RSWM Limited
an LNJ Bhilwara Group Company

PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

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, Website: https://www.rswm.in

NOTICE

Notice is hereby given that the Sixty Fifth Annual General Meeting of the Members of the Company will be held on Wednesday, the 26th day of August, 2026 at 2:00 P.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), without physical presence of the members at the AGM venue to transact businesses as set out in this Notice. The venue of the meeting shall be deemed to be Registered Office of the Company at Kharigram, P.O. Gulabpura–311 021, Distt. Bhilwara, Rajasthan.

The following Ordinary and Special businesses will be transacted at the AGM:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2026 and the Report of Directors and Auditors thereon.**

   To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year 31st March, 2026 and the report of the Board of Directors and Auditors thereon be and are hereby approved and adopted."

2. **To appoint a Director in place of Shri Ravi Jhunjhunwala (DIN: 00060972), who retires by rotation and being eligible, offers himself for re-appointment.**

   To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof and for the time being in force) and subject to the provisions of all other laws as may be applicable, Shri Ravi Jhunjhunwala (DIN: 00060972), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

3. **To appoint a Director in place of Shri Arun Kumar Churiwal (DIN: 00001718), who retires by rotation and being eligible, offers himself for re-appointment.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof and for the time being in force) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and also subject to the provisions of all other laws as may be applicable and subject to such approvals, as may be necessary, Shri Arun Kumar Churiwal (DIN: 00001718), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. **Approval for formulation, adoption and implementation of RSWM Limited Employee Stock Option Plan 2026 and grant of employee stock options to the eligible employees of the company under this plan.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder **("the Act")**, Regulation 6 and other applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), the applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder **("FEMA")** and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association and in accordance with the provisions of any other applicable laws or regulations and such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority(ies) while granting such approval(s), permission(s) and sanction(s), the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the "**Board**", which term shall include Nomination and Remuneration Committee] **("Committee")** of the Board to adopt the **RSWM Limited Employee Stock Option Plan 2026 (ESOP 2026/ the Plan/ the Scheme)** the salient features of which are detailed in the explanatory statement to this Notice, and to create, issue, offer and grant, from time to time up to 9,70,000 *(Nine Lakhs Seventy Thousand)* employee stock options (**"Options")** exercisable into equivalent number of equity shares of the Company having face value of ₹ 10/- each (**"Equity Share(s)"**) under the ESOP 2026 for the benefit of such person(s), who are eligible employees (*present or future*) of the Company, whether working in India or outside India, as may be decided by the Board or Committee in accordance with the provisions of the ESOP 2026 and in compliance of SBEB Regulations and applicable laws and regulations in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, offer, issue and allot Equity Shares upon exercise of options from time to time in accordance with the ESOP 2026 and such equity shares shall rank *pari passu* in all respects with existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Equity Shares allotted under the Scheme on the Stock Exchanges as per the provisions of the SEBI Listing Regulations and other applicable laws & regulations and to take necessary steps for compliance with the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, stock splits, merger, sale of division, change in capital structure or such other event, the Board or the Committee be and is hereby authorized to do all such acts, deeds and things as may be necessary and which are within the provisions of the applicable laws & regulations, so as to ensure that fair and equitable benefits under **ESOP 2026** are passed on to the Eligible Employees of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to approve the grant letter and other related documents, to grant options to the employees of the Company (including deciding the number of options to be granted), to allot Equity Shares upon exercise of Options by the eligible employees/option grantee of the Company, to make any modifications/ changes/ variations/ alterations/ revisions in the Plan or suspend/ withdraw/ revive the Plan from time to time or to do all such acts, deeds from time to time as may be necessary under the said Scheme subject to compliance of applicable laws and regulations, unless such change is detrimental to the interest of the employees of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any Director be and is hereby authorised to do all such deeds, matters and things and execute all such deeds, documents and writings as it may in its absolute discretion deem necessary and incur expenses in relation thereto."

