

RSWM LIMITED
CIN:L17115RJ1960PLC008216

Registered Office: Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan

Phone:+91-1483-223144 to 223150, 223478, Fax:+91-1483-223361, 223479

Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201 301 (U.P.)

Phone: 0120- 4390300 (EPABX), Fax: 0120-4277841

E-mail: rswm.investor@lnjbhilwara.com

Website: <https://www.rswm.in>

NOTICE

Notice is hereby given that the Sixty First Annual General Meeting of the members of the Company will be held on Tuesday, the 6th day of September, 2022 at 02:00 P.M. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), without physical presence of the members at the AGM venue to transact businesses as set out in this Notice. The venue of the meeting shall be deemed to be Registered Office of the Company at Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan.

The following Ordinary and Special businesses will be transacted at the AGM:

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, 2022 and the Report of Directors and Auditors thereon.
2. To declare a dividend of ₹ 25/- (250%) per equity share of the face value of ₹ 10/- each of the Company for the financial year ended March 31, 2022.
3. To appoint a Director in place of Shri Riju Jhunjunwala (DIN: 00061060), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Ravi Jhunjunwala (DIN: 00060972), who retires by rotation and being eligible, offers himself for reappointment.
5. To re-appoint M/s. Lodha & Co., Chartered Accountants (Firm Registration No.301051E) as the Joint Statutory Auditors of the Company, and in this connection, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Lodha & Co., Chartered Accountants

(Firm Registration No.301051E) be and is hereby reappointed as Joint Statutory Auditors of the Company for a period of consecutive five years commencing from the conclusion of this meeting until the conclusion of the 66th Annual General Meeting of the Company and to fix their remuneration.”

SPECIAL BUSINESS

6. **To consider and if thought fit, to pass, with or without modifications, the following Resolution as a SPECIAL RESOLUTION:-**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), and all other applicable laws including applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Smt. Archana Capoor (DIN: 01204170), who was appointed as an Independent Director of the Company for first term of 5 consecutive years at the 57th Annual General Meeting of the Company held on 13th September, 2018 and whose term is due to expire on 12th February, 2023 and who is eligible for re-appointment for second term and in respect of whom the Company has received notice in writing from a member of the Company under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 13th February, 2023 up to 12th February 2028”.

7. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:-**

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder

(including any statutory modification(s) or re-enactment thereof and for the time being in force), read with Schedule V of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals as may be necessary, approval of the members be and is hereby accorded for payment of revised remuneration to Shri Riju Jhunjunwala (DIN:00061060), Managing Director of the Company w.e.f. 1st April, 2022 up to 30th April, 2023, as set out in the Explanatory Statement.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, Shri Riju Jhunjunwala shall be entitled to receive remuneration upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorised to:

- i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board based on the recommendation of Nomination and Remuneration Committee and acceptable to Shri Riju Jhunjunwala, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.
 - ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this Resolution.”
- 8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:-**

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof and for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to such approvals as may be necessary, approval of the members be and is hereby accorded for payment of revised remuneration w.e.f. 1st April, 2022 to Shri Brij Mohan Sharma (DIN:08195895), Joint Managing Director of the Company for his remaining tenure upto 6th August, 2022 as set out in the Explanatory Statement.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, Shri Brij Mohan Sharma shall be entitled to receive remuneration upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorised to:

- i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed

hereto as considered reasonable by the Board based on the recommendation of Nomination and Remuneration Committee and acceptable to Shri Brij Mohan Sharma, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

- ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this Resolution.”

9. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:-

“RESOLVED THAT Pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof and for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to such approval as may be necessary, approval of the members be and is hereby accorded to the 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, 2022 on the terms and conditions and the remuneration as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, Shri Brij Mohan Sharma shall be entitled to receive remuneration upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorised to:

- i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board and acceptable to Shri Brij Mohan Sharma, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.
- ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this Resolution.”

10. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:-

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies(Cost Records and Audit)Rules,2014 (including any modification(s) or re-enactment thereof), M/s. N. D. Birla & Co. Cost Accountants (Firm Registration No.000028) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2023, be

paid the remuneration of ₹ 6,00,000 (Rupees six lakh only) plus applicable taxes and out of pocket expenses that may be incurred by them during the course of audit.

