

## CORPORATE GOVERNANCE

### General Information of the Company

Scrip Code	500350
NSE Symbol	RSWM
MSEI Symbol	NOTLISTED
ISIN	INE611A01016
Name of the Entity	RSWM LIMITED
Date of start of Financial Year	01-04-2022
Date of end of Financial Year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk Management Committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**Annexure I**  
**Annexure I to be Submitted by Listed Entity on Quarterly Basis**  
**I. Composition of Board of Directors**

**Disclosure of notes on Composition of Board of Directors Explanatory**

		Whether the listed entity has a regular Chairperson		Yes	Annexure I to be Submitted by Listed Entity on Quarterly Basis																				
		Whether Chairperson is related to MD or CEO		Yes	I. Composition of Board of Directors																				
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Riju Jhunjhunwala	AAKPJ4377M	00061060	Executive Director	Chairperson	CEO-MD	13-01-1979	No				Active	NA	23-10-2003	01-05-2021			3	0	2	1			
2	Mr	Ravi Jhunjhunwala	AAGPJ0739D	00060972	Non-Executive - Non Independent Director	Not Applicable		28-10-1955	No				Active	NA	18-05-1979	18-05-1979			6	2	6	2			
3	Mr	Shekhar Agarwal	AAEPA6590M	00066113	Non-Executive - Non Independent Director	Not Applicable		09-10-1952	No				Active	NA	13-02-1984	25-09-2009			5	0	4	0			
4	Mr	Brij Mohan Sharma	AOMPS2044A	08195895	Executive Director	Not Applicable	MD	08-11-1957	No				Active	NA	07-08-2018	07-08-2020			1	0	0	0			
5	Mr	Arun Churiwal	ACTPC0401E	00001718	Non-Executive - Non Independent Director	Not Applicable		15-05-1950	No				Active	NA	23-10-2003	01-04-2016			3	0	4	1			
6	Mr	Kamal Gupta	AAHPG1101F	00038490	Non-Executive - Independent Director	Not Applicable		12-02-1946	No				Active	Yes	11-09-2019	16-09-2014	16-09-2019		102	3	3	9	4		
7	Mr	Amar Nath Choudhary	ABVPC0060A	00587814	Non-Executive - Independent Director	Not Applicable		06-03-1944	No				Active	Yes	11-09-2019	16-09-2014	16-09-2019		102	2	2	3	2		
8	Mr	Priya Shankar Dasgupta	ADWPD2072J	00012552	Non-Executive - Independent Director	Not Applicable		30-06-1955	No				Active	NA	16-09-2014	16-09-2018			102	6	6	5	3		
9	Mr	Deepak Jain	AAEPJ1525D	00004972	Non-Executive - Independent Director	Not Applicable		06-04-1975	No				Active	NA	11-05-2016	11-05-2021			83	4	2	3	1		
10	Mrs	Archana Kapoor	ABSPC4053C	01204170	Non-Executive - Independent Director	Not Applicable		17-09-1958	No				Active	NA	13-02-2018	13-02-2023			62	5	5	6	2		

