

Dated: January 06, 2023

BSE Limited
 Corporate Relationship Department
 2nd Floor, New Trading Ring,
 Phiroze Jeejeebhoy Towers,
 Dalal Street, Mumbai - 400 001
 Script Code - 500350

National Stock Exchange of India Ltd
 Exchange Plaza, 5" Floor,
 Plot No. C/1, G Block,
 Bandra Kurla Complex,
 Bandra(E), Mumbai — 400 051
 SYMBOL: RSWM

Dear Sir / Madam,

Subject: Intimation regarding compliance with Regulation 84 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) - Newspaper Advertisement

Further to our earlier intimations dated December 12, 2022, December 21, 2022, December 23, 2022 and January 2, 2023 in relation to the proposed issuance of fully paid-up Equity Shares for an amount aggregating up to Rs.23,550.84 Lakhs (assuming full subscription) on a rights basis to the Eligible Equity Shareholders of the Company as on the Record Date i.e., December 16, 2022 in accordance with the SEBI ICDR Regulations and other applicable laws including the circulars issued by SEBI from time to time, we enclose copies of newspaper advertisements issued by the Company and published today, i.e., January 06, 2023 (i) in all editions of Financial Express, an English national daily newspaper; (ii) in all editions of Jansatta, a Hindi national daily newspaper; and (iii) Dainik Navjyoti, a Hindi daily newspaper circulated in Bhilwara, Rajasthan (Hindi being the regional language of Rajasthan, where the Company's registered office is located) (iv) in all editions of Business Remedies and (v) in all editions of Nafa Nuksan.

All capitalized terms used and not specifically defined herein shall have the same meaning as ascribed to such terms in the letter of offer dated December 13, 2022. Kindly take the above on your records.

Thanking you,

Yours faithfully,
For RSWM LIMITED

**SURENDER GUPTA
 VICE PRESIDENT – LEGAL & COMPANY SECRETARY
 FCS – 2615**

(Formerly Rajasthan Spinning & Weaving Mills Limited)

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

Corporate Identification Number: L17115RJ1960PLC008216

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
 GSTIN: 08AACR9700M1Z3

This is an Advertisement for information purposes only and not for publication or distribution outside India and is not an Offer Document announcement. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated December 13, 2022 (the "Letter of Offer" or "LOF") filed with the Stock Exchanges, namely BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI").



RSWM LIMITED

RSWM Limited ("Our Company" or the "Issuer") was originally incorporated as 'Rajasthan Spinning and Weaving Mills Limited' on October 17, 1960, as a public limited company under the Companies Act, 1956 and a certificate of incorporation was granted to our Company by the Registrar of Companies, West Bengal at Calcutta. Our Company received the certificate of commencement of business from the Registrar of Companies, West Bengal at Calcutta on December 29, 1960. Subsequently, the name of our Company was changed to 'RSWM Limited' pursuant to which a fresh certificate of incorporation was granted on July 31, 2006 by the Registrar of Companies, Rajasthan at Jaipur ("ROC"). For further details in relation to changes in the registered office of our Company, see "General Information" on page 37 of the Letter of Offer ("LOF").

Registered Office: Kharigram, PO Gulabpura - 311 021, Bhilwara, Rajasthan
Corporate Office: Bhilwara Towers, A-12, Sector - 1, Noida - 201 301, Uttar Pradesh, India | Contact Person: Surender Gupta, Company Secretary and Compliance Officer
Tel: +91 120 439 0000 | E-mail: rswm.investors@lnjbihlwara.com | Website: www.rswm.in | Corporate Identity Number: L17115RJ1960PLC008216

PROMOTERS OF OUR COMPANY: LAKSHMI NIWAS JHUNJHUNWALA AND RAVI JHUNJHUNWALA

ISSUE OF UP TO 2,35,50,842 EQUITY SHARES OF FACE VALUE OF ₹10 EACH OF OUR COMPANY ("RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 100 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 90 PER RIGHTS EQUITY SHARE) AGGRGATING UP TO ₹ 23,550.84 LAKHS* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARES FOR EVERY 1 (ONE) EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ON THE RECORD DATE, THAT IS, ON DECEMBER 16, 2022 ("RECORD DATE") (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO THE SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 190 OF THE LETTER OF OFFER.

* Assuming full subscription

NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY RIGHTS ISSUE CLOSES TODAY

#Our Board will have the right to extend the issue period as it may determine from time to time, provided that this issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law. Further, no withdrawal of application shall be permitted by any Applicant after the Issue Closing Date.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WILL BE TRADED ONLY ON BSE AND NSE

ASBA*

Simple, Safe, Smart way of Application - Make use of it!!!