By Order of the Board
for **RSWM LIMITED**

Sd/-

Surender Gupta

Place: Noida (U.P.) Vice President-Legal & Company Secretary
Date: 2nd August, 2022 M. No. FCS - 2615

NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”), setting out material facts relating to Special Business under item Nos. 6 to 10 and Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 relating to Ordinary Business under item No. 5 to be transacted at the 61st Annual General Meeting (“**AGM**”) is annexed.

GENERAL INSTRUCTIONS FOR PARTICIPATION AT 61st AGM AND E-VOTING:-

2. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) has vide its circular No. 02/2022 dated May 05, 2022 (read together with Circular No. 21/2021 dated December 14, 2021 Circular No. 02/2021 dated January, 13, 2021 Circular No.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020) and Circular No. 20/2020 dated 5th May, 2020, as also the various circulars issued by Securities Exchange Board of India (SEBI) vide No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (read together with circulars No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020) (collectively referred as “**Applicable Circulars**”) permitted the holding of AGM by the Companies through Video Conferencing/ Other Audio Visual Means (“**VC/OAVM**”) during the calendar year 2022, without the physical presence of the members. Accordingly, the 61st AGM of the Company shall be conducted through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311021, Distt. Bhilwara, Rajasthan.
3. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating participation by the Members at the AGM through VC/OAVM and remote e-voting (including e-voting during the AGM). In accordance with the Applicable Circulars, the VC/OAVM will have a capacity to allow at least 1000 members to participate in the AGM and such participation shall be on a first-come-first-served basis. The instructions for participation by the Members and for remote e-voting including e-voting during the AGM are given separately in the subsequent paragraphs. Further the attendance of the Members participating in the 61st AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act read with Applicable Circulars. However in case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names will be entitled to vote at the AGM through e-voting.
4. Since the physical attendance of Members has been dispensed with in terms of Applicable Circulars, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members under Section 105 of the Act is not available for this 61st AGM and hence the **Proxy Form and Attendance Slip are not annexed hereto**. Since the AGM will be held through VC/OAVM, the **route map of the venue of the Meeting is not annexed hereto**.
5. Institutional Investors and Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at mkg1999@gmail.com with a copy marked to evoting@nsdl.co.in and rswm.investor@lnjbhilwara.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on “**Upload Board Resolution/Authority Letter**” displayed under “**e-Voting**” tab in their login.
6. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard-2 in respect of the Directors retiring by rotation, seeking re-appointment at the 61st Annual General Meeting are annexed hereto as Annexure-I to this Notice which form part of the explanatory statement. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
7. Non-Resident Indian members are requested to inform RTA immediately about:
 - a. the change in the residential status on return to India for permanent settlement; and
 - b. the particulars of the bank account(s) maintained in India with complete name, branch, and account type, account number and address of the bank, if not furnished earlier.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 31st August, 2022 to Tuesday, the 6th September, 2022 (both days inclusive) for annual closing and for determining the entitlement of the shareholders to the dividend for the financial year 2021-22 as recommended by the Board of Directors of the Company, if declared by the members at the AGM.
9. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository

participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi – 110 020 and/or send the documents at admin@mcsregistrars.com or helpdeskreply@mcsregistrars.com. Members are requested to mention their folio number/client ID in all communications with the Company.

10. To support the 'Green Initiative' and also to receive the copies of AGM notice in case of AGM through VC/OAVM and other communication from the Company members, who have not yet registered their email addresses, are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar and Share Transfer Agent in case the shares are held by them in physical form.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to the Company/ Registrar and Share Transfer Agent.
12. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi – 110 020 E-mail: admin@mcsregistrars.com. The said form can be downloaded from the Company's website. The prescribed form in this regard may also be obtained from RTA at the address mentioned above. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.
13. SEBI vide its Circular dated November 03, 2021 and 14th December, 2021 had put in place the Common and Simplified Norms for processing investors' requests by RTAs and norms for furnishing PAN, KYC details, Email address, Mobile No., Bank Account details, Specimen Signature and Nomination etc. by shareholders holding shares in physical form effective from 1st January, 2022. The RTA and Company is not processing any service requests from 1st January, 2022 received from the physical shareholder(s)/claimant(s), until the PAN, KYC and Nomination documents/details of the said shareholders are not updated in their respective folios and these shares shall also be frozen by the RTA, if such details are not updated in their respective folios by 31st March, 2023. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. A communication/intimation in this regard had been sent to all shareholders

holding shares in physical form by Speed/Registered Post on 16th December, 2021 and 15th July, 2022. The relevant Forms are available on the website of the Company and RTA. Members are requested to submit their PAN/KYC/ Nomination/Bank details in the prescribed Form(s) duly filled in to the RTA of the Company.

