

# Business Responsibility REPORT

The reporting framework used in this report is based on the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVG)' released by the Ministry of Corporate Affairs, Government of India, in July 2011, which contains nine Principles and Core Elements for each of the Nine Principles.

This is RSWM's first Business Responsibility Report. This report is intended to transparently disclose the Company's performance based on the NVG principles and is meant for all our stakeholders. We welcome your thoughts, comments and feedback as this will allow us to improve on our reporting and disclosure standards.

If you would like to send us feedback about this report, please email to padma.latha@lnjbhilwara.com

DISCLOSURES ON THE NINE PRINCIPLES AS CHARTED BY THE MINISTRY OF CORPORATE AFFAIRS IN THE NATIONAL VOLUNTARY GUIDELINES (NVG) ON SOCIAL, ENVIRONMENTAL AND ECONOMIC RESPONSIBILITIES OF BUSINESS.

## PRINCIPLE 1

### ETHICS, TRANSPARENCY & ACCOUNTABILITY

Businesses should conduct and govern themselves with ethics, transparency and accountability.

## PRINCIPLE 2

### PRODUCT LIFE CYCLE SUSTAINABILITY

Businesses should provide goods and services that are safe and contribute to sustainability throughout their lifecycle.

## PRINCIPLE 3

### EMPLOYEE WELL-BEING

Businesses should promote the well-being of all employees.

## PRINCIPLE 4

### STAKEHOLDER ENGAGEMENT

Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

## PRINCIPLE 5

### HUMAN RIGHTS

Businesses should respect and promote human rights.

## PRINCIPLE 6

### ENVIRONMENT

Businesses should respect, protect and make efforts to restore the environment.

## PRINCIPLE 7

### RESPONSIBLE ADVOCACY

Businesses, when engaged in influencing public regulatory policy, should do so in a responsible manner.

## PRINCIPLE 8

### INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Businesses should support inclusive growth and equitable development.

## PRINCIPLE 9

### CUSTOMER VALUE

Businesses should engage with and provide value to their customers and consumers in a responsible manner.

## SECTION A

### General Information about the Company

1. Corporate Identity Number (CIN) of the Company	L17115RJ1960PLC008216
2. Name of the Company	RSWM Limited
3. Registered address	Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan
4. Website	www.rswm.in
5. E-mail id	rswm.investor@lnjbhilwara.com
6. Financial Year reported	April 2019 to March 2020
7. Sector(s) that the Company is engaged in (industrial activity code-wise)	Textile
8. List three key products/ services that the Company manufactures/ provides (as in balance sheet)	Yarn / Fabrics / Denim
9. Total number of locations where business activity is undertaken by the Company	
a) Number of International Locations (Provide details of major 5)	Nil
b) Number of National Locations	9
10. Markets served by the Company – Local / State / National / International	Turkey, Egypt, Bangladesh, Brazil, USA, Korea, Italy, Spain, UK, Sri Lanka, Thailand and some other important global textile hubs.

## SECTION B

### Financial Details of the Company

1. Paid up Capital (₹)	23.55 crore
2. Total Turnover (₹)	2771.03 crore
3. Total profit after taxes (₹)	22.67 crore
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Please refer to Annexure III of the Board's Report.
5. List of activities in which expenditure in 4 above has been incurred	As per Annexure III of the Board's Report

## SECTION C

### Other Details

1. Does the Company have any Subsidiary Company/ Companies?	No
2. Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	N A
3. Do any other entity/ entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/ entities? [Less than 30%, 30-60%, More than 60%]	None
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Please refer to Annexure III of the Board's Report.
5. List of activities in which expenditure in 4 above has been incurred	Addressing the challenge of hunger, poverty and malnutrition, Promoting health care and sanitation providing safe drinking water, Promoting education and skill development, Empowering women, Ensuring environmental sustainability and ecological balance, Protection of national heritage, art and culture, Implementing measures for the benefit of armed forces veterans, war widows and their dependents, Providing training to promote rural sports,

