

RSWM/SECTT/2024
September 13, 2024

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

Sub:- Outcome/Summary of Proceedings of 63rd Annual General Meeting held on 13th September, 2024 pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, held through Video Conferencing/Other Audio Visual Means (“VC/OAVM”).

Dear Sir/Madam,

In Compliance with Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), please find enclosed herewith summary of proceedings of the 63rd Annual General Meeting (AGM) of the Members of the Company held today i.e. 13th September, 2024 through Video Conferencing/Other Audio Visual Means (“VC/OAVM”), without the physical presence of the Members at the AGM venue to transact the business as mentioned in the Notice of AGM dated 13th August, 2024. The deemed venue for the AGM had been the Registered Office of the Company situated at Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan.

The voting results alongwith the Scrutinizer's Report will be announced/ displayed on the website of the Company (www.rswm.in) and the website of NSDL (www.evotingindia.com) not later than two working days from the conclusion of AGM and the results shall also be intimated to BSE Limited and National Stock Exchange of India Limited.

Please take and keep the above in your record and disseminate the same for the information of Investors.

Thanking you,

Yours faithfully,
For RSWM LIMITED

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

Encl.: As above

(Formerly Rajasthan Spinning & Weaving Mills Limited)

Corporate Office: Bhilwara Towers, A-12, Sector-1 Noida - 201 301 (NCR-Delhi), India Tel: +91-120-4390300 (EPABX) Fax: +91-120-4277841 Website: www.rswm.in GSTIN: 09AACR9700M1Z1	Regd. Office: Kharigram, P. B. No. 28, Post Office Gulabpura - 311 021 Distt. Bhilwara, (Rajasthan), India Tel. : +91-1483-223144 to 223150, 223478 Fax : +91-1483-223361, 223479 Website: www.lnjbihilwara.com GSTIN: 08AACR9700M1Z3
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Corporate Identification Number: L17115RJ1960PLC008216

Summary of Proceedings of 63rd Annual General Meeting (AGM) of the Members of the Company which was convened on Friday, the 13th day of September, 2024 at 02:00 P.M. through Video Conferencing /Other Audio Visual Means (“VC/OAVM”).

The 63rd Annual General Meeting of RSWM Limited was convened today i.e. Friday the 13th day of September, 2024 at 02:00 P.M. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) without the physical presence of the members at the AGM venue in compliance with General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs and Circular dated October 7, 2023 issued by the Securities and Exchange Board of India (SEBI), in furtherance of earlier circulars issued from time to time and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The deemed venue for the AGM had been the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311021, Distt. Bhilwara, Rajasthan.

Shri Riju Jhunjhunwala, Chairman & Managing Director and CEO chaired the meeting. But he lost the connectivity and Shri B.M Sharma, Joint Managing Director was requested to conduct the meeting.

The following Directors, KMP's, CFO, Auditors and other panelist were present in the meeting through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) from their respective locations:

1. Shri Riju Jhunjhunwala (DIN-00061060) Chairman & Managing Director and CEO, Chairman of Risk Management Committee and Member of Corporate Social Responsibility Committee.
2. Shri B. M. Sharma (DIN- 08195895) Joint Managing Director.
3. Shri Ravi Jhunjhunwala (DIN-00060972) Director.
4. Shri Shekhar Agarwal (DIN-00066113) Director, Member of Nomination and Remuneration Committee and Stakeholders' Relationship Committee.
5. Shri Arun Churiwal (DIN-00001718) Director, Chairman of Corporate Social Responsibility Committee and Member of Stakeholders' Relationship Committee.
6. Dr. Kamal Gupta (DIN-00038490) Independent Director, Chairman of Audit Committee and Nomination & Remuneration Committee.
7. Shri Amar Nath Choudhary (DIN-00587814) Independent Director, Member of Audit Committee and Nomination & Remuneration Committee.
8. Shri Deepak Jain (DIN-00004972) Independent Director of the Company.
9. Mrs. Archana Kapoor (DIN-01204170) Independent Director; Member of Audit Committee and Risk Management Committee.
10. Shri Surya Kant Gupta (DIN-00323759) Independent Director, Member of Corporate Social Responsibility Committee and Risk Management Committee.

