

RSWM LIMITED

CIN:L17115RJ1960PLC008216

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POSTAL BALLOT NOTICE

Pursuant to Section 110 and 108 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) rules, 2014

E-VOTING START ON	E-VOTING ENDS ON
Friday 22nd November, 2024 at 9:00 A.M(IST)	Saturday, 21st December, 2024 at 5:00 P.M(IST)

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (**“the Rules”**), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India also read with General Circulars No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December, 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**“MCA”**) (hereinafter collectively referred to as the **“MCA Circulars”**) and any other applicable laws and regulations, the Company hereby seeks the approval of the Members for transacting the Special Business (s) as considered in the Special Resolutions appended herewith proposed to be passed through Postal Ballot by remote e-voting process.

In compliance with the aforesaid MCA Circulars and pursuant to other applicable laws and regulations, the Company is sending this Postal Ballot Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/ Depositories, to enable them to cast their votes electronically only. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. The Physical copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The relevant Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said Resolution(s) setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice

In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to this Postal Ballot Notice to cast their vote electronically through the e-voting process which commences from Friday, 22nd November, 2024 at 9.00 a.m. (IST) and ends on Saturday, 21st December, 2024 at 5:00 p.m. (IST).

The Board of Directors of the Company has appointed Shri Mahesh Kumar Gupta (Certificate of Practice No.1999, Membership No. FCS 2870) of M/s Mahesh Gupta & Company, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot Process through the remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorised by him. The results of Postal Ballot (through the remote e-voting process) along with the Scrutinizer’s Report will be declared by the Chairman or such person as authorised by him, within 2 working days i.e. Tuesday, 24th December, 2024. The same will be displayed on the website of the Company: www.rswm.in and on the website of NSDL: www.evoting.nsdl.com and shall also be communicated to BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**), where the Company’s Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The Resolutions, if approved, will be taken as having been passed effectively on the last date of remote e-voting i.e. Saturday, 21st December, 2024.

SPECIAL BUSINESS

Item No. 1 – APPOINTMENT OF SHRI SUNIL DHARAMVIR DHAWAN (DIN: 02618343) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 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 all other applicable laws including applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time Shri Sunil Dharamvir Dhawan (DIN: 02618343), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors w.e.f. 11th October, 2024 upon commendation of Nomination and Remuneration Committee and who has submitted a declaration that he met the criteria for independence as provided in Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member of the Company under section 160 (1) of the Act 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 from 11th October, 2024 up to 10th October, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to any other Officer(s)/ Authorized Representative(s) of the Company.”

Item No.2 – APPROVAL FOR THE CONTINUATION OF DIRECTORSHIP OF SHRI ARUN KUMAR CHURIWAL (DIN: 00001718).

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (**the Act**) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, consent of the members be and is hereby accorded for continuation of the term of Shri Arun Kumar Churiwal, (DIN:00001718) Director liable to retire by rotation, who was re-appointed as Director at the 62nd Annual General Meeting

of the Company held on 15th September, 2023 and who will be completing the age of 75 (seventy five) years on 15th May, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to any other Officer(s)/ Authorized Representative(s) of the Company.”

Item No.3 – INCREASE IN THE BORROWING POWER LIMIT OF THE BOARD OF DIRECTORS.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the all earlier Resolution passed in this regard and pursuant to provisions of Section 180 (1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow, from time to time, such sum or sums of money on such terms and conditions as the Board may deem fit notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of ₹ 3,000 crore (Rupees Three Thousand crore only) over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to any other Officer(s)/ Authorized Representative(s) of the Company.”

Item No.4 - APPROVAL FOR AN AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to necessary approvals as may be required in this regard, the consent of the members, be and is hereby accorded to amend **Clause 98 (ii) Restriction on Power of Board**

as mentioned in the Articles of Association of the Company i.e. under the Head **XV Borrowing Powers** in the following manner:

The existing Clause 98 (ii) Restriction on power of the Board as mentioned in the Articles of Association of the Company is substituted as under:-

“The Board of Directors shall not, except with the consent of the Company in General Meeting, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate for the time being of the paid-up capital of Company and its free reserves, that is to say reserves not set aside for any specific purposes, by more than ₹ 3,000 Crores (Rupees Three Thousand Crores).”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to any other Officer(s)/ Authorized Representative(s) of the Company.”

