

## RSWM LIMITED

CIN: L17115RJ1960PLC008216

**Registered Office:** Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan

Phone: +91-1483-223144 to 223150, 223478, Fax: +91-1483-223361, 223479

**Corporate Office:** Bhilwara Towers, A-12, Sector – 1, Noida – 201 301 (U.P)

Phone: +91-120-4390300 (EPABX), Fax: +91-120-4277841

E-mail: [rswm.investor@lnjbhilwara.com](mailto:rswm.investor@lnjbhilwara.com), Website: <http://www.rswm.in>

### NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (1/2026-27) of the Members of RSWM Limited (“the Company”) will be held on Friday, the 8<sup>th</sup> day of May, 2026 at 2:00 P.M (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following Special Business. The venue of the EGM shall be deemed to be the Registered Office of the Company:

#### SPECIAL BUSINESS

#### 1. ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO PROMOTER/ PROMOTER GROUP CATEGORY ON PREFERENTIAL BASIS

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations” or “SEBI ICDR Regulations”); and any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, National Stock Exchange of India Limited and BSE Limited, stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”); and the Memorandum and Articles of Association of the Company; and subject to the approval(s),

consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, up to maximum of 24,70,000 (Twenty Four Lakhs Seventy Thousand Only) Convertible Warrants (“Warrants”) of Rs. 10/- each fully paid up in cash, entitling the Proposed Allottees/ Warrant Holder to exercise option to convert and get allotted one equity share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the explanatory statement annexed to the notice at a price of Rs. 146/- (Rupees One Hundred and Forty Six Only) (including premium of Rs. 136/- each) (**hereinafter referred to as the “Warrant Issue Price”**), determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, 2018, or such other higher prices if any to be determined in consultation with the stock exchanges and in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the person belonging to Promoter Group (hereinafter referred to as the “Proposed Allottees”) as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder, to the “Proposed Allottees” as detailed herein below:

S. No.	Name of Proposed Allottees	Maximum Number of convertible warrants - proposed to be allotted
	<b>Promoters Group</b>	
1	M/s LNJ Textiles Advisory LLP	24,70,000
	<b>Total</b>	<b>24,70,000</b>

**RESOLVED FURTHER THAT** the offer, issue and allotment of the aforesaid warrants to the proposed allottees and the equity shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules, and regulations and on the terms and conditions given herein below:

- a) The “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above-mentioned Preferential Issue of Warrants is **Wednesday, 8<sup>th</sup> April, 2026**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e. **Friday, 8<sup>th</sup> May, 2026**.
- b) Amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into Equity Shares would be 75% of the total consideration.
- c) The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- d) The equity shares allotted on conversion of the warrants shall rank pari-passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- e) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- f) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants and upon exercise of the option by Proposed Allottees, the company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Proposed Allottees.
- g) In case the warrant holder does not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.

- h) The said warrants by itself, until exercise of conversion option into equity shares allotted, does not give to the warrant holder any rights with respect to that of the shareholders of the company.
- i) The warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- j) The issue of the warrants as well as equity shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof from time to time.
- k) Upon exercise of the option by the allottee to convert the warrants into the equity shares within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.
- l) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated, or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under SEBI ICDR Regulations.
- m) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules, and regulation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules, and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to make an offer to the Proposed Allotees whose names has been recorded in Form PAS-5 through Private Placement Offer Letter in Form No. PAS-4 or any other form/ document as prescribed under the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Warrants/Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Warrants/Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects

By Order of the Board  
For **RSWM LIMITED**

Sd/-

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

Place: Noida (U.P.)

Date: 9<sup>th</sup> April, 2026

**Corporate Office:**

Bhilwara Towers, A-12, Sector – 1,  
Noida – 201 301 (U.P)

**NOTES**

1. Pursuant to General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs (“MCA”) read together with previous circulars issued by MCA in this regard (hereinafter referred as “MCA Circulars”) and any other applicable laws and regulations and applicable circulars issued by the Securities and Exchange

Board of India (“SEBI”) the Extra-Ordinary General Meeting (“EGM”) of the Members of the Company is being convened and conducted through VC/ OAVM, without the physical presence of the Members at a common venue.

