

## 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	01/04/2024
Date of end of Financial Year	31/03/2025
Reporting Quarter	Quarterly
Date of Report	31/12/2024
Risk Management Committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 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		Disqualification of Directors under section 164 of the Companies Act, 2013																					
Whether the listed entity has a Regular Chairperson		Yes	Disqualification of Directors under section 164 of the Companies Act, 2013																				
Whether Chairperson is related to MD or CEO		Yes																					
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)			
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			4	0	4	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	07-08-2024			1	0	0	0
5	Mr	Arun Churiwal	ACTPC0401E	00001718	Non-Executive - Non Independent Director	Not Applicable		15-05-1950	No				Active	Yes	21-12-2024	23-10-2003	01-04-2016			2	0	2	0
6	Mr	Deepak Jain	AAEPJ1525D	00004972	Non-Executive - Independent Director	Not Applicable		06-04-1975	No				Active	NA		11-05-2016	11-05-2021		104.00	4	2	3	1
7	Mrs	Archana Kapoor	ABSPC4053C	01204170	Non-Executive - Independent Director	Not Applicable		17-09-1958	No				Active	NA		13-02-2018	13-02-2023		83.00	5	5	8	5
8	Mr	Surya Kant Gupta	AAUPG3837H	00323759	Non-Executive - Independent Director	Not Applicable		11-02-1951	No				Active	Yes	15-09-2023	10-08-2023	10-08-2023		17.00	1	1	1	0
9	Mr	Suman Jyoti Khatian	AERPK7259Q	00023370	Non-Executive - Independent Director	Not Applicable		09-02-1959	No				Active	NA		09-08-2024	09-08-2024		6.00	2	2	6	2
10	Mr	Sunil Dharamvir Dhawan	AAMPD7302G	02618343	Non-Executive - Independent Director	Not Applicable		12-04-1969	No				Active	NA		11-10-2024	11-10-2024		3.00	1	1	0	0

**Annexure 1**
**II. Composition of Committees**

Disclosure of notes on Composition of Committees Explanatory

**Audit Committee Details**

Whether the Audit Committee has a regular Chairperson					Yes		
<b>Sr.</b>	<b>DIN</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>	<b>Remarks</b>
1	01204170	Smt. Archana Capoor	Non-Executive - Independent Director	Chairperson	12/08/2019		
2	00060972	Mr. Ravi Jhunjhunwala	Non-Executive - Non Independent Director	Member	16/09/2024		
3	00023370	Mr. Suman Jyoti Khaitan	Non-Executive - Independent Director	Member	16/09/2024		

**Nomination and remuneration committee**

Whether the Nomination & Remuneration Committee has a regular Chairperson					Yes		
1	00323759	Mr. Surya Kant Gupta	Non-Executive - Independent Director	Chairperson	16/09/2024		
2	00066113	Mr. Shekhar Agarwal	Non-Executive - Non Independent Director	Member	17/03/2009		
3	01204170	Mrs. Archana Capoor	Non-Executive - Independent Director	Member	16/09/2024		

**Stakeholders Relationship Committee**

Whether the Stakeholders' Relationship Committee has a regular Chairperson					Yes		
1	00023370	Mr. Suman Jyoti Khaitan	Non-Executive - Non Independent Director	Chairperson	09/08/2024		
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		

**Risk Management Committee**

Whether the Risk Management Committee has a regular Chairperson					Yes		
1	00061060	Mr. Riju Jhunjhunwala	Executive Director	Chairperson	28/05/2021		
2	01204170	Mrs. Archana Capoor	Non-Executive - Independent Director	Member	09/08/2024		
3	00323759	Mr. Surya Kant Gupta	Non-Executive - Independent Director	Member	09/08/2024		

**Corporate Social Responsibility Committee**

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	00323759	Mr. Surya Kant Gupta	Non-Executive - Independent Director	Member	09/08/2024		

**Other Committee**

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**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	09-08-2024			Yes	11	11	6
2	12-11-2024	94		Yes	10	10	4

\* 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 as on date of the meeting	Number of Directors (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	09-08-2024				Yes	3	3	3	0
2	Audit Committee	12-11-2024	94			Yes	3	3	2	0
3	Nomination and remuneration committee	09-08-2024				Yes	3	3	2	0
4	Nomination and remuneration committee	12-11-2024	94			Yes	3	3	2	0
5	Stakeholders Relationship Committee	09-08-2024				Yes	3	3	1	0
6	Stakeholders Relationship Committee	12-11-2024	94			Yes	3	3	1	0
7	Risk Management Committee	24-05-2024				Yes	3	3	2	0
8	Risk Management Committee	12-11-2024	171			Yes	3	3	2	0
9	Corporate Social Responsibility Committee	09-08-2024				Yes	3	3	1	0
10	Corporate Social Responsibility Committee	12-11-2024	94			Yes	3	3	1	0

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
S. No.	Date of the event	Brief details of the event

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 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:		

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



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### Signatory Details

Name of signatory	SURENDER GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	NOIDA
Date	17-01-2025