

RSWM/SECTT/2022  
September 7, 2022

BSE Limited, Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Mumbai-400001	National Stock Exchange of India Limited, Listing Department, Exchange Plaza, C-1, Block -G, Bandra -Kurla Complex, Bandra (East), MUMBAI-400051
Scrip code : 500350	Scrip code : RSWM

**Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the details of the voting results along with Scrutinizer's Report of the Annual General Meeting of the Company attached as Annexures.

We would like to inform you that all the Resolutions set out in the Notice were passed with requisite majority by the shareholders.

You are requested to please take the same on record.

Thanking you,

Yours faithfully,  
**For RSWM LIMITED**

**SURENDER GUPTA**  
**VP – LEGAL & COMPANY SECRETARY**  
**FCS-2615**  
[rswm.sec@lnjbihilwara.com](mailto:rswm.sec@lnjbihilwara.com)

Encl.: As above

(Formerly Rajasthan Spinning & Weaving Mills Limited)

Corporate Office :	Regd. Office :
Bhilwara Towers, A-12, Sector-1 Noida - 201 301 (NCR-Delhi), India	Kharigram, P. B. No. 28, Post Office Gulabpura - 311 021 Distt. Bhilwara, (Rajasthan), India
Tel: +91-120-4390300 (EPABX)	Tel. : +91-1483-223144 to 223150, 223478
Fax: +91-120-4277841	Fax: +91-1483-223361, 223479
Website: <a href="http://www.rswm.in">www.rswm.in</a>	Website: <a href="http://www.lnjbihilwara.com">www.lnjbihilwara.com</a>
GSTIN: 09AAACR9700M1Z1	GSTIN: 08AAACR9700M1Z3

Corporate Identification Number: L17115RJ1960PLC008216

**Compliance Pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – 61st  
Annual General Meeting of Equity Shareholders of RSWM Limited**

<b>Date of the AGM/EGM</b>	6th September, 2022
<b>Total number of shareholders on record date</b>	28,934
<b>Cut-off date for e-voting.</b>	30th August, 2022
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	Nil
Public:	Nil
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group:	18
Public:	79

**Agenda-wise**

<b>Item No.1</b>	<b>To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended the 31st March, 2022 and the Report of Directors and Auditors thereon.</b>							
<b>Resolution require: ( Ordinary/Special)</b>	<b>Ordinary</b>							
<b>Whether promoter/promoters group are interested in the agenda/resolution?</b>	<b>No</b>							
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,20,83,666	96.5128	1,20,83,666	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,25,20,276</b>	<b>1,20,83,666</b>	<b>96.5128</b>	<b>1,20,83,666</b>	<b>0</b>	<b>100.0000</b>
Public - Institutions Holders	Remote E-Voting	4,43,864	289575	65.2396	289575	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4,43,864</b>	<b>289575</b>	<b>65.2396</b>	<b>289575</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	Remote E-Voting	1,05,86,702	7,85,195	7.4168	7,85,097	98	99.9875	0.0125
	E-Voting at the AGM		10,921	0.1032	10,921	0	100.0000	0.0000
	<b>Total</b>		<b>1,05,86,702</b>	<b>7,96,116</b>	<b>7.5200</b>	<b>7,96,018</b>	<b>98</b>	<b>99.9877</b>
	<b>Grand Total</b>	<b>2,35,50,842</b>	<b>1,31,69,357</b>	<b>55.9188</b>	<b>1,31,69,259</b>	<b>98</b>	<b>99.9993</b>	<b>0.0007</b>

<b>Item No.2</b>	<b>To declare a dividend of ₹ 25/- (250%) per equity share of the face value of ₹ 10/- each of the Company for the financial year ended March 31, 2022.</b>							
<b>Resolution require: ( Ordinary/Special)</b>	<b>Ordinary</b>							
<b>Whether promoter/promoters group are interested in the agenda/resolution?</b>	<b>No</b>							
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,20,83,666	96.5128	1,20,83,666	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,25,20,276</b>	<b>1,20,83,666</b>	<b>96.5128</b>	<b>1,20,83,666</b>	<b>0</b>	<b>100.0000</b>
Public - Institutions Holders	Remote E-Voting	4,43,864	306942	69.1523	306942	-	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4,43,864</b>	<b>306942</b>	<b>69.1523</b>	<b>306942</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	Remote E-Voting	1,05,86,702	7,85,312	7.4179	7,85,208	104	99.9868	0.0132
	E-Voting at the AGM		10,921	0.1032	10,921	0	100.0000	0.0000
	<b>Total</b>		<b>1,05,86,702</b>	<b>7,96,233</b>	<b>7.5211</b>	<b>7,96,129</b>	<b>104</b>	<b>99.9869</b>
	<b>Grand Total</b>	<b>2,35,50,842</b>	<b>1,31,86,841</b>	<b>55.9931</b>	<b>1,31,86,737</b>	<b>104</b>	<b>99.9992</b>	<b>0.0008</b>



