

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L17115RJ1960PLC008216

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACR9700M

(ii) (a) Name of the company

RSPWM LIMITED

(b) Registered office address

KHARIGRAM
P.O. GULABPURA
BHILWARA
Rajasthan
311021

(c) *e-mail ID of the company

SKG@LNJBHILWARA.COM

(d) *Telephone number with STD code

01483223144

(e) Website

www.rswm.in

(iii) Date of Incorporation

17/10/1960

| Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Public Company | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

| S. No. | Stock Exchange Name | Code |
|--------|--|-------|
| 1 | BSE LIMITED | 1 |
| 2 | NATIONAL STOCK EXCHANGE OF INDIA LIMITED | 1,024 |

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held

Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

AGM will be held on 15/09/2021 through Video Conferencing (VC) or Other Audio Visual Means (OAVM)

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|---|------------------------------|
| 1 | C | Manufacturing | C2 | Textile, leather and other apparel products | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

2

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|-----------------------------|-----------------------|--|------------------|
| 1 | BHILWARA ENERGY LIMITED | U31101DL2006PLC148862 | Associate | 7.56 |
| 2 | LNJ SKILLS & ROZGAR PRIVATE | U74999DL2016PTC301465 | Associate | 47.3 |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 60,000,000 | 23,550,842 | 23,550,842 | 23,550,842 |
| Total amount of equity shares (in Rupees) | 600,000,000 | 235,508,420 | 235,508,420 | 235,508,420 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Number of equity shares | 60,000,000 | 23,550,842 | 23,550,842 | 23,550,842 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 600,000,000 | 235,508,420 | 235,508,420 | 235,508,420 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 52,500,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 750,000,000 | 0 | 0 | 0 |

Number of classes

2

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Number of preference shares | 2,500,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 150 | 150 | 150 | 150 |
| Total amount of preference shares (in rupees) | 375,000,000 | 0 | 0 | 0 |

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Number of preference shares | 50,000,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 7.5 | 7.5 | 7.5 | 7.5 |
| Total amount of preference shares (in rupees) | 375,000,000 | 0 | 0 | 0 |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | Total nominal amount | Total Paid-up amount | Total premium |
|---|------------------|----------------------|----------------------|---------------|
| Equity shares | | | | |
| At the beginning of the year | 23,550,842 | 235,508,420 | 235,508,420 | |
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 |
| x. Others, specify <input type="text"/> | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |

| | | | | |
|----------------------------------|------------|-------------|-------------|---|
| iv. Others, specify | | | | |
| At the end of the year | 23,550,842 | 235,508,420 | 235,508,420 | |
| Preference shares | | | | |
| At the beginning of the year | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | |
| At the end of the year | 0 | 0 | 0 | |

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

| Class of shares | (i) | (ii) | (iii) |
|------------------------------|----------------------|------|-------|
| Before split / Consolidation | Number of shares | | |
| | Face value per share | | |
| After split / Consolidation | Number of shares | | |
| | Face value per share | | |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

| | | | |
|--|----------------------|--|----------------------|
| Date of the previous annual general meeting | | 24/09/2020 | |
| Date of registration of transfer (Date Month Year) | | | |
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
| Ledger Folio of Transferor | | | |
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | | |
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |
| Date of registration of transfer (Date Month Year) | | | |
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |

| | | | |
|----------------------------|---------|-------------|------------|
| Ledger Folio of Transferor | | | |
| Transferor's Name | | | |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | | |
| Transferee's Name | | | |
| | Surname | middle name | first name |

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|---|-----------------|------------------------|-------------------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 7,407,050,055.11 |
| Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 1,826,645,841.27 |
| Deposit | | | 0 |
| Total | | | 9,233,695,896.38 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|-------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

23,260,166,683

(ii) Net worth of the Company

7,611,577,207

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 1,808,068 | 7.68 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 5,777,438 | 24.53 | 0 | |

| | | | | | |
|-----|--------------|------------|-------|---|---|
| 10. | Others (FCB) | 4,934,770 | 20.95 | 0 | |
| | Total | 12,520,276 | 53.16 | 0 | 0 |

Total number of shareholders (promoters)

20

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 7,233,541 | 30.71 | 0 | |
| | (ii) Non-resident Indian (NRI) | 193,591 | 0.82 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 95,865 | 0.41 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 41,761 | 0.18 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 75,000 | 0.32 | 0 | |
| 7. | Mutual funds | 2,355 | 0.01 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 2,854,232 | 12.12 | 0 | |
| 10. | Others IEPF | 534,221 | 2.27 | 0 | |
| | Total | 11,030,566 | 46.84 | 0 | 0 |

Total number of shareholders (other than promoters)

