

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L17115RJ1960PLC008216

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACR9700M

(ii) (a) Name of the company

RSWM LIMITED

(b) Registered office address

KHARIGRAM P.O. GULABPURA NA
BHILWARA
Rajasthan
311021
India



(c) *e-mail ID of the company

skg@lnjbhilwara.com

(d) *Telephone number with STD code

01483223144

(e) Website

www.rswm.im

(iii) Date of Incorporation

17/10/1960

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	LNJ SKILLS & ROZGAR PRIVATE [+]	U31101DL2006PLC148862	Associate	47.3
2	BG WIND POWER LIMITED	U40300DL2014PLC272660	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	60,000,000	47,101,684	47,101,684	47,101,684
Total amount of equity shares (in Rupees)	600,000,000	471,016,840	471,016,840	471,016,840

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	60,000,000	47,101,684	47,101,684	47,101,684
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600,000,000	471,016,840	471,016,840	471,016,840

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	52,500,000	0	0	0
Total amount of preference shares (in rupees)	750,000,000	0	0	0

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	2,500,000	0	0	0
Nominal value per share (in rupees)	150	150	150	150
Total amount of preference shares (in rupees)	375,000,000	0	0	0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	50,000,000	0	0	0
Nominal value per share (in rupees)	7.5	7.5	7.5	7.5
Total amount of preference shares (in rupees)	375,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	204,186	46,897,498	47101684	471,016,840	471,016,840	
Increase during the year	0	45,567	45567	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		45,567	45567			
Conversion from Physical to Demat						
Decrease during the year	45,567	0	45567	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	45,567		45567			
Conversion from Physical to Demat						
At the end of the year	158,619	46,943,065	47101684	471,016,840	471,016,840	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE611A01016

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferor's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferee's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

40,927,205,983

(ii) Net worth of the Company

13,092,871,642

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,417,066	3.01	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	14,946,317	31.73	0	
10.	Others FCB	9,869,540	20.95	0	
	Total	26,232,923	55.69	0	0

Total number of shareholders (promoters)

21

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	16,973,346	36.04	0	
	(ii) Non-resident Indian (NRI)	400,820	0.85	0	
	(iii) Foreign national (other than NRI)	418,500	0.89	0	
2.	Government				
	(i) Central Government	95,865	0.2	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	31,701	0.07	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	981,921	2.08	0	
7.	Mutual funds	2,125	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	956,734	2.03	0	
10.	Others IEPF & Others	1,007,749	2.14	0	
	Total	20,868,761	44.3	0	0

Total number of shareholders (other than promoters)

33,207

**Total number of shareholders (Promoters+Public/
Other than promoters)**

33,228

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

25

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ALASKA PERMANENT FUND	STANDARD CHARTERED BANK SECURITIES DEPARTMENT			15,214	
AMERICAN CENTURY INVESTMENT FUND	DEUTSCHE BANK AG, DB HOUSE, FRANKFURT			8,000	
AMERICAN CENTURY INVESTMENT FUND	DEUTSCHE BANK AG, DB HOUSE, FRANKFURT			288	
CITY OF NEW YORK COMMON FUND	HSBC SECURITIES SERVICES 11TH FLOOR			34,734	

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
COPTHALL MAURITIUS	JP Morgan Chase Bank N.A, INDIA			1,908	
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			6,982	
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			96	
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			144	
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			46,984	
DIMENSIONAL FUNDS	DEUTSCHE BANK AG, DB HOUSE H			1,576	
DIMENSIONAL WORL	CITIBANK N.A. CUSTODY SERVICES			11,104	
EMERGING MARKETS C	DEUTSCHE BANK AG, DB HOUSE H			15,788	
EMERGING MARKETS C	CITIBANK N.A. CUSTODY SERVICES			273,374	
EMERGING MARKETS I	CITIBANK N.A. CUSTODY SERVICES			7,090	
EMERGING MARKETS S	CITIBANK N.A. CUSTODY SERVICES			18,172	
EMERGING MARKETS T	DEUTSCHE BANK AG, DB HOUSE H			8,578	
EMERGING MARKETS T	CITIBANK N.A. CUSTODY SERVICES			4,312	
EMERGING MARKETS V	DEUTSCHE BANK AG, DB HOUSE H			15,334	
FIRST WATER FUND	KOTAK MAHINDRA BANK LIMITED			419,868	
JOHN HANCOCK FUNI	CITIBANK N.A. CUSTODY SERVICES			5,936	
LOS ANGELES CITY EM	CITIBANK N.A. CUSTODY SERVICES			3,380	
QUADRATURE CAPITAL	JP Morgan Chase Bank N.A, India S			1,054	
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			66,991	
WORLD EX U.S. CORE I	CITIBANK N.A. CUSTODY SERVICES			7,568	
WORLD EX U.S. TARGE	CITIBANK N.A. CUSTODY SERVICES			7,446	