Item No.3	To appoint a Director in place of Shri Riju Jhunjhunwala (DIN: 00061060), who retires by rotation and being eligible, offers himself for reappointment.							
Resolution require: ( Ordinary/Special)	Ordinary							
Whether promoter/promoters group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,18,62,208	94.7440	1,18,62,208	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	1,25,20,276	1,18,62,208	94.7440	1,18,62,208	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	4,43,864	306942	69.1523	287548	19,394	93.6815	6.3185
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	4,43,864	306942	69.1523	287548	19394	93.6815	6.3185
Public- Non Institutions	Remote E-Voting	1,05,86,702	7,85,185	7.4167	7,84,916	269	99.9657	0.0343
	E-Voting at the AGM		10,921	0.1032	10,921	0	100.0000	0.0000
	Total	1,05,86,702	7,96,106	7.5199	7,95,837	269	99.9662	0.0338
	Grand Total	2,35,50,842	1,29,65,256	55.0522	1,29,45,593	19,663	99.8483	0.1517
Item No.4	To appoint a Director in place of Shri Ravi Jhunjhunwala (DIN: 00060972), who retires by rotation and being eligible, offers himself for reappointment.							
Resolution require: ( Ordinary/Special)	Ordinary							
Whether promoter/promoters group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,18,62,208	94.7440	1,18,62,208	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	1,25,20,276	1,18,62,208	94.7440	1,18,62,208	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	4,43,864	306942	69.1523	4420	302522	1.4400	98.5600
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	4,43,864	306942	69.1523	4420	302522	1.4400	98.5600
Public- Non Institutions	Remote E-Voting	1,05,86,702	7,85,185	7.4167	7,77,304	7,881	98.9963	1.0037
	E-Voting at the AGM		10,921	0.1032	10,921	0	100.0000	0.0000
	Total	1,05,86,702	7,96,106	7.5199	7,88,225	7,881	99.0101	0.9899
	Grand Total	2,35,50,842	1,29,65,256	55.0522	1,26,54,853	3,10,403	97.6059	2.3941
Item No.5	To re-appoint M/s. Lodha & Co., Chartered Accountants (Firm Registration No.301051E) as the Joint Statutory Auditors of the Company and fixation of their remuneration.							
Resolution require: ( Ordinary/Special)	Ordinary							
Whether promoter/promoters group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,20,83,666	96.5128	1,20,83,666	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	1,25,20,276	1,20,83,666	96.5128	1,20,83,666	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	4,43,864	306942	69.1523	306942	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	4,43,864	306942	69.1523	306942	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	1,05,86,702	7,84,215	7.4075	7,83,938	277	99.9647	0.0353
	E-Voting at the AGM		10,921	0.1032	10,921	0	100.0000	0.0000
	Total	1,05,86,702	7,95,136	7.5107	7,94,859	277	99.9652	0.0348
	Grand Total	2,35,50,842	1,31,85,744	55.9884	1,31,85,467	277	99.9979	0.0021



<b>Item No.6</b>	<b>Reappointment of Smt. Archana Kapoor (DIN: 01204170) as an Independent Director of the Company for second term of five consecutive years commencing from 13th February, 2023 upto 12th February, 2028.</b>							
------------------	---	--	--	--	--	--	--	--