5. **Approval of RSWM Limited Employee Stock Option Plan 2026 and grant of stock options to the eligible employees of the company's subsidiaries under this plan.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder **("the Act"**), Regulation 6 and other applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), the applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder ("**FEMA**") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association and in accordance with the provisions of any other applicable laws or regulations and such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority(ies) while granting such approval(s), permission(s) and sanction(s), the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the "**Board**", which term shall include Nomination and Remuneration Committee]

("Committee") of the Board to adopt the **RSWM Limited Employee Stock Option Plan 2026 (ESOP 2026/ the Plan/ the Scheme)** the salient features of which are detailed in the explanatory statement to this Notice, and to create, issue, offer and grant, from time to time up to such numbers as deem fit out of 9,70,000 *(Nine Lakhs Seventy Thousand)* employee stock options ("**Options**") exercisable into equivalent number of equity shares of the Company having face value of ₹ 10/- each **("Equity Share(s)")** under the ESOP 2026 for the benefit of such person(s), who are eligible employees (present or future) of the Subsidiary Companies of the Company, whether working in India or outside of India, as may be decided by the Board or Committee in accordance with the provisions of the ESOP 2026 and in compliance of SBEB Regulations and applicable laws and regulations in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, offer, issue and allot Equity Shares upon exercise of options from time to time in accordance with the ESOP 2026 and such equity shares shall rank *pari passu* in all respects with existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Equity Shares allotted under the Scheme on the Stock Exchanges as per the provisions of the SEBI Listing Regulations and other applicable laws & regulations and to take necessary steps for compliance with the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, stock splits, merger, sale of division, change in capital structure or such other event, the Board or the Committee be and is hereby authorized to do all such acts, deeds and things as may be necessary and which are within the provisions of the applicable laws & regulations, so as to ensure that fair and equitable benefits under **ESOP 2026** are passed on to the Eligible Employees of the Subsidiary Companies of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to approve the grant letter and other related documents, to grant options to the employees of the Subsidiary Companies (including deciding the number of options to be granted), to allot Equity Shares upon exercise of Options by the eligible employees/option grantee of the Subsidiary Companies, to make any modifications/ changes/ variations/ alterations/ revisions in the Plan or suspend/ withdraw/ revive the Plan from time to time or to do all such acts deeds from time to time as may be necessary under the said Scheme subject to compliance of applicable laws and regulations, unless such change is detrimental to the interest of the employees of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any Director be and is hereby authorised to do all such deeds, matters and things and execute all such deeds documents and writings as it may in its absolute discretion deem necessary and incur expenses in relation thereto."

6. To Ratify the remuneration payable to M/s. N. D. Birla & Co., Cost Accountants (Firm Registration No. 000028) as Cost Auditors of the Company for the financial year ending 31st March, 2027.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof and for the time being in force) and subject to the provisions of all other laws as may be applicable, M/s. N. D. Birla & Co., Cost Accountants (Firm Registration No.000028) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027, be paid the remuneration of ₹ 7,00,000 (Rupees Seven Lakh only) plus applicable taxes and out of pocket expenses that may be incurred by them during the course of audit.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

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

Surender Gupta
Chief Compliance Officer &
Company Secretary
M. No. FCS - 2615

Place: Noida (U.P.)
Date: 24th July, 2026

NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 **("Act"),** setting out of material facts relating to Special Businesses under item Nos.4 to 6 to be transacted at the 65th Annual General Meeting **("AGM")** is annexed.

   Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard-2 in respect of the Directors retiring by rotation, seeking appointment/ re-appointment at the 65th Annual General Meeting are annexed hereto as Annexure-I.

GENERAL INSTRUCTIONS FOR PARTICIPATION AT 65TH AGM AND E-VOTING:

2. Pursuant to General Circular No. 03/2025 dated 22nd 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") companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311021, Distt. Bhilwara, Rajasthan.

3. 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 AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting.

4. The Members can join the AGM 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 AGM 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.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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 AGM. 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 AGM will be provided by NSDL.

7. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at 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 and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. AGM 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 65th AGM shall also be made available on the website of the Company www.rswm.in, as soon as possible after the Meeting is over.

9. In accordance with the Circulars referred to in Note No.2, the Notice of 65th AGM and the Annual Report for the financial year 2025-26 are being sent by electronic mode to those Members whose email addresses are registered with the Company/National Securities Depository Limited ("NSDL")/ Central Depository Securities Limited ("CDSL") (collectively referred as "depositories"). The Company will send the physical copy of the Annual Report 2025-26 to those Members who request the same at rswm.investor@lnjbhilwara.com mentioning their Folio No./ DP ID and Client ID.