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	0	21
Members (other than promoters)	0	33,207
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	3	1	3	0	0
B. Non-Promoter	1	5	1	5	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	8	2	8	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RIJU JHUNJHUNWAL	00061060	Managing Director	377,000	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAVI JHUNJHUNWAL	00060972	Director	607,410	
SHEKHAR AGARWAL	00066113	Director	3,463	
BRIJ MOHAN SHARM	08195895	Managing Director	0	
ARUN KUMAR CHRIV	00001718	Director	3,310	
KAMAL GUPTA	00038490	Director	0	
AMAR NATH CHOUDH	00587814	Director	0	
DEEPAK JAIN	00004972	Director	0	
ARCHANA CAPOOR	01204170	Director	0	
SURYA KANT GUPTA	00323759	Director	0	
AVINASH BHARGAVA	AAYPB1346E	CFO	23	
SURENDER KUMAR C	AEVPG4534L	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SURYA KANT GUP	00323759	Director	10/08/2023	Appointed as additional Direct
PRIYA SHANKAR D	00012552	Director	15/09/2023	Completed second consecutiv

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	15/09/2023	34,139	103	58.33

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2023	10	10	100
2	10/08/2023	11	10	90.91
3	09/11/2023	10	9	90
4	01/12/2023	10	10	100
5	24/01/2024	10	7	70
6	09/02/2024	10	9	90
7	21/03/2024	10	9	90
8	29/03/2024	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

27

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM +	26/05/2023	3	3	100
2	AUDIT COMM +	18/07/2023	3	3	100
3	AUDIT COMM +	10/08/2023	3	3	100
4	AUDIT COMM +	09/11/2023	3	3	100
5	AUDIT COMM +	01/12/2023	3	3	100
6	AUDIT COMM +	21/12/2023	3	3	100
7	AUDIT COMM +	09/02/2024	3	3	100
8	AUDIT COMM +	29/03/2024	3	3	100
9	STAKEHOLDER +	26/05/2023	3	3	100
10	STAKEHOLDER +	10/08/2023	3	3	100

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	RIJU JHUNJH	8	8	100	2	0	0	
2	RAVI JHUNJH	8	7	87.5	0	0	0	
3	SHEKHAR AG	8	8	100	12	12	100	
4	BRIJ MOHAN	8	8	100	0	0	0	
5	ARUN KUMAR	8	8	100	4	4	100	
6	KAMAL GUPTA	8	7	87.5	23	22	95.65	
7	AMAR NATH	8	8	100	19	19	100	
8	DEEPAK JAIN	8	3	37.5	1	0	0	
9	ARCHANA CA	8	8	100	9	9	100	
10	SURYA KANT	7	7	100	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RIJU JHUNJHUNW	MANAGING DIF	34,179,221	0	0	0	34,179,221
2	BRIJ MOHAN SHA	JOINT MANAGI	28,803,080				28,803,080
	Total		62,982,301	0	0	0	62,982,301

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AVINASH BHARGA	CFO	6,642,000				6,642,000
2	SURENDER KUMA	COMPANY SEC	7,334,000				7,334,000
	Total		13,976,000		0		13,976,000