Resolution require: ( Ordinary/Special)					Special			
Whether promoter/promoters group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,20,83,666	96.5128	1,20,83,666	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,25,20,276</b>	<b>1,20,83,666</b>	<b>96.5128</b>	<b>1,20,83,666</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutional Holders	Remote E-Voting	4,43,864	306942	69.1523	301888	5054	98.3534	1.6466
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>4,43,864</b>	<b>306942</b>	<b>69.1523</b>	<b>301888</b>	<b>5054</b>	<b>98.3534</b>	<b>1.6466</b>
Public- Non Institutions	Remote E-Voting	1,05,86,702	7,85,185	7.4167	5,88,432	1,96,753	74.9418	25.0582
	E-Voting at the AGM		10,921	0.1032	10,921	0	100.0000	0.0000
	<b>Total</b>	<b>1,05,86,702</b>	<b>7,96,106</b>	<b>7.5199</b>	<b>5,99,353</b>	<b>1,96,753</b>	<b>75.2856</b>	<b>24.7144</b>
	<b>Grand Total</b>	<b>2,35,50,842</b>	<b>1,31,86,714</b>	<b>55.9925</b>	<b>1,29,84,907</b>	<b>2,01,807</b>	<b>98.4696</b>	<b>1.5304</b>

<b>Item No.7</b>	<b>Revision in remuneration of Shri Riju Jhunjhunwala (DIN: 00061060) Managing Director of the Company w.e.f. 1st April, 2022 upto 30th April, 2023.</b>							
------------------	--	--	--	--	--	--	--	--

Resolution require: ( Ordinary/Special)					Special			
Whether promoter/promoters group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,18,62,208	94.7440	1,18,62,208	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,25,20,276</b>	<b>1,18,62,208</b>	<b>94.7440</b>	<b>1,18,62,208</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutional Holders	Remote E-Voting	4,43,864	306942	69.1523	19394	287548	6.3185	93.6815
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>4,43,864</b>	<b>306942</b>	<b>69.1523</b>	<b>19394</b>	<b>287548</b>	<b>6.3185</b>	<b>93.6815</b>
Public- Non Institutions	Remote E-Voting	1,05,86,702	7,85,185	7.4167	7,73,082	12,103	98.4586	1.5414
	E-Voting at the AGM		10,921	0.1032	10,920	1	99.9908	0.0092
	<b>Total</b>	<b>1,05,86,702</b>	<b>7,96,106</b>	<b>7.5199</b>	<b>7,84,002</b>	<b>12,104</b>	<b>98.4796</b>	<b>1.5204</b>
	<b>Grand Total</b>	<b>2,35,50,842</b>	<b>1,29,65,256</b>	<b>55.0522</b>	<b>1,26,65,604</b>	<b>2,99,652</b>	<b>97.6888</b>	<b>2.3112</b>

<b>Item No.8</b>	<b>Revision in remuneration w.e.f. 1st April, 2022 to Shri Brij Mohan Sharma (DIN:08195895) Joint Managing Director of the Company for his remaining tenure upto 6th August, 2022.</b>							
------------------	--	--	--	--	--	--	--	--

Resolution require: ( Ordinary/Special)					Special			
Whether promoter/promoters group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,20,83,666	96.5128	1,20,83,666	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,25,20,276</b>	<b>1,20,83,666</b>	<b>96.5128</b>	<b>1,20,83,666</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutional Holders	Remote E-Voting	4,43,864	306942	69.1523	19394	287548	6.3185	93.6815
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>4,43,864</b>	<b>306942</b>	<b>69.1523</b>	<b>19394</b>	<b>287548</b>	<b>6.3185</b>	<b>93.6815</b>
Public- Non Institutions	Remote E-Voting	1,05,86,702	7,85,185	7.4167	5,80,764	2,04,421	73.9652	26.0348
	E-Voting at the AGM		10,921	0.1032	10,920	1	99.9908	0.0092
	<b>Total</b>	<b>1,05,86,702</b>	<b>7,96,106</b>	<b>7.5199</b>	<b>5,91,684</b>	<b>2,04,422</b>	<b>74.3223</b>	<b>25.6777</b>
	<b>Grand Total</b>	<b>2,35,50,842</b>	<b>1,31,86,714</b>	<b>55.9925</b>	<b>1,26,94,744</b>	<b>4,91,970</b>	<b>96.2692</b>	<b>3.7308</b>



Item No.9	Reappointment of Shri Brij Mohan Sharma (DIN:08195895) as Joint Managing Director of the Company for a period of two years w.e.f. 7th August, 2022.							
Resolution require: ( Ordinary/Special)	Special							
Whether promoter/promoters group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,20,83,666	96.5128	1,20,83,666	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	1,25,20,276	1,20,83,666	96.5128	1,20,83,666	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	4,43,864	306942	69.1523	19394	287548	6.3185	93.6815
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	4,43,864	306942	69.1523	19394	287548	6.3185	93.6815
Public- Non Institutions	Remote E-Voting	1,05,86,702	7,85,185	7.4167	5,80,975	2,04,210	73.9921	26.0079
	E-Voting at the AGM		10,921	0.1032	10,921	0	100.0000	0.0000
	Total	1,05,86,702	7,96,106	7.5199	5,91,896	2,04,210	74.3489	25.6511
	Grand Total	2,35,50,842	1,31,86,714	55.9925	1,26,94,956	4,91,758	96.2708	3.7292