<b>Annexure 1</b>									
<b>II. Composition of Committees</b>									
Disclosure of notes on Composition of Committees Explanatory									
<b>Audit Committee Details</b>									
Whether the Audit Committee has a regular Chairperson						Yes			
Sr.	DIN	Name of Committee members	Category 1 of directors		Category 2 of directors	Date of Appointment	Date of Cessation		
1	00038490	Dr. Kamal Gupta	Non-Executive - Independent Director		Chairperson	31-10-2000			
2	00587814	Mr. Amar Nath Choudhary	Non-Executive - Independent Director		Member	28-01-2010			
3	01204170	Smt. Archana Kapoor	Non-Executive - Independent Director		Member	12-08-2019			
<b>Nomination and remuneration committee</b>									
Whether the Nomination & Remuneration Committee has a regular Chairperson						Yes			
1	00038490	Dr. Kamal Gupta	Non-Executive - Independent Director		Chairperson	15-01-2002			
2	00066113	Mr. Shekhar Agarwal	Non-Executive - Non Independent Director		Member	17-03-2009			
3	00587814	Mr. Amar Nath Choudhary	Non-Executive - Independent Director		Member	21-05-2019			
<b>Stakeholders Relationship Committee</b>									
Whether the Stakeholders' Relationship Committee has a regular Chairperson						Yes			
1	00038490	Dr. Kamal Gupta	Non-Executive - Independent Director		Chairperson	02-05-2001			
2	00066113	Mr. Shekhar Agarwal	Non-Executive - Non Independent Director		Member	02-05-2001			
3	00001718	Mr. Arun Churiwal	Non-Executive - Non Independent Director		Member	29-04-2009			
<b>Risk Management Committee</b>									
Whether the Risk Management Committee has a regular Chairperson						Yes			
1	00061060	Mr. Riju Jhunjhunwala	Executive Director		Chairperson	28-05-2021			
2	00038490	Dr. Kamal Gupta	Non-Executive - Independent Director		Member	28-05-2021			
3	00587814	Mr. Amar Nath Choudhary	Non-Executive - Independent Director		Member	28-05-2021			
<b>Corporate Social Responsibility Committee</b>									
Whether the Corporate Social Responsibility Committee has a regular Chairperson						Yes			
1	00001718	Mr. Arun Churiwal	Non-Executive - Non Independent Director		Chairperson	22-04-2014			
2	00061060	Mr. Riju Jhunjhunwala	Executive Director		Member	22-04-2014			
3	00587814	Mr. Amar Nath Choudhary	Non-Executive - Independent Director		Member	22-04-2014			
<b>Other Committee</b>									

**Annexure 1**  
**III. Meeting of Board of Directors**

**Disclosure of notes on Composition of Board of Directors Explanatory**

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-11-2022			Yes	10	9	4
2	12-12-2022	27		Yes	10	8	4
3	13-01-2023	31		Yes	10	9	4
4	09-02-2023	26		Yes	10	10	5

\* To be filled in only for the current quarter meetings

**Annexure 1**  
**IV. Meeting of Committees**

**Disclosure of notes on Composition of Committees Explanatory**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2022				Yes	3	3	3	0
2	Audit Committee	20-01-2023	66			Yes	3	3	3	0
3	Audit Committee	09-02-2023	19			Yes	3	3	3	0
4	Nomination and remuneration committee	09-02-2023				Yes	3	3	2	0
5	Stakeholders Relationship Committee	14-11-2022				Yes	3	3	1	0
6	Stakeholders Relationship Committee	09-02-2023	86			Yes	3	3	1	0
7	Risk Management Committee	20-01-2023				Yes	3	3	2	0
8	Corporate Social Responsibility Committee	14-11-2022				Yes	3	3	1	0
9	Corporate Social Responsibility Committee	09-02-2023	86			Yes	3	3	1	0

\* To be filled in only for the current quarter meetings.

**Annexure 1**  
**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of Audit Committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.rswm.in
2	Terms and conditions of appointment of independent directors	Yes		www.rswm.in
3	Composition of various committees of board of directors	Yes		www.rswm.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.rswm.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.rswm.in
6	Criteria of making payments to non-executive directors	Yes		www.rswm.in
7	Policy on dealing with related party transactions	Yes		www.rswm.in
8	Policy for determining 'material' subsidiaries	Yes		www.rswm.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.rswm.in
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.rswm.in
11	email address for grievance redressal and other relevant details	Yes		www.rswm.in
12	Financial results	Yes		www.rswm.in
13	Shareholding pattern	Yes		www.rswm.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.rswm.in
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.rswm.in
18	Credit rating or revision in credit rating obtained	Yes		www.rswm.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.rswm.in
21	Materiality Policy as per Regulation 30	Yes		www.rswm.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.rswm.in
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.rswm.in
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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. <b>a. Audit Committee</b>	YES
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; Remuneration Committee</b>	YES
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders Relationship Committee</b>	YES
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	YES
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. <b>(This report will be placed in ensuing Board meeting and the previous report had been placed in the previous Board meeting.)</b>	YES
9	Any comments/observations/advice of Board of Directors may be mentioned here:	<b>There were no comments/observations/advice on the said report by the Board of Directors.</b>

