

## RSWM LIMITED

CIN:L17115RJ1960PLC008216

**Registered Office:** Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan

Phone: +91-1483-223144 to 223150, 223478, Fax: +91-1483-223361, 223479

**Corporate Office:** Bhilwara Towers, A-12, Sector – 1, Noida – 201 301 (U.P.)

Phone: 0120- 4390300 (EPABX), Fax: 0120-4277841

E-mail: [rswm.investor@lnjbhilwara.com](mailto:rswm.investor@lnjbhilwara.com), Website: <https://www.rswm.in>

### NOTICE

Notice is hereby given that the Sixty Second Annual General Meeting of the members of 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"), without physical presence of the members at the AGM venue to transact businesses as set out in this Notice. 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 following Ordinary and Special businesses will be transacted at the AGM:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31<sup>st</sup> March, 2023 and the Report of Directors and Auditors thereon.
2. To declare a dividend of ₹ 5/- (50%) per equity share of the face value of ₹ 10/- each of the Company for the financial year ended 31<sup>st</sup> March, 2023.
3. To appoint a Director in place of Shri Shekhar Agarwal (DIN:00066113), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Arun Churiwal (DIN:00001718), who retires by rotation and being eligible, offers himself for reappointment.

#### SPECIAL BUSINESS

5. **To consider and if thought fit, to pass, with or without modifications, the following Resolution as SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**the Act**) and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time and pursuant to the provisions of Regulation 17(1A) and other applicable

provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time Shri Surya Kant Gupta (DIN: 00323759), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors w.e.f. 10<sup>th</sup> August, 2023 upon commendation of Nomination and Remuneration Committee and holds office upto the date of this Annual General meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment and will be attaining the age of seventy five years in the year 2026 and in respect of whom the Company has received a notice in writing from a member of the Company proposing his candidature for the office of Director and whose term shall not be subject to retirement by rotation be and is hereby appointed as an Independent Director of the Company to hold office for first term of five consecutive years up to 9<sup>th</sup> August, 2028.

6. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:**

**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (**the Act**) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and subject to such approvals, as may be necessary, approval of the members be and is hereby accorded for payment of remuneration to Shri Riju Jhunjunwala (DIN:00061060), Managing Director of the Company with effect from 1<sup>st</sup> May, 2023 for his remaining tenure upto 30<sup>th</sup> April, 2026 as set out in the Explanatory Statement annexed hereto

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, Shri Riju Jhunjunwala shall be entitled to receive remuneration upto the limit as approved by the members herein above, as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby also authorised to:

- i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board based on the recommendation of Nomination and Remuneration Committee and acceptable to Shri Riju Jhunjunwala, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.
- ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this Resolution."

**7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof and for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to such approvals as may be necessary, approval of the members be and is hereby accorded for payment of revised remuneration to Shri Brij Mohan Sharma (DIN:08195895), Joint Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2023 for his remaining tenure upto 6<sup>th</sup> August, 2024 as set out in the Explanatory Statement annexed hereto.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, Shri Brij Mohan Sharma shall be entitled to receive remuneration upto the limit as approved by the members herein above, as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby also authorised to:

- i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board based on the recommendation of Nomination and Remuneration Committee and acceptable to Shri Brij Mohan Sharma, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

- ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this Resolution."

**8. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies(Cost Records and Audit) Rules, 2014 (including any modification(s) or re-enactment thereof), M/s. N. D. Birla & Co. Cost Accountants (Firm Registration No.000028) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2024, be paid the remuneration of ₹ 6,00,000 (Rupees Six lakh only) plus applicable taxes and out of pocket expenses that may be incurred by them during the course of audit.

By Order of the Board  
For **RSWM LIMITED**

Sd/-

**Surender Gupta**

Vice President-Legal &  
Company Secretary  
M. No. FCS - 2615

Place: Noida (U.P.)  
Date: 16<sup>th</sup> August, 2023

**NOTES**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), setting out of material facts relating to Special Business under item Nos. 5 to 8 to be transacted at the 62<sup>nd</sup> Annual General Meeting ("**AGM**") is annexed.

**GENERAL INSTRUCTIONS FOR PARTICIPATION AT 62<sup>nd</sup> AGM AND E-VOTING:**

2. 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**") viz. 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. Accordingly, 62<sup>nd</sup> AGM of the Company shall be conducted through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM. The deemed

