

## CORPORATE GOVERNANCE

General Information of the Company	
Scrip Code	500350
NSE Symbol	RSWM
MSEI Symbol	
ISIN	INE611A01016
Name of the Entity	RSWM LIMITED
Date of start of Financial Year	01-04-2018
Date of end of Financial Year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk Management Committee	Not Applicable



**I. Composition of Board of Directors**

Title (Mr/Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/No n-Executive/ In dependent/ Nominee)*	Date of Appointment in the current term/ cessation	Tenure *	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity# (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ravi Jhunjunwala	00060972/ AAGPJ0739D	Chairperson- Non-Executive	18.05.1979	—	6	5	0
Mr.	Shekhar Agarwal	00066113/ AAEPA6590M	Non-Executive	13.02.1984	—	5	4	0
Mr.	Riju Jhunjunwala	00061060/ AAKPJ4377M	Executive	01.05.2016	—	3	3	1
Mr.	Brij Mohan Sharma	08195895 AOMPS2044A	Executive	07.08.2018	—	—	—	—
Mr.	Arun Churiwal	00001718/ ACTPC0401E	Non-Executive	01.04.2016	—	3	4	1
Mr.	Jagdish Chandra Laddha	00118527/ AADPL6272E	Non-Executive	01.04.2015	—	2	0	0
Dr.	Kamal Gupta	00038490/ AAHPG1101F	Independent Non-Executive	16.09.2014	5 Years	4	10	4
Mr.	Dharmendar Nath Davar	00002008/ AAAPD0015E	Independent Non-Executive	16.09.2014	5 Years	7	8	3
Mr.	Amar Nath Choudhary	00587814/ ABVPC0060A	Independent Non-Executive	16.09.2014	5 Years	2	3	2



Mr.	Priya Shankar Dasgupta	00012552/ ADWPD2072J	Independent Non-Executive	16.09.2018	5 Years	6	7	2
Mr.	Deepak Jain	00004972/ AAEPJ1525D	Independent Non-Executive	11.05.2016	5 Years	3	3	1
Mrs.	Archana Capoor	01204170/ ABSPC4053C	Independent Non-Executive	13.02.2018	5 Years	6	2	1

\$ PAN number of any Director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of directors of the listed entity in continuity without any cooling off period.

# Includes committee Chairmanships.

## II. Composition of Committees

<i>Name of Committee</i>	<i>Name of Committee members</i>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)*</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Dr. Kamal Gupta Mr. Dharmendar Nath Davar Mr. Amar Nath Choudhary	Chairperson - Independent - Non-Executive Independent - Non-Executive Independent - Non-Executive	31-10-2000 10-11-2004 28-01-2010	
2. Nomination & Remuneration Committee	Dr. Kamal Gupta Mr. Shekhar Agarwal Mr. Dharmendar Nath Davar	Chairperson - Independent - Non-Executive Non-Executive Independent - Non-Executive	15-01-2002 30-01-2004 30-10-2006	
3. Risk Management Committee (if applicable)	N.A.	N.A.	-	
4. Stakeholders' Relationship Committee	Dr. Kamal Gupta Mr. Shekhar Agarwal Mr. Dharmendar Nath Davar Mr. Arun Churiwal	Chairperson - Independent - Non-Executive Non-Executive Independent - Non-Executive Non-Executive	02-05-2001 02-05-2001 21-01-2008 29-04-2009	
5. Corporate Social Responsibility Committee	Mr. Arun Churiwal Mr. Riju Jhunjunwala Mr. Amar Nath Choudhary	Chairperson - Non-Executive Executive Independent - Non-Executive	22-04-2014 22-04-2014 22-04-2014	



\* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

### III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
13 <sup>th</sup> November 2018	13 <sup>th</sup> February, 2019	91 days

### IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee 13 <sup>th</sup> February, 2019	Yes All Members were present	13 <sup>th</sup> November, 2019	91 days
Stakeholders' Relationship Committee 13 <sup>th</sup> February, 2019	Yes Dr. Kamal Gupta Mr. Dharmendar Nath Davar Mr. Arun Churiwal	13 <sup>th</sup> November, 2019	91 days
Corporate Social Responsibility Committee 13 <sup>th</sup> February, 2019	Yes All Members were present.	13 <sup>th</sup> November, 2019	91 days
Nomination and Remuneration Committee 13 <sup>th</sup> February, 2019	Yes All Members were present.	-	-

\* This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional

### V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations:**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **YES**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **YES**
  - b. Nomination & remuneration committee - **YES**
  - c. Stakeholders relationship committee - **YES**
  - d. Risk management committee (applicable to the top 100 listed entities) - **N.A.**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **YES**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **YES**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. -**YES** (This report will be placed in ensuing Board meeting and the previous report had been placed in the previous Board meeting.)  
Any comments/observations/advice of Board of Directors may be mentioned here. -**N.A.** (There were no comments observed by the Board)

For **RSWM LIMITED**




**SURENDER GUPTA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

Place : Noida

Date : 12-04-2019

**Note:**

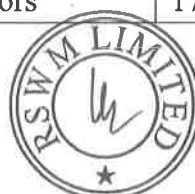
Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

## ANNEXURE II

### Compliance Report on Corporate Governance for the year ended 31-03-2019

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Details of business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various Committees of Board of Directors	Yes
Code of Conduct of Board of Directors and Senior Management Personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to Non-Executive Directors	Yes
Policy on dealing with Related Party Transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to Independent Directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A
New name and the old name of the listed entity	N.A

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes







Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3), (4)	N.A
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	N.A
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. N.A

**For RSWM LIMITED**



**SURENDER GUPTA**  
**COMPANY SECRETARY**