Item No.5 – APPROVAL FOR THE CREATION OF MORTGAGE/ CHARGE ON THE COMPANY’S ASSETS.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013, for creation of mortgage(s) and/ or charge(s) and/ or hypothecation, assignment or otherwise on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board of Directors of the Company (“Board”) in its absolute discretion may deem fit, on the whole or substantially the whole of the undertaking of the Company’s present or future properties, whether immovable or movable, wheresoever situated as may be agreed to in favour of the Bank(s), Financial Institution(s) or other person(s), hereinafter referred to as the lenders, and/or trustees to secure the borrowings by way of loans or by issue of non-convertible debentures, bonds, term loans, working capital facilities and / or other instruments including foreign currency borrowings, as the Board may in its absolute discretion deem fit and upon such terms and conditions, as may be decided by the Board upto an aggregate amount of ₹ 3,000 crore (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) including any increase as a result of fluctuation in the rates of exchange, together with interest thereon at the respective agreed rates, compound interest, additional

interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said debentures / bonds / term loans/ working capital facilities / other instrument(s) in term of their issue.

RESOLVED FURTHER THAT the mortgage and/or charge to be created by the Company aforesaid may rank prior/pari passu/ subservient with / to the mortgages and / or charges already created or to be created in future by the Company and as may be agreed to between the Company and the lenders.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to any other Officer(s)/ Authorized Representative(s) of the Company.”

By Order of the Board of Directors
For RSWM LIMITED

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

Place : Noida
Date : 12th November, 2024

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“the Act”) and Rule 22 of the Companies (Management and Administration Rule, 2014 (“Rules”) setting out the material facts and reasons for the proposed Resolutions is annexed herewith. A copy of this Postal Ballot Notice is also available on the website of the Company www.rswm.in and at the relevant sections of the website of the Stock Exchanges on which the shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com)
2. The details under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard-2 in respect of the Director seeking appointment is annexed hereto as Annexure -1.
3. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent through electronic mode (e-mail) only to those members whose names appear in the Register of Members of the Company/List of Beneficial Owners as received from the Depositories (NSDL & CDSL) as on

Friday, 15th November, 2024 (“Cut-Off Date”) and who have registered their email addresses with the Company’s Share Transfer Agent i.e. M/s. MCS Share Transfer Agent Limited or Depository through the respective Depository Participants. Any member who has not received the Postal Ballot Notice may write email to the Company at rswm.investor@lnjbhilwara.com or download from the website of the Company i.e. www.rswm.in or from the website of the Stock Exchanges on which the shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com)

The voting rights shall also be reckoned on the paid up value of shares registered in the names of the Members as on the Cut-Off Date i.e. Friday 15th November, 2024. Only those Members whose names are recorded in the Register of Members of the Company or in the Register/List of beneficial owners maintained by the Depositories as on the Cut-Off Date will be entitled to cast their votes.

4. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, and the rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as also the MCA Circulars, the Company is offering only remote e-voting facility to all the Members of the Company and the business will be transacted only through the remote e-voting system. The Company has engaged the services of NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The instructions for availing remote e-voting facility by Members are provided separately herein below.
5. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.
6. Members who have not registered/updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as detailed below:
 - a) Members holding shares in physical form and whose KYC details including e-mail address are not registered/ updated with the Company, may register/ update their KYC details including e-mail address by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) in support of the address of

the member and such other documents as prescribed in the Form ISR-1, by sending the same to RTA of the Company i.e. MCS Share Transfer Agent Limited, F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020, Phone No. 011-41406149 – 52, Email Id: helpdeskdelhi@mcsregistrars.com

