIT COMM	28/07/2022	3	3	100
3	AUDIT COMM	08/08/2022	3	3	100
4	AUDIT COMM	14/11/2022	3	3	100
5	AUDIT COMM	20/01/2023	3	3	100
6	AUDIT COMM	09/02/2023	3	3	100
7	STAKEHOLDE	27/05/2022	3	3	100
8	STAKEHOLDE	28/07/2022	3	3	100
9	STAKEHOLDE	14/11/2022	3	3	100
10	STAKEHOLDE	09/02/2022	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	
								(Y/N/NA)

1	RIJU JHUNJH	6	6	100	6	6	100	
2	RAVI JHUNJH	6	6	100	0	0	0	
3	SHEKHAR AG	6	5	83.33	13	13	100	
4	BRIJ MOHAN	6	6	100	0	0	0	
5	ARUN KUMAR	6	6	100	4	4	100	
6	KAMAL GUPTA	6	6	100	24	24	100	
7	AMAR NATH	6	6	100	10	10	100	
8	PRIYA SHAN	6	6	100	0	0	0	
9	DEEPAK JAIN	6	1	16.67	0	0	0	
10	ARCHANA CA	6	6	100	6	6	100	

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 DIF	30,060,698	19,421,000	0	0	49,481,698
2	BRIJ MOHAN SHAI	JPOINT MANAC	25,055,694	9,205,000			34,260,694
	Total		55,116,392	28,626,000	0	0	83,742,392

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	AVINASH BHARGA	CFO	6,792,000				6,792,000
2	SURENDER KUMA	COMPANY SEC	6,823,000				6,823,000
	Total		13,615,000			0	13,615,000

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 JHUNJHUNW	DIRECTOR	0	0	0	450,000	450,000
2	SHEKHAR AGARW	DIRECTOR	0	0	0	1,350,000	1,350,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	ARUN KUMAR CHU	DIRECTOR	0	0	0	750,000	750,000
4	DR. KAMAL GUPTA	DIRECTOR	0	0	0	2,325,000	2,325,000
5	AMAR NATH CHOU	DIRECTOR	0	0	0	1,275,000	1,275,000
6	PRIYA SHANKAR D	DIRECTOR	0	0	0	525,000	525,000
7	DEEPAK JAIN	DIRECTOR	0		0	150,000	150,000
8	ARCHANA CAPOO	DIRECTOR	0	0	0	975,000	975,000
	Total		0	0	0	7,800,000	7,800,000

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. ..

13

dated

30/05/2015

(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

00061060

To be digitally signed by

☒ 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 Attachement(s), if any

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

List of Shareholders.pdf
Draft MGT-8.pdf
RJE_SHT_FNL_BOTH23.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

LIST OF COMMITTEE POSITION AS ON 31.03 2023

S.No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	27.05.2022	3	3	100
2	AUDIT COMMITTEE	28.07.2022	3	3	100
3	AUDIT COMMITTEE	08.08.2022	3	3	100
4	AUDIT COMMITTEE	14.11.2022	3	3	100
5	AUDIT COMMITTEE	20.01.2023	3	3	100
6	AUDIT COMMITTEE	09.02.2023	3	3	100
7	STAKEHOLDERS RELATIONSHIP	07.05.2022	3	3	100
8	STAKEHOLDERS RELATIONSHIP	28.07.2022	3	3	100
9	STAKEHOLDERS RELATIONSHIP	14.11.2022	3	3	100
10	STAKEHOLDERS RELATIONSHIP	09.02.2023	3	3	100
11	NOMINATION & REMUNERATION	27.05.2022	3	3	100
12	NOMINATION & REMUNERATION	09.02.2023	3	3	100
14	CORPORATE SOCIAL RESPONSIBILITY	27.05.2022	3	2	67
15	CORPORATE SOCIAL RESPONSIBILITY	08.08.2022	3	2	67
16	CORPORATE SOCIAL RESPONSIBILITY	09.02.2023	3	3	100
18	SHARE TRANSFER	11.05.2022	2	2	100
19	SHARE TRANSFER	18.06.2022	2	2	100
20	SHARE TRANSFER	08.08.2022	2	2	100
21	SHARE TRANSFER	06.10.2022	2	2	100
22	SHARE TRANSFER	28.11.2022	2	2	100
23	SHARE TRANSFER	04.01.2023	2	2	100
24	SHARE TRANSFER	23.02.2023	2	2	100
25	INDEPENDENT DIRECTOR	09.02.2023	5	5	100
26	RISK MANAGEMENT	28.07.2022	3	3	100
27	RISK MANAGEMENT	20.01.2023	3	3	100

