

## CORPORATE GOVERNANCE

### General Information of the Company

|  |                          |
|--|--------------------------|
| Scrip Code   | 500350                   |
| NSE Symbol   | RSWM                     |
| MSEI Symbol  | NOTLISTED                |
| ISIN   | INE611A01016             |
| Name of the Entity   | RSWM LIMITED             |
| Date of start of Financial Year                                | 01/04/2023               |
| Date of end of Financial Year                                  | 31/03/2024               |
| Reporting Quarter  | Quarterly                |
| Date of Report   | 31/12/2023               |
| Risk Management Committee                                      | Applicable               |
| Market Capitalisation as per immediate previous Financial Year | Top 2000 listed entities |

| Annexure I   |                 |                      |            |          |  |                         |                         |               |                                       |                                |                              |                             |                |  |                                    |                             |                        |                   |                                |   |   |  |   |                             |                             |
|--|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|--|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|---|---|--|---|-----------------------------|-----------------------------|
| Annexure I to be submitted by listed entity on quarterly basis             |                 |                      |            |          |  |                         |                         |               |                                       |                                |                              |                             |                |  |                                    |                             |                        |                   |                                |   |   |  |   |                             |                             |
| I. Composition of Board of Directors                                       |                 |                      |            |          |  |                         |                         |               |                                       |                                |                              |                             |                |  |                                    |                             |                        |                   |                                |   |   |  |   |                             |                             |
| Disclosure of notes on composition of board of directors explanatory       |                 |                      |            |          |  |                         |                         |               |                                       |                                |                              |                             |                |  |                                    |                             |                        |                   |                                |   |   |  |   |                             |                             |
| Whether the listed entity has a Regular Chairperson                        |                 |                      |            |          |  |                         |                         |               |                                       |                                |                              |                             |                |  |                                    |                             |                        |                   |                                |   |   |  |   |                             |                             |
| Whether Chairperson is related to MD or CEO                                |                 |                      |            |          |  |                         |                         |               |                                       |                                |                              |                             |                |  |                                    |                             |                        |                   |                                |   |   |  |   |                             |                             |
| Disqualification of Directors under section 164 of the Companies Act, 2013 |                 |                      |            |          |  |                         |                         |               |                                       |                                |                              |                             |                |  |                                    |                             |                        |                   |                                |   |   |  |   |                             |                             |
| Sr   | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg-17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directors hip in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directors hip in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)] | Number of members hips in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| 1  | Mr              | Riju Jhunjunwala     | AAKPJ4377M | 00061060 | Executive Director                       | Chairperson             | CEO-MD                  | 13-01-1979    | No                                    |                                |                              |                             | Active         | NA   |                                    | 23-10-2003                  | 01-05-2021             |                   |                                | 3   | 0   | 2  | 1   |                             |                             |
| 2  | Mr              | Ravi Jhunjunwala     | AAGPJ0739D | 00060972 | Non-Executive - Non Independent Director | Not Applicable          |                         | 28-10-1955    | No                                    |                                |                              |                             | Active         | NA   |                                    | 18-05-1979                  | 18-05-1979             |                   |                                | 6   | 2   | 6  | 2   |                             |                             |
| 3  | Mr              | Shekhar Agarwal      | AAEPA6590M | 00066113 | Non-Executive - Non Independent Director | Not Applicable          |                         | 09-10-1952    | No                                    |                                |                              |                             | Active         | NA   |                                    | 13-02-1984                  | 25-09-2009             |                   |                                | 5   | 0   | 4  | 0   |                             |                             |
| 4  | Mr              | Brij Mohan Sharma    | AOMPS2044A | 08195895 | Executive Director                       | Not Applicable          | MD                      | 08-11-1957    | No                                    |                                |                              |                             | Active         | NA   |                                    | 07-08-2018                  | 07-08-2022             |                   |                                | 1   | 0   | 0  | 0   |                             |                             |
| 5  | Mr              | Arun Churiwal        | ACTPC0401E | 00001718 | Non-Executive - Non Independent Director | Not Applicable          |                         | 15-05-1950    | No                                    |                                |                              |                             | Active         | NA   |                                    | 23-10-2003                  | 01-04-2016             |                   |                                | 3   | 0   | 4  | 1   |                             |                             |
| 6  | Mr              | Kamal Gupta          | AAHPG1101F | 00038490 | Non-Executive - Independent Director     | Not Applicable          |                         | 12-02-1946    | No                                    |                                |                              |                             | Active         | Yes  | 11-09-2019                         | 16-09-2014                  | 16-09-2019             |                   | 111.00                         | 3   | 3   | 9  | 4   |                             |                             |
| 7  | Mr              | Amar Nath Choudhary  | ABVPC0060A | 00587814 | Non-Executive - Independent Director     | Not Applicable          |                         | 06-03-1944    | No                                    |                                |                              |                             | Active         | Yes  | 11-09-2019                         | 16-09-2014                  | 16-09-2019             |                   | 111.00                         | 2   | 2   | 3  | 2   |                             |                             |
| 8  | Mr              | Deepak Jain          | AAEPJ1525D | 00004972 | Non-Executive - Independent Director     | Not Applicable          |                         | 06-04-1975    | No                                    |                                |                              |                             | Active         | NA   |                                    | 11-05-2016                  | 11-05-2021             |                   | 92.00                          | 4   | 2   | 3  | 1   |                             |                             |
| 9  | Mrs             | Archana Capoor       | ABSPC4053C | 01204170 | Non-Executive - Independent Director     | Not Applicable          |                         | 17-09-1958    | No                                    |                                |                              |                             | Active         | NA   |                                    | 13-02-2018                  | 13-02-2023             |                   | 71.00                          | 6   | 6   | 6  | 2   |                             |                             |
| 10   | Mr              | Surya Kant Gupta     | AAUPG3837H | 00323759 | Non-Executive - Independent Director     | Not Applicable          |                         | 11-02-1951    | No                                    |                                |                              |                             | Active         | Yes  | 15-09-2023                         | 10-08-2023                  | 10-08-2023             |                   | 5.00                           | 1   | 0   | 0  | 0   |                             |                             |