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAVI JHUNJHUNW	DIRECTOR	0	0	0	525,000	525,000
2	SHEKHAR AGARW	DIRECTOR	0	0	0	1,500,000	1,500,000
3	ARUN KUMAR CHU	DIRECTOR	0	0	0	900,000	900,000
4	DR. KAMAL GUPTA	DIRECTOR	0	0	0	2,175,000	2,175,000
5	AMAR NATH CHOU	DIRECTOR	0	0	0	1,725,000	1,725,000
6	PRIYA SHANKAR [DIRECTOR	0	0	0	150,000	150,000
7	DEEPAK JAIN	DIRECTOR	0	0	0	225,000	225,000
8	ARCHANA CAPOO	DIRECTOR	0	0	0	1,275,000	1,275,000
9	SURYA KANT GUP	DIRECTOR	0	0	0	600,000	600,000
	Total		0	0	0	9,075,000	9,075,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SUNITA MATHUR

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

741

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

13

dated

30/05/2015

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

00061060

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

2615

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments****Remove attachment**

Modify

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LIST OF COMMITTEE POSITION AS ON 31.03 2024

S.No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	26.05.2023	3	3	100
2	AUDIT COMMITTEE	18.07.2023	3	3	100
3	AUDIT COMMITTEE	10.08.2023	3	3	100
4	AUDIT COMMITTEE	09.11.2023	3	3	100
5	AUDIT COMMITTEE	01.12.2023	3	3	100
6	AUDIT COMMITTEE	21.12.2023	3	3	100
7	AUDIT COMMITTEE	09.02.2024	3	3	100
8	AUDIT COMMITTEE	29.03.2024	3	3	100
9	STAKEHOLDERS RELATIONSHIP	26.05.2023	3	3	100
10	STAKEHOLDERS RELATIONSHIP	10.08.2023	3	3	100
11	STAKEHOLDERS RELATIONSHIP	09.11.2023	3	3	100
12	STAKEHOLDERS RELATIONSHIP	09.02.2024	3	3	100
13	NOMINATION & REMUNERATION	26.05.2023	3	3	100
14	NOMINATION & REMUNERATION	10.08.2023	3	3	100
15	NOMINATION & REMUNERATION	24.01.2024	3	3	100
16	NOMINATION & REMUNERATION	09.02.2024	3	3	100
17	CORPORATE SOCIAL RESPONSIBILITY	26.05.2023	3	2	67
18	CORPORATE SOCIAL RESPONSIBILITY	10.08.2023	3	3	100
19	CORPORATE SOCIAL RESPONSIBILITY	09.11.2023	3	2	67
20	CORPORATE SOCIAL RESPONSIBILITY	09.02.2024	3	3	100
21	SHARE TRANSFER	12.05.2023	2	2	100
22	SHARE TRANSFER	24.07.2023	2	2	100
23	SHARE TRANSFER	22.11.2023	2	2	100
24	SHARE TRANSFER	19.12.2023	2	2	100
25	INDEPENDENT DIRECTOR	09.02.2024	5	4	80
26	RISK MANAGEMENT	18.07.2023	3	3	67
27	RISK MANAGEMENT	21.12.2023	3	3	67

(Formerly Rajasthan Spinning & Weaving Mills Limited)

Corporate Office:
Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel: +91-120-4390300 (EPABX)
Fax: +91-120-4277841
Website: www.rswm.in
GSTIN: 09AAACR9700M1Z1

Regd. Office:
Kharigram, 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.lnjbhilwara.com
GSTIN: 08AAACR9700M1Z3

Corporate Identification Number: L17115RJ1960PLC008216



FORM NO. MGT-8

**[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies
(Management and Administration) Rules, 2014]
CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

*I have examined the registers, records and books and papers of **RSWM Limited having CIN L17115RJ1960PLC008216** (the company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the foresaid financial year, the company has complied with provisions of the Act & Rules made there under in respect of;
 - 1. its status under the Act;
 - 2. maintenance of registers / records & making entries therein within the time prescribed therefore;
 - 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 - 4. calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the minute book/ registers maintained for the purpose and the same have been signed; -

There were No instance of circular resolutions and resolutions passed by postal ballot