13,819

**Total number of shareholders (Promoters+Public/
Other than promoters)**

13,839

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|------------------|-----------------------------|-----------------------|--------------------------|-----------------------|------------------|
| FIRST WATER FUND | KOTAK MAHINDRA BANK LIMITED | | | 75,000 | 0.32 |

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 25 | 20 |
| Members (other than promoters) | 15,025 | 13,819 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|-----------------------------------|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 1 | 3 | 1 | 3 | 0.74 | 6.1 |
| B. Non-Promoter | 6 | 0 | 6 | 0 | 0 | 0 |
| (i) Non-Independent | 1 | 0 | 1 | 0 | 0 | 0 |
| (ii) Independent | 5 | 0 | 5 | 0 | 0 | 0 |
| C. Nominee Directors representing | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 0 | 0 | 0 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |
| (v) Others | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 7 | 3 | 7 | 3 | 0.74 | 6.1 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|-------------------|------------|-------------------|--------------------------------|--|
| RIJU JHUNJHUNWALA | 00061060 | Managing Director | 175,000 | |
| RAVI JHUNJHUNWALA | 00060972 | Director | 1,432,410 | |
| SHEKHAR AGARWAL | 00066113 | Director | 1,500 | |
| BRIJ MOHAN SHARMA | 08195895 | Managing Director | 0 | |
| ARUN KUMAR CHURIV | 00001718 | Director | 1,610 | |
| DR. KAMAL GUPTA | 00038490 | Director | 0 | |
| AMAR NATH CHOUDH | 00587814 | Director | 0 | |
| PRIYA SHANKAR DAS | 00012552 | Director | 0 | |
| DEEPAK JAIN | 00004972 | Director | 0 | |
| ARCHANA CAPOOR | 01204170 | Director | 0 | |
| AVINASH BHARGAVA | AAYPB1346E | CFO | 10 | |
| SURENDER KUMAR G | AEVPG4534L | Company Secretar | 0 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|-------------------|------------|--|---|--|
| BRIJ MOHAN SHARMA | AOMPS2044A | CFO | 11/08/2020 | Ceased to be CFO |
| AVINASH BHARGAVA | AAYPB1346E | CFO | 11/08/2020 | Appointed as CFO |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|-----------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| AGM | 24/09/2020 | 14,883 | 95 | 55.89 |

B. BOARD MEETINGS

*Number of meetings held

5

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 15/06/2020 | 10 | 10 | 100 |
| 2 | 11/08/2020 | 10 | 9 | 90 |
| 3 | 11/11/2020 | 10 | 10 | 100 |
| 4 | 15/12/2020 | 10 | 9 | 90 |
| 5 | 11/02/2021 | 10 | 10 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

18

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | Audit | 15/06/2020 | 3 | 3 | 100 |
| 2 | Audit | 11/08/2020 | 3 | 3 | 100 |
| 3 | Audit | 11/11/2020 | 3 | 3 | 100 |
| 4 | Audit | 05/01/2021 | 3 | 3 | 100 |
| 5 | Audit | 11/02/2021 | 3 | 3 | 100 |
| 6 | Stakeholders | 15/06/2020 | 3 | 3 | 100 |
| 7 | Stakeholders | 11/08/2020 | 3 | 3 | 100 |
| 8 | Stakeholders | 11/11/2020 | 3 | 3 | 100 |
| 9 | Stakeholders | 11/02/2021 | 3 | 3 | 100 |
| 10 | Nomination an | 15/06/2020 | 3 | 3 | 100 |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on (Y/N/NA) |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|--|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | |
| | | | | | | | | |

| | | | | | | | | |
|----|-------------------|---|---|-----|----|----|-------|--|
| 1 | RIJU JHUNJHUNWALA | 5 | 4 | 80 | 3 | 1 | 33.33 | |
| 2 | RAVI JHUNJHUNWALA | 5 | 5 | 100 | 0 | 0 | 0 | |
| 3 | SHEKHAR AGARWAL | 5 | 5 | 100 | 9 | 9 | 100 | |
| 4 | BRIJ MOHAN SHARMA | 5 | 5 | 100 | 0 | 0 | 0 | |
| 5 | ARUN KUMAR SHARMA | 5 | 5 | 100 | 7 | 7 | 100 | |
| 6 | DR. KAMAL GUPTA | 5 | 5 | 100 | 15 | 15 | 100 | |
| 7 | AMAR NATH GUPTA | 5 | 5 | 100 | 12 | 12 | 100 | |
| 8 | PRIYA SHARMA | 5 | 5 | 100 | 1 | 1 | 100 | |
| 9 | DEEPAK JAIN | 5 | 4 | 80 | 1 | 1 | 100 | |
| 10 | ARCHANA CHAUHAN | 5 | 5 | 100 | 6 | 6 | 100 | |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|-----------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | RIJU JHUNJHUNWALA | CHAIRMAN AND MD | 10,484,332 | 0 | 0 | 0 | 10,484,332 |
| 2 | BRIJ MOHAN SHARMA | JOINT MANAGER | 15,584,954 | 0 | 0 | 0 | 15,584,954 |
| | Total | | 26,069,286 | 0 | 0 | 0 | 26,069,286 |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------|--------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | AVINASH BHARGAV | CFO | 2,662,210 | 0 | 0 | 0 | 2,662,210 |
| 2 | SURENDER KUMAR | COMPANY SECY | 4,619,714 | 0 | 0 | 0 | 4,619,714 |
| | Total | | 7,281,924 | 0 | 0 | 0 | 7,281,924 |