| Annexure 1   |   |   |                              |  |   |   |   |
|--|---|---|------------------------------|--|---|---|---|
| III. Meeting of Board of Directors                                   |   |   |                              |  |   |   |   |
| Disclosure of notes on Composition of Board of Directors Explanatory |   |   |                              |  |   |   |   |
| Sr   | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1  | 10-08-2023  |   |                              | Yes  | 11  |   |   |
|  | 09-11-2023  | 90  |                              | Yes  | 10  | 9   | 4   |
| 2  | 01-12-2023  | 21  |                              | Yes  | 10  | 10  | 5   |

\* To be filled in only for the current quarter meetings

| Annexure 1   |   |   |   |                         |                               |  |   |  |   |  |
|--|---|---|---|-------------------------|-------------------------------|--|---|--|---|--|
| IV. Meeting of Committees                                    |   |   |   |                         |                               |  |   |  |   |  |
| Disclosure of notes on Composition of Committees Explanatory |   |   |   |                         |                               |  |   |  |   |  |
| Sr   | Name of Committee                         | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors (All directors including Independent director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1  | Audit Committee                           | 18-07-2023  |   |                         |                               | Yes  | 3   | 3  | 3   | 0  |
| 2  | Audit Committee                           | 10-08-2023  | 22  |                         |                               | Yes  | 3   | 3  | 3   | 0  |
| 3  | Audit Committee                           | 09-11-2023  | 90  |                         |                               | Yes  | 3   | 3  | 3   | 0  |
| 4  | Audit Committee                           | 01-12-2023  | 21  |                         |                               | Yes  | 3   | 3  | 3   | 0  |
| 5  | Audit Committee                           | 21-12-2023  | 19  |                         |                               | Yes  | 3   | 3  | 3   | 0  |
| 6  | Nomination and remuneration committee     | 10-08-2023  |   |                         |                               | Yes  | 3   | 3  | 2   | 0  |
| 7  | Stakeholders Relationship Committee       | 10-08-2023  |   |                         |                               | Yes  | 3   | 3  | 1   | 0  |
| 8  | Stakeholders Relationship Committee       | 09-11-2023  | 90  |                         |                               | Yes  | 3   | 3  | 1   | 0  |
| 9  | Risk Management Committee                 | 18-07-2023  |   |                         |                               | Yes  | 3   | 2  | 2   | 0  |
| 10   | Risk Management Committee                 | 21-12-2023  | 155   |                         |                               | Yes  | 3   | 2  | 2   | 0  |
| 11   | Corporate Social Responsibility Committee | 10-08-2023  |   |                         |                               | Yes  | 3   | 3  | 1   | 0  |
| 12   | Corporate Social Responsibility Committee | 09-11-2023  | 90  |                         |                               | Yes  | 3   | 2  | 1   | 0  |

| Annexure 1                    |  |  |  |
|-------------------------------|--|--|--|
| V. Related Party Transactions |  |  |  |
| Sr                            | Subject  | Compliance status (Yes/No/NA)                                  | If status is "No" details of non-compliance may be given here. |
| 1                             | Whether prior approval of Audit Committee obtained   | Yes  |  |
| 2                             | Whether shareholder approval obtained for material RPT   | NA   |  |
| 3                             | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes  |  |
|                               |  | Disclosure of notes on related party transactions              |  |
|                               |  | Disclosure of notes of material transaction with related party |  |

| Details of Cyber security incidence  |  |                            |    |
|--|--|----------------------------|----|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter |  |                            | No |
| Date of the event  |  | Brief details of the event |    |

| Annexure 1       |   |                            |  |
|------------------|---|----------------------------|--|
| VI. Affirmations |   |                            |  |
| Sr               | Subject   | Compliance status (Yes/No) |  |
| 1                | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.  | YES                        |  |
| 2                | The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.<br><b>a. Audit Committee</b>   | YES                        |  |
| 3                | The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.<br><b>b. Nomination &amp; Remuneration Committee</b>   | YES                        |  |
| 4                | The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.<br><b>c. Stakeholders Relationship Committee</b>   | YES                        |  |
| 5                | The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.<br><b>d. Risk management committee (applicable to the top 500 listed entities)</b>                           | YES                        |  |
| 6                | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.   | YES                        |  |
| 7                | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.   | YES                        |  |
| 8                | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.<br><b>(This report will be placed in ensuing Board meeting and the previous report had been placed in the previous Board meeting.)</b> | YES                        |  |
| 9                | Any comments/observations/advice of Board of Directors may be mentioned here:<br><b>(There were no comments/observations/advice on the said report by the Board of Directors.)</b>  |                            |  |

| Annexure 1 |                   |  |
|------------|-------------------|--|
| Sr         | Subject           | Compliance status                        |
| 1          | Name of Signatory | SURENDER GUPTA                           |
| 2          | Designation       | Company Secretary and Compliance Officer |

| Signatory Details     |  |
|-----------------------|--|
| Name of signatory     | SURENDER GUPTA                           |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | NOIDA                                    |
| Date                  | 18-01-2024                               |