- venue for the AGM shall be the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311021, Distt. Bhilwara, Rajasthan.
3. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating participation by the Members at the AGM through VC/OAVM and remote e-voting (including e-voting during the AGM). In accordance with the Applicable Circulars, the VC/OAVM will have a capacity to allow at least 1000 members to participate in the AGM and such participation shall be on a first-come-first-served basis. The instructions for participation by the Members and for remote e-voting including e-voting during the AGM are given separately in the subsequent paragraphs. Further the attendance of the Members participating in the 62<sup>nd</sup> AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act read with Applicable Circulars. However in case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names will be entitled to vote at the AGM through e-voting.
  4. Since the physical attendance of Members has been dispensed with in terms of Applicable Circulars, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members under Section 105 of the Act is not available for this 62<sup>nd</sup> AGM and hence the **Proxy Form and Attendance Slip are not annexed hereto**. Since the AGM will be held through VC/OAVM, the **route map of the venue of the Meeting is not annexed hereto**.
  5. Institutional Investors and Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [mkg1999@gmail.com](mailto:mkg1999@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [rswm.investor@lnjbhilwara.com](mailto:rswm.investor@lnjbhilwara.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on “**Upload Board Resolution/Authority Letter**” displayed under “**e-Voting**” tab in their login.
  6. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard-2 in respect of the Directors retiring by rotation, seeking appointment/re-appointment at the 62<sup>nd</sup> Annual General Meeting are annexed hereto as **Annexure-I**.
  7. Non-Resident Indian members are requested to inform RTA/ respective DPs immediately about:
    - a. the change in the residential status on return to India for permanent settlement; and
    - b. the particulars of the bank account(s) maintained in India with complete name, branch, and account type, account number and address of the bank, if not furnished earlier.
  8. 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.
  9. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi – 110 020 and/or send the documents at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [helpdeskreply@mcsregistrars.com](mailto:helpdeskreply@mcsregistrars.com). Members are requested to mention their folio number/client ID in all communications with the Company.
  10. To support the ‘Green Initiative’, and also to receive the copies of AGM notice in case of AGM through VC/OAVM and other communication from the Company, members, who have not yet registered their email addresses, are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar and Share Transfer Agent in case the shares are held by them in physical form through Form ISR-1 which is available on the website of the company.
  11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. in the prescribed Form ISR-1.
    - a. For shares held in electronic form: to their Depository Participants (DPs)
    - b. For shares held in physical form: to the Company/ Registrar and Share Transfer Agent.

12. The facility of Nomination in terms of Section 72 of the Act is available for members in respect of their shareholding in the Company. Members who have yet not registered their Nominations are requested to register the same by submitting Form No. SH-13. If any member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who are either not desiring to register for nomination or wish to opt-out may submit Form No. ISR-3. The above mentioned forms are available on the website of the company/RTA and can be downloaded from there. Members desiring to avail this facility may send their nomination in the prescribed form duly filled in to MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi – 110 020 E-mail: [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.

13. SEBI vide its Circular dated March 16, 2023, in furtherance of its earlier circulars November 03, 2021 and 14<sup>th</sup> December, 2021 has mandated to shareholders holding securities in physical mode for furnishing of the following documents to the Registrar and Share Transfer Agent (RTA) of the Company as an on-going measure to enhance the ease of doing business for investors in the securities market pertaining to Common and simplified norms for processing any service request from the shareholder/investor.

01. PAN
02. Nomination details/ Declaration to Opt-out of Nomination
03. Contact details (postal address with PIN, Mobile Number and E-mail address)
04. Bank Account details (Bank and branch name, bank account number, MICR, IFSC Code)
05. Specimen Signature through Form ISR-2

In case any or all of the above details are not furnished, then the respective folio shall be frozen by the Registrars on and after 1<sup>st</sup> October, 2023. Such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if it continues to remain frozen as on December 31, 2025. A communication/intimation in this regard had been sent to all shareholders holding shares in physical form by Registered Post on 19<sup>th</sup> May, 2023. The said communication is available on the website of the Company. The relevant Forms are available on the website of the Company and RTA. Members are requested to submit the details mentioned above in the prescribed Form(s) duly filled in to the RTA of the Company, if not already submitted/updated. The members holding shares in dematerialized form may update these details with

their Depository Participant (DP). The Register of Members as per the Act is also required to be updated with all the above details. Hence, the members are requested to provide the same at the earliest.

14. In accordance with the provision of Regulation 40 of the Listing Regulations, effective from April 1, 2019 and SEBI notification dated January 24, 2022, transfers of securities of the Company, transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions. Members can contact the Company or Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited, for assistance in this regard.

15. Members may please note that SEBI vide its Circular dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled in and signed Form ISR – 4, to MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi-110020 E-mail: [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).

16. The recorded transcript of the 62<sup>nd</sup> AGM shall also be made available on the website of the Company [www.rswm.in](http://www.rswm.in), as soon as possible after the Meeting is over.

**17. Electronic dispatch of Annual Report and process for registration of email address for obtaining copy of Annual Report:**

- a) In accordance with the Applicable Circulars referred to in Note No.2 above, the Company is sending the Annual Report along with AGM Notice through electronic mode to those members whose email addresses are registered with the Company or Depository Participant(s). The Notice calling the 62<sup>nd</sup> AGM of the Company and Annual Report for the year 2022-23 has been uploaded on the website of the Company at [www.rswm.in](http://www.rswm.in). The said Notice and Annual Report can also be accessed from 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 are also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



- b) Members are requested to provide their email addresses and bank account details to Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited of the Company or Depository Participants (DP). The process of registering the same is mentioned below:

<b>In case of Physical shareholding</b>	<p>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:</p> <p><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 Aadhaar (self-attested) <b>f)</b> Copy of share certificate (front and back) <b>g)</b> Contact Number.</p> <p>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.</p>
<b>In case of Demat shareholding</b>	<p>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.</p>

In case of any queries /difficulties in registering the email address, members may write to [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).

