

RSWM/SECTT/2023  
September 16, 2023

BSE Limited, Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Mumbai-400001	National Stock Exchange of India Limited, Listing Department, Exchange Plaza, C-1, Block -G, Bandra-Kurla Complex, Bandra (East), MUMBAI-400051
Scrip code : 500350	Scrip code : RSWM

**Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the details of the voting results along with Scrutinizer's Report of the 62<sup>nd</sup> Annual General Meeting of the Company attached as Annexures.

We would like to inform you that all the Resolutions set out in the Notice were passed with requisite majority by the shareholders.

You are requested to please take the same on record.

Thanking you,

Yours faithfully,  
For **RSWM LIMITED**




**SURENDER GUPTA**  
**VICE PRESIDENT – LEGAL & COMPANY SECRETARY**  
**FCS-2615**  
[rswm.sec@lnjbihilwara.com](mailto:rswm.sec@lnjbihilwara.com)

Encl.: As above

(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](http://www.rswm.in)  
GSTIN: 09AACR9700M1Z1

**Regd. Office :**  
Kharigram, P. B. No. 28, 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](http://www.lnjbihilwara.com)  
GSTIN: 08AACR9700M1Z3

**Corporate Identification Number:** L17115RJ1960PLC008216

**Compliance Pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –  
62nd Annual General Meeting of Equity Shareholders of RSWM Limited**

<b>Date of the AGM/EGM</b>	15th September, 2023
<b>Total number of shareholders on record date</b>	34,139
<b>Cut-off date for e-voting.</b>	8th September, 2023
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	Nil
Public:	Nil
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group:	16
Public:	87

**Agenda-wise**

<b>Item No.1</b>	<b>To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended the 31st March, 2023 and the Report of Directors and Auditors thereon.</b>							
<b>Resolution require: ( Ordinary/Special)</b>	<b>Ordinary</b>							
<b>Whether promoter/promoters group are interested in the agenda/resolution?</b>	<b>No</b>							
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	26,232,923	26,229,613	99.9874	26,229,613	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>26,232,923</b>	<b>26,229,613</b>	<b>99.9874</b>	<b>26,229,613</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutional Holders	Remote E-Voting	1,297,931	408252	31.4541	408,252	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,297,931</b>	<b>408252</b>	<b>31.4541</b>	<b>408,252</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	Remote E-Voting	19,570,830	838,407	4.2840	832,322	6,085	99.2742	0.7258
	E-Voting at the AGM		394	0.0020	394	0	100.0000	0.0000
	<b>Total</b>	<b>19,570,830</b>	<b>838,801</b>	<b>4.2860</b>	<b>832,716</b>	<b>6,085</b>	<b>99.2746</b>	<b>0.7254</b>
	<b>Grand Total</b>	<b>47,101,684</b>	<b>27,476,666</b>	<b>58.3348</b>	<b>27,470,581</b>	<b>6,085</b>	<b>99.9779</b>	<b>0.0221</b>

<b>Item No.2</b>	<b>To declare a dividend of ₹ 5/- (50%) per equity share of the face value of ₹ 10/- each of the Company for the financial year ended March 31, 2023.</b>							
<b>Resolution require: ( Ordinary/Special)</b>	<b>Ordinary</b>							
<b>Whether promoter/promoters group are interested in the agenda/resolution?</b>	<b>No</b>							
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	26,232,923	26,229,613	99.9874	26,229,613	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>26,232,923</b>	<b>26,229,613</b>	<b>99.9874</b>	<b>26,229,613</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutional Holders	Remote E-Voting	1,297,931	442986	34.1302	442,986	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,297,931</b>	<b>442986</b>	<b>34.1302</b>	<b>442,986</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Public- Non Institutions	Remote E-Voting	19,570,830	838,407	4.2840	836,547	1,860	99.7782	0.2218
	E-Voting at the AGM		394	0.0020	394	0	100.0000	0.0000
	Total		19,570,830	838,801	4.2860	836,941	1,860	99.7783
	Grand Total	47,101,684	27,511,400	58.4085	27,509,540	1,860	99.9932	0.0068

