

## CORPORATE GOVERNANCE

General Information of the Company	
Scrip Code	500350
NSE Symbol	RSWM
MSEI Symbol	NOTLISTED
ISIN	INE611A01016
Name of the Entity	RSWM LIMITED
Date of start of Financial Year	01-04-2019
Date of end of Financial Year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	30-06-2019
Risk Management Committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities



<b>I. Composition of Board of Directors</b>									
<b>Title (Mr/Ms)</b>	<b>Name of the Director</b>	<b>PAN<sup>s</sup> &amp; DIN</b>	<b>Category (Chairperson/ Executive/Non-Executive/ In dependent/ Nominee)<sup>&amp;</sup></b>	<b>Date of Appointment in the current term/ cessation</b>	<b>Tenure*</b>	<b>No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)</b>	<b>No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Ravi Jhunjunwala	00060972/ AAGPJ0739D	Chairperson-Non-Executive	18.05.1979	-	6	2	5	0
Mr.	Shekhar Agarwal	00066113/ AAEPA6590M	Non-Executive	13.02.1984	-	5	0	4	0
Mr.	Riju Jhunjunwala	00061060/ AAKPJ4377M	Executive	01.05.2016	-	3	0	3	1
Mr.	Brij Mohan Sharma	08195895 AOMPS2044A	Executive	07.08.2018	-	1	0	0	0
Mr.	Arun Churiwal	00001718/ ACTPC0401E	Non-Executive	01.04.2016	-	3	0	4	1
Mr.	Jagdish Chandra Laddha	00118527/ AADPL6272E	Non-Executive	01.04.2015	-	2	1	0	0
Dr.	Kamal Gupta	00038490/ AAHPG1101F	Independent Non-Executive	16.09.2014	60	3	3	9	4
Mr.	Dharmendar Nath Davar	00002008/ AAAPD0015E	Independent Non-Executive	16.09.2014	60	6	4	8	2

Mr.	Amar Nath Choudhary	00587814/ ABVPC0060A	Independent Non-Executive	16.09.2014	60	2	2	3	2
Mr.	Priya Shankar Dasgupta	00012552/ ADWPD2072J	Independent Non-Executive	16.09.2018	60	6	6	7	2
Mr.	Deepak Jain	00004972/ AAEPJ1525D	Independent Non-Executive	11.05.2016	60	3	1	3	1
Mrs.	Archana Capoor	01204170/ ABSPC4053C	Independent Non-Executive	13.02.2018	60	6	6	2	1

\$ PAN number of any Director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of directors of the listed entity in continuity without any cooling off period.

# Includes committee Chairmanships.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)*	Date of Appointment	Date of Cessation	Remarks
1. Audit Committee	Dr. Kamal Gupta Mr. Dharmendar Nath Davar Mr. Amar Nath Choudhary	Chairperson - Independent - Non-Executive Independent - Non-Executive Independent - Non-Executive	31-10-2000 10-11-2004 28-01-2010		
2. Nomination & Remuneration Committee	Dr. Kamal Gupta Mr. Shekhar Agarwal Mr. Dharmendar Nath Davar Mr. Amar Nath Choudhary	Chairperson - Independent - Non-Executive Non-Executive Independent - Non-Executive Independent - Non-Executive	15-01-2002 30-01-2004 30-10-2006 21-05-2019		
3. Risk Management Committee (if applicable)	N.A.	N.A.	-		
4. Stakeholders' Relationship Committee	Dr. Kamal Gupta Mr. Shekhar Agarwal Mr. Dharmendar Nath Davar Mr. Arun Churiwal	Chairperson - Independent - Non-Executive Non-Executive Independent - Non-Executive Non-Executive	02-05-2001 02-05-2001 21-01-2008 29-04-2009		



5. Corporate Social Responsibility Committee	Mr. Arun Churiwal	Chairperson - Non-Executive	22-04-2014		
	Mr. Riju Jhunhunwala	Executive	22-04-2014		
	Mr. Amar Nath Choudhary	Independent - Non-Executive	22-04-2014		

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### III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
13 <sup>th</sup> February, 2019	10 <sup>th</sup> April, 2019 21 <sup>st</sup> May, 2019	55 days 40 days

### IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee 4 <sup>th</sup> April, 2019	Yes All Members were present.	13 <sup>th</sup> February, 2019	49 days
Audit Committee 21 <sup>st</sup> May, 2019	Yes Dr. Kamal Gupta Mr. Amar Nath Choudhary	13 <sup>th</sup> February, 2019	46 days
Nomination & Remuneration Committee 21 <sup>st</sup> May, 2019	Yes Dr. Kamal Gupta Mr. Shekhar Agarwal Mr. Amar Nath Choudhary	13 <sup>th</sup> February, 2019	96 days
Stakeholders' Relationship Committee 21 <sup>st</sup> May, 2019	Yes Dr. Kamal Gupta Mr. Shekhar Agarwal Mr. Arun Churiwal	13 <sup>th</sup> February, 2019	96 days
Corporate Social Responsibility Committee 21 <sup>st</sup> May, 2019	Yes Mr. Arun Churiwal Mr. Riju Jhunhunwala Mr. Amar Nath Choudhary.	13 <sup>th</sup> February, 2019	96 days

\* This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional

#### V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of Audit Committee obtained	<b>Yes</b>
Whether shareholder approval obtained for material RPT	<b>NA</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>Yes</b>

#### Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

#### VI. Affirmations:

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **YES**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **YES**
  - b. Nomination & remuneration committee - **YES**
  - c. Stakeholders relationship committee - **YES**
  - d. Risk management committee (applicable to the top 100 listed entities) - **N.A.**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **YES**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **YES**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **YES** (This report will be placed in ensuing Board meeting and the previous report had been placed in the previous Board meeting.)  
Any comments/observations/advice of Board of Directors may be mentioned here. - **N.A.** (There were no comments observed by the Board)





For **RSWM LIMITED**



**SURENDER GUPTA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

Place : Noida

Date : 12-07-2019

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.