#### 18. Procedure for inspection of documents :-

- The relevant documents referred to in the AGM Notice are open for inspection to the Members of the Company at the Registered Office and Corporate Office of the Company during the normal business hours of the Company upto the date of AGM except the Sundays

and Holidays. Further the above said document referred to in the Notice will also be available on the website of the Company for inspection up to the date of the AGM.

- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available electronically for inspection by the members during the AGM upon login at NSDL e-voting system.

#### 19. Procedure for members for remote e-voting and joining Annual General Meeting through VC/OAVM are as under:-

- The remote e-voting period begins on **Tuesday, the 12<sup>th</sup> September, 2023 at 9:00 A.M.** and ends 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 Members, whose names appear in the Register of Members/ Beneficial Owners as on the **Cut-Off date i.e. Friday, the 8<sup>th</sup> September, 2023** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut-Off date, being i.e. Friday, the 8<sup>th</sup> September, 2023.**
- 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) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), Secretarial Standard 2 on General Meetings and in accordance with the Applicable Circulars referred to in Note No.2, the Company is providing facility of remote e-voting as well as e-voting during the AGM to its Members in respect of the business to be transacted at the 62<sup>nd</sup> AGM through NSDL.
- Members, who acquire shares of the Company after dispatch of the notice and hold shares as on the **Cut-Off Date i.e. 8<sup>th</sup> September, 2023** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com). Individual Demat Account Holder may follow the process mentioned in **Step 1: Access to NSDL e-Voting system.**
- The details of the process and manner for remote e-voting are explained herein below:-

#### How do I vote electronically using NSDL e-voting system?





The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual Annual General Meeting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
	<ol style="list-style-type: none"> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for CDSL Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My easi Tab and then use your existing my easi username &amp; password.</li> </ol>

	<p>2. After successful login the Easi / Easiest, user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID <b>For example</b> if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID <b>For example</b> if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company <b>For example</b> if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.
- 20. Process for those members whose email ids are not registered for procuring user id and password and registration of email ids for e-voting on the resolutions set out in this notice:**
- i. Those Members, who hold shares in physical form and who have not registered their email address with the Company and who wish to participate in the 62<sup>nd</sup> AGM or cast their vote through remote e-voting or through the e-voting system during the meeting, may obtain the login ID and password by sending scanned copy of:
    - a. a signed request letter mentioning your name, folio number and complete address, scanned copy of the share certificate (front and back),; and
    - b. Self-attested scanned copy of the PAN Card and any document (such as Driving License, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company [rswm.investor@lnjbhilwara.com](mailto:rswm.investor@lnjbhilwara.com).
  - ii. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of:
    - a. a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID);
    - b. Name, self-attested scanned copy of client master or Consolidated Demat Account statement; and
    - c. Self-attested scanned copy of the PAN Card and AADHAR (self-attested scanned copy of Aadhaar Card) to the email address of the Company [rswm.investor@lnjbhilwara.com](mailto:rswm.investor@lnjbhilwara.com).
  - iii. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
  - iv. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- 21. The instructions for members for e-voting on the day of the AGM are as under:-**
- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  - b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
  - c) Members who have voted through Remote e-Voting will be eligible to attend the AGM through VC /OAVM. However, they will not be eligible to vote again at the AGM.
  - d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- 22. General guidelines for shareholders with regard to e-voting:**
- i. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password? Option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  - ii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Shareholders available at the Downloads Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at 022- 4886 7000 and 022- 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 23. Procedure for joining the AGM through VC/OAVM**
- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting

system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- b. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- c. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. Facility of joining the AGM through VC/OAVM shall remain open 15 minutes before and after the schedule time of commencement of the meeting.

#### **24. Procedure for raising questions/seek clarifications with respect to Annual Report**

- a. Members, who would like to express their views/ have questions may send their questions in advance from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address [rswm.investor@lnjbhilwara.com](mailto:rswm.investor@lnjbhilwara.com) at least 7 days in advance before the start of the meeting i.e. Friday, the 8<sup>th</sup> September, 2023 by 02:00 p.m. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably. The Company reserves the right to restrict the number of questions depending on the availability of time as appropriate for smooth conduct of the AGM.
- b. Members, who would like to express their views/ ask questions during the 62<sup>nd</sup> AGM, may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address [rswm.investor@lnjbhilwara.com](mailto:rswm.investor@lnjbhilwara.com) at least 7 days in advance before the start of the 62<sup>nd</sup> AGM i.e. by Friday, the 8<sup>th</sup> September, 2023 by 02:00 p.m. Those Members who have registered

themselves as a speaker shall be allowed to ask questions during the 62<sup>nd</sup> AGM, depending upon the availability of time.

