

CORPORATE GOVERNANCE

General Information of the Company	
Scrip Code	500350
NSE Symbol	RSMW
MSEI Symbol	NOTLISTED
ISIN	INE611A01016
Name of the Entity	RSMW 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	30-09-2019
Risk Management Committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities





I. Composition of Board of Directors													
Whether the listed entity has a regular Chairperson			Yes										
Whether Chairperson is related to MD or CEO			Yes										
Title (Mr/Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Ravi Jhunjhunwala	00060972/AAGPJ0739D	Chairperson-Non-Executive - Non Independent Director	28-10-1955	18.05.1979			-	6	2	6	2	
Mr.	Shekhar Agarwal	00066113/AAEPA6590M	Non-Executive - Non Independent Director	09-10-1952	13.02.1984	25-09-2009		-	5	0	4	0	
Mr.	Riju Jhunjhunwala	00061060/AAKPJ4377M	Executive - CEO-MD	13-01-1979	23-10-2003	01-05-2016		-	3	0	3	1	
Mr.	Brij Mohan Sharma	8195895/AOMPS2044A	Executive - MD	08-11-1957	07.08.2018			-	1	0	0	0	
Mr.	Arun Churiwal	00001718/ACTPC0401E	Non-Executive - Non Independent Director	15-05-1950	23-10-2003	01-04-2016		-	3	0	4	1	
Mr.	Jagdish Chandra Laddha	00118527/AADPL6272E	Non-Executive - Non Independent Director	12-12-1949	01-01-1990	01-04-2015	31-07-2019	-	0	0	0	1	
Dr.	Kamal Gupta	00038490/AAHPG1101F	Non-Executive - Independent Director	12-02-1946	16.09.2014	16-09-2019		60	3	3	9	4	
Mr.	Dharmendar Nath Davar	00002008/AAAPD0015E	Non-Executive - Independent Director	08-08-1934	16.09.2014		24-07-2019	58	0	0	0	0	
Mr.	Amar Nath Choudhary	00587814/ABVPC0060A	Non-Executive - Independent Director	06-03-1944	16.09.2014	16-09-2019		60	2	2	3	2	
Mr.	Priya Shankar Dasgupta	000012552/ADWPD2072J	Non-Executive - Independent Director	30-06-1955	16-09-2014	16-09-2018		60	6	6	7	2	
Mr.	Deepak Jain	00004972/AAEPJ1525D	Non-Executive - Independent Director	06-04-1975	11.05.2016			41	3	1	3	1	
Mrs.	Archana Kapoor	01204170/ABSPC4053C	Non-Executive - Independent Director	17-09-1958	13.02.2018			20	6	6	3	1	



II. Composition of Committees							
Whether the Audit Committee has a regular Chairperson			Yes				
Sr.	Name of Committee	DIN	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation	Remarks
1	Audit Committee	00038490	Dr. Kamal Gupta	Chairperson - Non-Executive - Independent Director	31-10-2000		
		00002008	Mr. Dharmendar Nath Davar	Member - Non-Executive - Independent Director	10-11-2004	24-07-2019	
		00587814	Mr. Amar Nath Choudhary	Member - Non-Executive - Independent Director	28-01-2010		
		01204170	Smt. Archana Kapoor	Member - Non-Executive - Independent Director	12-08-2019		
Whether the Nomination & Remuneration Committee has a regular Chairperson			Yes				
2	Nomination & Remuneration Committee	00038490	Dr. Kamal Gupta	Chairperson - Non-Executive - Independent Director	15-01-2002		
		00061113	Mr. Shekhar Agarwal	Member - Non-Executive - Non Independent Director	30-01-2004		
		00002008	Mr. Dharmendar Nath Davar	Member - Non-Executive - Independent Director	30-10-2006	24-07-2019	
		00587814	Mr. Amar Nath Choudhary	Member - Non-Executive - Independent Director	21-05-2019		
3	Risk Management Committee (if applicable)			N.A.			
Whether the Stakeholders' Relationship Committee has a regular Chairperson			Yes				
4	Stakeholders' Relationship Committee	00038490	Dr. Kamal Gupta	Chairperson - Non-Executive - Independent Director	02-05-2001		
		00061113	Mr. Shekhar Agarwal	Member - Non-Executive - Non Independent Director	02-05-2001		
		00002008	Mr. Dharmendar Nath Davar	Member - Non-Executive - Independent Director	21-01-2008	24-07-2019	
		00001718	Mr. Arun Churiwal	Member - Non-Executive - Non Independent Director	29-04-2009		
Whether the Corporate Social Responsibility Committee has a regular Chairperson			Yes				
5	Corporate Social Responsibility Committee	00001718	Mr. Arun Churiwal	Chairperson - Non-Executive - Non Independent Director	22-04-2014		
		00061060	Mr. Riju Jhunjhunwala	Member - Executive Director	22-04-2014		
		00587814	Mr. Amar Nath Choudhary	Member - Non-Executive - Independent Director	22-04-2014		

III. Meeting of Board of Directors						
Sr.	Date(s) of Meeting (Enter dates of Previous quarter and Current Quarter in chronological order)	Maximum gap between any two consecutive (in days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	10-04-2019			Yes		
2	21-05-2019	40		Yes		
3	12-08-2019	82		Yes	8	3

* To be filled in only for the current quarter meetings





IV. Meeting of Committees

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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	04-04-2019				Yes		
2	Audit Committee	21-05-2019	46			Yes		
3	Audit Committee	12-08-2019	82			Yes	3	3
4	Nomination and Remuneration Committee	21-05-2019				Yes		
5	Stakeholders Relationship Committee	21-05-2019				Yes		
6	Stakeholders Relationship Committee	12-08-2019	82			Yes	3	1
7	Corporate Social Responsibility Committee	21-05-2019				Yes		
8	Corporate Social Responsibility Committee	12-08-2019	82			Yes	3	1

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

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
Whether prior approval of Audit Committee obtained	Yes	
Whether shareholder approval obtained for material RPT	NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

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. (This report will be placed in ensuing Board meeting and the previous report had been placed in the previous Board meeting.)	YES
	Any comments/observations/advice of Board of Directors may be mentioned here. (There were no comments observed by the Board)	N.A.

For RSMW LIMITED

SURENDER GUPTA
COMPANY SECRETARY & COMPLIANCE OFFICER
Place : Noida
Date : 15-10-2019



ANNEXURE III

To be submitted by the listed Company at the end of 6 month after end of financial year along-with second quarter report of next financial year.

I Affirmations			
	Broad heading	Regulation Number	Compliance status (Yes/No/NA)
1	Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Director Report, Corporate Governance report, Business Responsibility Report displayed on website.	46(2)	Yes. Business Responsibility Report is Not Applicable to the Company.
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	Weather "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes

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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

For RSMW LIMITED



SURENDER GUPTA
COMPANY SECRETARY

