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# RSWM LIMITED

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## NOTICE OF THE 62<sup>nd</sup> ANNUAL GENERAL MEETING, REMOTE E-VOTING / E-VOTING AND BOOK CLOSURE

In continuation of our Newspaper Advertisement dated 17<sup>th</sup> August, 2023, NOTICE is hereby given that the **62<sup>nd</sup> Annual General Meeting ("AGM")** of RSWM Limited ("**the Company**") will be held on **Friday, the 15<sup>th</sup> day of September, 2023 at 2:00 P.M.** through Video Conferencing ("**VC**") /Other Audio-Visual Means ("**OAVM**") to transact the Ordinary and Special Businesses as set out in the Notice of the 62<sup>nd</sup> AGM without the physical presence of the members at the venue. The venue of the meeting shall be deemed to be Registered Office of the Company at Kharigram, P.O. Gulabpura -311 021, Distt. Bhilwara, Rajasthan.

The Ministry of Corporate Affairs ("**MCA**") has vide its circular No. 10/2022 dated December 28, 2022 in furtherance of its earlier circulars (Circular No. 14/2020, 17/2020 and 20/2020 dated April 8<sup>th</sup>, 2020, April 13<sup>th</sup>, 2020, May 5<sup>th</sup>, 2020 respectively and subsequent circulars 02/2021, 21/2021 and 02/2022 dated January 13<sup>th</sup>, 2021, December 14<sup>th</sup>, 2021 and May 5<sup>th</sup>, 2022 as also the various circulars issued by Securities Exchange Board of India (**SEBI**) vide its Circular dated 5<sup>th</sup> January, 2023, (read together with Circulars dated 13<sup>th</sup> May, 2022, dated 15<sup>th</sup> January, 2021 and dated 12<sup>th</sup> May, 2020) (collectively referred as "**Applicable Circulars**") permitted the holding of AGM by the Companies through Video Conferencing/Other Audio Visual Means ("**VC/OAVM**"), without the physical presence of the members at the AGM venue. In compliance with these Applicable Circulars, the 62<sup>nd</sup> AGM of the Company shall be conducted through **VC/OAVM** without the physical presence of the members at the AGM venue. Hence, Members can attend and participate in the AGM through VC/OAVM only. The instructions for joining the AGM has been provided in the Notice of AGM.

In compliance with the Applicable Circulars, the Notice of the 62<sup>nd</sup> AGM and the Annual Report of the Company including audited financial statements for the financial year 2022-23 along with Directors' Report, Auditor's Report and other documents required to be attached thereto, have been sent on **22<sup>nd</sup> August, 2023** through electronic mode to the members of the Company whose email addresses are registered with the Company /Depository Participant(s). The requirements of sending physical copies of the Notice of 62<sup>nd</sup> AGM and Annual Report to the Members have been dispensed vide Applicable Circulars.

The Notice of the 62<sup>nd</sup> AGM and the Annual Report of the Company are also available on the website of the Company at [www.rswm.in](http://www.rswm.in), on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and also on the website of NSDL (agency for providing the Remote e-voting and e-voting during the AGM facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### Instructions for remote e-voting and e-voting during the AGM:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) and the Applicable Circulars, the Company is providing facility of remote e-voting/as well as e-voting during the AGM to its Members to cast their votes electronically in respect of the business(es) to be transacted at the AGM as set forth in the Notice of 62<sup>nd</sup> AGM provided by National Securities Depository Limited (NSDL) as the authorized agency.

The manner of e-voting for shareholders holding shares in dematerialized mode, physical mode and for shareholders who have not registered their email addresses have been provided in the Notice of AGM. Login details for e-voting have been made available to the members on their registered email address.

The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, the 9<sup>th</sup> September, 2023 to Friday, the 15<sup>th</sup> September, 2023 (both days inclusive)** for annual closing and for determining the entitlement of the shareholders to the dividend for the financial year 2022-23 as recommended by the Board of Directors of the Company, if declared by the members at the AGM.

Members holding shares either in physical form or in dematerialized form, as on **the cut-off date of Friday, 8<sup>th</sup> September, 2023**, may cast their vote electronically. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on **cut-off date i.e. Friday, 8<sup>th</sup> September, 2023** only shall be entitled to avail the facility of remote e-voting as well as voting during the Annual General Meeting.

The remote e-voting period commences on **Tuesday, the 12<sup>th</sup> September, 2023 at 9:00 A.M.** and **end on Thursday, the 14<sup>th</sup> September, 2023 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The remote e-voting shall not be allowed beyond the said date and time.