- b) Members holding shares in demat form can update their e-mail address with their Depository Participant(s).
7. Members desiring to exercise their vote by using e-voting facility are requested to carefully read and follow the instructions as mentioned at point No.9 in the Notes. References to Postal Ballot(s) in this notice include votes received through remote e-voting only. A Member cannot exercise his vote by proxy on Postal Ballot.
8. The relevant documents referred to in the Postal Ballot Notice shall be available for inspection on the website of the Company i.e. www.rswm.in during remote e- voting period of postal Ballot.
9. The procedure with respect to remote e-voting is provided below:

The e-voting period commences on Friday, 22nd November, 2024 (9:00 hours IST) and ends on Saturday, 21st December, 2024 (17:00 hours IST). During this period the Members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. 15th November, 2024, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time.

The details of the process and manner for remote e-voting are explained as mentioned 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 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method 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 For example 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 For example 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 For example 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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
 - (i) 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'.

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

6. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to rswm.investor@lnjbhilwara.com or helpdeskdelhi@mcsregistrars.com.
- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to rswm.investor@lnjbhilwara.com or helpdeskdelhi@mcsregistrars.com. If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
- c) Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- d) 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 required to update their mobile number and email

ID correctly in their demat account in order to access e-Voting facility.

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

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to mkg1999@gmail.com with a copy marked to evoting@nsdl.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.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password 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 to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mahatre, Senior Manager, NSDL at evoting@nsdl.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Shri Sunil Dharamvir Dhawan (DIN: 02618343) was co-opted as an Additional Director (Independent) on the Board of the Company upon recommendation of Nomination and Remuneration Committee with effect from 11th October, 2024 for a period of 5 consecutive years upto 10th October 2029, subject to the approval of shareholders by Special Resolution. In terms of provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the appointment of Shri Sunil Dharamvir Dhawan is to be approved by the shareholders by Special Resolution either at the next General Meeting or with in a time period of 3 months from the date of appointment whichever is earlier. Accordingly, the approval of shareholders is being sought in pursuance of above said provisions.

Shri Sunil Dharamvir Dhawan is a post graduate in Commerce (Marketing) and also MBA (Marketing). He has over 30 years of experience in textile Industry at various positions and also providing consultancy services. He is the Managing Partner of Dhawans Finserv Advisory LLP providing finance consultancy services since 2021 and is also Managing Director of Dhawans Financial Advisory Private Ltd providing finance consultancy services since July, 2024. He is serving as a member of the advisory Board for SM Group of Companies in Assam. He is also

a member of the advisory board for Ken Enterprises Pvt. Ltd. Ichalkaranji, Maharashtra since March, 2022 a leading textile Company. He is also advisor to Blue Back Garments in Bangalore as a member of advisory Board since September, 2022.

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 11th October, 2024 subject to shareholders' approval. Shri Sunil Dharamvir Dhawan shall not be liable to retire by rotation.

The Company has received consent in writing from Shri Sunil Dharamvir Dhawan 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 Sunil Dharamvir Dhawan 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 Sunil Dharamvir Dhawan for the office of the Director of the Company.

The Company has also received a declaration from Shri Sunil Dharamvir Dhawan 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 Sunil Dharamvir Dhawan fulfils 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 the draft letter of appointment of Shri Sunil Dharamvir Dhawan as an Independent Director setting out the terms and conditions is available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting i.e. Saturday, December 21, 2024. The same is also available during the remote e-voting period of the Postal Ballot on the website of the Company i.e. www.rswm.in.

Your Directors recommend the Special Resolution under item No.1 of this Postal Ballot Notice for approval by the members.

Except Shri Sunil Dharamvir Dhawan 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.1 of this Postal Ballot Notice.

ITEM NO. 2

As the members are aware that Shri Arun Kumar Churiwal (DIN:00001718) was reappointed as Director liable to retire by rotation at the 62nd Annual General Meeting of the Company held on 15th September, 2023 by Ordinary Resolution. Pursuant

to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the consent of the members of the Company was required by Special Resolution for continuation of directorship of any person as a non-executive director who has attained the age of seventy five years. Since Shri Arun Kumar Churiwal Non- Independent Non-Executive Director of the Company was born on 15th May, 1950 and would be completing the age of 75 years on 15th May, 2025 the approval of Members is being sought by Special Resolution for continuing his Directorship after completing the age of Seventy five years by him.