## SECTION D

### BR Information

#### 1. Details of Director/Directors responsible for BR

##### (a) Details of the Director/Director responsible for implementation of the BR policy/policies

1. DIN Number	00061060
2. Name	Riju Jhunjhunwala
3. Designation	Chairman and Managing Director & CEO

##### (b) Details of BR head

1. DIN Number (if applicable)	08195895
2. Name	B M Sharma
3. Designation	Joint Managing Director
4. Telephone no.	0120-4390300
5. Email id	jmd.rswm@lnjbjhilwara.com

The details of members of Corporate Social Responsibility Committee and their roles and responsibilities are elaborated in CSR Annual Report.

**2. Principle-wise (as per NVGs) BR Policy/policies**  
**(a) Details of compliance (Reply in Y/N)**

	Corporate Governance for Ethics, Transparency and Accountability	Sustainability throughout the life-cycle of the product	Employee well-being	Responsive towards stakeholders	Promotion of human rights	Environmental protection	Responsible public policy advocacy	Inclusive growth & equitable development	Customer value
1. Do you have policies for:									
2. Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Does the policy conform to any national / international standards? If yes, specify?	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Is it a board approved policy? If yes, has it been signed by MD /owner /CEO /appropriate Board Director?	NA	Y	Y	Y	Y	Y	Y	NA	Y
5. Does the Company have a specified committee of the Board / Director / Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	-	Y	Y
6. Indicate the link for the policy to be viewed online									
1. Code of Conduct									
2. Whistle Blower Policy									
3. Code of Fair Disclosure of Unpublished Price Sensitive Information. (UPSI).									
4. Policy on Related Party Transaction									
5. Policy on Disclosure on Material Events and Information									
7. Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	-	Y
8. Does the company have an in-house structure to implement the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9. Does the Company have a grievance redressal mechanism related to the policy to address stakeholders grievances related to the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10. Has the company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	N	Y	

(b) If answer to the question at serial number 1 against any principal, is 'No', please explain why: (Tick up to 2 options)

	P1	P2	P3	P4	P5	P6	P7	P8	P9
1. The company has not understood the Principles									
2. The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3. The company does not have financial or manpower resources available for the task							NOT APPLICABLE		
4. It is planned to be done within the next 6 months									
5. It is planned to be done within the next 1 year									
6. Any other reason (please specify)									

### 3. Governance related to Business Responsibility

- a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year We have constituted a Corporate Social Responsibility (CSR) committee of the Board which monitors our CSR Activities. The Committee meets quarterly/ once in year to assess the BR performance and align strategies in line with external realities.
- b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published? Yes. This is the first Business Responsibility Report by the Company and will be published annually henceforth.

## SECTION E

### Principle-Wise Performance

#### Principle 1

##### Corporate Governance for Ethics, Transparency and Accountability

We are committed to adopting the best corporate governance practices as manifested in the Company's functioning to achieve business excellence by enhancing the long term shareholders' value. Efficient conduct of the business of the Company through commitment to transparency and business ethics in discharging its corporate responsibilities are hallmarks of the best practices being followed at RSWM.

The composition of the Board of Directors of the Company is governed by the Companies Act, 2013 and SEBI Regulations 2015. As on March 31, 2020, the Company has 10 Directors on its Board (including the Chairman), of which [5] are independent, 5 are non-executive non-independent directors.

To ensure accountability and monitoring, the Board has constituted various committees such as: Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility (CSR) Committee and Stakeholders' Relationship Committee. The committees meet periodically during the year to supervise, review performance and advice on the necessary direction to be taken.

**Code of Conduct:** RSWM's Code of Conduct extends to all directors and senior employees of the Company which aims at maintaining highest standards of business conduct in line with the Ethics of the Company, provides guidance in difficult situations involving conflict of interest & moral dilemma and ensures compliance with all applicable laws. All senior employees have to read and understand this code and agree to abide by it.

