



RSWM Limited

an LNJ Bhilwara Group Company

RSWM/SECTT/2024
December 23, 2024



PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

BSE Limited Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, MUMBAI - 400 001. Scrip Code: 500350	National Stock Exchange of India Limited Listing Department, Exchange Plaza, C-1, Block - G, Bandra-Kurla Complex, Bandra (East), MUMBAI - 400 051. Scrip Code: RSWM
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Sub: Result of Postal Ballot- Section 110 read with Section 108 of the Companies Act, 2013 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Please refer to our letter dated 21st November, 2024 regarding Postal Ballot Notice dated 12th November, 2024 seeking approval of the members in respect of the Special Business mentioned in the said notice through remote e-voting process.

In this regard we enclose herewith the following:

- i. Voting Result of Postal Ballot through e-voting as Annexure-I
- ii. The Scrutinizer Report as Annexure - 2

The Postal Ballot Result are being uploaded on the website of the Company www.rswm.in and on the website of NSDL's- www.evoting.nsdl.com

Please note that the Resolutions were passed by the Members with requisite majority.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For RSWM LIMITED

SURENDER GUPTA
VICE PRESIDENT – LEGAL & COMPANY SECRETARY
FCS-2615

rswm.investor@lnjbhilwara.com

Encl.: As above



(Formerly Rajasthan Spinning & Weaving Mills Limited)

Corporate Office :
Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel: +91-120-4390300 (EPABX)
Fax: +91-120-4277841
Website: www.rswm.in
GSTIN: 09AAACR9700M1Z1

Regd. Office :
Kharigram, P. B. No. 28, Post Office Gulabpura - 311 021
Distt. Bhilwara, (Rajasthan), India
Tel. : +91-1483-223144 to 223150, 223478
Fax: +91-1483-223361, 223479
Website: www.lnjbhilwara.com
GSTIN: 08AAACR9700M1Z3

Corporate Identification Number: L17115RJ1960PLC008216

RSWM LIMITED

E-voting results as per Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following Resolutions:

Date of the Meeting / last date of postal ballot	21st December, 2024
Total number of shareholders on record date -15th November, 2024	31,727
Cut-off date for e-voting.	15th November, 2024
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

Agenda-wise

Item No.1	Appointment of Shri Sunil Dharamvir Dhawan (DIN: 02618343) as an Independent Director of the Company.							
Resolution require: (Ordinary/Special)								Special
Whether promoter/promoters group are interested in the agenda/resolution?								No
Category	Mode of Voting	No. of Shares held	No. of Valid Votes Polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes Polled	% of votes against on votes Polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	2,62,32,923	2,62,32,923	100.00	2,62,32,923	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	2,62,32,923	2,62,32,923	100.00	2,62,32,923	0	100.00	0.00
Public - Institutionals	E-Voting	11,36,071	3,84,744	33.87	3,84,744	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	11,36,071	3,84,744	33.87	3,84,744	0	100.00	0.00
Public- Non Institutionals	E-Voting	1,97,32,690	8,02,740	4.07	7,96,130	6,610	99.18	0.82
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1,97,32,690	8,02,740	4.07	7,96,130	6,610	99.18	0.82
Grand Total		4,71,01,684	2,74,20,407	58.22	2,74,13,797	6,610	99.98	0.02



Item No.2		Approval for the Continuation of Directorship of Shri Arun Kumar Churiwal (DIN: 00001718).						
Resolution require: (Ordinary/Special)						Special		
Whether promoter/promoters group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	2,62,32,923	2,62,29,613	99.99	2,62,29,613	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,62,32,923	2,62,29,613	99.99	2,62,29,613	0	100.00
Public - Institutionals	E-Voting	11,36,071	3,84,744	33.87	3,84,744	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		11,36,071	3,84,744	33.87	3,84,744	0	100.00
Public- Non Institutions	E-Voting	1,97,32,690	8,02,740	4.07	5,96,291	2,06,449	74.28	25.72
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1,97,32,690	8,02,740	4.07	5,96,291	2,06,449	74.28
Grand Total		4,71,01,684	2,74,17,097	58.21	2,72,10,648	2,06,449	99.25	0.75