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11. Shri Suman Jyoti Khaitan (DIN-00023370) Additional Director (Independent) of the Company, Chairman of Stakeholders' Relationship Committee.
12. Shri Vijay Gupta, Audit Partner of M/s. S. S. Kothari Mehta & Co. LLP, Chartered Accountants, New Delhi, Statutory Auditor of the Company.
13. Shri N.K. Lodha, Audit Partner of M/s. Lodha & Co LLP, Chartered Accountants, New Delhi, Statutory Auditor of the Company.
14. Shri Mahesh Kumar Gupta, Practicing Company Secretary (FCS 2870) (C.P. No 1999), Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries, New Delhi, representing Secretarial Auditor of the Company as well appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at Annual General Meeting in a fair and transparent manner.
15. Shri Nitin Tulyani, Chief Financial Officer.
16. Shri Surender Gupta, Company Secretary and Compliance Officer.

The Company Secretary informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), Secretarial Standard No.2 on General Meetings, the Company had provided the facility of remote e-voting through NSDL portal to its Members from 10th September, 2024 (9:00 a.m.) to 12th September, 2024 (5:00 p.m.) to exercise their votes electronically. The e-voting facility during the AGM was also provided through the NSDL portal to those members who did not cast their votes through remote e-voting in respect of all resolutions mentioned in the Notice convening 63rd AGM.

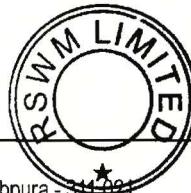
The Company Secretary further informed the Members that the documents referred to in the accompanying Notice were available for inspection at the website of the Company and the Statutory Registers maintained as per the Companies Act, 2013, were kept open electronically for inspection by the members during the AGM.

Shri Surender Gupta, Company Secretary and Compliance Officer of the Company further informed the Chairman that requisite number of members for constituting the quorum as per the Companies Act, 2013 were present.

The requisite quorum being present, the Chairman called the Meeting to order. The quorum was present throughout the meeting. He then welcomed the members to the 63rd Annual General Meeting of the Company.

The Notice of the 63rd AGM and the Annual Report and financial statements were taken as read with the permission of members present as the same had already been circulated to the Members. There were no qualifications, reservation and adverse remarks in the Auditor's Report on the financial statements and the report of Secretarial Auditor of the Company and accordingly they were not required to be read.

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The Chairman, thereafter, addressed the members highlighting the salient features of the Company's operations and performance relating to the year ended the 31st March, 2024 and also highlighted on the performance of the Company for the 1st quarter of current fiscal year 2024-25.

The Chairman then initiated discussion and invited the shareholders who had registered themselves as Speakers and were attending the Meeting through VC/OAVM, to put forward their queries/feedback, if any, on the Reports and Financial Statements of the Company for the financial year ended 31st March, 2024. The queries of the members were aptly replied by the Chairman.

Thereafter, the Chairman put forward the Resolutions relating to the following items:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended the 31st March, 2024 and the Report of Directors and Auditors thereon. (**Ordinary Resolution**)
2. To appoint a Director in place of Shri Ravi Jhunjhunwala (DIN: 00060972), who retires by rotation and being eligible, offers himself for reappointment. (**Ordinary Resolution**)
3. To appoint a Director in place of Shri Brij Mohan Sharma (DIN: 08195895), who retires by rotation and being eligible, offers himself for reappointment (**Ordinary Resolution**)

SPECIAL BUSINESS

4. Appointment of Shri Suman Jyoti Khaitan (DIN:00023370), as an Independent Director of the Company for first term of five consecutive years upto 8th August, 2029. (**Special Resolution**)
5. Re-appointment of Shri Brij Mohan Sharma (DIN:08195895) as Joint Managing Director of the Company for a period of two years w.e.f. 7th August, 2024. (**Special Resolution**)
6. Ratification of the remuneration payable to M/s. N. D. Birla & Co., Cost Accountants (Firm Registration No.000028) as Cost Auditor of the Company for the financial year ending 31st March, 2025. (**Ordinary Resolution**)



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Shri B.M. Sharma, Joint Managing Director announced that the combined results of e-voting and voting at the AGM alongwith the Scrutinizer's Report shall be placed on the Company's website (www.rswm.in) and on the website of NSDL (www.evoting.nsdl.com) not later than two working days i.e. on or before 17th September, 2024 and the results shall also be intimated to BSE Limited and National Stock Exchange of India Limited.

He then informed to the members that Shri Mahesh Kumar Gupta, Practicing Company Secretary had been appointed as the scrutinizer to conduct and scrutinize the process of e-voting in fair, transparent and efficient manner. Thereafter, the e-voting process was conducted in the presence of the scrutinizer.

The Chairman thanked Shri B.M. Sharma, Joint Managing Director to conduct the meeting on his behalf and also to all the members for their participation in the meeting. The meeting concluded at 3:06 P.M. The E-voting facility was kept open for next 15 minutes to enable the Shareholders to cast their vote.



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