Item No.10	Approval of the remuneration payable to M/s. N. D. Birla & Co., Cost Accountants (Firm Registration No. 000028) as Cost Auditor of the Company for the financial year ending 31st March, 2023.							
Resolution require: ( Ordinary/Special)	Ordinary							
Whether promoter/promoters group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	1,25,20,276	1,20,83,666	96.5128	1,20,83,666	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	1,25,20,276	1,20,83,666	96.5128	1,20,83,666	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	4,43,864	306942	69.1523	306942	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	4,43,864	306942	69.1523	306942	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	1,05,86,702	7,85,195	7.4168	7,85,047	148	99.9812	0.0188
	E-Voting at the AGM		10,921	0.1032	10,921	0	100.0000	0.0000
	Total	1,05,86,702	7,96,116	7.5200	7,95,968	148	99.9814	0.0186
	Grand Total	2,35,50,842	1,31,86,724	55.9926	1,31,86,576	148	99.9989	0.0011

\*Figures have been rounded off

Yours faithfully,  
For RSWM LIMITED



SURENDER GUPTA  
VICE PRESIDENT-LEGAL & COMPANY SECRETARY  
FCS-2615  
[rswm.investor@njbihilwara.com](mailto:rswm.investor@njbihilwara.com)



# Mahesh Gupta & Company

## Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092  
Phone : 011-49503085; 9312406331; E-Mail: [maheshgupta.co@gmail.com](mailto:maheshgupta.co@gmail.com)

---

### CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,  
The Chairman  
61<sup>st</sup> Annual General Meeting of the Equity Shareholders of  
RSWM LIMITED  
Held on Tuesday, the 6<sup>th</sup> day of September, 2022 at 02:00 P.M., through Video  
Conferencing ("VC")/Other Audio-Visual Means ("OAVM  
Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the 61<sup>st</sup> AGM through video conferencing ('VC')/ other audio-visual means ('OAVM') without physical presence of the members at the AGM Venue.**

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries (M.N. 2870 , C.P. No. 1999) firm having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar, Delhi – 110092, was appointed as a Scrutinizer by the Board of Directors of RSWM Limited ('the Company'), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) at the AGM in respect of resolution(s) as set out in the Notice dated 2<sup>nd</sup> August, 2022 for the 61<sup>st</sup> AGM held on Tuesday, 6<sup>th</sup> September, 2022 at 2:00 P.M. through VC/OAVM without physical presence of the members at the AGM Venue in compliance with General Circular No(s) circular No. 02/2022 dated May 05, 2022 (read together with Circular No. 21/2021 dated December 14, 2021 Circular No. 02/2021 dated January, 13, 2021 Circular No.14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020) and Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, as also the various circulars issued by Securities Exchange Board of India (SEBI) vide No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 (read together with circulars No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020) (collectively referred as "Applicable Circulars") permitted the holding of AGM by the Companies through Video Conferencing/Other Audio Visual Means ("VC/OAVM") during the calendar year 2022, without the physical presence of the



members. Accordingly, the 61st AGM of the Company shall be conducted through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM. The deemed venue of the AGM had been the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311021, Distt. Bhilwara, Rajasthan.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules and circular issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting through electronic means on the resolutions contained in the Notice of 61<sup>st</sup> AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast "**in favour**" or "**against**" the resolutions stated below, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the Authorized Agency appointed by the Company for providing remote e-voting facilities and e-voting at the AGM through VC/OAVM.