14. In accordance with the provision of Regulation 40 of the Listing Regulations, effective from April 1, 2019 and SEBI notification dated January 24, 2022, transfers of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions. Members can contact the Company or Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited, for assistance in this regard.
15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled in and signed Form ISR – 4, to MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi–110020 E-mail: admin@mcsregistrars.com or helpdeskreply@mcsregistrars.com.
16. The recorded transcript of the 61st AGM shall also be made available on the website of the Company www.rswm.in, as soon as possible after the Meeting is over.
17. **Electronic dispatch of Annual Report and process for registration of email address for obtaining copy of Annual Report:-**
 - a) In accordance with the Applicable Circulars referred to in Note No.2 above the Company is sending the Annual Report along with AGM Notice through electronic mode to those members whose email addresses are registered with the Company or Depository Participant(s). The Notice calling the 61st AGM of the Company and Annual Report for the year 2021-22 has been uploaded on the website of the Company at www.rswm.in. The said Notice and Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and are also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 - b) Members are requested to provide their email addresses and bank account details to Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited

of the Company or Depository Participants (DP). The process of registering the same is mentioned below:

| | |
|--------------------------------------|--|
| In case Physical shareholding | <p>Send a duly signed request letter in Form ISR-1 along with supporting documents to the RTA of the Company i.e. MCS Share Transfer Agent Limited (Unit: RSWM Limited), F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 or scanned copy on email at helpdeskdelhi@mcsregistrars.com and provide the following details/documents for registering email address:</p> <p>a) Folio No., b) Name of shareholder, c) Email ID, d) Copy of PAN card (self-attested), e) Copy of Aadhar (self-attested) f) Copy of share certificate (front and back).</p> |
| | <p>Following additional details/documents need to be provided in case of updating Bank Account details: a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number, d) MICR Code Number, e) IFSC Code, and f) Copy of the cancelled cheque bearing the name of the first shareholder.</p> |
| In case Demat shareholding | <p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p> |

In case of any queries /difficulties in registering the email address, members may write to admin@mcsregistrars.com or helpdeskdelhi@mcsregistrars.com.

18. Procedure for inspection of documents:-

- The relevant documents referred to in the AGM Notice are open for inspection to the Members of the Company at the Registered Office and Corporate Office of the Company during the normal business hours of the Company upto the date of AGM except the Sundays and Holidays. Further the above said document referred to in the Notice will also be available on the website of the Company for inspection up to the date of the AGM.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available electronically

for inspection by the members during the AGM upon login at NSDL e-voting system.

19. Procedure for members for remote e-voting and joining Annual General Meeting through VC/OAVM are as under:-

- i. The remote e-voting period begins on Friday, the 2nd September, 2022 at 9:00 A.M. and ends on **Monday, the 5th September, 2022 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the **Cut-Off date i.e. Tuesday, the 30th August, 2022** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut-Off date, being i.e. Tuesday, the 30th August, 2022.**
- ii. 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 2 on General Meetings and in accordance with the Applicable Circulars referred to in Note No.2, the Company is providing facility of remote e-voting as well as e-voting during the AGM to its Members in respect of the business to be transacted at the AGM through NSDL.
- iii. Members, who acquire shares of the Company after dispatch of the notice and hold shares as on the **Cut-Off Date i.e. 30th August, 2022** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@mcsregistrars.com or helpdeskdelhi@mcsregistrars.com. Individual Demat Account Holder may follow the process mentioned in **Step 1: Access to NSDL e-Voting system.**
- iv. The details of the process and manner for remote e-voting are explained herein below:-

How do I vote electronically using NSDL e-voting system?