The Code of Conduct is available at the Company's website link <https://www.rswm.in/investors/code-of-conduct/>

**Vigil Mechanism/ Whistle Blower Policy:** The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Uniform Listing Agreement aims to provide a channel to the employees and Directors to report to the Management concerns about unethical

behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The mechanism provides for adequate safeguards against victimization of employees to avail of the mechanism and also provide for direct access to the Chairman/Chairman of the Audit Committee in exceptional cases.

The vigil Mechanism/ whistle blower policy is available at the company's website link: <https://www.rswm.in/wp-content/themes/rswm/template-investors/pdf/Various-Policies/RSWM-Whistle-Blower-Policy-2018.pdf>

#### Principle 2

##### Sustainability of Products & Services across Life-cycle

RSWM has built its business framework on the 3P philosophy – People, Planet and Profit. These facets of sustainability play a pivotal role in formulating every business strategy at the Company.

#### People

RSWM regards its people are its most critical assets. For it is their disciplined efforts that has enabled the company to gain a position of respect in the Indian textile industry. To strengthen its people connect, the Company regards safety as its topmost priority. Every business initiative goes through this filter before being approved for implementation. Further, safety training for all employees is mandatory – a practice that facilitates incident-free operations.

RSWM invests continually in growing its people – their skills and capabilities – through knowledge-enhancing initiatives. For this the Company has institutionalized a training calendar to upgrade technical know-how and behavioural qualities.

To create a cohesive force, the Company encourages its team, across hierarchies, to suggest ideas for business improvement. Also, the Company creates cross-functional teams to develop solutions for addressing complex operational issues. The Company also organises number of events which facilitate team bonding.

People for RSWM does not only mean the team within its boundary walls but also encompasses fellow Indians around the near vicinity. Because the Company believes in the thought that an island of prosperity cannot sustain for long in a matrix of misery. As such, the management focuses

on development initiatives which can sustain and improve livelihoods of people residing in neighbouring villages.

#### **Planet**

- 1) Responsible sourcing: The Company sources its raw materials for environment respecting vendors for its man-made and natural fibre requirements. Man-made fibre are sourced from reputed corporates that are environmental conscious and compliant to global environment standards. For natural fibre, the Company sources its requirements from mandis at the fair market prices. Furthermore, the Company assists cotton grower to enhance their farm output.
- 2) Recycling fibre and fabric: The Company has made significant investment in a unit for recycling plastic bottles into polyester fibre. It has also invested in equipment which converts post-consumer waste fabrics and into new usable fibres.
- 3) Renewable energy: The Company has increased its dependence on renewable energy sources thereby reducing the burden of its operations on the planet.
- 4) Resource utilisation: Over the years, energy and utility optimisation has graduated from being an intentional practice to an organisational culture. As such, every year the Company implements numerous resource optimisation initiatives across all its operating units. Further, The Company has taken an aggressive approach towards digital transformation – this facilitates in minimising the use of paper.
- 5) Pollution management: As a responsible corporate, the Company works fervently in minimising waste generation. Its facilities are equipped with contemporary equipment which positions the organisation as Zero-Liquid discharge.

#### **Profits**

Profits and profitability is the ultimate motive of every business enterprise. To enhance profitability, the Company works passionately in developing new, value-added products for all its business segments which are aligned to global trends and new-age customer requirements. This enables it to enhance the revenue from its value-added portfolio – hence strengthening its ability to generate superior return.

At RSWM, the surplus generated out of business operations is prudently deployed in repaying its debt, investing in business to capitalise on opportunities and rewarding shareholders for their trust in the management. In its entire history, the Company has not defaulted in its repayment schedule to its finance providers.

#### **Principle 3**

##### **Employee Well-being**

In a world where everything else is equal, human effort makes all the difference. We place immense value on our workforce and consider it our biggest, most valuable asset. At RSWM, we have a culture of empowerment that values and respects individual potential and helps each one achieve it to the fullest. Our people own their jobs and not just perform them. We continuously strive to improve quality of work-life for total job satisfaction and social harmony for the employees.