The Company will also publish an advertisement in the newspaper containing details of the AGM and other relevant information for Members viz. manner of registered e-mail id, Cut-off date for e-voting etc.

10. Non-Resident Indian members are requested to inform RTA/ respective DPs immediately about:

a. the change in the residential status on return to India for permanent settlement; and

b. 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.

11. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, the 20th August, 2026 to Wednesday, the 26th August, 2026 (both days inclusive).

12. In regard to the mandatory furnishing of PAN, KYC and nomination details, the SEBI issued various circulars and master circulars prescribing common & simplified norms for processing service requests from the shareholders/investors. The Company has from time to time sent communication to concerned shareholders requesting them to update their PAN, KYC, nomination, bank details and contact details so as to render prompt service to them. The Company has sent latest communication by registered post to the concerned shareholders on 17th June, 2026 asking them to update their details. The said communication is available along with SEBI circulars on website of the company www.rswm.in.

Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN, KYC, Nomination and contact details to the Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited, 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase I, New Delhi – 110 020 and/or send the documents at admin@mcsregistrars.com or helpdeskreply@mcsregistrars.com. Members are requested to mention their folio number/client ID in all communications with the Company.

13. To support the 'Green Initiative' and also service of documents including Notice of AGM and Annual Report and other communications from the Company, members, who have not yet registered their email addresses, are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar and Share Transfer Agent in case the shares are held by them in physical form through Form ISR-1 which is available on the website of the company.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. in the prescribed Form ISR-1.

a. For shares held in electronic form: to their Depository Participants (DPs)

b. For shares held in physical form: to the Company/ Registrar and Share Transfer Agent.

14. 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: admin@mcsregistrars.com. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.

15. 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 further note that in terms of SEBI press release No 12/2019 dated 27th March, 2019, the physical transfer of shares is not permitted with effect from 1st April, 2019 and also w.e.f 1st April, 2021 re-lodgement of physical shares for transfer, which were returned prior to 01.04.2019 due to deficiency in the documents were not permitted in terms of SEBI Circular No. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated 2nd December, 2020.

However, with a view to facilitate ease of investing for investors SEBI Vide Circular No. SEBI/HO/MIRSD/ MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 opened special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/ returned/ not attended to due to deficiency in the documents/ process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026.

In order to further facilitate the investors to get rightful access to their securities 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 relodged 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, 3rd Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020, Phone: 011-41406149-51, E-mail: 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.

Further, the SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/ P/CIR/2022/8 dated 25th January, 2022 stipulated that the processing of service request in relation to Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/Exchange of securities certificate, Endorsement, Sub division/Splitting of securities, Certificate, Consolidation of securities certificates/folios, Transmission and Transposition would henceforth be carried out in dematerialized from only.

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 at web link https://rswm.in/wp-content/uploads/2023/02/Availability-of-Dispute-Resolution-Mechanism-at-the-Stock-Exchange.pdf

16. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

17. 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.

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

18. Members may further note that in accordance with Section 124 and 125 of the Companies Act, 2013 and rules made thereunder, all equity shares on which dividend remain unclaimed for seven consecutive years will be transferred to IEPF as per Section 124 of the Act and the applicable rules. The details of the shares on which dividend remain unclaimed for seven consecutive years and which were transferred to IEPF and the details of shares which will be transferred to IEPF are available on the website of the Company www.rswm.in. The individual notices had also been sent to the concerned shareholders by registered post.

19. Dispatch of Integrated Annual Report

a) In accordance with the Circulars referred to in Note No.2 above, the Company is sending the Integrated Annual Report along with AGM Notice through electronic mode to those members whose email addresses are registered with the Company or Depository Participant(s). Further the Company in compliance with SEBI (Listing Obligations and Disclosure Requirements), 2015 is sending a letter providing the web link of Integrated Annual Report and Notice of AGM by Registered /Speed post to those shareholders whose email address is not registered with the Company. The Notice calling the 65th AGM of the Company and Integrated Annual Report for the year 2025-26 has been uploaded on the website of the Company at www.rswm.in. The said Notice and Integrated Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and are also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

b) Members are requested to provide their email addresses and bank account details to Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited of the Company or Depository Participants (DP). The process of registering the same is mentioned below:

