

## 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	01-04-2020
Date of end of Financial Year	31-03-2021
Reporting Quarter	Half Yearly
Date of Report	30-09-2020
Risk Management Committee	Not 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																				
Whether the listed entity has a regular Chairperson							Yes													
Whether Chairperson is related to MD or CEO							No													
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 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 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)	Notes for not providing PAN	Notes for not providing DIN
1	Ms	Riju Jhunjunwala	AAKPJ4377M	00061060	Executive Director	Chairperson	CEO-MD	13-01-1979	NA		23-10-2003	01-05-2016			3	0	3	1		
2	Mr	Ravi Jhunjunwala	AAGPJ0739D	00060972	Non-Executive - Non Independent Director	Not Applicable		28-10-1955	No		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		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	No		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		72	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		72	2	2	3	2		
8	Mr	Priya Shankar Dasgupta	ADWPD2072J	00012552	Non-Executive - Independent Director	Not Applicable		30-06-1955	No		16-09-2014	16-09-2018		72	6	6	7	3		
9	Mr	Deepak Jain	AAEPJ1525D	00004972	Non-Executive - Independent Director	Not Applicable		06-04-1975	No		11-05-2016	11-05-2016		53	3	1	3	1		
10	Mrs	Archana Capoor	ABSPC4053C	01204170	Non-Executive - Independent Director	Not Applicable		17-09-1958	No		13-02-2018	13-02-2018		32	5	5	3	1		

Annexure I							
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	30-01-2004		
3	00587814	Mr. Amar Nath Choudhary	Non-Executive - Independent Director	Member	21-05-2019		
Risk Management Committee							
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		
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		

Annexure I							
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)	Madmimum 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*	No. of Independent Directors attending the meeting*	
1	15-06-2020			Yes	10	5	
2	11-08-2020	56		Yes	9	5	

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

Annexure I								
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)	Madmimum 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	15-06-2020				Yes	3	3
2	Audit Committee	11-08-2020	56			Yes	3	3
3	Nomination and Remuneration Committee	15-06-2020				Yes	3	2
4	Nomination and Remuneration Committee	11-08-2020	56			Yes	3	2
5	Stakeholders Relationship Committee	15-06-2020				Yes	3	1
6	Stakeholders Relationship Committee	11-08-2020	56			Yes	3	1
7	Corporate Social Responsibility Committee	11-08-2020				Yes	3	1

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

Annexure I			
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	

Annexure I		
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
	b. Nomination & remuneration committee	YES
	c. Stakeholders relationship committee	YES
	d. Risk management committee (applicable to the top 100 listed entities)	NA
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	a. 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
	b. 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		
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				

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

Signatory Details	
Name of signatory	SURENDER GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	NOIDA
Date	13-10-2020