Number of other directors whose remuneration details to be entered

8

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|-------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | RAVI JHUNJHUNWALA | DIRECTOR | 0 | 0 | 0 | 375,000 | 375,000 |
| 2 | SHEKHAR AGARWAL | DIRECTOR | 0 | 0 | 0 | 1,050,000 | 1,050,000 |

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------|-------------|--------------|------------|-------------------------------|-----------|--------------|
| 3 | ARUN KUMAR CHU | DIRECTOR | 0 | 0 | 0 | 675,000 | 675,000 |
| 4 | DR. KAMAL GUPTA | DIRECTOR | 0 | 0 | 0 | 1,500,000 | 1,500,000 |
| 5 | AMAR NATH CHOU | DIRECTOR | 0 | 0 | 0 | 1,050,000 | 1,050,000 |
| 6 | PRIYA SHANKAR D | DIRECTOR | 0 | 0 | 0 | 450,000 | 450,000 |
| 7 | DEEPAK JAIN | DIRECTOR | 0 | 0 | 0 | 375,000 | 375,000 |
| 8 | ARCHANA CAPOO | DIRECTOR | 0 | 0 | 0 | 825,000 | 825,000 |
| Total | | | 0 | 0 | 0 | 6,300,000 | 6,300,000 |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable Yes No provisions of the Companies Act, 2013 during the year

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
| | | | | | |

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

| | |
|--------------------------------|---|
| Name | SUNITA MATHUR |
| Whether associate or fellow | <input type="radio"/> Associate <input checked="" type="radio"/> Fellow |
| Certificate of practice number | 741 |

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 13 dated 30/05/2015 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director 

DIN of the director 00061060 

To be digitally signed by 

- Company Secretary
 Company secretary in practice

Membership number 2615 Certificate of practice number 

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

| |
|--------|
| Attach |
| Attach |
| Attach |
| Attach |

List of attachments

List of Committe Position.pdf
DRAFT_MGT 8_RSWM_2021.pdf
Details of SharesTransfers.pdf

Remove attachment**Modify****Check Form****Prescrutiny****Submit**

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



LIST OF COMMITTEE POSITION AS ON 31.03.2021

| S.No. | Type of Meeting | Date of Meeting | Total Number of Members as on the date of meeting | Attendance | |
|-------|---------------------------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | AUDIT | 15.06.2020 | 3 | 3 | 100 |
| 2 | AUDIT | 11.08.2020 | 3 | 3 | 100 |
| 3 | AUDIT | 11.11.2020 | 3 | 3 | 100 |
| 4 | AUDIT | 05.01.2021 | 3 | 3 | 100 |
| 5 | AUDIT | 11.02.2021 | 3 | 3 | 100 |
| 6 | STAKEHOLDERS RELATIONSHIP | 15.06.2020 | 3 | 3 | 100 |
| 7 | STAKEHOLDERS RELATIONSHIP | 11.08.2020 | 3 | 3 | 100 |
| 8 | STAKEHOLDERS RELATIONSHIP | 11.11.2020 | 3 | 3 | 100 |
| 9 | STAKEHOLDERS RELATIONSHIP | 11.02.2021 | 3 | 3 | 100 |
| 10 | NOMINATION & REMUNERATION | 15.06.2020 | 3 | 3 | 100 |
| 11 | NOMINATION & REMUNERATION | 11.08.2020 | 3 | 3 | 100 |
| 12 | NOMINATION & REMUNERATION | 11.02.2021 | 3 | 3 | 100 |
| 13 | CORPORATE SOCIAL RESPONSIBILITY | 11.08.2020 | 3 | 2 | 67 |
| 14 | CORPORATE SOCIAL RESPONSIBILITY | 11.11.2020 | 3 | 2 | 67 |
| 15 | CORPORATE SOCIAL RESPONSIBILITY | 11.02.2021 | 3 | 3 | 100 |
| 16 | SHARE TRANSFER | 20.11.2020 | 2 | 2 | 100 |
| 17 | SHARE TRANSFER | 07.12.2020 | 2 | 2 | 100 |
| 18 | INDEPENDENT DIRECTOR | 11.02.2021 | 5 | 5 | 100 |