- 5. closure of Register of Members/ security holders, as the case may be;
- 6. advances/loans to its Directors and/or persons or firms or companies referred in section 185 of the Act;
- 7. contracts/arrangements with the related parties as specified in section 188 of the Act;



8. issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debenture/alteration or reduction of shares capital/conversion of shares/securities and issue of security certificates in all instances;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with the section 125 of the Act;
11. signing of audit financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
12. constitution/appointment/re-appointment/retirement/ filling up casual vacancies /disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act; -

Mr. Surya Kant Gupta (DIN- 00323759) was appointed as Appointed as additional Director-Independent wef 10.08.2023 and Mr. Priya Shankar Dasgupta (DIN- 00012552) Completed second consecutive term as Independent Director and ceased to be Director wef 15/09/2023

14. No approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has not accepted any deposits from the public or its employees during the year. There were no acceptance/renewal/repayment of deposits;
16. borrowings from its directors, members, public financial institution, banks and other and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the company. -

There was NO CHANGE

Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis. Our Certificate is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: NOIDA
Date: ..24th July,.2024

Sunita Mathur
FCS No.: 1743 /C P No.: 741
ICSI UDIN: F001743.....
PR: 1297/2021

*Disclaimer Note: The Certification of this "MGT-8" has been undertaken to the best of my capability based on of e verification of scans, soft copies, information, confirmations, records and documents made available to us by the management.

RSWM Limited

© Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Country of Incorporation	No of shares held	% of shares held	Folio/Cliet/Dp Id	SEBI Regd No
ALASKA PERMANENT FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	USA	15,214	0.0323	IN30152430058556	INUSFP117816
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	USA	8,000	0.0170	IN30016710159933	INUSFP083219
AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	USA	288	0.0006	IN30016710169081	INUSFP019322
CITY OF NEW YORK GROUP TRUST	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	USA	34,734	0.0737	IN30014220774577	INUSFP213516

COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063	MAURITUS	1,908	0.0041	IN3034381 0000062	INMUFP001717
DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	CANADA	6,982	0.0148	IN3015243 0049717	INCAFP268915
DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	USA	96	0.0002	IN3000541 0118856	INUSFP017622
DIMENSIONAL EMERGING MARKETS VALUE ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	USA	144	0.0003	IN3000541 0118830	INUSFP017322
DIMENSIONAL EMERGING MARKETS VALUE FUND	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	USA	46,984	0.0998	IN3000541 0040054	INUSFP033716

DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	IRELAND	1,576	0.0033	IN3001671 0128022	INIRFP127115
DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	USA	11,104	0.0236	IN3000541 0115788	INUSFP061421
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	UNITED KINGDOM	15,788	0.0335	IN3001671 0156689	INUKFP032216
EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSI	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	USA	2,73,374	0.5804	IN3000541 0013410	INUSFP031416
EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GRO	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	USA	7,090	0.0151	IN3000541 0116787	INUSFP080421
EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	USA	18,172	0.0386	IN3000541 0017712	INUSFP031516

EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	IRELAND	8,578	0.0182	IN3001671 0100511	INIRFP027716
EMERGING MARKETS TARGETED VALUE PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	USA	4,312	0.0092	IN3000541 0100216	INUSFP073518
EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	IRELAND	15,334	0.0326	IN3001671 0100587	INIRFP027616
FIRST WATER FUND	KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI BLDG N. 21 2ND FLR ZONE I CUSTODY SERVS INFINITY PARK GEN A.K.VAIDYA MARG MALAD E MUMBAI 400097	MAURITUS	4,19,868	0.8914	IN3031732 0172944	INMUFP056618
JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	USA	5,936	0.0126	IN3000541 0080999	INUSFP164915

LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	USA	3,380	0.0072	IN30005410009298	INUSFP175717
QUADRATURE CAPITAL VECTOR SP LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063	CYPRUS	1,054	0.0022	IN30343810021660	INCYFP003521
THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	USA	66,991	0.1422	IN30005410013268	INUSFP033916
WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	USA	7,568	0.0161	IN30005410074905	INUSFP031716
WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	USA	7,446	0.0158	IN30005410074841	INUSFP021616
	TOTAL		9,81,921	2.0847		

