

RSWM/SECTT/2025  
March 24, 2025

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 20<sup>th</sup> February, 2025 regarding Postal Ballot Notice dated 12<sup>th</sup> February, 2025 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:

- Voting Result of Postal Ballot through e-voting as Annexure-1
- The Scrutinizer Report as Annexure - 2

The Postal Ballot Result are being uploaded on the website of the Company [www.rswm.in](http://www.rswm.in) and on the website of NSDL's- [www.evoting.nsdl.com](http://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](mailto: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](http://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](http://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	22nd March, 2025
Total number of shareholders on record date -14th February, 2025	31,278
Cut-off date for e-voting.	14th February, 2025
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 Thomas Varghese (DIN: 02263496) 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	100.0000	2,62,32,923	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot ( if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>2,62,32,923</b>	<b>2,62,32,923</b>	<b>100.0000</b>	<b>2,62,32,923</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutional	E-Voting	11,04,567	4,73,971	42.9101	4,73,971	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot ( if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>11,04,567</b>	<b>4,73,971</b>	<b>42.9101</b>	<b>4,73,971</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	1,97,64,194	6,06,494	3.0687	5,99,569	6,925	98.8582	1.1418
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot ( if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,97,64,194</b>	<b>6,06,494</b>	<b>3.0687</b>	<b>5,99,569</b>	<b>6,925</b>	<b>98.8582</b>	<b>1.1418</b>
	<b>Grand Total</b>	<b>4,71,01,684</b>	<b>2,73,13,388</b>	<b>57.9881</b>	<b>2,73,06,463</b>	<b>6,925</b>	<b>99.9746</b>	<b>0.0254</b>

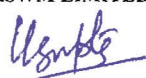


Item No.2		Appointment of Shri Rajeev Gupta (DIN: 02049516) as Director of the Company.						
Resolution require: ( Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of 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= $\frac{2}{1} \times 100$	4	5	6= $\frac{4}{2} \times 100$	7= $\frac{5}{2} \times 100$
Promoters and Promoter Group	E-Voting	2,62,32,923	2,62,32,923	100.0000	2,62,32,923	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot ( if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>2,62,32,923</b>	<b>2,62,32,923</b>	<b>100.0000</b>	<b>2,62,32,923</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutionals	E-Voting	11,04,567	4,73,971	42.9101	4,73,971	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot ( if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>11,04,567</b>	<b>4,73,971</b>	<b>42.9101</b>	<b>4,73,971</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	1,97,64,194	6,06,494	3.0687	5,96,074	10,420	98.2819	1.7181
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot ( if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,97,64,194</b>	<b>6,06,494</b>	<b>3.0687</b>	<b>5,96,074</b>	<b>10,420</b>	<b>98.2819</b>	<b>1.7181</b>
<b>Grand Total</b>		<b>4,71,01,684</b>	<b>2,73,13,388</b>	<b>57.9881</b>	<b>2,73,02,968</b>	<b>10,420</b>	<b>99.9619</b>	<b>0.0381</b>

Item No.3		Appointment of Shri Rajeev Gupta (DIN: 02049516) as Joint Managing 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 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= $\frac{2}{1} \times 100$	4	5	6= $\frac{4}{2} \times 100$	7= $\frac{5}{2} \times 100$
Promoters and Promoter Group	E-Voting	2,62,32,923	2,62,32,923	100.0000	2,62,32,923	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot ( if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>2,62,32,923</b>	<b>2,62,32,923</b>	<b>100.0000</b>	<b>2,62,32,923</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutionals	E-Voting	11,04,567	4,73,971	42.9101	4,73,971	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot ( if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>11,04,567</b>	<b>4,73,971</b>	<b>42.9101</b>	<b>4,73,971</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	1,97,64,194	6,06,494	3.0687	5,92,184	14,310	97.6405	2.3595
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot ( if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,97,64,194</b>	<b>6,06,494</b>	<b>3.0687</b>	<b>5,92,184</b>	<b>14,310</b>	<b>97.6405</b>	<b>2.3595</b>
<b>Grand Total</b>		<b>4,71,01,684</b>	<b>2,73,13,388</b>	<b>57.9881</b>	<b>2,72,99,078</b>	<b>14,310</b>	<b>99.9476</b>	<b>0.0524</b>

\*Figures have been rounded off

Yours faithfully,  
For RSWM LIMITED



SURENDER GUPTA  
VICE PRESIDENT-LEGAL & COMPANY SECRETARY  
FCS-2615  
[rswm.investor@inibhilwara.com](mailto:rswm.investor@inibhilwara.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](mailto: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 & Managing Director  
RSWM LIMITED  
Kharigram, P.O. Gulabpura – 311021,  
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 12<sup>th</sup> February, 2025 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](http://www.rswm.in), on the websites of the stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://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, 14<sup>th</sup> February, 2025 ("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 18/02/2025. Further the Company vide the Postal Ballot Notice dated February 12, 2025, 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 21/02/2025 in all edition of Business Standard (English Newspaper) and on 21/02/2025 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, 14<sup>th</sup> February, 2025 were entitled to vote on the proposed resolution(s) item No. 1 to 3 as set out in the Notice of Postal Ballot dated February 12, 2025.
6. The remote e-voting period commenced on Friday, 21<sup>st</sup> February, 2025 (9:00 hours IST) and ended on Saturday, 22<sup>nd</sup> March, 2025 (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](http://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 THOMAS VARGHESE (DIN: 02263496) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	178	27,306,463	99.9746
Total	178	27,306, 463	99.9746

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	19	6,925	0.0254
Total	19	6,925	0.0254

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

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

**Resolution No. 2 – (Ordinary Resolution)**

**APPOINTMENT OF SHRI RAJEEV GUPTA (DIN: 02049516) AS DIRECTOR OF THE COMPANY.**

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	178	27, 302,968	99.9619
Total	178	27,302,968	99.9619



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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	19	10,420	0.0381
Total	19	10,420	0.0381

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

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

### Resolution No. 3 – (Special Resolution)

#### APPOINTMENT OF SHRI RAJEEV GUPTA (DIN: 02049516) AS JOINT MANAGING DIRECTOR OF THE COMPANY.

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	178	27,299,078	99.9476
Total	178	27,299,078	99.9476

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	19	14,310	0.0524
Total	19	14,310	0.0524



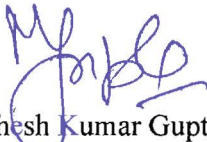
(iii) Votes 'INVALID':

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.

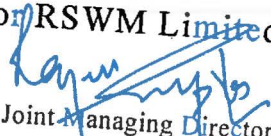
Thanking you,

Yours faithfully,  
For Mahesh Gupta & Company  
Company Secretaries

  
Mahesh Kumar Gupta  
Proprietor  
FCS: 2870 CP: 1999  
UDIN : F002870F004142357  
Place : Noida  
Date : 24<sup>th</sup> March, 2025



Countersigned by:  
For RSWM Limited

For RSWM Limited  
  
Joint Managing Director