(Formerly Rajasthan Spinning & Weaving Mills Limited)

Corporate Office :
Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel: +91-120-4390300 (EPABX)
Fax: +91-120-4277841
Website: www.rswm.in
GSTIN: 09AACR9700M1Z1

Regd. Office:
Kharigram, Post Office Gulabpura - 311 021
Distt. Bhilwara, (Rajasthan), India
Tel: +91-1483-223144 to 223150, 223478
Fax: +91-1483-223361, 223479
Website: www.lnjbihilwara.com
GSTIN: 08AACR9700M1Z3

Corporate Identification Number: L17115RJ1960PLC008216

RGWM Limited
KHARIGRAM P O GULABPURA
DIST BEHILWARA RAJASTHAN
311021

CIN NO: L17115RJ1960PLC008216

FACE VALUE: 10

LAST AGM : 24-SEP-20

CURRENT AGM : 25-AUG-21

Page 1

Date 01/04/2020 TO 31/03/2021

| TCM | TYPE | SHARES | FACE VAL | FOLIO OF TRANSFEROR | TRANSFEROR'S NAME | FOLIO OF TRANSFeree | TRANSFeree'S NAME |
|----------|------|-----------|----------|---------------------|----------------------------|---------------------|----------------------|
| 20/10/20 | 1 | 000000016 | 000010 | 0001367J | UMA CHATTERJI | 00044136 | AMITAVA CHATTERJI |
| 07/12/20 | 1 | 000000050 | 000010 | D0000964 | RAYMOND D'SOUZA | 00044137 | BENNY D'SOUZA |
| 03/09/20 | 1 | 000000224 | 000010 | G0000077 | BISHAMBHER DAYAL GUPTA | 00044134 | RAJINDER KUMAR GUPTA |
| 07/12/20 | 1 | 000000212 | 000010 | J0000055 | BONANLAL JEHNGAR | 00044138 | BANWARI LAL JHENGAR |
| 17/08/20 | 1 | 000000212 | 000010 | M0001742 | GIRISH MATHUR | 00044133 | HIMANGHU MATHUR |
| 18/09/20 | 1 | 000000300 | 000010 | P0000748 | BHARATI JAYANTI LAL PAREKH | 00044135 | DHARTI PARESH SHAH |
| 18/09/20 | 1 | 000000200 | 000010 | P0000749 | BHARATI JAYANTI LAL PAREKH | 00044135 | BHARTI PARESH SHAIJ |
| 17/08/20 | 1 | 000000101 | 000010 | P000214J | PUSPA RANI MOOKERJEE | 00044130 | SOUMITRA MUKHERJEE |
| 10/02/21 | 1 | 000000400 | 000010 | T000067A | OM PRakash TRIPATHI | 00044139 | HIRAMANI TRIPATHI |

TOTAL NO. OF SHARES: 1715

TOTAL FOLIO : \$



Sunita Mathur
Practicing Company Secretary

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies
(Management and Administration) Rules, 2014]
CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

*I have examined the registers, records and books and papers of **RSWM Limited** having CIN **L17115RJ1960PLC008216** (the company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2021. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the foresaid financial year the company has complied with provisions of the Act & Rules made there under in respect of;
 - 1. its status under the Act;
 - 2. maintenance of registers / records & making entries therein within the time prescribed therefore;
 - 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 - 4. calling/convening/holding meetings of Board of Directors or its committees ,if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the minute book/ registers maintained for the purpose and the same have been signed;
 - 5. closure of Register of Members/ security holders, as the case may be;
 - 6. advances/loans to its Directors and/or persons or firms or companies referred in section 185 of the Act;
 - 7. contracts/arrangements with the related parties as specified in section 188 of the Act;
 - 8. issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debenture/alteration or reduction of shares capital/conversion of shares/securities and issue of security certificates in all instances;
 - 9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

10. declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with the section 125 of the Act;
11. signing of audit financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3),(4) and (5) thereof;
12. constitution/appointment/re-appointment/retirement/ filling up casual vacancies disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

Mr. Avinash Bhargava was appointed as CFO of the Company in place of Mr. Brij Mohan Sharma w.e.f. 11/08/2020

13. appointment/reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act; **There was no change**
14. No approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has not accepted any deposits from the public or its employees during the year. There were no acceptance/renewal/repayment of deposits;
16. borrowings from its directors, members, public financial institution, banks and other and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the company. **There was NO CHANGE**

Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis. Our Certificate is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

Place: New Delhi
Date: , 2021

Sunita Mathur
FCS No.: 1743 /C P No.: 741
ICSI UDIN :.....
PR: 1297/2021

*Disclaimer Note: During this challenging time of COVID 19 outbreak, the Audit for this "ASCR" has been undertaken by verification of relevant documents that could be made available for online verification, consequent to lockdown and offices being closed