(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, P. B. No. 28, 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



//DRAFT ONLY issued on August 8, 2023 //

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, 2023. 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; -

There were No instance of circular resolutions and resolutions passed by postal ballot

- 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;

Company made a Right Issue ratio of 1:1 amounting to Rs 235.51 Cr. To existing shareholders of the company on the record date of, 16 Dec 2022 at the face value of a share is Rs. 10 per share and the right issue price was fixed at Rs.100 per share. These shares were allotted on January 13, 2023. These new securities of RSWM Limited (Scrip Code - 500350) are listed and permitted to trade on the Exchange with effect from Thursday, January 19, 2023.

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;
-
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 guarantee 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

Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc. The compliance of the provisions of Corporate and

other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis. Our Certificate is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: NOIDA
Date: --/--/2023

Sunita Mathur
FCS No.: 1743 /C P No.: 741
ICSI UDIN: F001743.....
PR: 1297/2021

*Disclaimer Note: The Certification of this "MGT-8" has been undertaken to the best of my capability based on of e verification of scans, soft copies, information, confirmations, records and documents made available to us by the management.

RSWM LIMITED LIST OF FII AS ON 31/03/2023

FOLIO_NO/DPCLID	NAME	SHARES	ADDRESS	SEBI_REGIS_NO	COUNTRY_INC
IN30005410009298	LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	3380	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-1757-17	USA
IN30005410013268	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	58158	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0339-16	USA
IN30005410013410	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAI	273374	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0314-16	USA
IN30005410040054	DIMENSIONAL EMERGING MARKETS VALUE FUND	46984	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0337-16	USA
IN30005410074841	WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	7446	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0216-16	USA
IN30005410074905	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	7568	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0317-16	USA
IN30005410080999	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	5936	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-1649-15	USA
IN30005410115788	DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	11104	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0614-21	USA
IN30005410116787	EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	7090	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0804-21	USA
IN30005410118830	DIMENSIONAL EMERGING MARKETS VALUE ETF OF DIMENSIONAL ETF TRUST	144	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0173-22	USA
IN30014220774577	CITY OF NEW YORK GROUP TRUST	34734	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	INUSFP213516	USA
IN30016710021055	ALASKA PERMANENT FUND	15214	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	INUSFP117816	USA
IN30016710100511	EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	4010	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	INIRFP027716	IRELAND
IN30016710100587	EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC	15334	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	INIRFP027616	IRELAND
IN30016710128022	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	1576	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	INIRFP127115	IRELAND
IN30016710169081	AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	288	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	INUSFP019322	USA
IN30152430049717	DFA INTERNATIONAL CORE EQUITY FUND	6982	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	INCAFP268915	CANADA
IN30317320172944	FIRST WATER FUND	213326	KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI BLDG N. 21 2ND FLR ZONE I CUSTODY SERVS INFINITY PARK GEN A.K.VAIDYA MARG MALAD E MUMBAI 400097	INMUFP056618	MAURITUS
IN30343810021660	QUADRATURE CAPITAL VECTOR SP LIMITED	15124	JPMORGAN CHASE BANK N.A., INDIA SUB CUSTODY, 6th FLOOR, PARADIGM B, MINDSPACE, MALAD W, MUMBAI 400064	INCYFP003521	CYPRUS
IN30005410100216	EMERGING MARKETS TARGETED VALUE PORTFOLIO	4312	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0735-18	USA
IN30005410118856	DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	96	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0176-22	USA
IN30005410017712	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	18172	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0315-16	USA
IN30005410032536	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	8840	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0652-14	USA
IN30016710156689	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	15788	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	INUKFP032216	UNITED KINGDOM
IN30016710159933	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	8000	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	INUSFP083219	USA
TOTAL		782980			

