

## 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	01/04/2024
Date of end of Financial Year	31/03/2025
Reporting Quarter	Half Yearly
Date of Report	30/09/2024
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** The Company has appointed Shri Sunil Dharamvir Dhawan (DIN:02618343) as an Independent Director on the Board of the Company with effect from 11/10/2024.

**Whether the listed entity has a Regular Chairperson**

Yes

**Whether Chairperson is related to MD or CEO**

Yes

**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)	Reason for Cessation	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			5	1	5	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			2	0	2	0			
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	15-09-2024	120.00	0	0	0	0	Tenure Completion		
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	15-09-2024	120.00	0	0	0	0	Tenure Completion		
8	Mr	Deepak Jain	AAEPJ1525D	00004972	Non-Executive - Independent Director	Not Applicable		06-04-1975	No				Active	NA		11-05-2016	11-05-2021		101.00	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		80.00	6	6	10	5			
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		14.00	1	1	1	0			
11	Mr	Suman Jyoti Khaitan	AERPK7259Q	00023370	Non-Executive - Independent Director	Not Applicable		09-02-1959	No				Active	Yes	13-09-2024	09-08-2024	09-08-2024		3.00	2	2	6	2			



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	24-05-2024			Yes	10	10	5
2	09-08-2024	76		Yes	11	11	6

\* 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	24-05-2024				Yes	3	3	3	0
2	Audit Committee	09-08-2024	76			Yes	3	3	3	0
3	Nomination and remuneration committee	24-05-2024				Yes	3	3	2	0
4	Nomination and remuneration committee	09-08-2024	76			Yes	3	3	2	0
5	Stakeholders Relationship Committee	24-05-2024				Yes	3	3	1	0
6	Stakeholders Relationship Committee	09-08-2024	76			Yes	3	3	1	0
7	Risk Management Committee	24-05-2024				Yes	3	3	2	0
8	Corporate Social Responsibility Committee	24-05-2024				Yes	3	3	1	0
9	Corporate Social Responsibility Committee	09-08-2024	76			Yes	3	3	1	0

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
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
S. No.	Date of the event	Brief details of the event

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	

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. <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. <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. <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. <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. <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: <b>The Company has appointed Shri Sunil Dharamvir Dhawan (DIN:02618343) as an Independent Director on the Board of the Company with effect from 11/10/2024.</b>		

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

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
<b>Any other information to be provided</b>				

Annexure III		
1	Name of signatory	SURENDER GUPTA
2	Designation	Company Secretary and Compliance Officer

### Additional Half yearly Disclosure

Applicability of disclosure	Applicable	
Reason for Non Applicability	Add Notes	

#### I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below The Figure should be mentioned in actual INR only

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to		
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	-	0.00	0.00
Promoter Group or any other entity controlled by them	-	0.00	0.00
Directors (including relatives) or any other entity controlled by them	Guarantee and Letter of Comfort	0.00	200000000.00
KMPs or any other entity controlled by them	-	0.00	0.00

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	0.00	0.00
Promoter Group or any other entity controlled by them	-	0.00	0.00
Directors (including relatives) or any other entity controlled by them	-	0.00	0.00
KMPs or any other entity controlled by them	-	0.00	0.00

<b>(D) Additional Information</b>	Add Notes
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#### II. Affirmations

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s),	Yes	Add Notes

Name	NITIN TULYANI	
Designation	CFO	
Place	NOIDA	
Date	18-10-2024	

Signatory Details	
Name of signatory	SURENDER GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	NOIDA
Date	18-10-2024