In case Physical shareholding	Send a duly signed request letter in **Form ISR-1** along with supporting documents to the RTA of the Company i.e. **MCS Share Transfer Agent Limited** (**Unit: RSWM Limited)**, 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 or scanned copy on email at **helpdeskdelhi@mcsregistrars.com** and provide the following details/documents for registering email address: **a)** Folio No., **b)** Name of shareholder, **c)** Email ID, **d)** Copy of PAN card (self-attested), **e)** Copy of Aadhaar (self-attested) **f)** Copy of share certificate (front and back) **g)** Contact Number. Following additional details/documents need to be provided in case of updating Bank Account details: **a)** Name and Branch of the Bank in which you wish to receive the dividend, **b)** the Bank Account type, **c**) Bank Account Number, **d)** MICR Code Number, **e)** IFSC Code, and **f)** Copy of the cancelled cheque bearing the name of the first shareholder.
In case Demat shareholding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

20. Procedure for inspection of documents :-

- The relevant documents referred to in the AGM Notice shall be available for inspection on the website of the Company till the conclusion of the AGM.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available electronically for inspection by the members during the AGM upon login at NSDL e-voting system.

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

The remote e-voting period begins on 22nd August, 2026 at 9:00 A.M. and ends on 25th August, 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. 19th August, 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 19th August, 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:

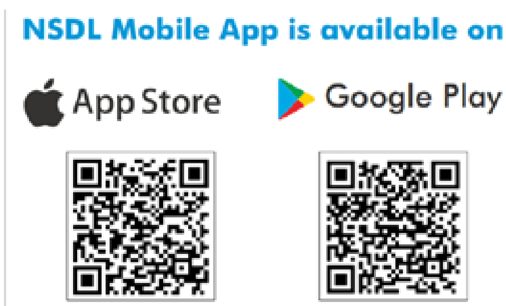
Step 1: Access to NSDL e-Voting system

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`
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 **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.

Type of shareholders	Login Method`
	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method`
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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 evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. 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?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. 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.

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 with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 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 or call on.: 022 - 4886 7000 or send a request to Pallavi Mahatre, Asst. Vice President at evoting@nsdl.com.

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

a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rswm.investor@lnjbhilwara.com.

b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rswm.investor@lnjbhilwara.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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.

c. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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/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. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Facility of joining the AGM through VC/OAVM shall remain open 15 minutes before and after the schedule time of commencement of the meeting

23. Procedure for raising questions/seek clarifications with respect to Annual Report

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 at least 7 days in advance before the start of the meeting i.e. Wednesday, the 26th August, 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 AGM.

b. Members, who would like to express their views/ ask questions during the 65th AGM, 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 at least 7 days in advance before the start of the 65th AGM i.e. by 26th August, 2026 by 02:00 p.m. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 65th AGM, 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 AGM.

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 AGM shall be the same person mentioned for remote e-voting.

24. 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 AGM in a fair and transparent manner.

ii. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, 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 Annual General Meeting 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. 26th August, 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** 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**

Surender Gupta
Chief Compliance Officer &
Company Secretary
M. No. FCS - 2615

Place: Noida (U.P.)
Date: 24th July, 2026

EXPLANATORY STATEMENT PURSUANT TO REGULATION 17 (1A) OF SECURITIES EXCHNAGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM No. 3

The Members of the Company had, by way of a Special Resolution passed through Postal Ballot on December 21, 2024, approved the continuation of directorship of Shri Arun Kumar Churiwal (DIN: 00001718) upon his completing the age of 75 (Seventy-Five) years on May 15, 2025, in compliance with Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Pursuant to the said approval, Shri Arun Kumar Churiwal has continued as a Non-Executive Director of the Company after attaining the age of 75 years.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act"), Shri Arun Kumar Churiwal retires by rotation at the ensuing 65th Annual General Meeting and, being eligible, has offered himself for re-appointment. Under the provisions of the Act, the re-appointment of a Director retiring by rotation is an item of ordinary business and ordinarily requires the approval of the Members by way of an Ordinary Resolution.

However, Regulation 17(1A) of the SEBI Listing Regulations provides that no listed entity shall appoint or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy-Five) years unless a Special Resolution is passed by the Members, along with the disclosure of justification in the explanatory statement annexed to the Notice convening the general meeting.