The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual Annual General Meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|--|
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company |

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request

at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

20. Process for those members whose email ids are not registered for procuring user id and password and registration of email ids for e-voting on the resolutions set out in this notice:-

- i. Those Members, who hold shares in physical form and who have not registered their email address with the Company and who wish to participate in the 61st AGM or cast their vote through remote e-voting or through the e-voting system during the meeting, may obtain the login ID and password by sending scanned copy of:
 - a. a signed request letter mentioning your name, folio number and complete address, scanned copy of the share certificate (front and back),; and
 - b. Self-attested scanned copy of the PAN Card and any document (such as Driving License, Bank

Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company rswm.investor@lnjbhilwara.com.

- ii. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of:
 - a. a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID);
 - b. Name, self-attested scanned copy of client master or Consolidated Demat Account statement; and
 - c. Self-attested scanned copy of the PAN Card and AADHAR (self-attested scanned copy of Aadhar Card) to the email address of the Company rswm.investor@lnjbhilwara.com.
- iii. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- iv. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- v. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

21. The instructions for members for e-voting on the day of the AGM are as under:-

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM through VC /OAVM. However, they will not be eligible to vote again at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

22. General guidelines for shareholders with regard to e-voting:-

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password? Option available on www.evoting.nsdl.com to reset the password.
- ii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Shareholders available at the Downloads Section of www.evoting.nsdl.com or call on toll free No.: 1800-1020-990 or 1800-22-44-30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL, at evoting@nsdl.co.in.

23. Procedure for joining the AGM through VC/OAVM:-

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- c. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. Facility of joining the AGM through VC/OAVM shall remain open 15 minutes before and after the schedule time of commencement of the meeting.

24. Procedure for raising questions/seek clarifications with respect to Annual Report:-

- a. Members, who would like to express their views/ have questions may send their questions in advance from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company’s email address rswm.investor@lnjbhilwara.com at least 7 days in advance before the start of the meeting i.e. Tuesday, the 30th August, 2022 by 02:00 p.m. Such questions

by the Members shall be taken up during the meeting and replied by the Company suitably. The Company reserves the right to restrict the number of questions depending on the availability of time as appropriate for smooth conduct of the AGM.

- b. Members, who would like to express their views/ask questions during the 61st AGM, may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company’s email address rswm.investor@lnjbhilwara.com at least 7 days in advance before the start of the 61st AGM i.e. by Tuesday, the 30th day of August, 2022 by 02:00 p.m. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 61st AGM, depending upon the availability of time.
- c. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

25. Announcement of voting result of AGM:-

- i. Shri Mahesh Kumar Gupta, Practicing Company Secretary (Membership No. FCS 2870) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
- ii. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than forty eight hours of the conclusion of the Annual General Meeting a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by him who shall countersign the same and declare the result of the voting forthwith. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 6th September, 2022.
- iii. The results shall be declared along with the Scrutinizer’s Report and shall be placed on the Company’s website www.rswm.in and on the website of NSDL <http://www.evoting.nsdl.com> immediately after the results is declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

26. Dividend information:-

1. The Dividend on equity shares for the financial year 2021-22, as recommended by the Board of Directors, if declared at the AGM, would be paid/credited within thirty days subject to deduction of tax at source,

directly in electronic mode through National Automated Clearing House (NACH) to the members whose name appear on the Company's Register of Members as on the closing business hours on **Tuesday, the 30th day of August, 2022** and whose bank mandate are registered in the records of the Depository Participants / RTA. For members whose bank mandate are not updated with the Depository Participants / RTA as on the book closure date, demand draft or warrants or cheque shall be sent through post.

2. Members holding shares in physical form and desirous of availing the facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent - M/s. MCS Share Transfer Agent Limited. Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.
3. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
4. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
5. Members are requested to note that in accordance with Sections 124 and 125 of Companies Act, 2013 and rules made thereunder, dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Companies unpaid dividend account are required to be transferred to the IEPF. Accordingly, the dividend remaining unclaimed or unpaid upto the financial year ended 31st March, 2014 have been transferred to IEPF. The detail of unclaimed dividend transferred to IEPF is available on the website of the Company www.rswm.in. Members may further note that the dividend paid in respect of Financial Year 2014-15 declared by the Company on 25th September, 2015 is due to be transferred to the IEPF on 31st October, 2022 and will be transferred on or before 30th November, 2022. The same can however be claimed by the members by 31st October, 2022. The details of unclaimed dividend to be transferred to IEPF on 31st October, 2022 are available on the website of the Company www.rswm.in. The Company has already informed the concerned

shareholders individually to claim the unpaid/unclaimed dividend.