*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details read section on ASBA below

Facilities for Application in this issue

(i) ASBA Facility :

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Terms of the Issue - Making of an Application through the ASBA Process" page 192 of the Letter of offer.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this issue and clear demarcated funds should be available in such account for such an Application.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

Pursuant to provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders will be credited in their respective demat account and shall be admitted for trading on the Stock Exchange under the ISIN : INE611A20016 subject to requisite approvals. For details of credit of the Rights Entitlements, see "Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" on page 202 of the Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense account opened by our Company for the Eligible Equity Shareholders, which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned / reversed / failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) Shareholders in the United States.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.kfintech.com>) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.rswm.in).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialised form. A separate ISIN for the Rights Entitlements has also been generated which is INE611A20016. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense account in case of resident Eligible Equity Shareholders holding shares in physical form as at Record Date and applying in this issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

FOR DETAILS, PLEASE SEE THE SECTION ENTITLED "TERMS OF THE ISSUE - PROCESS OF MAKING AN APPLICATION THE ISSUE" ON PAGE 191 OF THE LETTER OF OFFER.

APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA)

Investors desiring to make an application in this issue through ASBA Process, may submit the Application Form in physical mode to the Designated Branch of the SCSB or online / electronic Application through the website of SCSB(s) (if made available by the SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Account. The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34>. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms, please refer to the above-mentioned link.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process:

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his / her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being RSWM Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Registered Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) / DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this issue;

5. Number of Equity Shares held as at Record Date; 6. Allotment option – only dematerialised form; 7. Number of Rights Equity Shares entitled to; 8. Number of Rights Equity Shares applied for within the Rights Entitlements; 9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Rights Equity Shares applied for; 11. Total amount paid at the rate of ₹ 100 per Rights Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR / NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); 16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at einward.ris@kfintech.com; and 17. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties, acknowledgements and agreements set forth in "Restrictions on Purchases and Resales" on page 216 of the LOF, and shall include the following: "We acknowledge that No action has been or will be taken to permit the issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with SEBI and the Stock Exchanges. In particular, the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only to persons outside the United States in offshore transactions as

defined in and in reliance on Regulation S under the Securities Act ("Regulation S"). For the selling restrictions in certain other jurisdictions, see "Restrictions on Purchases and Resales - Selling Restrictions" on page 216 of the Letter of Offer. The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer and any other Issuer Materials may not be distributed, in whole or in part, or in, or into in (i) the United States or (ii) or any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or any other Issuer Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone (i) in the United States or (ii) in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

i/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.kfintech.com>.

Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Application Form or a plain paper Application is Friday, January 6, 2023, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law.

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of the Issue - Basis of Allotment" on page 209 of the LOF.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by BSE and NSE.

ALLOTMENT OF THE RIGHTS EQUITY SHARES ONLY IN DEMATERIALISED FORM: Please note that the Rights Equity Shares applied for in this issue can be allotted only in dematerialised form and to the same demat account in which our equity shares are held by such investor on the Record Date. For further details, please see "Terms of the Issue - Allotment advice or refund / unblocking of ASBA accounts" on page 210 of the Letter of Offer.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENT WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.

INVESTORS MAY NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM.

LISTING : The Equity Shares are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, the "Stock Exchanges". Our Company has received "in-principle" approvals from BSE and NSE for listing the Rights Equity Shares through their letters dated November 24, 2022 and November 21, 2022, respectively. Our Company will also make applications to the Stock Exchanges to obtain trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the issue, the Designated Stock Exchange is BSE Limited.

DISCLAIMER CLAUSE OF SEBI: Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 184 of the LOF.

DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the letter of offer for the full text of the Disclaimer Clause of BSE as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 187 of the LOF.

Disclaimer Clause of NSE: It is to be distinctly understood that the permission given by NSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by NSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the letter of offer for the full text of the Disclaimer Clause of NSE as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 187 of the LOF.

Banker to the issue and refund banker: ICICI BANK LIMITED

Monitoring agency: ICRA LIMITED

FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: in accordance with the SEBI ICDR Regulations, and SEBI Rights Issue Circular, Our Company is required to dispatch / send, at least three days before the Issue Closing Date, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issuer materials only to the Eligible Equity Shareholders who have provided their Indian Address to our Company and who are located in jurisdictions where the Offer and Sale of Rights Entitlement or Rights Equity Shares is permitted under the laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter, along with the Application Form has been completed in electronic form through email on Tuesday December 20, 2022 and by Speed Post on Tuesday, December 20, 2022 by the Registrar to the Issue.