Since Shri Arun Kumar Churiwal, who is presently 76 years of age, retires by rotation at this Annual General Meeting and is proposed to be re-appointed as a Director of the Company, approval of the Members is being sought by way of a Special Resolution for his re-appointment and continuation as a Non-Executive Director in compliance with Regulation 17(1A) of the SEBI Listing Regulations.

The Nomination and Remuneration Committee and the Board of Directors have reviewed the qualifications, expertise, experience and continued valuable contributions of Shri Arun Kumar Churiwal and have recommended his re-appointment and continuation as a Director. Shri Arun Kumar Churiwal possesses over five decades of rich experience in the textile industry and has been providing invaluable guidance to the Board on strategic, technical, commercial and business matters. His vast knowledge, leadership and deep understanding of the Company's business have significantly contributed to the Company's growth, governance and long-term strategy. The Board is of the considered opinion that his continued association as a Director would be of immense benefit to the Company and its stakeholders and, therefore, considers his re-appointment and continuation to be in the best interests of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

Except Shri Arun Kumar Churiwal and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution

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

ITEM No. 4 & 5

In terms of Section 102 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder ("Act") and Regulation 6(2) read with Schedule I (Part-C) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the following statement sets out all the material facts relating to the special business mentioned under Item No. 4 and 5 of this Notice.

The Company is intending to create a new employee stock option plan namely RSWM Limited Employee Stock Option Plan 2026 **("ESOP 2026/ the Plan/ the Scheme")** to grant up to 9,70,000 (*Nine Lakhs Seventy Thousand*) Options in one or more tranches which could give rise to the issue of Equity Shares of the Company, not exceeding 9,70,000 (*Nine Lakhs Seventy Thousand*) Equity Shares, as determined from time to time under ESOP 2026 at any time for the benefit of the eligible employees (present and future), whether in India or outside India, of the Company and Subsidiary Company(ies).

The Nomination and Remuneration Committee **("Committee")** inter-alia approved and recommended formulation and adoption of ESOP 2026 which was duly approved by Board at its meeting held on 6th May, 2026 subject to the approval of the shareholders of the Company.

The **ESOP 2026** envisages grant of share options to eligible employees of the Company and its subsidiaries.

The terms of the Scheme are as follows:

a) Brief description of the Scheme

The objective of **ESOP 2026** is to reward employees for their contribution, and retain the best performing, critical talent to achieve target valuation. The Company views employee stock options as instruments that would enable the Employees to share the value they would create and contribute for the Company in the years to come. Every grant of Options shall be governed by a vesting schedule and such other terms, as determined by the Board or Committee at the time of each grant.

After vesting, the Employees may exercise the vested Options within the pre-defined exercise period. Each Option is convertible into one Equity Share of the Company upon vesting and exercise.

The Scheme shall be administered by the Committee. The query/ interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the said Scheme.

b) Total Number of Options to be offered and granted

The total number of Options which will be available for grant to eligible employees of the Company and Subsidiary Companies under the Scheme shall not exceed 9,70,000 *(Nine Lakhs Seventy Thousand)*, each option will be exercisable for one Equity share of ₹ 10/- each fully paid-up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise would be brought back/ revert to the ESOP 2026 pool and will be available for being re-granting at a future date.

In case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division or such other event, a fair and reasonable adjustment shall be made to the options granted.

The options granted to an employee shall not be transferred, pledged, hypothecated, mortgaged or otherwise alienated in any manner.

c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

Employee means:

i. an employee as designated by the Company, who is exclusively working in India or outside India; or

ii. a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group but excluding an independent director; or

iii. An employee as defined in clause (i) or (ii) of any subsidiary Company in India or outside India, or of a holding Company of the Company.

but does not include:

i. an employee who is a Promoter or belongs to the Promoter Group.

ii. a director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company.

The Committee will determine the specific employees or class of employees who will be eligible for award of stock options based on such criteria.

d) Requirements of vesting and period of vesting

Except in case of death and permanent incapacity as provided under SBEB Regulations, vesting of the options shall take place over one to four years from the date of grant of options.

The Committee at the time of grant may specify certain criteria linked to the individual and/or organisational performance or any other criteria as it may deem fit for all or a part of the Options, the fulfilment of which might be a requisite for the options to vest.