- c. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

#### **25. Announcement of voting result of AGM**

- i. Shri Mahesh Kumar Gupta, Practicing Company Secretary (Membership No. FCS 2870) of M/s Mahesh Gupta & Company, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
- ii. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than forty eight hours of the conclusion of the Annual General Meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the voting forthwith. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 15<sup>th</sup> September, 2023.
- iii. The results shall be declared along with the Scrutinizer's Report and shall be placed on the Company's website [www.rswm.in](http://www.rswm.in) and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the results is declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

#### **26. Dividend information**

1. The Dividend on equity shares for the financial year 2022-23, as recommended by the Board of Directors, if declared at the AGM, would be paid/credited within thirty days of this AGM subject to deduction of tax at source, directly in electronic mode through National Automated Clearing House (NACH) to the members whose name appear on the Company's Register of Members as on the closing business hours on **Friday, the 8<sup>th</sup> September, 2023** and whose bank mandate are

registered in the records of the Depository Participants/ RTA. For members whose bank mandate are not updated with the Depository Participants / RTA as on the book closure date, demand draft or warrants or cheque shall be sent through post.

2. Members holding shares in physical form and desirous of availing the facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFSC Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent - M/s. MCS Share Transfer Agent Limited. Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.
3. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
4. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
5. i) Members are requested to note that in accordance with Sections 124 and 125 of Companies Act, 2013 and rules made thereunder, dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Companies unpaid dividend account are required to be transferred to the IEPF. Accordingly, the dividend remaining unclaimed or unpaid upto the financial year ended 31<sup>st</sup> March, 2015 have been transferred to IEPF. The detail of unclaimed dividend transferred to IEPF is available on the website of the Company [www.rswm.in](http://www.rswm.in). Members may further note that the dividend paid in respect of Financial Year 2015-16 declared by the Company on 27<sup>th</sup> September, 2016 is due to be transferred to the IEPF on 2<sup>nd</sup> November, 2023 and will be transferred on or before 02<sup>nd</sup> December, 2023. The same can however be claimed by the members by 02<sup>nd</sup> November, 2023. The details of unclaimed dividend to be transferred to IEPF on 2<sup>nd</sup> November, 2023

are available on the website of the Company [www.rswm.in](http://www.rswm.in). The Company has already informed the concerned shareholders individually to claim the unpaid/unclaimed dividend.

- ii) It is hereby also informed that the preference dividend remaining unpaid on the preference shares for the Financial Year 2015-16 is also due to be transferred to the IEPF on 02<sup>nd</sup> November, 2023. The preference shares were already redeemed by the Company on 06<sup>th</sup> March, 2017. The Company has informed individually to all such persons whose amounts of dividend on such preference shares were unpaid/unclaimed. The details of such unclaimed preference dividend to be transferred to IEPF on 02<sup>nd</sup> November, 2023 is available on the website of the company.
6. Members may further note that in accordance with Section 124 and 125 of the Companies Act, 2013 and rules made thereunder, all equity shares on which dividend remain unclaimed for seven consecutive years will be transferred to IEPF as per Section 124 of the Act and the applicable rules. The details of the shares on which dividend remain unclaimed for seven consecutive years and which were transferred to IEPF and the details of shares which will be transferred to IEPF are available on the website of the Company [www.rswm.in](http://www.rswm.in). The individual notices had also been sent to the concerned shareholders by speed post/ registered post.

#### **TDS on Dividend**

Members may note that the Income Tax Act, 1961 ("IT Act"), 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. Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their DPs or in case shares are held in physical mode, with the Company by sending email to our RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a declaration in Form No. 15G/15H, to avail the benefit

of non-deduction of tax at source by sending an email to [tds.rswm23@lnjbhilwara.com](mailto:tds.rswm23@lnjbhilwara.com) latest by **31<sup>st</sup> August, 2023**.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [tds.rswm23@lnjbhilwara.com](mailto:tds.rswm23@lnjbhilwara.com). The aforesaid declarations and documents need to be submitted by the shareholders latest by **31<sup>st</sup> August, 2023**.

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 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>

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

Sd/-

**Surender Gupta**  
**Vice President-Legal &**  
**Company Secretary**  
**M. No. FCS - 2615**

Place: Noida (U.P.)

Date: 16<sup>th</sup> August, 2023

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 5**

Shri Surya Kant Gupta (DIN:00323759) was co-opted as an Additional Director(Independent) on the Board of the Company upon recommendation of Nomination and Remuneration Committee with effect from 10<sup>th</sup> August, 2023 and he ceases to hold office from the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

Shri Surya Kant Gupta holds degree in B.Sc. and also M.B.A. from Faculty of Management Studies (FMS) Delhi University. Shri Surya Kant Gupta possesses experience of more than 5 decades in Textile Industry. He had served as Director on the Board of Directors in the various leading and reputed textile Companies. He is presently acting as Independent Management Consultant. The Board of Directors upon commendation of Nomination and Remuneration Committee and considering his vast exposure and experience felt it is in the best interest of the

Company to co-opt him on the Board of Directors of the Company as an Independent Director for the first term of five consecutive years with effect from 10<sup>th</sup> August, 2023 subject to shareholders' approval. Shri Surya Kant Gupta shall not be liable to retire by rotation.