Item No.3		Increase in the Borrowing Power Limit of the Board of Directors.						
Resolution require: (Ordinary/Special)						Special		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	2,62,32,923	2,62,32,923	100.00	2,62,32,923	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,62,32,923	2,62,32,923	100.00	2,62,32,923	0	100.00
Public - Institutionals	E-Voting	11,36,071	3,84,744	33.87	3,84,744	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		11,36,071	3,84,744	33.87	3,84,744	0	0.00
Public- Non Institutions	E-Voting	1,97,32,690	8,02,715	4.07	5,95,038	2,07,677	74.13	25.87
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1,97,32,690	8,02,715	4.07	5,95,038	2,07,677	74.13
Grand Total		4,71,01,684	2,74,20,382	58.22	2,72,12,705	2,07,677	99.24	0.76



Item No.4		Approval for an Amendment in the Articles of Association of the Company.						
Resolution require: (Ordinary/Special)						Special		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	2,62,32,923	2,62,32,923	100.00	2,62,32,923	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,62,32,923	2,62,32,923	100.00	2,62,32,923	0	100.00
Public - Institutionals	E-Voting	11,36,071	3,84,744	33.87	3,84,744	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		11,36,071	3,84,744	33.87	3,84,744	0	100.00
Public- Non Institutions	E-Voting	1,97,32,690	8,02,740	4.07	5,94,958	2,07,782	74.12	25.88
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1,97,32,690	8,02,740	4.07	5,94,958	2,07,782	74.12
Grand Total		4,71,01,684	2,74,20,407	58.22	2,72,12,625	2,07,782	99.24	0.76

Item No.5		Approval for the creation of Mortgage/Charge on the Company's Assets.						
Resolution require: (Ordinary/Special)						Special		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting	2,62,32,923	2,62,32,923	100.00	2,62,32,923	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,62,32,923	2,62,32,923	100.00	2,62,32,923	0	100.00
Public - Institutionals	E-Voting	11,36,071	3,84,744	33.87	3,84,744	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		11,36,071	3,84,744	33.87	3,84,744	0	100.00
Public- Non Institutions	E-Voting	1,97,32,690	8,02,740	4.07	5,94,702	2,08,038	74.08	25.92
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1,97,32,690	8,02,740	4.07	5,94,702	2,08,038	74.08
Grand Total		4,71,01,684	2,74,20,407	58.22	2,72,12,369	2,08,038	99.24	0.76

*Figures have been rounded off

Yours faithfully,
For RSWM LIMITED



SURENDER GUPTA
VICE PRESIDENT-LEGAL & COMPANY SECRETARY
FCS-2615

rswm.investor@lnjbbhilwara.com



Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092

Phone : 011-49503085; 9312406331; E-Mail: maheshgupta.co@gmail.com

SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,
The Chairman
RSWM LIMITED
Kharigram, P.O. Gulabpura – 311201,
Distt. Bhilwara, Rajasthan.

Dear Sir,

Sub: Scrutinizer's Report on Remote Electronic Voting conducted by Postal Ballot process pursuant to Section 110 read with the Companies (Management and Administration) Rules, 2014

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries (M.N. 2870 , C.P. No. 1999) firm having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar, Delhi – 110092, was appointed as a Scrutinizer by the Board of Directors of **RSWM Limited** ('the Company'), for scrutinizing postal ballot which was conducted only through electronic means in respect of the resolutions contained in the **Postal Ballot Notice** dated 12th November, 2024 in a fair and transparent manner and for ascertaining the requisite majority for the resolutions proposed to be passed with respect 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 Management of the Company is responsible to ensure the compliance of the Companies Act, 2013 and rules made thereunder along with circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India relating to conducting of Postal Ballot Process through remote e-voting on the resolutions contained in the Postal Ballot Notice. My responsibility as a Scrutinizer is restricted to make a report of votes cast "in favour" or "against" on the resolutions stated in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the Authorized Agency appointed by the Company for providing remote e-voting facilities.