The minimum vesting period will be 1 (one) year from the date of grant.

e) **Maximum Period in which the Options will be vested**

All the Options granted on any date shall vest not later than a maximum of 04 (four) years from the date of grant of Options.

f) **Exercise Price & Pricing Formula**

The exercise price shall be decided by the Committee in line with the Companies Act, 2013 and SBEB Regulations. The Exercise price shall not be below the Face Value of the equity shares of the Company and shall not be more than fair market value of an Equity Share of the Company as on the date of grant of the Option and shall be in conformity with the applicable accounting policies, if any.

g) **Exercise Period/ offer period and Process of exercise/ acceptance of offer**

The Exercise Period shall be decided by the Committee subject to maximum period of 04 (Four) years from the date of respective vesting of options. The employee can exercise options at any time after the vesting date either in full or in tranches by making payment of exercise price and applicable taxes and by execution of such documents as may be prescribed by the Committee, from time to time.

In the event of Separation, options will be exercised as defined in the ESOP 2026 in accordance with SBEB Regulations. All unexercised options that lapse, shall be brought back/ revert to the ESOP 2026 pool and may be granted at the discretion of the Committee to any other Eligible Employee.

The detailed terms and conditions of Exercise period is mentioned in the ESOP 2026.

h) **The appraisal process for determining the eligibility of employees for the scheme(s);**

The appraisal process for determining the eligibility of the employee will be specified by the Committee from time to time and will be based on criteria such as the grade of employee, length of service, past performance record, merit of the employee, future potential contribution by the employee and/or by such other criteria that may be determined by the Committee from time to time.

i) **Maximum number of options to be offered and issued per employee and in aggregate**

The Committee will decide the maximum number of options to be granted per employee and in aggregate.

However, in case the number of Options proposed to be granted to any Employee equals to or exceeds 1% of the issued capital of the Company at the time of grant of Options, prior approval of the shareholders by way of a separate resolution shall be obtained.

j) **Maximum quantum of benefits to be provided per Employee under the Scheme(s)**

The Employees will be entitled to the Equity Shares of the Company on exercise of Options as per the terms provided under ESOP 2026. No benefit other than grant of Options is envisaged under ESOP 2026.

k) **Whether the scheme(s) is to be implemented and administered directly by the company or through a trust**

The ESOP 2026 is to be implemented and administered directly by the Company, through Committee.

l) **Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both**

The Scheme will involve issue of new shares by the Company and will not involve any secondary acquisition.

m) **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)**

Not Applicable as ESOP 2026 is proposed to be implemented directly by the Company.

n) **Method which the company shall use to value its options**

The Board and/or the Committee shall determine from time to time the valuation and accounting methodology for the options issued under the Plan as per changes in the applicable law. The company shall comply with all the relevant disclosures as per the applicable laws.

o) **A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15**

The Company shall follow the requirements including disclosure requirements of the relevant Accounting Standards as prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013, including any Guidance Note on Accounting for employee share based Payments issued in that regard from time to time.

p) **Conditions under which option vested in employees may lapse**

Vested options may lapse due to non-exercise of options within exercise period or where termination of employment is for cause, then all options vested (but not exercised) or unvested, shall stand cancelled.

Cause shall mean, as determined by the Board or by Committee, which shall include but will not be limited to the points as defined in the Plan document. All decisions made by the Board or by Committee in determining the cause and subsequent actions shall be final and binding on the employees. Any vested options not exercised within the specified period shall lapse, and the shares covered by such option shall again become available for issuance under the Plan under the ESOP Pool.

q) **Lock-in period, if any;**

Options granted shall be personal to the Option Grantee and shall not be transferable to any person. The shares arising out of exercise of vested options under the Plan would not be subject to any lock-in-period after such exercise.

Provided that the transferability of the Equity Shares shall be subject to the restriction for such period in terms of the SEBI (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading.

r) **Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee.**

The details are provided in **Annexure-A.**

s) **The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.**

Not Applicable.

t) **In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.**

Not applicable.

u) **Terms & conditions for buyback, if any, of specified securities covered under these regulations.**

The Board/ Committee in accordance with applicable laws may determine the procedure for buy-back of specified securities (as defined under Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018), if to be undertaken at any time by the Company.

None of the Directors are concerned or interested in the resolution, except to the extent of the securities that may be offered to them under the Scheme.