2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out of material facts relating to Special Business under item No. 1 to be transacted at the meeting forms part of this Notice.
3. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company situated at Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan, India. Since, the EGM is being held through VC/OAVM, the route map of the venue is not annexed hereto.
4. Pursuant to the MCA Circulars issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there-at and cast their votes through e voting.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.

7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC/ OAVM. Institutional Investors, who are Members of the Company and Corporate Members intending to appoint an authorized representative to attend the EGM through VC/ OAVM and to vote through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorisation/ Power of Attorney to the Scrutinizer of the EGM by e-mail at Scrutinizer by e-mail to [mkg1999@gmail.com](mailto:mkg1999@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
8. The Members attending the EGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
9. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA of the Company/ Depositories. The Notice calling the EGM has also been uploaded on the website of the Company at [www.rswm.in](http://www.rswm.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- The Company will also publish an advertisement in the newspaper containing details of the EGM and other relevant information for Members viz. manner of registered e-mail id, Cut-off date for e-voting etc.
10. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular (s) issued from time to time. The recorded transcript of the EGM shall also be made available on the website of the Company [www.rswm.in](http://www.rswm.in), as soon as possible after the Meeting is over.
11. In case of joint holders, the member whose name appears as the first holder in the order of their names will be entitled to cast vote at the EGM.
12. The relevant documents referred to in the EGM Notice shall be available for inspection on the website of the Company till the conclusion of the EGM.
13. Non-Resident Indian members are requested to inform RTA/ respective DPs immediately about:
- the change in the residential status on return to India for permanent settlement; and
  - the particulars of the bank account(s) maintained in India with complete name, branch, and account type, account number and address of the bank, if not furnished earlier
14. (a) 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:
- 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 License, 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, 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Phone No. 011-41406149-52, Email Id: [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).
  - Members holding shares in demat form can update their e-mail address with their Depository Participant(s).
- (b) With a view to facilitate ease of investing for investors SEBI vide Circular No. HO/38/13/11(2)2026-MIRSDPOD/I/3750/2026 dated January 30, 2026, decided to open another special window for transfer and dematerialisation ("demat") of physical securities that were sold or purchased prior to April 01, 2019, which will remain open for a period of one year from February 05, 2026 to February 04, 2027. The special window is also available for transfer requests that were submitted earlier but were rejected, returned, or not processed due to deficiencies in documents, procedural requirements, or otherwise. Such requests may be re-lodged after rectifying the deficiencies for registration of transfer with the Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited, at 179-180, DSIDC Shed, 3<sup>rd</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020, Phone: 011-41406149-51, E-mail: [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).
- Further, securities transferred under this special window shall be mandatorily credited in dematerialised form to the transferee's demat account and shall be subject to a lock-in period of one year from the date of registration of transfer. During the lock-in period, such securities shall not be transferred, lien-marked, or pledged.

15. The facility of Nomination in terms of Section 72 of the Act is available for members in respect of their shareholding in the Company. Members who have yet not registered their Nominations are requested to register the same by submitting Form No. SH-13. If any member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who are either not desiring to register for nomination or wish to opt-out may submit Form No. ISR-3. The above mentioned forms are available on the website of the Company/RTA and can be downloaded from there. Members desiring to avail this facility may send their nomination in the prescribed form duly filled in to MCS Share Transfer Agent Limited, 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase - I, New Delhi – 110020, Phone: 011-41406149-51, E-mail: [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com). Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.

16. In accordance with the provisions of Regulation 40 of the Listing Regulations, effective from April 1, 2019 and SEBI notification dated January 24, 2022, transfers of securities of the Company, transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions. Members can contact the Company or Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited, for assistance in this regard.

