

FORM NO. MGT-7

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

RSWM 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

(iv)	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 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (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				
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		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

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
		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	
								(Y/N/NA)

1	RIJU JHUNJH	5	4	80	3	1	33.33	
2	RAVI JHUNJH	5	5	100	0	0	0	
3	SHEKHAR AG	5	5	100	9	9	100	
4	BRIJ MOHAN	5	5	100	0	0	0	
5	ARUN KUMAR	5	5	100	7	7	100	
6	DR. KAMAL G	5	5	100	15	15	100	
7	AMAR NATH	5	5	100	12	12	100	
8	PRIYA SHAN	5	5	100	1	1	100	
9	DEEPAK JAIN	5	4	80	1	1	100	
10	ARCHANA CA	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 JHUNJHUNW	CHAIRMAN ANI	10,484,332	0	0	0	10,484,332
2	BRIJ MOHAN SHAR	JOINT MANAGI	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 BHARGA	CFO	2,662,210	0	0	0	2,662,210
2	SURENDER KUMA	COMPANY SEC	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 JHUNJHUNW	DIRECTOR	0	0	0	375,000	375,000
2	SHEKHAR AGARW	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 provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

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

☐ Associate ☒ 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 complied 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 Attachement(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: 09AAACR9700M1Z1

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.lnjbhilwara.com
GSTIN: 08AAACR9700M1Z3

Corporate Identification Number: L17115RJ1960PLC008216

RSWM Limited
 KHARIGRAM P O GULABPURA
 DIST BHILWARA RAJASTHAN
 311021
 CIN NO: LI7115RJ1960PLC008216
 FACE VALUE: 10
 LAST AGM : 24-SEP-20
 CURRENT AGM : 25-AUG-21

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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	BISHAMBER DAYAL GUPTA	00044134	RAJINDER KUMAR GUPTA
07/12/20	1	000000212	000010	J0000055	SOHANLAL JEEANGAR	00044138	BANWARI LAL JEEANGAR
17/08/20	1	000000212	000010	M0001742	GIRISH MATHUR	00044133	HIMANSHU 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 SHAH
17/08/20	1	000000101	000010	P000214J	PUSPA RANI MOOKERJEE	00044130	SOMITRA MOOKERJEE
10/02/21	1	000000400	000010	T000067A	OM PRKASH TRIPATHI	00044139	HIRAMANI TRIPATHI

TOTAL NO. OF SHARES:	1715
TOTAL FOLIO :	9

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