The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Friday, 8<sup>th</sup> September, 2023**, i.e. the date prior to the commencement of book closure, will be paid the Dividend of Rs. 5/- (50%) per Equity Share of the face value of Rs. 10/- each for the financial year 2022-23, as recommended by the Board, if declared at the 62<sup>nd</sup> AGM of the Company, within 30 days from the date of AGM.

The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the **cut-off date i.e. Friday, 8<sup>th</sup> September, 2023**. A person whose name is recorded in the Register of Members/Beneficial owners as on the cut-off date shall only be entitled to avail the facility of remote e-voting/e-voting at the AGM and a person who is not a member as on the cut-off date should treat the Notice of AGM for information purpose only.

In case a person has become the Member of the Company after the dispatch of Notice but on or before the **cut-off date i.e. Friday, 8<sup>th</sup> September, 2023** he/she may obtain login id and password by sending a request over at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning demat account number/folio number, PAN, name and registered address. Such Members may cast their votes using the e-voting instructions, in the manner specified by the Company in the Notice of 62<sup>nd</sup> AGM. However, members who are already registered with NSDL for e-voting can use their existing User id and Password for casting their vote through remote e-voting/ e-voting during the AGM.

The facility of e-voting shall be made available at the AGM and members attending the AGM, who have not already cast their vote, may cast their vote electronically on business(es) set forth in Notice of 62<sup>nd</sup> AGM. The members who have cast their vote by remote e-voting may attend the AGM but shall not be entitled to cast their vote(s) again at the AGM.

Members, whose email address and banks details are not registered with the Company or with their respective Depository Participant/s, are requested to get their email address and banks details registered by following the steps as given below:

<b>In case Physical shareholding</b>	Send a duly signed request letter in <b>Form ISR-1</b> along with supporting documents to the RTA of the Company i.e. <b>MCS Share Transfer Agent Limited (Unit : RSWM Limited)</b> , F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 or scanned copy on email at <a href="mailto:helpdeskdelhi@mcsregistrars.com">helpdeskdelhi@mcsregistrars.com</a> and provide the following details/documents for registering email address: <b>a)</b> Folio No., <b>b)</b> Name of shareholder, <b>c)</b> Email ID, <b>d)</b> Copy of PAN card (self-attested), <b>e)</b> Copy of Aadhar (self-attested) <b>f)</b> Copy of share certificate (front and back). Following additional details/documents need to be provided in case of updating Bank Account details: <b>a)</b> Name and Branch of the Bank in which you wish to receive the dividend, <b>b)</b> the Bank Account type, <b>c)</b> Bank Account Number, <b>d)</b> MICR Code Number, <b>e)</b> IFSC Code, and <b>f)</b> Copy of the cancelled cheque bearing the name of the first shareholder.
<b>In case Demat shareholding</b>	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

The Board of Directors of the Company have appointed Mr. Mahesh Kumar Gupta, Practicing Company Secretary (Membership No. FCS 2870) of M/s Mahesh Gupta & Company, as Scrutinizer to scrutinize the e-voting procedure in a fair and transparent manner.

The results shall be declared not later than forty-eight hours from conclusion of the meeting by posting the same on the website of the Company at [www.rswm.in](http://www.rswm.in), website of NSDL (agency for providing the Remote e-voting/ e-voting during the AGM facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and by filing with the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). It shall also be displayed on the Notice Board at the Registered Office & Corporate Office of the Company. Subject to the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. **15<sup>th</sup> September, 2023**.

Members may note that the Income Tax Act, 1961 ("**IT Act, 1961**"), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Dividend, if declared by the Shareholders at the AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 **on or before Thursday, 31<sup>st</sup> August, 2023**.

**The shareholders are therefore requested to furnish the necessary documents/declarations to the Company at [rswm23@lnjbhilwara.com](mailto:rswm23@lnjbhilwara.com) /Company's RTA i.e. M/s. MCS Share Transfer Agent Limited to enable the Company in applying the appropriate TDS on Dividend payment.**

A separate email communication informing the shareholders regarding this change in the Income-Tax Act, 1961 as well as the relevant procedure to be adopted for submission of necessary declarations / documents by them to avail the applicable tax rate has been sent by the Company to the all shareholders on 21<sup>st</sup> July, 2023 and copy of the said communication is also available on the website of the Company at the following link <https://www.rswm.in/Intimation-Communication-of-TDS-on-Dividend>

For more details, kindly refer the **note no. 26 of the Notice of AGM** relating to Dividend information and TDS on Dividend.

In case of any queries, members may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-4886 7000 and 022- 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any grievance connected with facility for remote e-voting or e-voting, please contact to Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**By order of the Board  
for RSWM LIMITED**

Sd/-

Surender Gupta

VP Legal & Company Secretary

FCS - 2615

Place: Noida (U.P.)  
Date: 22<sup>nd</sup> August, 2023