

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	01-04-2021
Date of end of Financial Year	31-03-2022
Reporting Quarter	Half Yearly
Date of Report	30-09-2021
Risk Management Committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 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

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 special resolutio n passed? [Refer Reg. 17(1A) of Listing Regulati ons]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessati on	Tenure of director (in months)	No of Director ship in listed entities includin g this listed entity (Refer Regulati on 17A of Listing Regulati ons)	No of Director ship in listed entities includin g this listed entity (Refer Regulati on 17A(1) of Listing Regulati ons)	Number of member ships in Audit/ Stakehol der Committ ee held in listed entities includin g this listed entity (Refer Regulati on 26(1) of Listing Regulati ons)	Number of post of Chairpe rson in Audit/ Stakehol der Committ ee held in listed entities includin g this listed entity (Refer Regulati on 26(1) of Listing Regulati ons)	Number of post of Chairpe rson in Audit/ Stakehol der Committ ee held in listed entities includin g this listed entity (Refer Regulati on 26(1) of Listing Regulati ons)	Notes for not providin g PAN	Notes for not providin g DIN
1	Mr	Riju Jhunjhunwala	AAKPJ4377M	00061060	Executive Director	Chairperson	CEO-MD	13-01-1979	NA		23-10-2003	01-05-2016				3	0	2	1		
2	Mr	Ravi Jhunjhunwala	AAGPJ0739D	00060972	Non-Executive - Non Independent Director	Not Applicable		28-10-1955	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	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	NA		07-08-2018	07-08-2020				1	0	0	0		
5	Mr	Arun Churiwal	ACTPC0401E	00001718	Non-Executive - Non Independent Director	Not Applicable		15-05-1950	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	Yes	11-09-2019	16-09-2014	16-09-2019			84	3	3	9	4		
7	Mr	Amar Nath Choudhary	ABVPC0060A	00587814	Non-Executive - Independent Director	Not Applicable		06-03-1944	Yes	11-09-2019	16-09-2014	16-09-2019			84	2	2	3	2		
8	Mr	Priya Shankar Dasgupta	ADWPD2072J	00012552	Non-Executive - Independent Director	Not Applicable		30-06-1955	NA		16-09-2014	16-09-2018				84	6	6	7	4	
9	Mr	Deepak Jain	AAEPJ1525D	00004972	Non-Executive - Independent Director	Not Applicable		06-04-1975	NA		11-05-2016	11-05-2016				65	3	1	3	1	
10	Mrs	Archana Kapoor	ABSPC4053C	01204170	Non-Executive - Independent Director	Not Applicable		17-09-1958	NA		13-02-2018	13-02-2018				44	5	5	3	2	

Annexure 1
II. Composition of Committees

Disclosure of notes on Composition of Committees Explanatory

Audit Committee Details							
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 Capoor	Non-Executive - Independent Director	Member	12-08-2019		
Nomination and remuneration committee							
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		
Stakeholders Relationship Committee							
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		
Risk Management Committee							
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		
Corporate Social Responsibility Committee							
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		
Other Committee							

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)	Number of Directors present* (other than Independent Director)
1	28-05-2021		Yes		10 5
2	12-08-2021	75	Yes		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)	Number of Directors present* (other than Independent Director)
1	Audit Committee	28-05-2021				Yes	3 3
2	Audit Committee	12-08-2021	75			Yes	3 3
3	Nomination and remuneration committee	28-05-2021				Yes	3 2
4	Nomination and remuneration committee	12-08-2021	75			Yes	3 2
5	Stakeholders Relationship Committee	28-05-2021				Yes	3 1
6	Stakeholders Relationship Committee	12-08-2021	75			Yes	3 1
7	Risk Management Committee	12-08-2021				Yes	3 2
8	Corporate Social Responsibility Committee	28-05-2021				Yes	3 1
9	Corporate Social Responsibility Committee	12-08-2021	75			Yes	3 1

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

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. a. Audit Committee	YES	
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & Remuneration Committee	YES	
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders Relationship Committee	YES	
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	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. (This report will be placed in ensuing Board meeting and the previous report had been placed in the previous Board meeting.)	YES	
9	Any comments/observations/advice of Board of Directors may be mentioned here: (There were no comments/observations/advice on the said report by the Board of Directors.)		

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

Annexure III

III. Affirmations				
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	
Any other information to be provided				

Additional Half yearly Disclosure					
Applicability of disclosure	Applicable				
Reason for Non Applicability					
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below					
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to					
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) 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					
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	Guarantee and Letter of Comfort	0.00	140000000.00		
KMPs or any other entity controlled by them		0.00	0.00		
(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					
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		
(D) Additional Information					
II. Affirmations					
Affirmations		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	20-10-2021				

Signatory Details	
Name of signatory	SURENDER GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	NOIDA
Date	20-10-2021