6. Members may further note that in accordance with Section 124 and 125 of the Companies Act, 2013 and rules made thereunder, all shares on which dividend remain unclaimed for seven consecutive years will be transferred to IEPF as per Section 124 of the Act and the applicable rules. The details of the shares on which dividend remain unclaimed for seven consecutive years and which were transferred to IEPF and the details of shares which will be transferred to IEPF are available on the website of the Company www.rswm.in. The individual notices had also been sent to the concerned shareholders by speed post/registered post.

TDS on dividend

Members may note that the Income Tax Act, 1961 ("**IT Act**"), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Dividend, if declared by the Shareholders at the AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961. Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their DPs or in case shares are held in physical mode, with the Company by sending email to our RTA at admin@mcsregistrars.com or helpdeskdelhi@mcsregistrars.com.

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to tds.rswm22@lnjbhilwara.com latest by **20th August, 2022**.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to tds.rswm22@lnjbhilwara.com. The aforesaid declarations and documents need to be submitted by the shareholders latest by **20th August, 2022**.

A separate email communication informing the shareholders regarding this change in the Income-Tax Act, 1961 as well as the relevant procedure to be adopted for submission of necessary declarations / documents by them to avail the applicable tax rate has been sent by the Company to all the shareholders on 11th July, 2022 and copy of the

said communication is also available on the website of the Company at the following link

<https://www.rswm.in/wp-content/uploads/2022/07/Intimation-Communication-of-TDS-on-Dividend.pdf>

By Order of the Board
for **RSWM LIMITED**

Sd/-

Surender Gupta

Place: Noida (U.P.) Vice President-Legal & Company Secretary
Date: 2nd August, 2022 M. No. FCS - 2615

EXPLANATORY STATEMENT IN TERMS OF REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 5

The members of the Company at the 56th Annual General Meeting of the Company held on 27th September, 2017 approved the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No.301051E) as the Joint Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM which will be completed at the conclusion of this AGM. The Audit Committee recommended the re-appointment of M/s. Lodha & Co., Chartered Accountants for a period of five years at the existing remuneration of ₹ 25,00,000 plus out of pocket expenses payable and applicable taxes being paid to them with authority to the Board to revise mutually during the tenure of five years, if required.

The said recommendation was made by the Audit Committee and Board of Directors considering the long experience of Lodha & Co. in the field of audit and their ability to handle the multi-unit and multi locational business structures as that of the Company and past experience with the Company.

Lodha & Co, a firm of Chartered Accountants was founded in 1941 and has branches in Mumbai, Delhi, Hyderabad, Chennai and Jaipur. The firm has a dedicated team of professionals and staff. They are currently providing Assurance, Taxation, Accounting and Advisory Services and have experience of working with several multinational companies, listed entities and companies with multi-products and services. They are empaneled with Controller and Auditor General of India and Reserve Bank of India and are currently eligible to carryout Statutory Audit of Maharatna and large Public Sector Banks.

The Company has received their consent to act as Statutory Auditor and confirmation that their appointment will be in accordance with the section 139 and 141 of the Companies Act, 2013. None of the Directors and KMP or their relatives are concerned or interested in the Resolution.

Your Directors recommend the Ordinary Resolution under item No.5 of the Notice for approval of the members.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6

As the members are aware that Smt. Archana Capoor (DIN: 01204170) was appointed as an Independent Director at the

57th Annual General Meeting held on 13th September, 2018 for the first term of 5 years.

Smt. Archana Capoor holds degree in B.Sc (Chemistry) and MBA (Finance & Market Research). Smt. Archana Capoor possesses experience of more than 38 years across various sectors. She had served as Chairman and Managing Director with Tourism Finance Corporation of India Ltd. during 2007-12. She is presently holding the position of Independent Woman Director in various companies. The Company is benefitting immensely from her rich experience and international exposure.