Members may please note that SEBI vide its Circular dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled in and signed Form ISR – 4, to MCS Share Transfer Agent Limited, 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase- I, New Delhi – 110020, Phone: 011-41406149-51, E-mail: [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).

17. The attention of the members is further drawn that in accordance with the SEBI Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023) the SEBI has established common

dispute resolution portal for resolution of any dispute on delay and default in processing investors request after exhausting the option to resolve the same through SCORES platform and same can be accessed on the website of the Company [www.rswm.in](http://www.rswm.in) at web link <https://rswm.in/investors-relations/other-disclosure/online-dispute-resolution/>.

18. Members are requested to note that in accordance with Sections 124 and 125 of Companies Act, 2013 and rules made thereunder, dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Companies unpaid dividend account are required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the dividend remaining unclaimed or unpaid upto the financial year ended 31st March, 2018 have been transferred to IEPF. The detail of unclaimed dividend transferred to IEPF is available on the website of the Company [www.rswm.in](http://www.rswm.in).

The Members whose unclaimed dividend/shares have been transferred to IEPF may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

#### 19. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

**The remote e-voting period begins on Tuesday, the 5<sup>th</sup> May, 2026 at 9:00 A.M. and ends on Thursday, the 7<sup>th</sup> May, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut- off date) i.e. Friday, the 1<sup>st</sup> May, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, the 1<sup>st</sup> May, 2026.**

#### **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 and joining virtual meeting 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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 or joining virtual meeting & voting during the meeting.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting 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?**

- 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, 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:

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

- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - 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](http://www.evoting.nsdl.com).
    - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  - After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- 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 and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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.
2. 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](mailto:rswm.investor@lnjbhilwara.com) or [helpdeskdelhi@mcsregistrars.com](mailto: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.
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

## 20. General Guidelines for shareholders:

1. 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](mailto:mkg1999@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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.
  2. 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](http://www.evoting.nsdl.com) to reset the password.
  3. 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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mahatre, Asst. Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).
4. 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.

## THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

## 21. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/ OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/

## 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:

1. 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](mailto:rswm.investor@lnjbhilwara.com) or [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).

OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Further, Members will be required to use internet with good speed to avoid any disturbance during the meeting. Members are encouraged to join the Meeting through Laptops for better experience.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Facility of joining the AGM through VC/OAVM shall remain open 15 minutes before and after the schedule time of commencement of the meeting.

## 22. Procedure for raising questions/seek clarifications:

- a. Members, who would like to express their views/ have questions may send their questions in advance from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address [rswm.investor@lnjbhilwara.com](mailto:rswm.investor@lnjbhilwara.com) at least 7 days in advance before the start of the meeting i.e. Friday, the 8<sup>th</sup> May, 2026 by 02:00 p.m. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably. The Company reserves the right to restrict the number of questions depending on the availability of time as appropriate for smooth conduct of the EGM.
- b. Members, who would like to express their views/ ask questions during the EGM, may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address [rswm.investor@lnjbhilwara.com](mailto:rswm.investor@lnjbhilwara.com) at least 7 days in advance before the start of the EGM i.e. by Friday, the 8<sup>th</sup> May, 2026 by 02:00 p.m. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the EGM, depending upon the availability of time.

- c. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the EGM shall be the same person mentioned for remote e-voting.

## 23. Announcement of voting result of AGM

- i. Shri Mahesh Kumar Gupta, Practicing Company Secretary (Membership No. FCS 2870 and C P No.1999) of M/s Mahesh Gupta & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting during the EGM in a fair and transparent manner.
- ii. The Scrutinizer shall immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than two working days of the conclusion of the EGM a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by him , who shall countersign the same and declare the result of the voting forthwith. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 8<sup>th</sup> May, 2026.
- iii. The results shall be declared along with the Scrutinizer's Report and shall be placed on the Company's website [www.rswm.in](http://www.rswm.in) and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the results is declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