The Company has received consent in writing from Shri Surya Kant Gupta to act as Director and intimation to the effect that he is not disqualified from being a Director under Section 164 of the Companies Act, 2013. Further Shri Surya Kant Gupta is not debarred from holding the office of the Director pursuant to any order of the SEBI or any other such Authority. The Company has received a notice in writing from a member proposing the candidature of Shri Surya Kant Gupta for the office of the Director of the Company.

The Company has also received a declaration from Shri Surya Kant Gupta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Shri Surya Kant Gupta fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the Management. A copy of draft letter of Appointment of Shri Surya Kant Gupta as an Independent Director setting out the terms and conditions is available for inspection by members during normal business hours at the Registered Office of the Company.

The resolution seeks the approval of members for appointment of Shri Surya Kant Gupta as an Independent Director pursuant to Section 149 and 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 to hold office for first term of 5 (five) consecutive years from 10<sup>th</sup> August, 2023 up to 9<sup>th</sup> August, 2028. The relevant details pertaining to Shri Surya Kant Gupta are provided in Annexure-I in accordance with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2"). Shri Surya Kant Gupta, born on 11<sup>th</sup> February, 1951 is presently aged 72 years and would be completing the age of 75 years during his tenure on 11<sup>th</sup> February, 2026 and hence the approval of the members is sought by Special Resolution in accordance with the Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 to enable the continuation of appointment of Shri Surya Kant Gupta after completing the age of seventy five years in the year 2026.

Your Directors recommend the Special Resolution under item No. 5 of the Notice for approval by the members.



Except Shri Surya Kant Gupta and his relatives, none of the other Directors/ Key Managerial Personnel of the Company and their relatives are interested or concerned either financially or otherwise in the proposed Special Resolution under item no.5 of this notice.

#### ITEM NO. 6

As the Members are aware that Shri Riju Jhunjunwala (DIN:00061060) was initially appointed as Joint Managing Director for a period of three years w.e.f. 1<sup>st</sup> May, 2013 and re-designated as Managing Director w.e.f. 10<sup>th</sup> February, 2015 and was further reappointed as Managing Director for a period of five years w.e.f. 1<sup>st</sup> May, 2016. Thereafter, he was again re-appointed as Managing Director of the Company w.e.f. 1<sup>st</sup> May, 2021 for a period of five years and the remuneration payable to Sh. Riju Jhunjunwala was fixed for first two years of his tenure upto 30<sup>th</sup> April, 2023. The aforesaid remuneration payable to Shri Riju Jhunjunwala was revised with effect from 1<sup>st</sup> May, 2022 upto 30<sup>th</sup> April, 2023. The same was approved by the members by Special Resolution at the previous Annual General Meeting held on 6<sup>th</sup> September, 2022.

The Board of Directors of the Company, upon recommendation of Nomination and Remuneration Committee, approved the terms and conditions of the remuneration to be paid to Shri Riju Jhunjunwala for his remaining tenure i.e. from 1<sup>st</sup> May, 2023 upto 30<sup>th</sup> April, 2026 considering an annual increase of fifteen percent in his remuneration. Accordingly, the terms and conditions of remuneration payable to Shri Riju Jhunjunwala for the period 1<sup>st</sup> May, 2023 upto 30<sup>th</sup> April, 2026 are set out as under:

Salary : w.e.f. 1<sup>st</sup> May, 2023 - ₹14,79,585/- per month  
: w.e.f. 1<sup>st</sup> May, 2024 - ₹17,02,495/- per month  
: w.e.f. 1<sup>st</sup> May, 2025 - ₹19,58,840/- per month

Commission : Not more than 4% of the net profits of the Company as computed in the manner laid down in applicable provisions of the Companies Act, 2013.

Perquisites : In addition to salary and commission Shri Riju Jhunjunwala shall be entitled to the following perquisites.

#### Category 'A'

- i) Housing:
  - a) The expenditure incurred by the Company on hiring unfurnished accommodation for him shall be subject to a ceiling, namely 60% of the salary, over and above 10% payable by him, or
  - b) In case the accommodation is owned by the Company, 10% of the salary shall be deducted by the Company, or

- c) In case no accommodation is provided by the Company, house rent allowance subject to a ceiling laid down in (a) above shall be paid.

The expenditure incurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income Tax Rules, 1962 and will be subject to a ceiling of 10% of the salary.

- ii) Medical Reimbursement:

Expenditure incurred for the Managing Director and his family, subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

- iii) Leave Travel Concession:

For self and family once in a year in accordance with the rules specified by the Company.

- iv) Club fees:

Fees for clubs subject to maximum of two clubs will be allowed. This will not include admission and life membership fees.

- v) Medical Insurance and Personal Accident Insurance:

As per the Policy of the Company.

For the purpose of this category "family" means the spouse, the dependent children and dependent parents.

- vi) Leave and other benefits etc. as applicable to other Employees of the Company.