We at RSWM, have laid down various training practices and methodologies for our employees and workmen. We also have various HR monitored development activities that are carried out from time to time for employees at different levels. These activities are carried at stipulated intervals or as per the requirement by an external hiring expert or deputing staff at lead development centers. The organization subscribes to various economic, environmental and social or charters, codes or voluntary initiatives. Every quarter various informational and informative seminars are held for promoting environmental awareness. Various social activities like gardening and folk activities are held

periodically for boosting up morale of employees. Subsidized lunch and free of cost education is provided to the childrens' of the labourers. Free quarters are provided to the workers.

1. Total number of employees. – 17,300 (including contractual manpower)
2. Total number of employees hired on temporary/ contractual/casual basis. – 3,000
3. Number of permanent women employees. – 2,100 (including contractor female employees)
4. Number of permanent employees with disabilities - NIL
5. Do you have an employee association that is recognized by management. – Yes
6. What percentage of your permanent employees is members of this recognized employee association –100%
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year. – NIL
8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?
  - (a) Permanent Employees –100%
  - (b) Permanent Women Employees –100%
  - (c) Casual/Temporary/Contractual Employees –100%
  - (d) Employees with Disabilities – N.A.

The policies on the principle of Employee well-being are available at the following link:[http://115.241.144.10/nit\\_down/nit\\_down1.asp](http://115.241.144.10/nit_down/nit_down1.asp)

Child Labour: The Company does not employ any child labour.

Sexual Harassment: RSWM endeavors to provide a harmonious working environment for female employees and has adopted a policy which provides for protection against sexual harassment of women at work place and for prevention and redressal of such complaints. During the year, no such complaints were received. The company has complied with the provisions relating to the constitution of Internal Compliance Committee under the Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013.

Bonded Labour: The Company do not have any bonded labour.

#### **Principle 4**

##### **Stakeholder Engagement**

At RSWM, we recognize the fact that as a large business, we have several stakeholder groups each with distinct priorities and diverse interests. We therefore developed a method for structured identification of stakeholder groups, understanding their concerns and incorporating their views in our sustainability strategy.

RSWM actively engages with all its stakeholders throughout the year on its strategic aspirations. The process requires understanding of stakeholders' needs, interests and perspectives. Material matters arising from stakeholder engagements are managed as part of the risk management process. The review of material risks and opportunities include stakeholders' perspectives, ensuring alignment of RSWM's business model with those of its respective stakeholders.

One of the reasons for the Company's prominence in the Indian textile industry has been its collaborative approach towards various internal and external stakeholder groups.

## Engaging with our partners in progress

Stakeholder Segment	Key engagement forums	Key issues
Investors	Presentations, analyst meets and general meetings, press releases, other communication through mail	Demonstration of LNJ Bhilwara Group's ethical and governance practices, transparent and adequate disclosure, business and profitability performance and prospects and capital appreciation
Employees	Employee engagement initiatives, continuous interaction with management, appraisals, grievance redressal mechanism	Productivity, training, learning and development, career growth, work environment and culture
Suppliers/Partners	Meetings with key national and internal suppliers by senior management, supplier visits, suppliers' meet	Discussion on business issues and requirements, quality improvements, business plans and information on applicable statutory requirements and safety standards
Customers/Dealers	Regional meets, Periodic visits by the marketing and branding teams, visits to dealers, need-based visits, visits by senior management to key customers and dealers	Timely redressal of issues, understand aspirations and evolving trends, market knowledge and technology exchange, servicing solutions
Community	Community visits by company management, periodic cultural meets, attendance by company executives at CSR programs	CSR initiatives and Affirmative Action (AA) initiatives addressing priority areas of improving lives and livelihood.
Government/Regulators	Plant visits, symposia and advocacy platforms	Compliance, Ethics, Corporate governance, Corporate citizenship

## Principle 5

### Human Rights

We subscribe fully to the basic tenets of human rights as defined in our Constitution. We adhere to the human rights principle of dignity of workforce regardless of the nation, location, language, religion, ethnic origin or any other status of an individual.