The Board considered the feedback/views of the Nomination and Remuneration Committee and Independent Directors on the performance evaluation of Smt. Archana Capoor. The Board, thereafter, evaluated the performance of Smt. Archana Capoor on the basis of her professional ethics, integrity and values, practical wisdom, the skills, knowledge and expertise relevant to the Company's business and found her performance satisfactory. The Board of Directors of the Company at its Meeting held on 27th May, 2022 taking into account the above and recommendation of Nomination and Remuneration Committee proposed to recommend her re-appointment for the 2nd (second) term of 5 consecutive years commencing from 13th February, 2023 upto 12th February, 2028.

Smt. Archana Capoor has given her consent to act as an Independent director of the Company for the second term. The Company has also received declaration from Smt. Archana Capoor that she meets with the criteria of independence as prescribed both under sub-section(6) of Section 149 of the Companies Act, 2013 and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of provisions of Section 149 of the Companies Act, 2013, the re-appointment of Smt. Archana Capoor as an Independent Director of the Company requires the approval by the Company in general meeting by Special Resolution.

Smt. Archana Capoor is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. She is also not debarred from holding the office of Director, pursuant to any other order of SEBI or any other authority. The relevant details pertaining to Smt. Archana Capoor are provided in Annexure-I in accordance with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2").

Copy of draft letter of appointment of Smt. Archana Capoor setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office and Corporate office of the Company. The said document will also be available on the website of the Company for inspection by the Members from the date of circulation of this Notice till the date of Annual General Meeting.

Your Directors recommend the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Except Smt. Archana Capoor and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, in the proposed Resolution.

ITEM NO. 7

As the Members are aware that Shri Riju Jhunjunwala (DIN:00061060) was initially appointed as Joint Managing Director for a period of three years w.e.f. 1st May, 2013 and re-designated as Managing Director w.e.f. 10th February, 2015 and was further reappointed as Managing Director for a period of five years w.e.f. 1st May, 2016. He was further re-appointed as Managing Director of the Company w.e.f. 1st May, 2021 for a period of five years and the remuneration payable to Sh. Riju Jhunjunwala was fixed for first two years of his tenure upto 30th April, 2023. The aforesaid re-appointment of Sh. Riju Jhunjunwala and remuneration payable to him for the first two years of his tenure was approved by the members of the Company by Special Resolution through postal ballot on 18th April, 2021.

During the financial year 2020-21, Shri Riju Jhunjunwala had voluntarily forgone fifty per cent of the remuneration payable to him in view of the prevailing situation due to the COVID-19 pandemic. During the challenging period of Covid 19 Sh. Riju Jhunjunwala led the Company from the front and provided new direction and planned the new expansions and diversification programs which resulted in the Company scaling new heights and recorded its best ever performance in financial year ended 31st March, 2022.

Taking into consideration the foregoing as well as the increased responsibilities of Shri Riju Jhunjunwala, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on 27th May, 2022 approved the revision in the remuneration payable to Shri Riju Jhunjunwala with effect from 1st April, 2022 up to 30th April, 2023. The revised terms and conditions of remuneration payable to Shri Riju Jhunjunwala are set out as under:

| | |
|-------------|---|
| Salary | : ₹ 12,85,800/- per month |
| Commission | : Not more than 4% of the net profits of the Company as computed in the manner laid down in applicable provisions of the Companies Act, 2013. |
| Perquisites | : In addition to salary and commission Shri Riju Jhunjunwala shall be entitled to the following perquisites. |

Category 'A'

- i) Housing:
 - a) The expenditure incurred by the Company on hiring unfurnished accommodation for him shall be subject to a ceiling, namely 60% of the salary, over and above 10% payable by him, or
 - b) In case the accommodation is owned by the Company, 10% of the salary shall be deducted by the Company, or
 - c) In case no accommodation is provided by the Company, house rent allowance subject to a ceiling laid down in (a) above shall be paid.

The expenditure incurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income Tax Rules, 1962 and will be subject to a ceiling of 10% of the salary.