I have completed the scrutiny of remote e-voting and e-voting at the AGM conducted through VC/OAVM and submit my report as under:-

1. The Company had provided the remote e-voting facility and e-voting facility at the AGM through VC/OAVM offered by National Securities Depository Limited (NSDL) to the shareholders of the Company.
2. In line with MCA Circular No. 02/2022 dated May 05, 2022 (read together with Circular No. 21/2021 dated December 14, 2021 Circular No. 02/2021 dated January, 13, 2021 Circular No.14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020) and Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, as also the various circulars issued by Securities Exchange Board of India (SEBI) vide No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 (read together with circulars No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020) (collectively referred as "**Applicable Circulars**"), the Notice calling the 61<sup>st</sup> AGM had been uploaded on the website of the company at [www.rswm.in](http://www.rswm.in) on the websites of the stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. Pursuant to aforesaid MCA, SEBI circulars and to the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 "Advertisement" was published in "Business Standard" in English Language and "Nafa Nuksan" & "Business Remedies" in Hindi Language on 11<sup>th</sup> August, 2022 in connection with ensuing AGM scheduled to be held on 6<sup>th</sup> September, 2022 through VC/OAVM specifying the date and time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
4. The Annual Report along with the Notice of AGM were sent by the electronic mode to those members whose e-mail addresses were registered with the Company or Depository Participant(s) pursuant to applicable circulars.
5. The shareholders holding shares as on the "cut off" date i.e. Tuesday, the 30<sup>th</sup> August, 2022 were entitled to vote on the proposed Resolution(s) Item No. 1 to 10 as set out in the Notice of the 61<sup>st</sup> AGM of the Company by remote e-voting or e-voting at AGM through VC/OAVM.



6. The remote e-voting period remained open from Friday, the 2<sup>nd</sup> September, 2022 at 9:00 A.M. and ends on Monday, the 5<sup>th</sup> September, 2022 at 5:00 P.M.
7. At the AGM, the Chairman announced that the facility for e-voting is available to facilitate the Members attending the Meeting through VC/OAVM and who did not participate in the remote e-voting to cast their votes.
8. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked by me in the presence of two witnesses, Mrs. Manju Gupta and Ms. Himansi Gupta who are not in the employment of the Company.

**The Consolidated Report on the results of remote e-voting and e-voting at the AGM on each Resolution are given hereunder:**

**Resolution No. 1– (Ordinary Resolution)**

**To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended the 31<sup>st</sup> March, 2022 and the Report of Directors and Auditors thereon.**

(i) Voted ‘FOR’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
Remote E-Voting	212	13158338	99.9993
E-Voting at the AGM	15	10921	100.0000
Total	227	13169259	99.9993

(ii) Voted ‘AGAINST’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Against’ the resolution	% of total number of valid votes cast
Remote E-Voting	5	98	.0007
E-Voting at the AGM	--	--	--
Total	5	98	.0007

(iii) Votes ‘INVALID’:

Mode of voting	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--



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

**To declare a dividend of ₹ 25/- (250%) per equity share of the face value of ₹ 10/- each of the Company for the financial year ended March 31, 2022.**

(i) Voted ‘FOR’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
Remote E-Voting	213	13175816	99.9992
E-Voting at the AGM	15	10921	100.0000
Total	228	13186737	99.9992

(ii) Voted ‘AGAINST’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Against’ the resolution	% of total number of valid votes cast
Remote E-Voting	6	104	.0008
E-Voting at the AGM	--	--	--
Total	6	104	.0008

(iii) Votes ‘INVALID’:

Mode of voting	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

### **Resolution No. 3 – (Ordinary Resolution)**

**To appoint a Director in place of Shri Riju Jhunjhunwala (DIN: 00061060), who retires by rotation and being eligible, offers himself for reappointment.**

(i) Voted ‘FOR’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
Remote E-Voting	199	12934672	99.8482
E-Voting at the AGM	15	10921	100.0000
Total	214	12945593	99.8482



(ii) Voted ‘AGAINST’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Against’ the resolution	% of total number of valid votes cast
Remote E-Voting	12	19663	.1518
E-Voting at the AGM	--	--	--
Total	12	19663	.1518

(iii) Votes ‘INVALID’:

Mode of voting	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

#### Resolution No. 4—(Ordinary Resolution)

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

(i) Voted ‘FOR’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
Remote E-Voting	184	12643932	97.6039
E-Voting at the AGM	15	10921	100.0000
Total	199	12654853	97.6059

(ii) Voted ‘AGAINST’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Against’ the resolution	% of total number of valid votes cast
Remote E-Voting	27	310403	2.3961
E-Voting at the AGM	--	--	--
Total	27	310403	2.3941



(iii) Votes ‘INVALID’:

Mode of voting	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

**Resolution No. 5– (Ordinary Resolution)**

**To re-appoint M/s. Lodha & Co., Chartered Accountants (Firm Registration No.301051E) as the Joint Statutory Auditors of the Company and fixation of their remuneration.**