Shareholders can access this Final Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

(i) Our Company at www.rswm.in

(ii) The Registrar to the issue at <https://rights.kfintech.com>

(iii) The Lead Manager, i.e. SKP Securities Limited at www.skpsecurities.com

(iv) The Stock Exchanges at www.bseindia.com and www.nseindia.com.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.kfintech.com>) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.rswm.in).

OTHER IMPORTANT LINKS AND HELPLINE:

a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: <https://rights.kfintech.com>

b) Updation of address/ email address/ mobile number in the records maintained by the Registrar or our Company: <https://rights.kfintech.com>

c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://rights.kfintech.com>

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RSWM Limited
An LNJ Bhilwara Group Company

RSWM LIMITED

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Registered Office: Kharigram, PO Gulabgram - 311 021, Bhilwara, Rajasthan
Corporate Office: Bhilwara Towers, A-12, Sector - 1, Noida - 201 301, Uttar Pradesh, India | Contact Person: Surender Gupta, Company Secretary and Compliance Officer
Tel: +91 120 439 0000 | E-mail: rswm.investors@lnjbhilwara.com | Website: www.rswm.in | Corporate Identity Number: L17115RJ1960PLC008216

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Pursuant to provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders will be credited in their respective demat account and shall be admitted for trading on the Stock Exchange under the ISIN : INE611A20016 subject to requisite approvals. For details of credit of the Rights Entitlements, see "Terms of the Issue – Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" on page 202 of the Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense account opened by our Company for the Eligible Equity Shareholders, which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned / reversed / failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) Shareholders in the United States.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.kfintech.com>) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.rswm.in).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialised form. A separate ISIN for the Rights Entitlements has also been generated which is INE611A20016. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense account in case of resident Eligible Equity Shareholders holding shares in physical form as at Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

FOR DETAILS, PLEASE SEE THE SECTION ENTITLED "TERMS OF THE ISSUE – PROCESS OF MAKING AN APPLICATION THE ISSUE" ON PAGE 191 OF THE LETTER OF OFFER.

APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA)

Investors desiring to make an application in this issue through ASBA Process, may submit the Application Form in physical mode to the Designated Branch of the SCSB or online / electronic Application through the website of SCSB(s) (if made available by the SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Account. The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <https://www.sebi.gov.in/sebiwebs/other/OtherAction.do?doRecognisedFpi=yes&infolmd=34>. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms, please refer to the above-mentioned link.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process:

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his / her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being RSWM Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Registered Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) / DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;

5. Number of Equity Shares held as at Record Date; 6. Allotment option – only dematerialised form; 7. Number of Rights Equity Shares entitled to; 8. Number of Rights Equity Shares applied for within the Rights Entitlements; 9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Right Equity Shares applied for; 11. Total amount paid at the rate of ₹ 100 per Rights Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR / NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); 16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at enward.ris@kfintech.com; and 17. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties, acknowledgements and agreements set forth in "Restrictions on Purchases and Resales" on page 216 of the LOF, and shall include the following: "We acknowledge that No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with SEBI and the Stock Exchanges. In particular, the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only to persons outside the United States in offshore transactions as

defined in and in reliance on Regulation S under the Securities Act ("Regulation S"). For the selling restrictions in certain other jurisdictions, see "Restrictions on Purchases and Resales – Selling Restrictions" on page 216 of the Letter of Offer. The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer and any other Issue Materials may not be distributed, in whole or in part, in or into in (i) the United States or (ii) any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or any other Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone (i) in the United States or (ii) in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

17. We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.kfintech.com>.

Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Application Form or a plain paper Application is Friday, January 6, 2023, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law.

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of the Issue - Basis of Allotment" on page 209 of the LOF.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as permitted by BSE and NSE.

ALLOTMENT OF THE RIGHTS EQUITY SHARES ONLY IN DEMATERIALISED FORM: Please note that the Rights Equity Shares applied for in this issue can be allotted only in dematerialised form and to the same depository account in which our equity shares are held by such investor on the Record Date. For further details, please see "Terms of the Issue - Allotment advice or refund / unblocking of ASBA accounts" on page 210 of the Letter of Offer.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENT WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.

INVESTORS MAY NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM.

LISTING : The Equity Shares are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with BSE, the "Stock Exchanges"). Our Company has received "in-principle" approvals from BSE and NSE for listing the Rights Equity Shares through their letters dated November 24, 2022 and November 21, 2022, respectively. Our Company will also make applications to the Stock Exchanges to obtain trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFO/DIL/2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE Limited.

DISCLAIMER CLAUSE OF SEBI: Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 184 of the LOF.

DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the letter of offer for the full text of the Disclaimer Clause of BSE as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 187 of the LOF.

Disclaimer Clause of NSE: It is to be distinctly understood that the permission given by NSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by NSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the letter of offer for the full text of the Disclaimer Clause of NSE as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 187 of the LOF.