- ii) Medical Reimbursement:

Expenditure incurred for the Managing Director and his family, subject to a ceiling of one month's salary in a year or two months salary over a period of two years.
- iii) Leave Travel Concession:

For self and family once in a year in accordance with the rules specified by the Company.
- iv) Club fees:

Fees for clubs subject to maximum of two clubs will be allowed. This will not include admission and life membership fees.
- v) Medical Insurance and Personal Accident Insurance:

As per the Policy of the Company

For the purpose of this category "family" means the spouse, the dependent children and dependent parents.
- vi) Leave and other benefits etc. as applicable to other Employees of the Company

Category 'B'

- i) Provident Fund:

Company's contribution to Provident Fund shall be as per the scheme of the Company.
- ii) Superannuation/Annuity Funds:

Company's contribution to Superannuation/Annuity fund shall be in accordance with the scheme of the Company.
- iii) Gratuity:

Payable as per the rules of the Company.

Category C

- i) Car:

Provision of car for use on Company's business. Use of car for private purpose shall be billed by the Company.
- ii) Telephone:

Telephone at residence. Personal long distance calls shall be billed by the Company

MINIMUM REMUNERATION

Notwithstanding anything to the contrary hereinabove contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or has inadequate profits, the Company will pay to the Managing Director the above remuneration with effect from 1st April, 2022 for the period up to 30th April, 2023 notwithstanding that it may exceed the sum specified in Para 1(A) of Section II of Part II of the Schedule V to the Companies Act, 2013 or any amendments thereto subject to the provisions of Section V of Part II of the Schedule V to the Companies Act, 2013.

The payment of remuneration to Shri Riju Jhunjunwala as Managing Director of the Company requires the approval by the Company in General Meeting by Special Resolution in accordance with Sections 196 and 197 of the Companies Act, 2013 read with

Schedule V to the said Act and the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The relevant details pertaining to Shri Riju Jhunjunwala are provided in Annexure-I in accordance with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2").

Your Directors believes that the remuneration proposed to be paid to Shri Riju Jhunjunwala, subject to Shareholders' approval, is commensurate with the remuneration paid to similar managerial position in other companies.

Shri Riju Jhunjunwala is also a Managing Director in M/s. Bhilwara Energy Limited (BEL) and accordingly, the total remuneration drawn by Shri Riju Jhunjunwala from the Company and BEL will not exceed the higher maximum limit admissible from any one of the above companies.

Your Directors recommend the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Except Shri Riju Jhunjunwala himself and Shri Ravi Jhunjunwala, Director being his father and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the proposed resolution.

ITEM NO. 8 & 9

As the Members are aware Shri Brij Mohan Sharma (DIN:08195895) was initially appointed as Joint Managing Director of the Company for a period of two years with effect from 7th August, 2018 and was further reappointed as Joint Managing Director w.e.f 7th August, 2020 for a further period of two years at the 59th Annual General Meeting of the Company held on 24th September, 2020.

During the financial year 2020-21, Shri Brij Mohan Sharma had voluntary forgone twenty five per cent of the remuneration payable to him in view of the prevailing situation due to Covid 19 pandemic. Members may also be aware that in view of the increased responsibilities of Shri Brij Mohan Sharma and his handling of situation then prevailing, particularly during and after pandemic, the members of the Company approved a revision in his remuneration with effect from 1st January, 2021 by a Special Resolution through postal ballot on 18th April, 2021 for his remaining tenure upto 6th August, 2022 upon recommendation of Nomination and Remuneration Committee and Board of Directors.

Your Company has taken further strides and recorded its best ever performance in the financial year 2021-22. Taking into consideration the foregoing as well as the performance of Shri Brij Mohan Sharma, particularly during the challenging times in the last two years and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 27th May, 2022 approved the (a) revision in the remuneration payable to Shri Brij Mohan Sharma with effect from 1st April, 2022 up to 6th August, 2022 (i.e. until the remainder of his current tenure); and (b) reappointment of Shri Brij Mohan Sharma as Joint Managing Director for a further period of two years with effect from 7th August, 2022 upon completion of his present term

on 6th August, 2022 in accordance with the provisions of the Companies Act, 2013 read with Schedule V thereto and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The revised terms and conditions of remuneration payable to Shri Brij Mohan Sharma (a) with effect from 1st April, 2022 up to 6th August, 2022 (i.e. until the remainder of his current tenure) and (b) upon his reappointment as Joint Managing Director for a further period of two years with effect from 7th August, 2022, are set out below:

| | |
|-------------|---|
| Salary | : ₹ 10,70,425/- per month |
| Commission | : Not more than 1% of the net profits of the Company as computed in the manner laid down in applicable provisions of the Companies Act, 2013. |
| Perquisites | : In addition to salary and commission Shri Brij Mohan Sharma shall be entitled to the following perquisites. |