The matter of Continuation of Directorship of Shri Arun Kumar Churiwal was discussed by the Nomination and Remuneration Committee and the Board of Directors of the Company and it was discussed that Shri Arun Kumar Churiwal is immensely contributing to the Board and the Company by his rich experience of over five decades in textile industry as well as his expert guidance in the technical and commercial matters. Your Directors feel that it will be in the best interest of the Company to continue Shri Arun Kumar Churiwal as Director of the Company after completing the age of 75 years.

Your Directors recommend the Special Resolution under Item No.2 of this Postal Ballot Notice for approval by the members.

Except Shri Arun Kumar Churiwal and his relatives, to the extent of their shareholding interest, if any, in the Company, 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.2 of this Postal Ballot Notice.

ITEM NO. 3

As the members may be aware that at the 46th Annual General Meeting of the Company held on 27th September, 2007, the Board of Directors were authorised to borrow money where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from time to time for the purpose of Company exceed by the aggregate of the paid-up capital of the Company and free reserves but shall not exceed Rupees Two Thousand Crores at any point of time. As the Members may be further aware that the above said borrowing power was approved by the members by Special Resolution at the Extra-Ordinary General Meeting of the Company held on 21st March, 2014. The present borrowings of the Company are within the limits approved by the members in General Meeting as above.

Keeping in view the Company's existing operations and to support the growing future capex, financial requirements for its business operations and plans, the Company may need additional funds. Accordingly the approval of the members is being sought to authorize the Company to borrow money from various Bank(s),

Financial Institution(s) or other person(s), as the Board may deem fit, by way of loans, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium of the Company. Hence, it is proposed to increase the existing borrowing limits of the Company from ₹ 2000 Crores to ₹ 3000 Crores (Rupees Three Thousand Crores only) subject to the approval of the members of the Company by Special Resolution. Accordingly the approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

Your Directors recommend the Special Resolution under Item No.3 of this Postal Ballot Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, either financially or otherwise, in the proposed Special Resolution under Item No.3 of this Postal Ballot Notice.

ITEM NO. 4

As the members may be aware that as per the clause 98 (ii) under the Head XV Borrowing Powers of Articles of Association of the Company, the Board of Directors is authorised to borrow money (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from time to time for the purpose of Company exceeding the aggregate of the paid-up capital of the Company and free reserves but shall not exceed ₹ 2000 Crores (Rupee Two Thousand Crore only) at any point of time.

Keeping in view the Company's existing operations and growing future financial requirements to support its business operations and plans, it is proposed to increase the said limit from ₹ 2000 Crores to ₹ 3000 Crores. To borrow the aforesaid funds, it is required to amend the clause 98 (ii) under the Head XV Borrowing Powers of Articles of Association of the Company by enhancing the limit upto ₹ 3000 Crores. Accordingly, the Board of Directors at its meeting held on Tuesday, the 12th Day of November, 2024 approved the amendment in the existing Articles of Association by substituting the sub clause 98 (ii) of Clause XV Borrowing Powers.

Pursuant to the provisions of Section 5 & 14 and other applicable provisions, if any, of the Act read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members is required for amending the Articles of Association by way of passing Special Resolution in General Meeting including through Postal Ballot. Accordingly, the approval of the members is being sought, by way of Special Resolution to amend the Articles of Association of the Company under Item No.4 of this Postal Ballot Notice.

Your Directors recommend the Special Resolution under Item No.4 of this Postal Ballot Notice for approval by the members.

Copy of the existing Articles of Association indicating the proposed amendment being referred in this resolution would be available on the website of the Company at www.rswm.in from the date of circulation of this Notice upto the last date of remote e-voting.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, either financially or otherwise, in the proposed Special Resolution under Item No.4 of this Postal Ballot Notice.