Banker to the Issue and refund banker: ICICI BANK LIMITED

Monitoring agency: ICRA LIMITED

FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: In accordance with the SEBI ICDR Regulations, and SEBI Rights Issue Circular, Our Company is required to dispatch / send, at least three days before the Issue Closing Date, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue materials to all the Eligible Equity Shareholders who have provided their Indian Address to our Company and who are located in jurisdictions where the Offer and Sale of Rights Entitlement or Rights Equity Shares is permitted under the laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter, along with the Application Form has been completed in electronic form through email on Tuesday December 20, 2022 and by Speed Post on Tuesday, December 20, 2022 by the Registrar to the Issue.

Shareholders can access this Final Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- (i) our Company at www.rswm.in
- (ii) the Registrar to the Issue at <https://rights.kfintech.com>
- (iii) the Lead Manager, i.e. SKP Securities Limited at www.skpsecurities.com
- (iv) the Stock Exchanges at www.bseindia.com and www.nseindia.com

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.kfintech.com>) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.rswm.in).

OTHER IMPORTANT LINKS AND HELPLINE:

- a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: <https://rights.kfintech.com>
- b) Updation of address / email address/ mobile number in the records maintained by the Registrar or our Company: <https://rights.kfintech.com>
- c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://rights.kfintech.com>
- d) Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rswm.rights@kfintech.com for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Equity Shareholders who do not have an Indian address are not eligible to apply for this Issue.



RSWM LIMITED

RSWM Limited ("Our Company" or the "Issuer") was originally incorporated as "Rajasthan Spinning and Weaving Mills Limited" on October 17, 1960, as a public limited company under the Companies Act, 1956 and a certificate of incorporation was granted to our Company by the Registrar of Companies, West Bengal at Calcutta. Our Company received the certificate of commencement of business from the Registrar of Companies, West Bengal at Calcutta on December 29, 1960. Subsequently, the name of our Company was changed to "RSWM Limited" pursuant to which a fresh certificate of incorporation was granted on July 31, 2006 by the Registrar of Companies, Rajasthan at Jaipur ("ROC"). For further details in relation to changes in the registered office of our Company, see "General Information" on page 37 of the Letter of Offer ("LOF").

Registered Office: Kharigram, P.O. Gulabpura - 311 021, Bhilwara, Rajasthan
Corporate Office: Bhilwara Towers, A-12, Sector - 1, Noida - 201 301, Uttar Pradesh, India | Contact Person: Surender Gupta, Company Secretary and Compliance Officer
Tel: +91 120 439 00000 | E-mail: rswm.investors@lnjbhilwara.com | Website: www.rswm.in | Corporate Identity Number: L17115RJ1960PLC008216

PROMOTERS OF OUR COMPANY: LAKSHMI NIWAS JHUNJHUNWALA AND RAVI JHUNJHUNWALA

ISSUE OF UP TO 2,35,50,842 EQUITY SHARES OF FACE VALUE OF ₹10 EACH OF OUR COMPANY ("RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 100 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 90 PER RIGHTS EQUITY SHARE) AGGREGATING UP TO ₹ 23,550.84 LAKHS* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARES FOR EVERY 1 (ONE) EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ON THE RECORD DATE, THAT IS, ON DECEMBER 16, 2022 ("RECORD DATE") (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO THE SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 190 OF THE LETTER OF OFFER.

* Assuming full subscription

NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY RIGHTS ISSUE CLOSES TODAY

#Our Board will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WILL BE TRADED ONLY ON BSE AND NSE

ASBA*

Simple, Safe, Smart way of Application - Make use of it!!!

*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details read section on ASBA below

Facilities for Application in this issue

(i) ASBA Facility :

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Terms of the Issue – Making of an Application through the ASBA Process" page 192 of the Letter of offer.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFO/DIL/1/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI circular bearing reference number CIR/CFO/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

Pursuant to provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders will be credited in their respective demat account and shall be admitted for trading on the Stock Exchange under the ISIN : INE611A20016 subject to requisite approvals. For details of credit of the Rights Entitlements, see "Terms of the Issue – Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" on page 202 of the Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense account opened by our Company for the Eligible Equity Shareholders, which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the EPFO authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned / reversed / failed; or (e) the ownership of Equity Shares currently under dispute, including any court proceedings, if any; or (f) Shareholders in the United States.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.kfintech.com>) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.rswm.in).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialised form. A separate ISIN for the Rights Entitlements has also been generated which is INE611A20016. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense account in case of resident Eligible Equity Shareholders holding shares in physical form as at Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

FOR DETAILS, PLEASE SEE THE SECTION ENTITLED "TERMS OF THE ISSUE – PROCESS OF MAKING AN APPLICATION THE ISSUE" ON PAGE 191 OF THE LETTER OF OFFER.

APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA)

Investors desiring to make an application in this issue through ASBA Process, may submit the Application Form in physical mode to the Designated Branch of the SCSB or online / electronic Application through the website of SCSB(s) (if made available by the SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Account. The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34>. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms, please refer to the above-mentioned link.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process:

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his / her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being RSWM Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Registered Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) / DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts; PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;

5. Number of Equity Shares held as at Record Date; 6. Allotment option – only dematerialised form; 7. Number of Rights Equity Shares entitled to; 8. Number of Rights Equity Shares applied for; 9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Rights Equity Shares applied for; 11. Total amount paid at the rate of ₹ 100 per Rights Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR / NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); 16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at enward.ris@kfintech.com; and 17. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties, acknowledgements and agreements set forth in "Restrictions on Purchases and Resales" on page 216 of the LOF, and shall include the following: "We acknowledge that No action has been or will be taken to permit the issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with SEBI and the Stock Exchanges. In particular, the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only to persons outside the United States in offshore transactions as

defined in and in reliance on Regulation S under the Securities Act ("Regulation S"). For the selling restrictions in certain other jurisdictions, see "Restrictions on Purchases and Resales – Selling Restrictions" on page 216 of the Letter of Offer. The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer and any other Issue Materials may not be distributed, in whole or in part, or in or into (i) the United States or (ii) any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or any other Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone (i) in the United States or (ii) in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.kfintech.com>.

Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Application Form or a plain paper Application is Friday, January 6, 2023, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law.

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of the Issue – Basis of Allotment" on page 209 of the LOF.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by BSE and NSE.

ALLOTMENT OF THE RIGHTS EQUITY SHARES ONLY IN DEMATERIALISED FORM: Please note that the Rights Equity Shares applied for in this issue can be allotted only in dematerialised form and to the same depository account in which our equity shares are held by such investor on the Record Date. For further details, please see "Terms of the Issue – Allotment advice or refund / unbloating of ASBA accounts" on page 210 of the Letter of Offer.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENT WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.

INVESTORS MAY NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM.

LISTING : The Equity Shares are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with BSE, the "Stock Exchanges"). Our Company has received "in-principle" approvals from BSE and NSE for listing the Rights Equity Shares through their letters dated November 24, 2022 and November 21, 2022, respectively. Our Company will also make applications to the Stock Exchanges to obtain trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFO/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE Limited.

DISCLAIMER CLAUSE OF SEBI: Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 184 of the LOF.

DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the letter of offer for the full text of the Disclaimer Clause of BSE as provided in "Other Regulatory and Statutory Disclosures – Disclaimer Clause of BSE" on page 187 of the LOF.

Disclaimer Clause of NSE: It is to be distinctly understood that the permission given by NSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by NSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the letter of offer for the full text of the Disclaimer Clause of NSE as provided in "Other Regulatory and Statutory Disclosures – Disclaimer Clause of NSE" on page 187 of the LOF.

Banker to the issue and refund banker: ICICI BANK LIMITED

Monitoring agency: ICRA LIMITED

FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: In accordance with the SEBI ICDR Regulations, and SEBI Rights Issue Circular, Our Company is required to dispatch / send, at least three days before the Issue Closing Date, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue materials only to the Eligible Equity Shareholders who have provided their Indian Address to our Company and who are located in jurisdictions where the Offer and Sale of Rights Entitlement or Rights Equity Shares is permitted under the laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter, along with the Application Form has been completed in electronic form through email on Tuesday December 20, 2022 and by Speed Post on Tuesday, December 20, 2022 by the Registrar to the Issue.

Shareholders can access this Final Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

(i) our Company at www.rswm.in

(ii) the Registrar to the Issue at <https://rights.kfintech.com>

(iii) the Lead Manager, i.e. SKP Securities Limited at www.skpssecurities.com

(iv) the Stock Exchange at www.bseindia.com and www.nseindia.com:

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.kfintech.com>) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.rswm.in).

OTHER IMPORTANT LINKS AND HELPLINE:

a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: <https://rights.kfintech.com>

b) Updation of address/ email address/ mobile number in the records maintained by the Registrar or our Company: <https://rights.kfintech.com>

c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://rights.kfintech.com>

d) Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rswm.rights@kfintech.com for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Equity Shareholders who do not have an Indian address are not eligible to apply for this Issue.

This is an Advertisement for information purposes only and not for publication or distribution outside India and is not an Offer Document announcement. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated December 13, 2022 (the "Letter of Offer" or "LOF") filed with the Stock Exchanges, namely BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI").