We have placed grievance redressal mechanisms in every manufacturing unit and we try to ensure a harassment free work environment along with workplace health and safety. A Labour Welfare Officer is placed in every manufacturing unit who is available in the plant round the clock to take care of ensuring the basic amenities to workers.

Communication meetings between workers and senior officials are regularly conducted to redress the grievance of workers and maintain harmonious relations between the management and workers.

Prime importance is given towards maintaining better working conditions in the plants to take care of the health & safety of employees. We are certified under OHSAS 18001 by BSI since 2013. No complaint was received pertaining to human rights violation during the past financial year.

## Principle 6

### Protection and Restoration of the Environment

RSWM is committed to undertake continuous efforts in reducing the adverse impact of its products and facilities on the Earth and its environment. The Company's dedication goes beyond compliance with the law and encompasses the integration of sound environmental practices into its business decisions. It is guided by its environmental principles and consider the environment in all aspects of its business.

**Water management:** RSWM manufactures fabrics dyed with advanced techniques that use less water and chemicals. The Company treats all its post-process water in its effluent treatment plant and further purifies it via reverse osmosis before returning it to the environment as clean

as when used initially. The Company has also set up Sewage Water Treatment Plants at its operating facilities. The treated water is used for plantation activities. Over the years, the Company has successfully implemented numerous initiatives to reduce the consumption of fresh water. In 2019-20, the Company has implemented important measures which also reduced water consumption – a detailed review of which is mentioned in Annexure IV of the Directors' Report.

**Energy management:** Optimising energy consumption is not simply a practice but a discipline that has, over the years, become a culture within RSWM portals. The shop floor team continue to push the bar higher by improving man-machine efficiency resulting in significant energy conservation. The Company continually replaces legacy equipment with contemporary and energy-efficient equipment and lighting solutions which helps in reducing its burden on the Earth. For detailed information on the Company's energy conservation measures in 2019-20, kindly refer to Annexure IV of the Directors' Report

**Clean energy:** In keeping with its environment commitment, the Company has installed 22.7 MW solar power at its various plant locations and entered into an arrangement to procure 20 MW wind power which is used at its manufacturing facilities – thereby reducing the consumption of fossil fuel.

### Recycle & Waste Management

1) Yarn to fabric: RSWM proudly uses recycled yarns in its fabrics. Its state-of-the-art Garnett machine efficiently breaks down post-consumer waste fabrics and converts them into new usable fibres. The Company recycles about 30 tonnes of used fabric every month.

2) Plastic to fabric: RSWM has established a green fibre unit with a capacity of 120 MTs per day to process waste plastic bottles into green fibre. Disposed PET bottles are converted into flakes, which is turned into fibre for making yarn. This 100% recycled polyester fibre is akin to virgin polyester fibre on its performance parameters during end use. This plant recycles about 150 MTs waste plastic bottles which would have otherwise been dumped into landfills or water bodies.

## **Principle 7**

### **Responsible Advocacy**

RSWM'S long-standing commitment is to be a responsible organization. Towards the purpose, it has embraced globally best sustainability practices. Its operations are ISO 9001: 2008 (Quality Management Systems) and ISO 14001: 2004 (Environmental Management Systems) certified.

The Company's emphasis on improvement in health and safety of its workers continues to remain strong. All hazards and its associated risk identified across its facilities. Any risk that deems to be high in the Hazard Identification and Risk Analysis (HIRA) are prioritized in management plan. Various control measures adopted to oversee safe functioning of business activities.

RSWM is a member of several industrial and trade associations. These are listed as under:

- Confederation of Indian Industry (CII)
- The Denim Manufacturing Association
- The Cotton Textile Export Promotion Council (TEXPROCIL)
- Federation of Indian Exporters Organization ( FIEO )
- Indian Spinners Association ( ISA )
- Rajasthan Textile Mills Association ( RTMA )
- Synthetic and Rayon Textile Export Promotion Council ( SRTEPC )
- Rajasthan Employers Association
- Indian Merchant Chambers ( IMC )

- Northern India Textile Research Association ( NITRA )

- South India Textile Research Association ( SITRA )

Being an industrial house, our major areas of concern are those public policies which deal with industry/business. Therefore, most of the time, our submissions are related to economic policy changes and other issues, which affect the sustainability and competitiveness of the industry.