Item No.3	To appoint a Director in place of Shri Shekhar Agarwal (DIN:00066113), who retires by rotation and being eligible, offers himself for reappointment.							
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Resolution require: ( Ordinary/Special)					Ordinary			
Whether promoter/promoters group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	26,232,923	26,222,687	99.9610	26,222,687	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		26,232,923	26,222,687	99.9610	26,222,687	0	100.0000
Public - Institutional Holders	Remote E-Voting	1,297,931	442986	34.1302	0	442986	0.0000	100.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,297,931	442986	34.1302	0	442986	0.0000
Public- Non Institutions	Remote E-Voting	19,570,830	838,307	4.2835	631,903	206,404	75.3785	24.6215
	E-Voting at the AGM		394	0.0020	394	0	100.0000	0.0000
	Total		19,570,830	838,701	4.2855	632,297	206,404	75.3900
	Grand Total	47,101,684	27,504,374	58.3936	26,854,984	649,390	97.6390	2.3610

Item No.4	To appoint a Director in place of Shri Arun Churiwal (DIN:00001718), who retires by rotation and being eligible, offers himself for reappointment.							
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Resolution require: ( Ordinary/Special)					Ordinary			
Whether promoter/promoters group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	26,232,923	26,229,613	99.9874	26,229,613	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		26,232,923	26,229,613	99.9874	26,229,613	0	100.0000
Public - Institutional Holders	Remote E-Voting	1,297,931	442986	34.1302	8,840	434146	1.9955	98.0045
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,297,931	442986	34.1302	8,840	434146	1.9955
Public- Non Institutions	Remote E-Voting	19,570,830	838,307	4.2835	630,974	207,333	75.2677	24.7323
	E-Voting at the AGM		394	0.0020	394	0	100.0000	0.0000
	Total		19,570,830	838,701	4.2855	631,368	207,333	75.2793
	Grand Total	47,101,684	27,511,300	58.4083	26,869,821	641,479	97.6683	2.3317



Item No.5	Appointment of Shri Surya Kant Gupta (DIN: 00323759), as an Independent Director of the Company for first term of five consecutive years upto 9th August, 2028.							
Resolution require: ( Ordinary/Special)						Special		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
Promoters and Promoter Group	Remote E-Voting	26,232,923	26,229,613	99.9874	26,229,613	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	26,232,923	26,229,613	99.9874	26,229,613	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	1,297,931	442986	34.1302	442,986	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	1,297,931	442986	34.1302	442,986	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	19,570,830	838,307	4.2835	835,272	3,035	99.6380	0.3620
	E-Voting at the AGM		394	0.0020	394	0	100.0000	0.0000
	Total	19,570,830	838,701	4.2855	835,666	3,035	99.6381	0.3619
Grand Total		47,101,684	27,511,300	58.4083	27,508,265	3,035	99.9890	0.0110

Item No.6	Fixation of remuneration of Shri Riju Jhunjhunwala (DIN: 00061060) Managing Director of the Company with effect from 1st May, 2023 for his remaining tenure upto 30th April, 2026.							
Resolution require: ( Ordinary/Special)						Special		
Whether promoter/promoters group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
Promoters and Promoter Group	Remote E-Voting	26,232,923	24,822,783	94.6245	24,822,783	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	26,232,923	24,822,783	94.6245	24,822,783	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	1,297,931	442986	34.1302	0	442986	0.0000	100.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	1,297,931	442986	34.1302	0	442986	0.0000	100.0000
Public- Non Institutions	Remote E-Voting	19,570,830	838,305	4.2834	831,752	6,553	99.2183	0.7817
	E-Voting at the AGM		394	0.0020	394	0	100.0000	0.0000
	Total	19,570,830	838,699	4.2855	832,146	6,553	99.2187	0.7813
Grand Total		47,101,684	26,104,468	55.4215	25,654,929	449,539	98.2779	1.7221

Item No.7	Revision in remuneration of Shri Brij Mohan Sharma (DIN:08195895) Joint Managing Director of the Company with effect from 1st April, 2023 for his remaining tenure upto 6th August, 2024.							
Resolution require: ( Ordinary/Special)						Special		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
Promoters and Promoter Group	Remote E-Voting	26,232,923	26,229,613	99.9874	26,229,613	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	26,232,923	26,229,613	99.9874	26,229,613	0	100.0000	0.0000