RSWM LIMITED

RSWM Limited ("Our Company" or the "Issuer") was originally incorporated as "Rajasthan Spinning and Weaving Mills Limited" on October 17, 1960, as a public limited company under the Companies Act, 1956 and a certificate of incorporation was granted to our Company by the Registrar of Companies, West Bengal at Calcutta. Our Company received the certificate of commencement of business from the Registrar of Companies, West Bengal at Calcutta on December 29, 1960. Subsequently, the name of our Company was changed to "RSWM Limited" pursuant to which a fresh certificate of incorporation was granted on July 31, 2006 by the Registrar of Companies, Rajasthan at Jaipur ("ROC"). For further details in relation to changes in the registered office of our Company, see "General Information" on page 37 of the Letter of Offer ("LOF").

Registered Office: Kharigram, P.O. Gulabpura - 311 021, Bhilwara, Rajasthan
 Corporate Office: Bhilwara Towers, A-12, Sector - 1, Noida - 201 301, Uttar Pradesh, India | Contact Person: Surender Gupta, Company Secretary and Compliance Officer
 Tel: +91 120 439 00000 | E-mail: rswm.investors@kfinotech.com | Website: www.rswm.in | Corporate Identity Number: L17115RJ1960PLC008216

PROMOTERS OF OUR COMPANY: LAKSHMI NIWAS JHUNJHUNWALA AND RAVI JHUNJHUNWALA

ISSUE OF UP TO 2,35,50,842 EQUITY SHARES OF FACE VALUE OF ₹10 EACH OF OUR COMPANY ("RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 100 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 90 PER RIGHTS EQUITY SHARE) AGGREGATING UP TO ₹ 23,550.84 LAKHS* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARES FOR EVERY 1 (ONE) EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ON THE RECORD DATE, THAT IS, ON DECEMBER 16, 2022 ("RECORD DATE") (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO THE SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 190 OF THE LETTER OF OFFER.

* Assuming full subscription

NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY RIGHTS ISSUE CLOSES TODAY

*Our Board will have the right to extend the issue period as it may determine from time to time, provided that this issue will not remain open in excess of 30 (thirty) days from the issue Opening Date (inclusive of the issue Opening Date) or such other time as may be permitted as per applicable law. Further, no withdrawal of Application shall be permitted by any Applicant after the issue Closing Date.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WILL BE TRADED ONLY ON BSE AND NSE

ASBA*

Simple, Safe, Smart way of Application - Make use of it!!!

*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details read section on ASBA below

Facilities for Application in this issue

(i) ASBA Facility:

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Terms of the Issue – Making of an Application through the ASBA Process" page 192 of the Letter of offer.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/1/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this issue and clear demarcated funds should be available in such account for such an Application.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

Pursuant to provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders will be credited in their respective demat account and shall be admitted for trading on the Stock Exchange under the ISIN : INE611A20016 subject to requisite approvals. For details of credit of the Rights Entitlements, see "Terms of the Issue – Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" on page 202 of the Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense account opened by our Company for the Eligible Equity Shareholders, which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned / reversed / failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) Shareholders in the United States.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.kfinotech.com>) by entering their DP ID and Client ID or Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.rswm.in).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialised form. A separate ISIN for the Rights Entitlements has also been generated which is INE611A20016. The said ISIN shall remain frozen (or debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense account in case of resident Eligible Equity Shareholders holding shares in physical form as at Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Entitlements from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

FOR DETAILS, PLEASE SEE THE SECTION ENTITLED "TERMS OF THE ISSUE – PROCESS OF MAKING AN APPLICATION THE ISSUE" ON PAGE 191 OF THE LETTER OF OFFER.

APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA)

Investors desiring to make an application in this issue through ASBA Process, may submit the Application Form in physical mode to the Designated Branch of the SCSB or online/electronic Application through the website of SCSB(s) (if made available by the SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Account. The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFp=yes&infold=34>. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms, please refer to the above-mentioned link.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process:

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his / her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being RSWM Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Registered Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) / DP and Client ID; 4. Except for Applications on behalf of Central or State Government, the residents of Sikkim and the officials appointed by the Government, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this issue;