These platforms are utilized to update the industry concerns to the relevant government offices through seminars, delegations and memorandums. Through these forums, we also provide our inputs sought by the State & Central Governments related to the current problems faced by the industry, future prospects and policy imperatives required to overcome bottlenecks.

These forums are used to advance the cause of the industry and are not used to take up company specific issues.

## **Principle 8**

### **Supporting Inclusive Growth and Equitable Development**

Through CSR (Corporate Social Responsibility) initiatives as well as an ingrained mechanism for sustainable development in core business activities, RSWM supports the principles of inclusive growth and equitable development. The Company has in effect, a detailed CSR policy monitored by a CSR committee appointed by the Board of Directors.

CSR initiatives at RSWM are developed with a key emphasis on promoting education, offering advanced health care facilities, contributing to rural development, conservation of environment etc.

A number of CSR programs are pursued within close proximity to our units to enable supervision and maximize the impact of these developmental activities.

<b>Areas of intervention</b>	<b>Initiatives and programs</b>
Poverty eradication	The Company implemented numerous initiatives for eradicating hunger, poverty and malnutrition. It also organised camps and programs for creating awareness and promoting preventive health care and sanitation. The team funded and installed solutions to provide safe drinking water. These activities were organised in villages proximate to its manufacturing facilities at Banswara, Bhilwara, Udaipur & Sikar (Rajasthan).
Education & skill development	The Company implemented carefully created programs for promoting education, including special education and employment enhancing vocation skills especially for children, women, elderly, and the specially-abled to help them become self-dependent. It also undertook livelihood enhancement projects. These interventions were organised at Banswara, Bhilwara, Udaipur & Sikar (Rajasthan)
Gender inequality	The Company focused its efforts on promoting gender equality by empowering women. Towards this end, the Company funded numerous projects such as setting up homes and hostels for women and orphans, setting up old age homes, day care centers and such other facilities for senior citizens. The Company also undertook measures for reducing inequalities faced by socially and economically backwards groups. These projects were undertaken at Bhilwara, Udaipur & Sikar (Rajasthan)
Culture & Heritage	The Company worked on the restoration of buildings and sites of historical importance and works of art; it facilitated in setting up public libraries and in promoting the development of traditional arts and handicrafts.
Contributing to India	In an effort to aid the fight against the raging pandemic of COVID-19, the LNJ Bhilwara group has decided to assist our fellow countrymen with a contribution of Rs 5.51 crores. The following contributions have been made: <ol style="list-style-type: none"> <li>1. ₹2 crores to the PM-Cares fund.</li> <li>2. ₹1.5 crore to the Madhya Pradesh CM Relief fund.</li> <li>3. ₹1.01 crore to the Rajasthan CM Relief fund.</li> <li>4. ₹50 lakh to the Himachal Pradesh CM Relief fund.</li> <li>5. ₹30 lakh and 20 lakh to the Bhilwara and Ajmer Local DM Relief fund respectively.</li> </ol>

## **Principle 9**

### **Providing Value to Customer**

Adding value is not always about money or discounts. Understanding our customer is the key to add value. We try to understand what drives value for our customers and offer best quality products with a prime focus on developing memorable customer experience.

In keeping with our customer first philosophy, RSWM engages with its customers at multiple forums to know the customer satisfaction level so that necessary steps may be taken to enhance the same.

The inputs received are then forwarded to the respective business teams for undertaking new developments besides remedial action, as may be required.

In keeping with customer requirements, the Company introduced 2,314 yarn variants and 317 denim fabric variants which were well received by customers – details of which are mentioned in Annexure IV of the Directors' Report.

The Company received 706 customer complaints during the period under review. Of this, 100% were amicably resolved. Further, there is no case pending against the Company regarding unfair trade practices.