#### Category 'B'

- i) Provident Fund:

Company's contribution to Provident Fund shall be as per the scheme of the Company.

- ii) Superannuation/Annuity Funds:

Company's contribution to Superannuation/Annuity fund shall be in accordance with the scheme of the Company.

- iii) Gratuity:

Payable as per the rules of the Company.

#### Category C

- i) Car:

Provision of car for use on Company's business. Use of car for private purpose shall be billed by the Company.

- ii) Telephone:

Telephone at residence. Personal long distance calls shall be billed by the Company.



## MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein above contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or has inadequate profits, the Company will pay to the Managing Director the above remuneration with effect from 1<sup>st</sup> May, 2023 for the period up to 30<sup>th</sup> April, 2026 notwithstanding that it may exceed the sum specified in Para 1(A) of Section II of Part II of the Schedule V to the Companies Act, 2013 subject to the provisions of Section V of Part II of the Schedule V to the Companies Act, 2013.

Accordingly, the information pursuant to Para 1(A) of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed in **Annexure II**.

The payment of remuneration to Shri. Riju Jhunjunwala as Managing Director of the Company requires the approval by the Company in General Meeting by Special Resolution in accordance with Section 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act and the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors believe that the remuneration proposed to be paid to Shri Riju Jhunjunwala, subject to Shareholders' approval, is commensurate with the remuneration paid to similar managerial position in other companies.

Shri Riju Jhunjunwala is also a Managing Director in M/s. Bhilwara Energy Limited (BEL) and accordingly, the total remuneration drawn by Shri Riju Jhunjunwala from the Company and BEL will not exceed the higher maximum limit admissible from any one of the above companies.

Your Directors recommend the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Except Shri Riju Jhunjunwala himself and Shri Ravi Jhunjunwala, Director being his father and their relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

## ITEM NO. 7

As the Members are aware that Shri Brij Mohan Sharma (DIN: 08195895) was initially appointed as Joint Managing Director for a period of two years w.e.f. 7<sup>th</sup> August, 2018 and was further reappointed as Joint Managing Director for a period of two years w.e.f. 7<sup>th</sup> August, 2020. He was further re-appointed as Joint Managing Director of the Company w.e.f. 7<sup>th</sup> August, 2022 for a period of two years at the 61<sup>st</sup> Annual General Meeting of the Company held on 6<sup>th</sup> September, 2022 by Special Resolution and the remuneration payable to him during his tenure was also approved at the said Annual General Meeting.

The Board of Directors of the Company upon recommendation of Nomination and Remuneration Committee, approved the revision

in the remuneration payable to Shri Brij Mohan Sharma with effect from 1<sup>st</sup> April, 2023 upto 6<sup>th</sup> August, 2024 considering an annual increase of fifteen percent in his remuneration. Accordingly, the terms and conditions of remuneration payable to Shri Brij Mohan Sharma for the period 1<sup>st</sup> April, 2023 upto 6<sup>th</sup> August, 2024 are set out as under:

Salary : w.e.f. 1<sup>st</sup> April, 2023 - ₹12,31,910/- per month  
: w.e.f. 1<sup>st</sup> April, 2024 - ₹14,17,665/- per month

Commission: Not more than 1% of the net profits of the Company as computed in the manner laid down in applicable provisions of the Companies Act, 2013.

Perquisites : In addition to salary and commission Shri Brij Mohan Sharma shall be entitled to the following perquisites.

### Category 'A'

- i) Housing:
  - a) The expenditure incurred by the Company on hiring unfurnished accommodation for him shall be subject to a ceiling, namely 60% of the salary, over and above 10% payable by him, or
  - b) In case the accommodation is owned by the Company 10% of the salary shall be deducted by the Company, or
  - c) In case no accommodation is provided by the Company, house rent allowance subject to a ceiling laid down in (a) above shall be paid.

The expenditure incurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income Tax Rules, 1962 and will be subject to a ceiling of 10% of the salary.

- ii) Medical Reimbursement:

Expenditure incurred for the Joint Managing Director and his family, subject to a ceiling of one month's salary in a year or two months' salary over a period of two years.

- iii) Leave Travel Concession:

For self and family once in a year in accordance with the rules specified by the Company.

- iv) Club fees:

Fees for clubs subject to maximum of two clubs will be allowed. This will not include admission and life membership fees.

- v) Medical Insurance and Personal Accident Insurance:

As per the Policy of the Company.

For the purpose of this category "family" means the spouse, the dependent children and dependent parents.

- vi) Leave and other benefits etc. as applicable to other Employees of the Company.

**Category 'B'**

- i) Provident Fund:

Company's contribution to Provident Fund shall be as per the scheme of the Company.

- ii) Superannuation/Annuity Funds:

Company's contribution to Superannuation/Annuity fund shall be in accordance with the scheme of the Company.

- iii) Gratuity:

Payable as per the rules of the Company.

**Category C**

- i) Car:

Provision of car for use on Company's business. Use of car for private purpose shall be billed by the Company.

- ii) Telephone:

Telephone at residence. Personal long distance calls shall be billed by the Company.