ITEM NO. 5

As the members may be aware that at the 56th Annual General Meeting of the Company held on 17th September, 2017, the Board of Directors were authorised to create mortgage and/ or charge on the immovable and movable properties of the Company in connection with the funds borrowed from time to time to meet its requirements within the borrowing limits i.e. ₹ 2000 Crore as approved by the members as above. The Company has borrowed/shall borrow funds from time to time to meet its financial requirements from various Bank(s), Financial Institution(s) or other person(s), as may be considered fit within the borrowing limits of the Company as approved.

Pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 (the 'Act'), the Board can exercise such power to

create mortgage and/ or charge on the immovable and movable properties of the Company in connection with the funds borrowed from time to time to meet its requirements within the borrowing limits only with the approval of members of the Company by way of Special Resolution. Hence it is proposed to increase the existing limits of the Company to create mortgage and/ or charge on the immovable and movable properties of the Company from ₹ 2000 Crores to ₹ 3000 Crores (Rupees Three Thousand Crores only). Accordingly the approval of the members is sought pursuant to Section 180(1)(a) of the Companies Act, 2013 and rules made thereunder.

Your Directors recommend the Special Resolution under Item No.5 of this Postal Ballot Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, either financially or otherwise, in the proposed Special Resolution under Item No.5 of this Postal Ballot Notice.

By Order of the Board of Directors
For RSWM LIMITED

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

Place : Noida
Date : 12th November, 2024

ANNEXURE I TO NOTICE

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

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

Name of Director	Shri Sunil Dharamvir Dhawan	Shri Arun Kumar Churiwal
DIN	02618343	00001718
Category of Directorship	Independent- Non-Executive	Promoter-Non-Executive
Date of Birth	12 th April, 1969	15 th May, 1950
Age	55 Years	74 Years
Date of Appointment on the Board	11 th October, 2024	23 rd October, 2003
Qualification	Post Graduate in Commerce (Marketing) and MBA (Marketing)	B.A. (Hons)
Experience & Expertise in specific functional areas	Shri Sunil Dharamvir Dhawan is a Post Graduate in Commerce (Marketing) and also MBA (Marketing). He has over 30 years of experience in textile Industry at various positions and also providing consultancy services. He is the Managing Partner of Dhawans Finserv Advisory LLP providing finance consultancy services since 2021 and is also Managing Director of Dhawans Financial Advisory Private Ltd providing finance consultancy services since July, 2024. He is serving as a member of the advisory Board for SM Group of Companies in Assam. He is also a member of the advisory board for Ken Enterprises Pvt. Ltd. Ichalkaranji, Maharashtra since March, 2022 a leading textile Company. He is also advisor to Blu Back Garments in Bangalore as a member of advisory Board since September, 2022.	Industrialist with rich experience of Textile Industry.
No. of Other Directorships in Public Limited Companies #	Nil	1. BSL Limited 2. LNJ Financial Services Limited
Chairman/Member of the Committees of the Board of Directors of the Company.##		
a) Audit Committee	Nil	Nil
b) Stakeholders' Relationship Committee	Nil	RSWM Limited - Member
Chairman/Member of the Committees of the Board of Directors of other Company.##	Nil	
a) Audit Committee	Nil	Nil
b) Stakeholders' Relationship Committee	Nil	BSL Limited - Member

Listed Entities from which the Director has resigned in the past three years	Nil	La Opala R G Limited
Relationship with Other Directors, Managers & Key Managerial Personnel	None	None
No. of Equity Shares held in the Company	Nil	3,310
No. of meeting of Board attended during the year	1	3
Terms and Condition of Appointment/Re-appointment	Independent Director not liable to retire by rotation.	Non-Executive Director liable to retire by rotation.
Remuneration sought to be paid	See Note No. 1 given below	See Note No.1 given below
Remuneration last drawn	See Note No. 1 given below	See Note No.1 given below
Justification for choosing the Independent Director	As per Explanatory Statement Item No.1	As per Explanatory Statement Item No.2
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per Explanatory Statement Item No.1	As per Explanatory Statement Item No.2

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.