

## 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	01/04/2023
Date of end of Financial Year	31/03/2024
Reporting Quarter	Half Yearly
Date of Report	30/09/2023
Risk Management Committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

**Annexure I**
**Annexure I to be submitted by listed entity on quarterly basis**
**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory		Annexure I to be submitted by listed entity on quarterly basis																						
Whether the listed entity has a Regular Chairperson		Yes																						
Whether Chairperson is related to MD or CEO		Yes	Disqualification of Directors under section 164 of the Companies Act, 2013																					
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directors hip in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)				
1	Mr	Riju Jhunjhunwala	AAKPJ4377M	00061060	Executive Director	Chairperson	CEO-MD	13-01-1979	No				Active	NA		23-10-2003	01-05-2021			3	0	2	1	
2	Mr	Ravi Jhunjhunwala	AAGPJ0739D	00060972	Non-Executive - Non Independent Director	Not Applicable		28-10-1955	No				Active	NA		18-05-1979	18-05-1979			6	2	6	2	
3	Mr	Shekhar Agarwal	AAEPA6590M	00066113	Non-Executive - Non Independent Director	Not Applicable		09-10-1952	No				Active	NA		13-02-1984	25-09-2009			5	0	4	0	
4	Mr	Brij Mohan Sharma	AOMPS2044A	08195895	Executive Director	Not Applicable	MD	08-11-1957	No				Active	NA		07-08-2018	07-08-2022			1	0	0	0	
5	Mr	Arun Churiwal	ACTPC0401E	00001718	Non-Executive - Non Independent Director	Not Applicable		15-05-1950	No				Active	NA		23-10-2003	01-04-2016			3	0	4	1	
6	Mr	Kamal Gupta	AAHPG1101F	00038490	Non-Executive - Independent Director	Not Applicable		12-02-1946	No				Active	Yes	11-09-2019	16-09-2014	16-09-2019	108.00	3	3	9	4		
7	Mr	Amar Nath Choudhary	ABVPC0060A	00587814	Non-Executive - Independent Director	Not Applicable		06-03-1944	No				Active	Yes	11-09-2019	16-09-2014	16-09-2019	108.00	2	2	3	2		
8	Mr	Priya Shankar Dasgupta	ADWPD2072J	00012552	Non-Executive - Independent Director	Not Applicable		30-06-1955	No				Active	NA		16-09-2014	16-09-2018	15-09-2023	108.00	4	4	3	2	
9	Mr	Deepak Jain	AAEPJ1525D	00004972	Non-Executive - Independent Director	Not Applicable		06-04-1975	No				Active	NA		11-05-2016	11-05-2021		89.00	4	2	3	1	
10	Mrs	Archana Kapoor	ABSPC4053C	01204170	Non-Executive - Independent Director	Not Applicable		17-09-1958	No				Active	NA		13-02-2018	13-02-2023		68.00	6	6	6	2	
11	Mr	Surya Kant Gupta	AAUPG3837H	00323759	Non-Executive - Independent Director	Not Applicable		11-02-1951	No				Active	Yes	15-09-2023	10-08-2023	10-08-2023	2.00	1	0	0	0		