Annexure I		
Sr	Subject	Compliance status
1	Name of Signatory	SURENDER GUPTA
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6) 17(1), 17(1A) & 17(1B)	Yes	
2	Board composition	17(2)	Yes	
3	Meeting of Board of directors	17(2A)	Yes	
4	Quorum of Board meeting	17(3)	Yes	
5	Review of Compliance Reports	17(4)	Yes	
6	Plans for orderly succession for appointments	17(5)	Yes	
7	Code of Conduct	17(6)	Yes	
8	Fees/compensation	17(7)	Yes	
9	Minimum Information	17(8)	Yes	
10	Compliance Certificate	17(9)	Yes	
11	Risk Assessment & Management	17(10)	Yes	
12	Performance Evaluation of Independent Directors	17(11)	Yes	
13	Recommendation of Board	17A	Yes	
14	Maximum number of Directorships	18(1)	Yes	
15	Composition of Audit Committee	18(2)	Yes	
16	Meeting of Audit Committee	19(1) & (2)	Yes	
17	Composition of nomination & remuneration committee	19(2A)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(3A)	Yes	
19	Meeting of Nomination and Remuneration Committee	20(1), 20(2) & 20(2A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(3A)	Yes	
21	Meeting of Stakeholders Relationship Committee	21(1),(2),(3),(4)	Yes	
22	Composition and role of risk management committee	21(3A)	Yes	
23	Meeting of Risk Management Committee	22	Yes	
24	Vigil Mechanism	23(1),(1A),(5),(6),(7) & (8)	Yes	
25	Policy for related party Transaction	23(2), (3)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(4)	NA	
27	Approval for material related party transactions	23(9)	Yes	
28	Disclosure of related party transactions on consolidated basis	24(1)	NA	
29	Composition of Board of Directors of unlisted material Subsidiary	24(2),(3),(4),(5) & (6)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(A)	Yes	
31	Annual Secretarial Compliance Report	25(1)	Yes	
32	Alternate Director to Independent Director	25(2)	Yes	
33	Maximum Tenure	25(3) & (4)	Yes	
34	Meeting of independent directors	25(7)	Yes	
35	Familiarization of independent directors	25(8) & (9)	Yes	
36	Declaration from Independent Director	25(10)	Yes	
37	D & O Insurance for Independent Directors	26(1)	Yes	
38	Memberships in Committees	26(3)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(4)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(5)	Yes	
41	Policy with respect to Obligations of directors and senior management			
Any other information to be provided				

**Annexure II**

1	Name of signatory	SURENDER GUPTA
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
<b>Any other information to be provided</b>		

<b>Annexure II</b>		
1	Name of signatory	SURENDER GUPTA
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure							
Applicability of disclosure	Applicable						
Reason for Non Applicability							
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>							
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>							
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months					
Promoter or any other entity controlled by them	0.00	0.00					
Promoter Group or any other entity controlled by them	0.00	0.00					
Directors (including relatives) or any other entity controlled by them	0.00	0.00					
KMPs or any other entity controlled by them	0.00	0.00					
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>							
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)				
Promoter or any other entity controlled by them	-	0.00	0.00				
Promoter Group or any other entity controlled by them	-	0.00	0.00				
Directors (including relatives) or any other entity controlled by them	Guarantee and Letter of Comfort	0.00	80000000.00				
KMPs or any other entity controlled by them	-	0.00	0.00				
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>							
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months				
Promoter or any other entity controlled by them	-	0.00	0.00				
Promoter Group or any other entity controlled by them	-	0.00	0.00				
Directors (including relatives) or any other entity controlled by them	-	0.00	0.00				
KMPs or any other entity controlled by them	-	0.00	0.00				
<b>(D) Additional Information</b>							
<b>II. Affirmations</b>							
<b>Affirmations</b>		Compliance Status	Company Remarks				
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s),		Yes					
Name	AVINASH BHARGAVA						
Designation	CFO						
Place	NOIDA						
Date	19-04-2023						



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Signatory Details	
Name of signatory	SURENDER GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	NOIDA
Date	19-04-2023