(i) Voted ‘FOR’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
Remote E-Voting	206	13174546	99.9979
E-Voting at the AGM	15	10921	100.0000
Total	221	13185467	99.9979

(ii) Voted ‘AGAINST’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Against’ the resolution	% of total number of valid votes cast
Remote E-Voting	10	277	.0021
E-Voting at the AGM	--	--	--
Total	10	277	.0021

(iii) Votes ‘INVALID’:

Mode of voting	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--



### **Resolution No. 6 – (Special Resolution)**

**Reappointment of Smt. Archana Kapoor (DIN: 01204170) as an Independent Director of the Company for second term of five consecutive years commencing from 13<sup>th</sup> February, 2023 upto 12<sup>th</sup> February, 2028.**

(i) Voted ‘FOR’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
Remote E-Voting	195	12973986	98.4684
E-Voting at the AGM	15	10921	100.0000
Total	210	12984907	98.4696

(ii) Voted ‘AGAINST’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Against’ the resolution	% of total number of valid votes cast
Remote E-Voting	22	201807	1.5316
E-Voting at the AGM	--	--	--
Total	22	201807	1.5304

(iii) Votes ‘INVALID’:

Mode of voting	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

### **Resolution No. 7 - (Special Resolution)**

**Revision in remuneration of Shri Riju Jhunjhunwala (DIN: 00061060) Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2022 upto 30<sup>th</sup> April, 2023.**



(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	177	12654684	97.6869
E-Voting at the AGM	14	10920	99.9908
Total	191	12665604	97.6888

(ii) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	34	299651	2.3131
E-Voting at the AGM	1	1	.0092
Total	35	299652	2.3112

(iii) Votes 'INVALID':

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

#### Resolution No. 8 - (Special Resolution)

**Revision in remuneration, w.e.f. 1<sup>st</sup> April, 2022 of Shri Brij Mohan Sharma (DIN:08195895) Joint Managing Director of the Company for his remaining tenure upto 6<sup>th</sup> August, 2022.**

(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	177	12683824	96.2661
E-Voting at the AGM	14	10920	99.9908
Total	191	12694744	96.2692



(ii) Voted ‘AGAINST’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Against’ the resolution	% of total number of valid votes cast
Remote E-Voting	40	491969	3.7339
E-Voting at the AGM	1	1	.0092
Total	41	491970	3.7308

(iii) Votes ‘INVALID’:

Mode of voting	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

#### **Resolution No. 9– (Special Resolution)**

**Reappointment of Shri Brij Mohan Sharma (DIN:08195895) as Joint Managing Director of the Company for a period of two years w.e.f. 7<sup>th</sup> August, 2022.**

(i) Voted ‘FOR’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
Remote E-Voting	182	12684035	96.2677
E-Voting at the AGM	15	10921	100.0000
Total	197	12694956	96.2708

(ii) Voted ‘AGAINST’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Against’ the resolution	% of total number of valid votes cast
Remote E-Voting	35	491758	3.7323
E-Voting at the AGM	--	--	--
Total	35	491758	3.7292



(iii) Votes 'INVALID':

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

**Resolution No. 10 – (Ordinary Resolution)**

**Approval of the remuneration payable to M/s. N. D. Birla & Co., Cost Accountants (Firm Registration No. 000028) as Cost Auditor of the Company for the financial year ending 31<sup>st</sup> March, 2023.**

(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	209	13175655	99.9989
E-Voting at the AGM	15	10921	100.0000
Total	224	13186576	99.9989

(ii) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	9	148	.0011
E-Voting at the AGM	--	--	--
Total	9	148	0.0011

(iii) Votes 'INVALID':

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



9. The electronic data and other relevant records related to remote e-voting and e-voting at 61<sup>st</sup> AGM through VC/OAVM shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Secretary of the Company for safe keeping.

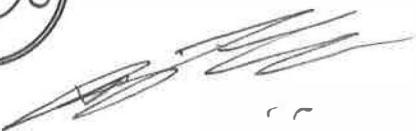
Thanking you,

Yours faithfully,  
**For Mahesh Gupta & Company**  
**Company Secretaries**

  
**Mahesh Kumar Gupta**  
Proprietor  
FCS: 2870 CP: 1999  
UDIN: F002870D000930445



Countersigned by:  
**For RSWM Limited**

  
**(Chairman of the Meeting)**

Place : Delhi  
Date : 7<sup>th</sup> September, 2022