**MINIMUM REMUNERATION**

Notwithstanding anything to the contrary herein above contained, where in any financial year during the currency of the tenure of the Joint Managing Director, the Company has no profits or has inadequate profits, the Company will pay remuneration to the Joint Managing Director by way of salary, perquisites and allowances notwithstanding that it may exceed the sum specified in Para 1(A) of Section II of Part II of the Schedule V of the Companies Act, 2013.

Accordingly, the information pursuant to Para 1(A) of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed in **Annexure II**.

Your Directors believe that the remuneration proposed to be paid to Shri Brij Mohan Sharma, subject to Shareholders' approval is

commensurate with the remuneration paid to similar managerial position in other companies.

Your Directors recommend the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Except Shri Brij Mohan Sharma and his relatives, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise in the proposed Resolution.

**ITEM NO. 8**

The Board of Directors of the Company had approved the appointment and remuneration of M/s N. D. Birla & Co., Cost Accountants (Firm Registration No.000028) upon the recommendation of Audit Committee to conduct the Cost Audit of the Cost records of the Company for the financial year ending 31<sup>st</sup> March, 2024, in terms of rules framed in this regard by the Ministry of Corporate Affairs.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies(Cost Records and Audit) Rules,2014, as amended from time to time, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Your Directors recommend the Ordinary Resolution under Item No.8 of the notice for approval of the members.

None of the Directors & Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise, in the said Resolution.

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

Sd/-

**Surender Gupta**  
**Vice President-Legal &**  
**Company Secretary**  
**M. No. FCS - 2615**

Place: Noida (U.P.)

Date: 16<sup>th</sup> August, 2023

## ANNEXURE I TO NOTICE

(In pursuance to Secretarial Standard on General Meeting (SS-2) and Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of Director	Shri Shekhar Agarwal	Shri Arun Churiwal	Shri Surya Kant Gupta
DIN	00066113	00001718	00323759
Category	Promoter - Non-Executive	Promoter-Non-Executive	Independent-Non Executive
Date of Birth	9 <sup>th</sup> October, 1952	15 <sup>th</sup> May, 1950	11 <sup>th</sup> February, 1951
Age	70 Years	73 Years	72 Years
Date of Appointment on the Board	13 <sup>th</sup> February, 1984	23 <sup>rd</sup> October, 2003	10 <sup>th</sup> August, 2023
Qualification	B.Tech (M.E), M.Sc (Chicago)	B.A. (Hons)	B.SC., M.B.A. from Faculty of Management Studies (FMS), Delhi University
Experience & Expertise in specific functional areas	Industrialist with rich experience of Textile Industry	Industrialist with rich experience of Textile Industry	Experience of 5 decades in textile Industry
No. of Other Directorships in Public Limited Companies #	1. Bhilwara Technical Textiles Limited	1. BSL Limited	Nil
	2. BSL Limited	2. La Opala R G Limited	
	3. HEG Limited	3. LNJ Financial Services Limited	
	4. Maral Overseas Limited		
Chairman/Member of the Committees of the Board of Directors of the Company.##			
a) Audit Committee	Nil	Nil	Nil
b) Stakeholders' Relationship Committee	RSWM Limited-Member	RSWM Limited-Member	
Chairman/Member of the Committees of the Board of Directors of other Company.##			
a) Audit Committee	1. BSL Limited -Member	1. La Opala R G Limited-Member	Nil
	2. HEG Limited- Member		
b) Stakeholders' Relationship Committee	1. Maral Overseas Limited-Member	1. La Opala R G Limited - Chairman	N A
		2. BSL Limited-Member	
Listed Entities from which the Director has resigned in the past three years	Nil	Nil	1. Raymond Limited
Relationship with Other Directors, Managers & Key Managerial Personnel	N.A.	N.A.	N A
No. of Equity Shares held in the Company	3,463	3,310	

<b>No. of meeting of Board attended during the year</b>	5	6	
<b>Terms and Condition of Appointment/Re-appointment</b>	Non-Executive Director laible to retire by rotation	Non-Executive Director laible to retire by rotation	As mentioned in draft letter of appointment which is available on website of the Company <a href="http://www.rswm.in">www.rswm.in</a> till the conclusion of the AGM
<b>Remuneration sought to be paid</b>	See Note No. 1 given below	See Note No. 1 given below	See Note No. 1 given below
<b>Remuneration last drawn</b>	See Note No. 1 given below	See Note No. 1 given below	See Note No. 1 given below
<b>Justification for choosing the Independent Director</b>	N.A	N.A	As per Explanatory Statement Resolution No. 5 of the Notice
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Refer Corporate Governance Report	Refer Corporate Governance Report	As per Explanatory Statement Resolution No.5 of the Notice

# Excludes Directorships in Private Limited Companies, Foreign Companies, membership of Management Committee of various chambers/Bodies and Section 8 Companies.

# # Audit Committee and Stakeholders Relationship Committee have been considered.

Note No. 1: The Non-Executive Directors (including Independent Directors) are only paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committees of Directors.