5. Number of Equity Shares held as at Record Date; 6. Allotment option – only dematerialised form; 7. Number of Rights Equity Shares entitled to; 8. Number of Rights Equity Shares applied for within the Rights Entitlements; 9. Number of Additional Rights Equity Shares applied for if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Rights Equity Shares applied for; 11. Total amount paid at the rate of ₹ 100 per Rights Equity Share; 12. Details of the ASBA Account such as the SCSB account number; name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR / NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); 16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at email id: rswm.rights@kfinotech.com; and 17. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties, acknowledgements and agreements set forth in "Restrictions on Purchases and Resales" on page 216 of the LOF, and shall include the following: "We acknowledge that No action has been or will be taken to permit the issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with SEBI and the Stock Exchanges. In particular, the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only to persons outside the United States in offshore transactions as

defined in and in reliance on Regulation 5 under the Securities Act ("Regulation 5"). For the selling restrictions in certain other jurisdictions, see "Restrictions on Purchases and Resales – Selling Restrictions" on page 216 of the Letter of Offer. The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer and any other Issuer Materials may not be distributed, in whole or in part, in or into in (i) the United States or (ii) any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or any other Issuer Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone (i) in the United States or (ii) in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

I/ We acknowledge that you, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.kfinotech.com>.

Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Application Form or a plain paper Application is Friday, January 6, 2023, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law.

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of the Issue - Basis of Allotment" on page 209 of the LOF.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as permitted by BSE and NSE.

ALLOTMENT OF THE RIGHTS EQUITY SHARES ONLY IN DEMATERIALISED FORM: Please note that the Rights Equity Shares applied for in this issue can be allotted only in dematerialised form and to the same depository account in which our equity shares are held by such investor on the Record Date. For further details, please see "Terms of the Issue - Allotment advice or refund / unblocking of ASBA accounts" on page 210 of the Letter of Offer.

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Shareholders can access this Final Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of

(i) our Company at www.rswm.in

(ii) the Registrar to the Issue at <https://rights.kfinotech.com>

(iii) the Lead Manager, i.e. SKP Securities Limited at www.skpsecurities.com

(iv) the Stock Exchanges at www.bseindia.com and www.nseindia.com

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OTHER IMPORTANT LINKS AND HELPLINE:

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b) Updation of address/ email address/ mobile number in the records maintained by the Registrar or our Company: <https://rights.kfinotech.com>

c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://rights.kfinotech.com>

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RSWM LIMITED

RSWM Limited ("Our Company" or the "Issuer") was originally incorporated as "Rajasthan Spinning and Weaving Mills Limited" on October 17, 1960, as a public limited company under the Companies Act, 1956 and a certificate of incorporation was granted to our Company by the Registrar of Companies, West Bengal at Calcutta. Our Company received the certificate of commencement of business from the Registrar of Companies, West Bengal at Calcutta on December 29, 1960. Subsequently, the name of our Company was changed to "RSWM Limited" pursuant to which a fresh certificate of incorporation was granted on July 31, 2006 by the Registrar of Companies, Rajasthan at Jaipur ("ROC"). For further details in relation to changes in the registered office of our Company, see "General Information" on page 37 of the Letter of Offer ("LOF").

Registered Office: Khanagram, P.O. Gulabpura - 311 021, Bhilwara, Rajasthan
Corporate Office: Bhilwara Towers, A-12, Sector - 1, Noida - 201 301, Uttar Pradesh, India | Contact Person: Surender Gupta, Company Secretary and Compliance Officer
Tel: +91 120 439 00000 | E-mail: rswm.investors@lnjbhilwara.com | Website: www.rswm.in | Corporate Identity Number: L17115RJ1960PLC008216

PROMOTERS OF OUR COMPANY: LAKSHMI NIWAS JHUNJHUNWALA AND RAVI JHUNJHUNWALA

ISSUE OF UP TO 2,35,50,842 EQUITY SHARES OF FACE VALUE OF ₹10 EACH OF OUR COMPANY ("RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹100 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹90 PER RIGHTS EQUITY SHARE) AGGREGATING UP TO ₹ 23,550.84 LAKHS* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARES FOR EVERY 1 (ONE) EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ON THE RECORD DATE, THAT IS, ON DECEMBER 16, 2022 ("RECORD DATE") (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO THE SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 190 OF THE LETTER OF OFFER.

* Assuming full subscription

NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY RIGHTS ISSUE CLOSES TODAY

#Our Board will have the right to extend the Issue period as it may determine from time to time, provided that this issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WILL BE TRADED ONLY ON BSE AND NSE

ASBA*

Simple, Safe, Smart way of Application - Make use of it!!!

*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details read section on ASBA below

Facilities for Application in this issue

(i) ASBA Facility:

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Terms of the Issue – Making of an Application through the ASBA Process" page 192 of the Letter of offer.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

Pursuant to provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders will be credited in their respective demat account and shall be admitted for trading on the Stock Exchange under the ISIN : INE611A20016 subject to requisite approvals. For details of credit of the Rights Entitlements, see "Terms of the Issue – Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" on page 202 of the Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense account opened by our Company for the Eligible Equity Shareholders, which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned / reversed / failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) Shareholders in the United States.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.kfintech.com>) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.rswm.in).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE611A20016. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense account in case of resident Eligible Equity Shareholders holding shares in physical form as at Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

FOR DETAILS, PLEASE SEE THE SECTION ENTITLED "TERMS OF THE ISSUE – PROCESS OF MAKING AN APPLICATION THE ISSUE" ON PAGE 191 OF THE LETTER OF OFFER.

APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA)

Investors desiring to make an application in this issue through ASBA Process, may submit the Application Form in physical mode to the Designated Branch of the SCSB or online / electronic Application through the website of SCSBs (if made available by the SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Account. The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <https://www.sebi.gov.in/sebiven/other/OtherAction.do?doRecognised=pi=yes&intmid=34>. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms, please refer to the above-mentioned link.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process:

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his / her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being RSWM Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Registered Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) / DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;

5. Number of Equity Shares held as at Record Date; 6. Allotment option – only dematerialised form; 7. Number of Rights Equity Shares entitled to; 8. Number of Rights Equity Shares applied for within the Rights Entitlements; 9. Number of Additional Rights Equity Shares applied for; if any (applicable only if earlier Rights Entitlements have been applied for); 10. Total number of Rights Equity Shares applied for; 11. Total amount paid at the rate of ₹ 100 per Rights Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR / NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); 16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at enward.iris@kfintech.com; and 17. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties, acknowledgements and agreements set forth in "Restrictions on Purchases and Resales" on page 216 of the LOF, and shall include the following: "I/We acknowledge that No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with SEBI and the Stock Exchanges. In particular, the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only to persons outside the United States in offshore transactions as

defined in and in reliance on Regulation S under the Securities Act ("Regulation S"). For the selling restrictions in certain other jurisdictions, see "Restrictions on Purchases and Resales – Selling Restrictions" on page 216 of the Letter of Offer. The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer and any other Issuer Materials may not be distributed, in whole or in part, or in or into in (i) the United States or (ii) or any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or any other Issuer Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone (i) in the United States or (ii) in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements.

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.kfintech.com>.

Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Application Form or a plain paper Application is Friday, January 6, 2023, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law.

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of the Issue - Basis of Allotment" on page 209 of the LOF.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by BSE and NSE.

ALLOTMENT OF THE RIGHTS EQUITY SHARES ONLY IN DEMATERIALISED FORM: Please note that the Rights Equity Shares applied for in this issue can be allotted only in dematerialised form and to the same depository account in which our equity shares are held by such investor on the Record Date. For further details, please see "Terms of the Issue - Allotment advice or refund / unblocking of ASBA accounts" on page 210 of the Letter of Offer.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENT WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.

INVESTORS MAY NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM.

LISTING : The Equity Shares are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with BSE, the "Stock Exchanges"). Our Company has received "in-principle" approvals from BSE and NSE for listing the Rights Equity Shares through their letters dated November 24, 2022 and November 21, 2022, respectively. Our Company will also make applications to the Stock Exchanges to obtain trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE Limited.

DISCLAIMER CLAUSE OF SEBI: Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 184 of the LOF.

DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the letter of offer for the full text of the Disclaimer Clause of BSE as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 187 of the LOF.

Disclaimer Clause of NSE: It is to be distinctly understood that the permission given by NSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by NSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the letter of offer for the full text of the Disclaimer Clause of NSE as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 187 of the LOF.

Banker to the issue and refund banker: ICICI BANK LIMITED

Monitoring agency: ICRA LIMITED

FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: in accordance with the SEBI ICDR Regulations, and SEBI Rights Issue Circular, Our Company is required to dispatch / send, at least three days before the Issue Closing Date, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue materials only to the Eligible Equity Shareholders who have provided their Indian Address to our Company and who are located in jurisdictions where the Offer and Sale of Rights Entitlement or Rights Equity Shares is permitted under the laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter, along with the Application Form has been completed in electronic form through email on Tuesday December 20, 2022 and by Speed Post on Tuesday, December 20, 2022 by the Registrar to the Issue.

Shareholders can access this Final Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

(i) our Company at www.rswm.in

(ii) the Registrar to the Issue at <https://rights.kfintech.com>

(iii) the Lead Manager, i.e. SKP Securities Limited at www.skpsecurities.com

(iv) the Stock Exchanges at www.bseindia.com and www.nseindia.com;

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.kfintech.com>) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.rswm.in).

OTHER IMPORTANT LINKS AND HELPLINE:

a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: <https://rights.kfintech.com>

b) Updation of address/ email address/ mobile number in the records maintained by the Registrar or our Company: <https://rights.kfintech.com>

c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://rights.kfintech.com>

d) Request Letter to be sent by the non-resident Eligible Equity Share