By Order of the Board  
For **RSWM LIMITED**

Sd/-  
**SURENDER GUPTA**  
Sr. Vice President - Legal &  
Company Secretary  
M. No. FCS-2615

Place: Noida (U.P.)  
Date: 9<sup>th</sup> April, 2026

**Corporate Office:**  
Bhilwara Towers, A-12, Sector – 1,  
Noida – 201 301 (U.P)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS OF SPECIAL BUSINESSES AS SET OUT IN ITEM NO. 1**

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of members of the company by way of special resolution is required to issue of warrants convertible in to equity shares (“**Warrants**”) to the proposed allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

**The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder, are set forth below:**

1. The allotment of the convertible warrants is subject to the Proposed Allottee(s) not having sold any equity shares of the company during the 90 trading days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.
2. The Relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

**(i) Particulars of the Preferential Issue including date of passing of Board Resolution**

The Board of Directors in its meeting held on 9<sup>th</sup> April, 2026, had approved the issue of convertible warrants and accordingly proposes to issue and allot in aggregate up-to maximum of 24,70,000 (Twenty- Four Lakhs Seventy Thousand Only) convertible warrants at a price of Rs. 146/- (Rupees One Hundred and Forty-Six Only) each, to the entity belonging to Promoter Group, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws.

**(ii) Objects of the Preferential Issue and aggregate amount proposed to be raised**

Sr. No.	Particulars	Tentative Amount (Rs. In Crores)	Tentative Time Period under which the amount shall be utilized.
1	To infuse funds in wholly owned subsidiary company M/s LNJ Greenpet Private Limited towards financial assistance by way of equity/debt for implementation of ongoing Bottle to Bottle Project	27.06	Up to 18 months
2	General Corporate Purpose	9.00	As and when decided by the Company from time to time.

Note: In case issue proceeds are not fully utilized, the same shall be kept under interest bearing instruments if applicable.

**(iii) Maximum number of specified securities to be issued:**

The resolutions set out in this notice authorize the Board to issue up to 24,70,000 number of convertible warrants at a price of Rs. 146/- per warrant convertible in to equivalent number of equity shares including premium of Rs. 136/- as per the table specified below:

S. No.	Name of Proposed Allottees	Maximum Number of convertible warrants proposed to be allotted
<b>A</b>	<b>Promoters Group</b>	
1	M/s LNJ Textiles Advisory LLP	24,70,000

**(iv) Relevant Date**

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Warrants is **Wednesday, 8<sup>th</sup> April, 2026**, being the date 30 days prior to the date on which the resolution is deemed to be passed.

**(v) Basis on which the price has been arrived**

The equity shares of the company are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). In terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, the shares of the Company are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is needed to be determined by taking into account following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date.

**"Stock Exchange"** for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 Trading Days prior to the relevant date.

**"Frequently traded shares"** means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the issuer company is not identical throughout such period, the weighted average number of total

shares of such class of the issuer company shall represent the total number of shares.

Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and are most frequently traded at NSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at NSE, at which highest trading volume in respect of equity shares of the company has been recorded during the 90 trading days preceding the relevant date. Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 146/- per warrant including premium of Rs. 136/- per warrant.

A Certificate regarding arriving at Minimum Price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended has been taken from Mr. Pawan Kumar Mishra, Practicing Company Secretary (FCS 4305 | CP No. -16222), Proprietor – P. K. Mishra & Associates, Company Secretaries, confirming the minimum issue price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 and is made available and published on the websites of the company at <https://rswm.in/wp-content/uploads/2026/04/Certificate-for-arriving-at-Minimum-Price.pdf>.

- The allotment of warrants are subject to the Investor(s) not having sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- The Company, its Promoters and Directors are not declared as willful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

**(vi) Amount which the Company intends to raise by way of such convertible warrants.**

Up to a maximum of Rs. 36,06,20,000/- (Rupees Thirty Six Crore Six Lakhs and Twenty Thousand Only).