I have completed the scrutiny of remote e-voting and submit my report as under:-

1. The Company had provided the remote e-voting facility offered by National Securities Depository Limited (NSDL) to the shareholders of the Company.
2. In line with MCA 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 other applicable Laws and regulations, the POSTAL BALLOT Notice had been uploaded on the website of the company at www.rswm.in, on the websites of the stock exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
3. Pursuant to the provisions of the Act and in compliance with the MCA Circulars, issued by the Ministry of Corporate Affairs, the Company had sent the Postal Ballot Notice to those members whose names appeared 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 address with the Company’s Share Transfer Agent i.e. M/s MCS Share Transfer Agent Limited or Depository through the respective Depository Participants and has not dispatched physical notices to any member. However, the company has also given an additional opportunity to its members to update their credentials with the Company through a public notice dated 19/11/2024. Further the Company vide the Postal Ballot Notice dated November 12, 2024, had requested its shareholders to register their email address with the Registrar and Transfer Agent of the Company.
4. As stated in sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014 as amended from time to time and MCA circulars, public notices were published by the Company on 22/11/2024 in all edition of Business Standard (English Newspaper) and on 22/11/2024 in Nafa Nuksan and Business Remedies, Jaipur edition (Hindi Newspaper) informing about the completion of dispatch of postal ballot notice to its shareholders through electronic means.
5. Pursuant to the MCA circulars Members of the Company holding equity shares as on the “cut off” date i.e. Friday, 15th November, 2024 were entitled to vote on the proposed resolution(s) item no. 1 to 5 as set out in the Notice of Postal Ballot dated 12th November, 2024.
6. The remote e-voting period commenced on Friday, 22nd November, 2024 (9:00 hours IST) and ended on Saturday, 21st December, 2024 (17:00 hours IST). Members have casted their vote on designated platform provided by National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com. E-voting facility was blocked forthwith thereafter, being the last date and time fixed by the Company for remote e-voting were considered for my scrutiny.
7. After completion of e-voting, vote casted by the members were unblocked by me in the presence of two witness, Ms. Himansi Gupta and Mrs. Manju Gupta, who are not in the employment of the Company.



8. Since the notice of postal ballot were sent through electronic mode only neither the Company nor me received any physical postal ballot.

The Report on the results of remote e-voting each Resolution are given hereunder:

Resolution No. 1– (Special Resolution)

APPOINTMENT OF SHRI SUNIL DHARAMVIR DHAWAN (DIN: 02618343) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

- (i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	203	27413797	99.976
Total	203	27413797	99.976

- (ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	18	6610	0.024
Total	18	6610	0.024

- (iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Total	0	0

Resolution No. 2 – (Special Resolution)

APPROVAL FOR THE CONTINUATION OF DIRECTORSHIP OF SHRI ARUN KUMAR CHURIWAL (DIN:00001718).

- (i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	201	27210648	99.247
Total	201	27210648	99.247



(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	19	206449	0.753
Total	19	206449	0.753

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Total	0	0

Resolution No. 3 – (Special Resolution)

INCREASE IN THE BORROWING POWER LIMIT OF THE BOARD OF DIRECTORS.

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	195	27212705	99.243
Total	195	27212705	99.243

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	25	207677	0.757
Total	25	207677	0.757

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Total	0	0



Resolution No. 4 – (Special Resolution)**APPROVAL FOR AN AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.**(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	200	27212625	99.242
Total	200	27212625	99.242

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	21	207782	0.758
Total	21	207782	0.758

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Total	0	0

Resolution No. 5 – (Special Resolution)**APPROVAL FOR THE CREATION OF MORTGAGE/ CHARGE ON THE COMPANY'S ASSETS.**(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	194	27212369	99.241
Total	194	27212369	99.241



(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	27	208038	0.759
Total	27	208038	0.759

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Total	0	0

9. The electronic data and other relevant records related to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the Postal Ballot Minutes and thereafter the same will be handed over to the Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,
For Mahesh Gupta & Company
Company Secretaries



Mahesh Kumar Gupta

Proprietor

FCS: 2870 CP: 1999

UDIN : F002870F003462691

Place : Delhi

Date : 23rd December, 2024



Countersigned by:
For RSWM Limited

For RSWM Limited



B.M. Sharma
Joint Managing Director