RSWM Limited
KHARIGRAM P O GULABPURA
DIST BHILWARA RAJASTHAN
311021
CIN NO: L17115RJ1960PLC008216
FACE VALUE: 10
LAST AGM : 06-SEP-22
CURRENT AGM : 15-SEP-23

Data 01/04/2022 TO 31/03/2023

TCM	TYPE	SHARES	FACE VAL	FOLIO OF TRANSFEROR	TRANSFEROR'S NAME	FOLIO OF TRANSFEREE	TRANSFEREE'S NAME
04/01/23	1	000000058	000010	0003597J	JAYANTILAL CHADASANIYA	00044162	JAYANTILAL GANDABHAI CHADASANIYA
06/10/22	1	000000029	000010	0004583J	MANJEET KAUR	00044160	GURMUKH SINGH
16/09/22	1	000000212	000010	A0000019	MADAN LAL JAIN AGARWAL	00044157	AKHILESH JAIN
08/08/22	1	000000500	000010	C0000823	KRISHAN CHANDER	00044155	SUNITA CHANDER
08/08/22	1	000000100	000010	C0000824	SUNITA CHANDER	00044155	SUNITA CHANDER
18/06/22	1	000000400	000010	J0000722	JAIPRAKASH JAIN	00044150	JAI PRAKASH SETHIA
18/06/22	1	000000400	000010	J0000723	KANAK JAIN	00044149	KANAK SETHIA
16/09/22	1	000000012	000010	J0001232	OM NARAYAN JAJU	00044158	SAVITRI BAI JAJU
23/02/23	1	000000400	000010	L0000084	DWARKA DAS LOHIYA	00044169	RADHA LOHIYA
18/06/22	1	000000212	000010	M0000095	MADAN LAL MUNDRA	00044152	RAMESH CHANDRA MUNDRA
23/02/23	1	000000164	000010	M0000265	KASTURBHAI MAYABHAI	00044171	NISHITH KASTURBHAI SHAH
23/02/23	1	000000100	000010	M0001459	VINOD KUMAR MANGLA	00044170	VINOD MANGLA
06/10/22	1	000000100	000010	M0001933	KISHAN LAL MAHESWARY	00044159	SHANTI KISHAN LAL MALANI
09/03/23	1	000027900	000010	M0T0011J	SUNRAY OVERSEAS LTD	00044172	SUNRISE OVERSEAS LTD
04/01/23	1	000000066	000010	P0000218	RAMANLAL BHAILAL PATEL	00044166	RAMANLAL BHAILALBHAI PATEL
18/06/22	1	000000082	000010	P0000629	HARIVADAN MANILAL PARIKH	00044153	KASHMIRABEN HARIVADANBHAI PARIKH
27/05/22	1	000000004	000010	Q0031264	NARAYAN PRASAD PATODIA	00044147	NARAYAN PRASAD AGARWAL
04/01/23	1	000000083	000010	S0000150	ROSHANLAL SINGHVI	00044167	SUNITA KHABYA
27/05/22	1	000000116	000010	S000123J	SATYENDRA NATH MEHRA	00044148	SATYENDRA NATH MEHRA
18/06/22	1	000000100	000010	S0002947	ALPA K SHAH	00044151	ALPA BHAVESH MEHTA
04/01/23	1	000000096	000010	S0003127	SWETAL SHAH	00044165	RAKESHKUMAR KUSUMCHANDRA SHAH
08/08/22	1	000000100	000010	S0003163	BHARATI SHAH	00044156	BHARATI SHAH
23/02/23	1	000000116	000010	S000366J	SUNIL KUMAR NAG	00044168	ACHINTA KUMAR NAG
04/01/23	1	000000100	000010	T0000387	S.P.TRIPATHI	00044164	PRABHA SHANKAR TRIPATHI
08/08/22	1	000000032	000010	T0000440	MAGANLAL B TANDEL	00044154	BINA MAHESH TANDEL
04/01/23	1	000000050	000010	V0000235	P.L.VISHWANATHAN	00044163	SURYA GEORGE

TOTAL NO. OF SHARES: 31532

TOTAL FOLIO : 26