**(vii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment**

The following person(s) belonging to Promoter Group have shown its intention to subscribe to the proposed issue:

Sr. No.	Name of Proposed Allottees	Category	Maximum Number of Convertible warrants proposed to be allotted
1	M/s LNJ Textiles Advisory LLP	Promoter Group	24,70,000
<b>Total</b>			<b>2,470,000</b>

Except as above, None of the person/entities belonging to Promoter/Promoter Group, Directors and Key Managerial Personnel have shown their intention to subscribe to the preferential allotment.

**(viii) Time frame within which the Preferential Allotment shall be completed**

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, in case of warrants, the allotment of warrants shall be made by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Further, upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

**(ix) Principal terms of assets charged as securities**

Not applicable.

**(x) Shareholding pattern of the Company before and after the Preferential Allotment of convertible warrants.**

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of Share Holding	No. of Shares held	% of share holding post preferential allotment/fully diluted capital
<b>A</b>	<b>Promoters' holding :</b>				
1.	Indian				
	Individuals/ HUF	14,17,066	3.01	14,17,066	2.86
	<b>TOTAL</b>	<b>14,17,066</b>	<b>3.01</b>	<b>14,17,066</b>	<b>2.86</b>
	Bodies Corporate	1,49,46,317	31.73	1,74,16,317	35.13
	Trust				
2.	Foreign Promoters	98,69,540	20.95	98,69,540	19.91
	<b>Sub Total (A)</b>	<b>2,62,32,923</b>	<b>55.69</b>	<b>2,87,02,923</b>	<b>57.90</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
1.	Institutional Investors				
	Mutual Funds	2,075	0.00	2,075	0.00
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investors	5,64,277	1.20	5,64,277	1.14
	Financial Institutions/Banks	31,701	0.07	31,701	0.06
	Insurance Companies	-	-	-	-
	Provident Funds/Pension Funds	-	-	-	-
	Any Other ( )	-	-	-	-
	Trust	-	-	-	-

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of Share Holding	No. of Shares held	% of share holding post preferential allotment/fully diluted capital
2.	Central Government/State Government(s)/ President of India	95,865	0.20	95,865	0.19
3.	Non-Institution Investors	-	-	-	-
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	93,96,171	19.95	93,96,171	18.96
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	66,96,897	14.22	66,96,897	13.52
	NBFCs Registered with RBI	16,93,00	0.36	16,93,00	0.34
	Employee Trusts	-	-	-	-
	Any Other				
	(i) Suspense Escrow Demat Account	1,200	0.00	1,200	0.00
	(ii) Director & their Relative	1	0.00	1	0.00
	(iii) Investor Education and Protection Fund	1,64,089	0.35	1,64,089	0.33
	(iv) Foreign Companies	4,18,500	0.89	4,18,500	0.84
	Non Resident Indians	3,47,654	0.74	3,47,654	0.70
	HUF	12,46,367	2.65	12,46,367	2.51
	Bodies Corporate	10,93,866	2.32	10,93,866	2.22
	Clearing Member	6,15,915	1.31	6,15,915	1.24
	Trust	24,883	0.05	24,883	0.05
	<b>Sub Total (B)</b>	<b>2,08,68,761</b>	<b>44.31</b>	<b>2,08,68,761</b>	<b>42.10</b>
	<b>TOTAL (A+B)</b>	<b>4,71,01,684</b>	<b>100.00</b>	<b>4,95,71,684</b>	<b>100.00</b>
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	-	-	-	-
	<b>Sub Total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>GRAND TOTAL (A+B+C)</b>	<b>4,71,01,684</b>	<b>100.00</b>	<b>4,95,71,684</b>	<b>100.00</b>

**Notes:**

- The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full conversion of warrants to be allotted under the present issue
- The pre-preferential shareholding pattern is prepared on the basis of 31<sup>st</sup> March, 2026.