Your Directors recommend the Special Resolutions under Item No. 4 & 5 of the notice for approval of the members.

ITEM NO. 6

The Board of Directors of the Company had approved the appointment and remuneration of M/s N. D. Birla & Co., Cost Accountants (Firm Registration No.000028) upon the recommendation of Audit Committee to conduct the Cost Audit of the Cost records of the Company for the financial year ending 31st March, 2027, in terms of rules framed in this regard by the Ministry of Corporate Affairs.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Your Directors recommend the Ordinary Resolution under Item No. 6 of the notice for approval of the members.

None of the Directors & Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise, in the said Resolution.

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

Surender Gupta
Chief Compliance Officer &
Company Secretary
M. No. FCS - 2615

Place: Noida (U.P.)
Date: 24th July, 2026

Annexure-A

Condition	Vesting Condition	Exercise Condition
Termination	All options, vested (but not Exercised) or unvested, stand cancelled with effect from the date of such termination.	N/A
Due to Voluntary Resignation	All unvested options are forfeited upon completion of the notice period (i.e., last working day).	All vested options must be exercised within the notice period as per policy of the Employer Company.
Completion of Employment due to Retirement or Superannuation	All unvested options are forfeited on the date of retirement or superannuation.	All vested options must be exercised within twelve (12) months from the date of retirement or superannuation.
Abscondment/Abandonment by an Employee	All Options, vested (but not Exercised) or unvested, stand cancelled.	N/A
Death	All unvested options vest on date of death in legal heirs/ Beneficiary/ nominees.	All Vested options may be exercised by the legal heirs/nominee within the exercise period.
Total or Permanent Incapacity	All unvested Options vest on date of permanent incapacitation.	All Vested Options may be exercised by the employee/nominee within the exercise period.
Other Reasons	Determined by the Nomination and Remuneration Committee.	Determined by the Nomination and Remuneration Committee.

ANNEXURE I TO NOTICE

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

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of Director	Shri Ravi Jhunjhunwala	Shri Arun Kumar Churiwal
DIN	00060972	00001718
Category	Promoter - Non-Executive	Promoter-Non-Executive
Date of Birth	28th October, 1955	15th May, 1950
Age	70 years	76 Years
Date of Appointment on the Board	18th May, 1979	23rd October, 2003
Qualification	B.Com. (Hons.) MBA	B.A. (Hons)
Experience & Expertise in specific functional areas	Industrialist with diversified business experience	Industrialist with rich experience of Textile Industry
No. of Other Directorships in Public Limited Companies #	HEG Limited Malana Power Company Limited Maral Overseas Limited Bhilwara Energy Limited AD Hydro Power Limited BSL Limited TACC Limited	BSL Limited
Chairman/Member of the Committees of the Board of Directors of the Company.# #		
a) Audit Committee	Nil	Nil
b) Stakeholders' Relationship Committee	Nil	RSWM Limited-Member
Chairman/Member of the Committees of the Board of Directors of other Company.# #		
a) Audit Committee	Bhilwara Energy Limited - Chairman	None
b) Stakeholders' Relationship Committee	HEG Limited - Member	BSL Limited-Member
Listed Entities from which the Director has resigned in the past three years	None	La Opala RG Limited
Relationship with Other Directors, Managers & Key Managerial Personnel	Related to Shri Riju Jhunjhunwala, Chairman & Managing Director and CEO being his father	NA
No. of Equity Shares held in the Company	6,07,410	3,310
No. of meeting of Board attended during the year	5	5
Terms and Condition of Appointment/Re-appointment	Non-Executive Director laible to retire by rotation	Non-Executive Director laible to retire by rotation
Remuneration sought to be paid	See Note No. 1 given below	See Note No. 1 given below
Remuneration last drawn	See Note No. 1 given below	See Note No. 1 given below
Justification for choosing the Independent Director	Not Applicable	Not Applicable
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Corporate Governance Report	Refer Corporate Governance Report

Excludes Directorships in Private Limited Companies, Foreign Companies, membership of Management Committee of various chambers/ Bodies and Section 8 Companies.

Audit Committee and Stakeholders Relationship Committee have been considered

Note No.: 1. The Non-Executive Directors (including Independent Directors) are only paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committees of Directors.