Public - Institutions Holders	Remote E-Voting	1,297,931	442986	34.1302	0	442986	0.0000	100.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,297,931	442986	34.1302	0	442986	0.0000
Public- Non Institutions	Remote E-Voting	19,570,830	838,307	4.2835	834,322	3,985	99.5246	0.4754
	E-Voting at the AGM		394	0.0020	394	0	100.0000	0.0000
	Total		19,570,830	838,701	4.2855	834,716	3,985	99.5249
	Grand Total		47,101,684	27,511,300	58.4083	27,064,329	446,971	98.3753
								1.6247

Item No.8	Ratification of the remuneration payable to M/s. N. D. Birla & Co., Cost Accountants (Firm Registration No. 000028) as Cost Auditor of the Company for the financial year ending 31st March, 2024.							
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Resolution require: ( Ordinary/Special)					Ordinary			
Whether promoter/promoters group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of Votes casted	% of votes casted on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes casted	% of votes against on votes casted
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	Remote E-Voting	26,232,923	26,229,613	99.9874	26,229,613	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	26,232,923	26,229,613	99.9874	26,229,613	0	100.0000	0.0000
Public - Institutions Holders	Remote E-Voting	1,297,931	442986	34.1302	442986	0	100.0000	0.0000
	E-Voting at the AGM		0	0.0000	0	0	0.0000	0.0000
	Total	1,297,931	442986	34.1302	442986	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	19,570,830	838,307	4.2835	831,613	6,694	99.2015	0.7985
	E-Voting at the AGM		394	0.0020	394	0	100.0000	0.0000
	Total	19,570,830	838,701	4.2855	832,007	6,694	99.2019	0.7981
	Grand Total	47,101,684	27,511,300	58.4083	27,064,329	446,971	98.3753	1.6247

\*Figures have been rounded off

Yours faithfully,  
For RSWM LIMITED



SURENDER GUPTA  
VICE PRESIDENT-LEGAL & COMPANY SECRETARY  
FCS-2615  
[rswm.investor@lnjbihilwara.com](mailto:rswm.investor@lnjbihilwara.com)



# Mahesh Gupta & Company

## Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092  
Phone : 011-49503085; 9312406331; E-Mail: [maheshgupta.co@gmail.com](mailto:maheshgupta.co@gmail.com)

### CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,  
The Chairman  
62<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
**RSPM LIMITED**  
Held on Friday, the 15th day of September, 2023 at 02:00 P.M., through Video  
Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”)  
Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the 62<sup>nd</sup> AGM through video conferencing ('VC')/Other Audio-Visual Means ('OAVM') without physical presence of the members at the AGM Venue.**

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries (M.N. 2870, C.P. No. 1999) firm having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar, Delhi – 110092, was appointed as a Scrutinizer by the Board of Directors of **RSPM Limited** ('the Company'), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) at the AGM in respect of resolution(s) as set out in the Notice dated 16<sup>th</sup> August, 2023 for the 62<sup>nd</sup> AGM held on Friday, the 15<sup>th</sup> day of September, 2023 at 02:00 P.M. through VC/OAVM without physical presence of the members at the AGM Venue in compliance with the Ministry of Corporate Affairs (“MCA”) General Circular No(s) 10/2022 dated December 28, 2022 in furtherance of its earlier circulars (Circular No. 14/2020, 17/2020 and 20/2020 dated April 8th, 2020, April 13th, 2020, May 5th, 2020 respectively and subsequent circulars 02/2021, 21/2021 and 02/2022 dated January 13th, 2021, December 14th, 2021 and May 5th, 2022 and also the various circulars issued by Securities Exchange Board of India (SEBI) viz. its Circular dated 5<sup>th</sup> January, 2023, (read together with Circulars dated 13<sup>th</sup> May, 2022, dated 15<sup>th</sup> January, 2021 and dated 12<sup>th</sup> May, 2020) (collectively referred as “Applicable Circulars”) permitted the holding of AGM by the Companies through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) without the physical presence of the members. Accordingly, the 62<sup>nd</sup> AGM



of the Company shall be conducted through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM. The deemed venue of the AGM had been the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311201, Distt. Bhilwara, Rajasthan.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules and circular issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting through electronic means on the resolutions contained in the Notice of 62<sup>nd</sup> AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast "**in favour**" or "**against**" the resolutions stated below, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the Authorized Agency appointed by the Company for providing remote e-voting facilities and e-voting at the AGM through VC/OAVM.