Annexure 1							
II. Composition of Committees							
Disclosure of notes on Composition of Committees Explanatory							
<b>Audit Committee Details</b>							
Whether the Audit Committee has a regular Chairperson				Yes			
Sr.	DIN	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00038490	Dr. Kamal Gupta	Non-Executive - Independent Director	Chairperson	31/10/2000		
2	00587814	Mr. Amar Nath Choudhary	Non-Executive - Independent Director	Member	28/01/2010		
3	01204170	Smt. Archana Kapoor	Non-Executive - Independent Director	Member	12/08/2019		
<b>Nomination and remuneration committee</b>							
Whether the Nomination & Remuneration Committee has a regular Chairperson				Yes			
1	00038490	Dr. Kamal Gupta	Non-Executive - Independent Director	Chairperson	15/01/2002		
2	00066113	Mr. Shekhar Agarwal	Non-Executive - Non Independent Director	Member	17/03/2009		
3	00587814	Mr. Amar Nath Choudhary	Non-Executive - Independent Director	Member	21/05/2019		
<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders' Relationship Committee has a regular Chairperson				Yes			
1	00038490	Dr. Kamal Gupta	Non-Executive - Independent Director	Chairperson	02/05/2001		
2	00066113	Mr. Shekhar Agarwal	Non-Executive - Non Independent Director	Member	02/05/2001		
3	00001718	Mr. Arun Churiwal	Non-Executive - Non Independent Director	Member	29/04/2009		
<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a regular Chairperson				Yes			
1	00061060	Mr. Riju Jhunjhunwala	Executive Director	Chairperson	28/05/2021		
2	00038490	Dr. Kamal Gupta	Non-Executive - Independent Director	Member	28/05/2021		
3	00587814	Mr. Amar Nath Choudhary	Non-Executive - Independent Director	Member	28/05/2021		
<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a regular Chairperson				Yes			
1	00001718	Mr. Arun Churiwal	Non-Executive - Non Independent Director	Chairperson	22/04/2014		
2	00061060	Mr. Riju Jhunjhunwala	Executive Director	Member	22/04/2014		
3	00587814	Mr. Amar Nath Choudhary	Non-Executive - Independent Director	Member	22/04/2014		
<b>Other Committee</b>							

Annexure 1

### **III. Meeting of Board of Directors**

## **Disclosure of notes on Composition of Board of Directors Explanatory**

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	26-05-2023			Yes	10		
2	10-08-2023	75		Yes	11	10	5

\* To be filled in only for the current quarter meetings

## **Annexure 1**

### **IV. Meeting of Committees**

## Disclosure of notes on Composition of Committees Explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	26-05-2023				Yes	3	3	3	0
2	Audit Committee	18-07-2023	52			Yes	3	3	3	0
3	Audit Committee	10-08-2023	22			Yes	3	3	3	0
4	Nomination and remuneration committee	26-05-2023				Yes	3	3	2	0
5	Nomination and remuneration committee	10-08-2023	75			Yes	3	3	2	0
6	Stakeholders Relationship Committee	26-05-2023				Yes	3	3	1	0
7	Stakeholders Relationship Committee	10-08-2023	75			Yes	3	3	1	0
8	Risk Management Committee	18-07-2023				Yes	3	2	2	0
9	Corporate Social Responsibility Committee	26-05-2023				Yes	3	2	1	0
10	Corporate Social Responsibility Committee	10-08-2023	75			Yes	3	3	1	0

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Date of the event		Brief details of the event

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of Audit Committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
		Disclosure of notes on related party transactions	
		Disclosure of notes of material transaction with related party	

Annexure 1			
VI. Affirmations			
Sr	Subject	Compliance status (Yes/No)	
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. <b>a. Audit Committee</b>	YES	
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; Remuneration Committee</b>	YES	
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders Relationship Committee</b>	YES	
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	YES	
6	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	
7	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	
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. <b>(This report will be placed in ensuing Board meeting and the previous report had been placed in the previous Board meeting.)</b>	YES	
9	Any comments/observations/advice of Board of Directors may be mentioned here: <b>(There were no comments/observations/advice on the said report by the Board of Directors.)</b>		

Annexure I		
Sr	Subject	Compliance status
1	Name of Signatory	SURENDER GUPTA
2	Designation	Company Secretary and Compliance Officer

Annexure III				
<b>III. Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
<b>Any other information to be provided</b>				

Annexure III		
1	Name of signatory	SURENDER GUPTA
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability			
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below (The Figure should be mentioned in Actual INR only)</b>			
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	-	0.00	0.00
Promoter Group or any other entity controlled by them	-	0.00	0.00
Directors (including relatives) or any other entity controlled by them	Letter of Comfort	150000000.00	150000000.00
KMPs or any other entity controlled by them	-	0.00	0.00
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	0.00	0.00
Promoter Group or any other entity controlled by them	-	0.00	0.00
Directors (including relatives) or any other entity controlled by them	-	0.00	0.00
KMPs or any other entity controlled by them	-	0.00	0.00
<b>(D) Additional Information</b>			
<b>II. Affirmations</b>			
<b>Affirmations</b>		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any		Yes	
Name	AVINASH BHARGAVA		
Designation	CFO		
Place	NOIDA		
Date	17/10/2023		

Signatory Details	
Name of signatory	SURENDER GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	NOIDA
Date	17-10-2023