## ANNEXURE – II

### THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

#### I. General Information

<b>Nature of Industry</b>	The Company is in the business of manufacturing textiles; primarily it is in the business of Yarn and Fabric.
<b>Date or expected date of commercial production</b>	Subsequent to the incorporation of the Company on the 17 <sup>th</sup> October, 1960, the Company obtained Certificate of Commencement of Business on the 28 <sup>th</sup> December, 1960.
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable

#### Financial performance based on given indicators:

(₹ in Crore)

Particulars	2022-23	2021-22	2020-21
Revenue from Operations (gross)	3788.90	3817.42	2326.02
Profit / (loss) Before Tax	138.28	283.48	4.26
Profit / (loss) after Tax	109.61	239.98	21.61
Paid-up Capital	47.10	23.55	23.55
EPS(₹)	28.13	65.28	9.18

**Foreign investments or collaborators, if any:** At present, the Company has not made any foreign investments and has not entered into any foreign collaboration.

#### II. Information about the appointee(s) to whom the remuneration is payable (s):

Particulars	Shri Riju Jhunjunwala	Shri Brij Mohan Sharma
<b>Background details</b>	Mr. Riju Jhunjunwala aged 44 years holds a degree in Business Management Studies. He is an industrialist with diversified business experience. He was re-appointed as Managing Director of the Company w.e.f 1 <sup>st</sup> May, 2021.	Shri Brij Mohan Sharma aged 65 years hold a degree in B.Com (Hons) and is a Chartered Accountant. He has an experience of more than 40 years across various industries. He was reappointed as Joint Managing Director w.e.f. 7 <sup>th</sup> August, 2022
<b>Past Remuneration for the Financial Year ended 31<sup>st</sup> March, 2023</b>	₹ 494.81 Lakhs	₹ 342.61 Lakhs
<b>Recognition or Awards</b>	Mr. Riju Jhunjunwala has represented Company in various Business Associations. He has also been active member of Young Business Committee at the Confederation of Indian industry.	CIMA recognized Shri Brij Mohan Sharma as one of the most influential Chief Financial Officer of the India in the year 2016.
<b>Job profile and his suitability</b>	Shri Riju Jhunjunwala is the Chairman & Managing Director and CEO of the Company looking after overall affairs of the Company. Shri Riju Jhunjunwala had been involved in the restructuring of the Company's business apart from implementation of various expansion, modernization and diversification programmes over the years. Under his leadership the Company has become one of the leading player in the industry.	Shri Brij Mohan Sharma is Joint Managing Director of the Company looking after day to day operations of the Company. He has been involved in the day to day affairs of the Company and was responsible for closure of various expansions, modernization and diversification programmes over last twelve years.



Remuneration proposed	As mentioned in Resolution No.6	As mentioned in Resolution No.7
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	Taking into account Mr. Riju Jhunjunwala's qualifications and prior experience, an industry comparison with similarly situated managerial personnel and the responsibilities placed on him as Managing Director of the Company, and in view of his contribution to the Company since his appointment, the Board considers it to be in the best interests of the Company. The Board is confident that Mr. Riju Jhunjunwala's management capabilities will enable the Company to progress further.	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and the involvement of Shri Brij Mohan Sharma as Joint Managing Director in the Company and the responsibilities shouldered by him, the aforesaid remuneration package commensurate with the remuneration package paid to similar managerial position in other Companies.
<b>Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any</b>	Excepting the payment of remuneration for his services as Managing Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the Company. None of the Directors of the Company, except Mr. Riju Jhunjunwala himself and Mr. Ravi Jhunjunwala being relative of Mr. Riju Jhunjunwala are interested.	Excepting the payment of remuneration for his services as Joint Managing Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the Company. None of the Directors of the Company, except Shri Brij Mohan Sharma himself are interested in the Resolution.

### III. Other Information:

#### 1. Reasons for loss or inadequate profits

The glooms of inflationary and recessionary trends in the international arena had been reflecting on the operations of the Company. Though there had been some recovery in the intermittent period(s) but the overall trend remained sluggish. The Company had utilized these challenging times to reorganize and restructure itself and made all efforts to continue its operations with full efficiency and optimum capacity.

#### 2. Steps taken or proposed to be taken for improvement:

The Company took various steps to overcome the above situation. The Company during the year successfully completed its ongoing expansion programmes to prepare itself ready to take advantage when the business cycle turns favorable. Further during the year the Company raised funds by way of rights issue to deleverage itself by lowering its high cost debt obligations substantially and getting ready for future

expansion and diversification as and when normalcy return. The Company is also focusing on improving its operating efficiency apart from other efforts to improve its margins.

#### 3. Expected increase in productivity and profits in measurable terms:

The Company's initiatives to improve its operating efficiency are expected to result in better performance of the Company. Although certain constraints viz. market conditions and improvement in international sentiments may take some time but Company has geared itself to reap the benefits as and when the market conditions and sentiments improve.

### IV. Disclosure:

The remuneration package proposed to be given to Shri Riju Jhunjunwala and Shri Brij Mohan Sharma are as per the details given in the Resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