I have completed the scrutiny of remote e-voting and e-voting at the AGM conducted through VC/OAVM and submit my report as under:-

1. The Company had provided the remote e-voting facility and e-voting facility at the AGM through VC/OAVM offered by National Securities Depository Limited (NSDL) to the shareholders of the Company.
2. In line with MCA, SEBI Circular(s) the Notice calling the 62<sup>nd</sup> AGM had been uploaded on the website of the Company at [www.rswm.in](http://www.rswm.in), on the websites of the stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. Pursuant to Applicable Circulars and to the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 "Advertisement" was published in "Business Standard" in English Language and "Nafa Nuksan" & "Business Remedies" in Hindi Language on 17<sup>th</sup> August, 2023 in connection with ensuing AGM scheduled to be held on 15<sup>th</sup> September, 2023 through VC/OAVM specifying the date and time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
4. The Annual Report along with the Notice of AGM were sent by the electronic mode to those members whose e-mail addresses were registered with the Company or Depository Participant(s) pursuant to applicable circulars.
5. The shareholders holding shares as on the "cut off" date i.e. Friday, the 8<sup>th</sup> September, 2023 were entitled to vote on the proposed Resolution(s) Item No.1 to 8 as set out in the Notice of the 62<sup>nd</sup> AGM of the Company by remote e-voting or e-voting at AGM through VC/OAVM.
6. The remote e-voting period remained open from **Tuesday, the 12<sup>th</sup> September, 2023 at 9:00 A.M.** and ended on **Thursday, the 14<sup>th</sup> September, 2023 at 5:00 P.M.**



7. At the AGM, the Chairman announced that the facility for e-voting is available to facilitate the Members attending the Meeting through VC/OAVM and who did not participate in the remote e-voting to cast their votes.
8. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked by me at 03:38 p. m. in the presence of two witnesses, Ms. Himansi Gupta and Mrs. Manju Gupta, who are not in the employment of the Company.

**The Consolidated Report on the results of remote e-voting and e-voting at the AGM on each Resolution are given hereunder:**

**Resolution No. 1 – (Ordinary Resolution)**

**To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2023 and the Report of Directors and Auditors thereon.**

(i) Voted ‘FOR’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
Remote E-Voting	185	2,74,70,187	99.978
E-Voting at the AGM	8	394	100.000
Total	193	2,74,70,581	99.978

(ii) Voted ‘AGAINST’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Against’ the resolution	% of total number of valid votes cast
Remote E-Voting	5	6,085	0.022
E-Voting at the AGM	--	--	--
Total	5	6,085	0.022

(iii) Votes ‘INVALID’:

Mode of voting	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--



### **Resolution No. 2 – (Ordinary Resolution)**

**To declare a dividend of ₹ 5/- (50%) per equity share of the face value of ₹ 10/- each of the Company for the financial year ended March 31, 2023.**

(i) Voted ‘FOR’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
Remote E-Voting	188	2,75,09,146	99.993
E-Voting at the AGM	8	394	100.000
Total	196	2,75,09,540	99.993

(ii) Voted ‘AGAINST’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Against’ the resolution	% of total number of valid votes cast
Remote E-Voting	3	1,860	0.007
E-Voting at the AGM	--	--	--
Total	3	1,860	0.007

(iii) Votes ‘INVALID’:

Mode of voting	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

### **Resolution No. 3 – (Ordinary Resolution)**

**To appoint a Director in place of Shri Shekhar Agarwal (DIN:00066113), who retires by rotation and being eligible, offers himself for reappointment.**

(i) Voted ‘FOR’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
Remote E-Voting	165	2,68,54,590	97.639
E-Voting at the AGM	8	394	100.000
Total	173	2,68,54,984	97.639



(ii) Voted ‘**AGAINST**’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘ <b>Against</b> ’ the resolution	% of total number of valid votes cast
Remote E-Voting	23	6,49,390	2.361
E-Voting at the AGM	--	--	--
Total	23	6,49,390	2.361

(iii) Votes ‘**INVALID**’:

Mode of voting	Total number of members whose votes were declared ‘ <b>Invalid</b> ’	Total number of votes cast by them declared ‘ <b>Invalid</b> ’
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

#### **Resolution No. 4 – (Ordinary Resolution)**

**To appoint a Director in place of Shri Arun Churiwal (DIN:00001718), who retires by rotation and being eligible, offers himself for reappointment.**

(i) Voted ‘**FOR**’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘ <b>Favour</b> ’ of resolution	% of total number of valid votes cast
Remote E-Voting	167	2,68,69,427	97.668
E-Voting at the AGM	8	394	100.000
Total	175	2,68,69,821	97.668

(ii) Voted ‘**AGAINST**’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘ <b>Against</b> ’ the resolution	% of total number of valid votes cast
Remote E-Voting	23	6,41,479	2.332
E-Voting at the AGM	--	--	--
Total	23	6,41,479	2.332

(iii) Votes ‘**INVALID**’:

Mode of voting	Total number of members whose votes were declared ‘ <b>Invalid</b> ’	Total number of votes cast by them declared ‘ <b>Invalid</b> ’



Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

### Resolution No.5 - (Special Resolution)

**Appointment of Shri Surya Kant Gupta (DIN: 00323759) as an Independent Director of the Company to hold office for first term of five consecutive years up to 9<sup>th</sup> August, 2028.**

(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	183	2,75,07,871	99.989
E-Voting at the AGM	8	394	100.000
Total	191	2,75,08,265	99.989

(ii) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	7	3,035	0.011
E-Voting at the AGM	--	--	--
Total	7	3,035	0.011

(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

### Resolution No. 6 – (Special Resolution)

**Fixation of remuneration to Shri Riju Jhunjhunwala (DIN:00061060), Managing Director of the Company with effect from 1<sup>st</sup> May, 2023 for his remaining tenure upto 30<sup>th</sup> April, 2026.**



(i) Voted ‘FOR’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
Remote E-Voting	159	2,56,54,535	98.278
E-Voting at the AGM	8	394	100.000
Total	167	2,56,54,929	98.278

(ii) Voted ‘AGAINST’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Against’ the resolution	% of total number of valid votes cast
Remote E-Voting	24	4,49,539	1.722
E-Voting at the AGM	--	--	--
Total	24	4,49,539	1.722

(iii) Votes ‘INVALID’:

Mode of voting	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

### Resolution No. 7 – (Special Resolution)

**Revision in remuneration to Shri Brij Mohan Sharma (DIN:08195895), Joint Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2023 for his remaining tenure upto 6<sup>th</sup> August, 2024.**

(i) Voted ‘FOR’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
Remote E-Voting	166	2,70,63,935	98.375
E-Voting at the AGM	8	394	100.000
Total	174	2,70,64,329	98.375

(ii) Voted ‘AGAINST’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Against’ the resolution	% of total number of valid votes cast



Remote E-Voting	24	4,46,971	1.625
E-Voting at the AGM	--	--	--
Total	24	4,46,971	1.625

(iii) Votes ‘INVALID’:

Mode of voting	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

#### Resolution No. 8 – (Ordinary Resolution)

**Ratification of the remuneration payable to M/s. N.D. Birla & Co., Cost Accountants (Firm Registration No. 000028) as Cost Auditor of the Company for the financial year ending 31<sup>st</sup> March, 2024.**

(i) Voted ‘FOR’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
Remote E-Voting	180	2,75,04,212	99.976
E-Voting at the AGM	8	394	100.000
Total	188	2,75,04,606	99.976

(ii) Voted ‘AGAINST’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Against’ the resolution	% of total number of valid votes cast
Remote E-Voting	10	6,694	0.024
E-Voting at the AGM	--	--	--
Total	10	6,694	0.024

(iii) Votes ‘INVALID’:

Mode of voting	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--



9. The electronic data and other relevant records related to remote e-voting and e-voting at 62<sup>nd</sup> AGM through VC/OAVM shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,  
For Mahesh Gupta & Company  
Company Secretaries



Mahesh Kumar Gupta  
Proprietor  
FCS: 2870 CP: 1999  
UDIN: F002070E001022273

Countersigned by:  
For RSWM Limited



(Chairman of the Meeting)

Place : Delhi  
Date : 16<sup>th</sup> September, 2023