# Corporate Governance REPORT

## Corporate Governance Philosophy

The Company's philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices which stem from the confidence that Corporate Governance is a key constituent in improving effectiveness and expansion of the Company and also in enhancing investor confidence. The Company recognize Corporate Governance not as a set of rules but as a framework supporting the core values.

RSWM Limited (RSWM) has consistently practiced good Corporate Governance norms for the efficient conduct of its business and its obligations towards all its stakeholders viz, the shareholders, customers, employees and the community in which the Company operates. The Company is committed to observe good governance by focusing on adequate & timely disclosures, transparent & robust accounting policies, strong & independent Board and endeavors to maximize shareholders benefit. RSWM believes that our Company shall go beyond adherence of regulatory frameworks in disclosing material information to the stakeholders. We believe that Corporate Governance is a journey to constantly improving sustainable value creation. The Board of Directors of the Company plays a central role in the good corporate governance by building up strong principles and values on which the Company operates.

This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholder Information, reports

RSWM's compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

## Board of Directors

### Composition

The composition of the Board represents a fine blend of professionals from various backgrounds which enable the Board to discharge its responsibilities more efficiently and provide effective leadership. At RSWM, it is our belief that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests. It is committed to the goal of sustainably elevating the Company's value creation.

The Company has a balanced mix of Executive and Non-Executive Directors as on 31st March, 2020. The Board comprised of Ten Directors including two Executive Directors, eight Non-Executive Directors, of which five are Independent Directors. Shri Riju Jhunjhunwala, Managing Director and CEO and Shri Brij Mohan Sharma, Joint Managing Director conducted the day to day management of the Company subject to the supervision and control of the Board of Directors. During the year, Shri Dharmendar Nath Davar, Independent Director resigned from the Directorship with effect from 24th July, 2019 and Shri Jagdish Chandra Laddha, Non-Independent Director resigned from the Directorship with effect from 31st July, 2019.

## Matrix setting out the skills/expertise/competence of the Board of Directors:

S. No.	Name of Director	Skills/Expertise/Competence					
		Finance	Law	Management	Technical Operations	Marketing/ Sales	Administration
1	Shri Ravi Jhunjhunwala, Chairman	✓		✓	✓	✓	✓
2	Shri Shekhar Agarwal, Vice Chairman	✓		✓	✓	✓	✓
3	Shri Riju Jhunjhunwala, Managing Director	✓		✓	✓	✓	✓
4	Shri Brij Mohan Sharma, Joint Managing Director	✓		✓	✓	✓	✓
5	Shri Arun Churiwal, Director	✓		✓	✓	✓	✓
6	Dr. Kamal Gupta, Director	✓	✓	✓			✓
7	Shri Amar Nath Choudhary, Director	✓		✓	✓	✓	✓
8	Shri Priya Shankar Dasgupta, Director	✓	✓				✓
9	Shri Deepak Jain, Director	✓		✓	✓	✓	✓
10	Smt. Archana Kapoor, Director	✓		✓		✓	✓

## Number of Board Meetings

During 2019-20, the Board of RSWM met six times on 10th April, 2019, 21st May, 2019, 12th August, 2019, 8th November, 2019, 11th December, 2019 and 12th February, 2020. The maximum time gap between any two consecutive meetings was less than four months. The frequency of the meetings is enough for the Board to undertake its duties effectively and the outstanding items of previous meetings were followed up and taken up in the next meeting.

The Company in consultation with all the Directors of the Company prepared a tentative calendar for the next meetings of the Board/ Committee to ensure the presence of all the Directors in the meetings. The inputs for the Agenda items are taken well in advance so as to cover all the relevant items and information and same are sent well in advance

to all the Directors of the Company so as to enable the Directors to become aware of all the facts on timely basis.

## Board Independence

Our definition of 'Independence' of Directors is derived from Regulation 16 of SEBI (Listing Obligations& Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. Based on the confirmation /disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors other than Shri Ravi Jhunjhunwala, Shri Shekhar Agarwal and Shri Arun Churiwal are Independent in terms of Regulation 16 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 and Section 149(6) of the Companies Act, 2013.