**(xi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any**

The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.

S. No.	Name of the Proposed Allottee	PAN Number	Natural persons who are the ultimate beneficial owners <sup>1</sup>	Pre Issue Shareholding <sup>2</sup>		No of Equity Shares allotted post exercise of Warrants	Post Preferential issue Shareholding <sup>3</sup>	
				No. of equity shares	% age		No. of equity shares	% age <sup>4</sup>
A	<b>Promoter Group</b>							
1	M/s LNJ Textiles Advisory LLP	AAGFL8059E	Mr. Ravi Jhunjunwala	Nil	NA	24,70,000	24,70,000	4.98

1. The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.
2. Pre issue shareholding is as on 31<sup>st</sup> March, 2026.
3. Post Preferential Shareholding calculated assuming full conversion of warrants to be issued under the said issue.
4. There shall not be any change in control consequent to the present preferential issue of convertible warrants.

**(xii) Lock-in Period**

The equity shares to be issued and allotted pursuant to conversion of warrants to be allotted on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

**(xiii) The Percentage of post preferential issue capital that may be held by the allottee (s) and Change in control if any, in the issuer consequent to the preferential issue.**

As a result of the proposed preferential issue of warrants, there will be no change in the control or management of the company. However, voting rights will change in tandem with the shareholding pattern.

**The details of percentage of the proposed allottee(s) on the basis of fully diluted capital of the company are as under:**

Sr. No.	Name of Proposed Allottee(s)	Percentage of shareholding on the basis of fully diluted capital
1	M/s LNJ Textiles Advisory LLP	4.98

**(xiv) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

This is not applicable in the present case since the company, being a listed company, the pricing is in terms of the SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

**(xv) The Current and proposed Status of the allottee (s) post the preferential issues are as under:**

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of allottees
1	M/s LNJ Textiles Advisory LLP	Promoter Group	Promoter Group

**(xvi) Undertakings**

- a) None of the Company, its Promoters and Directors are declared as willful defaulter and fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- b) The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI (ICDR) Regulations.
- c) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(2) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- d) The company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares and Warrants shall continue to be locked -in till the time such amount is paid by the proposed allottees.
- e) The equity Shares held by the proposed allottees if any in the company are in dematerialized form only.
- f) The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.

- g) Due to above preferential allotment of the warrants, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
- h) The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- i) **Report of Independent Registered Valuer:** As the said preferential issue is not being made for consideration other than cash, hence valuation report from Independent Valuer is not required for the said preferential issue.

**(xvii) Practicing Company Secretary's Certificate**

The Certificate from Mr. Pawan Kumar Mishra, Practicing Company Secretary (FCS 4305 | CP No. -16222), Proprietor – P. K. Mishra & Associates,, Company Secretaries, certifying that the preferential allotment is being made in accordance with the requirements of SEBI ICDR Regulations, 2018, has been obtained and the same shall be available for inspection at our website at <https://rswm.in/wp-content/uploads/2026/04/PCS-CERTIFICATE-under-Regulation-1632-of-SEBI-ICDR-Regulations.pdf>.

**(xviii) Approval under the Companies Act:**

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/ specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the members in general meeting decide otherwise by passing a Special Resolution.

Therefore, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the company to the promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the warrants to entity belonging to the Promoter Group, is being sought by way of a "Special Resolution" as set out in the said Item No. 1 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

Except Mr. Ravi Jhunjhunwala, being the ultimate beneficial owner of the proposed allottee, none of the Directors or Key Managerial Personnel (KMPs) of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution.

By Order of the Board  
For **RSWM LIMITED**

Sd/-  
**SURENDER GUPTA**  
Sr. Vice President - Legal &  
Company Secretary  
M. No. FCS - 2615

Place: Noida (U.P.)  
Date: 9<sup>th</sup> April, 2026

**Corporate Office:**  
Bhilwara Towers, A-12, Sector – 1,  
Noida – 201 301 (U.P)