Category 'A'

- i) Housing:
 - a) The expenditure incurred by the Company on hiring unfurnished accommodation for him shall be subject to a ceiling, namely 60% of the salary, over and above 10% payable by him, or
 - b) In case the accommodation is owned by the Company 10% of the salary shall be deducted by the Company, or
 - c) In case no accommodation is provided by the Company, house rent allowance subject to a ceiling laid down in (a) above shall be paid.

The expenditure incurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income Tax Rules, 1962 and will be subject to a ceiling of 10% of the salary.

- ii) Medical Reimbursement:

Expenditure incurred for the Joint Managing Director and his family, subject to a ceiling of one month's salary in a year or two months salary over a period of two years.
- iii) Leave Travel Concession:

For self and family once in a year in accordance with the rules specified by the Company.
- iv) Club fees:

Fees for clubs subject to maximum of two clubs will be allowed. This will not include admission and life membership fees.
- v) Medical Insurance and Personal Accident Insurance:

As per the Policy of the Company.

For the purpose of this category "family" means the spouse, the dependent children and dependent parents.
- vi) Leave and other benefits etc. as applicable to other Employees of the Company.

Category 'B'

- i) **Provident Fund:**
Company's contribution to Provident Fund shall be as per the scheme of the Company.
- ii) **Superannuation/Annuity Funds:**
Company's contribution to Superannuation/Annuity fund shall be in accordance with the scheme of the Company.
- iii) **Gratuity:**
Payable as per the rules of the Company.

Category C

- i) **Car:**
Provision of car for use on Company's business. Use of car for private purpose shall be billed by the Company.
- ii) **Telephone:**
Telephone at residence. Personal long distance calls shall be billed by the Company.

MINIMUM REMUNERATION

Notwithstanding anything to the contrary hereinabove contained, where in any financial year during the currency of the tenure of the Joint Managing Director, the Company has no profits or has inadequate profits, the Company will pay to the Joint Managing Director the above remuneration by way of salary, perquisites and allowances notwithstanding that it may exceed the sum specified in Para 1(A) of Section II of Part II of the Schedule V to the Companies Act, 2013 or any amendments thereto.

The reappointment of Shri Brij Mohan Sharma (DIN:08195895) as Joint Managing Director of the Company with effect from 7th August, 2022 and payment of remuneration to him with effect from 1st April, 2022 in his present term as also in his proposed tenure commencing from 7th August, 2022 requires the approval by the Company in General Meeting by a Special Resolution in accordance with Sections 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act.

The relevant details pertaining to Shri Brij Mohan Sharma are provided in Annexure-I in accordance with the requirement of SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2").

Your Directors believes that the remuneration proposed to be paid to Shri Brij Mohan Sharma subject to Shareholders' approval is commensurate with the remuneration paid to similar managerial position in other companies.

Your Directors recommend the Special Resolutions set out at Item Nos. 8 & 9 of the Notice for approval by the members.

Except Shri Brij Mohan Sharma and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, in the proposed Resolution.

ITEM NO. 10

The Board of Directors of the Company had approved the appointment and remuneration of M/s N. D. Birla & Co., Cost Accountants upon the recommendation of Audit Committee to conduct the Cost Audit of the Cost records of the Company for the financial year ending 31st March, 2023, in terms of rules framed in this regard by the Ministry of Corporate Affairs.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Your Directors recommend the Ordinary Resolution under Item No.10 of the notice for approval of the members.

None of the Directors & Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board
for **RSWM LIMITED**

Sd/-
Surender Gupta

Place: Noida (U.P.)
Date: 2nd August, 2022

Vice President-Legal Company Secretary
M. No. FCS – 2615

ANNEXURE I TO NOTICE

(In pursuance to Secretarial Standard on General Meetings (SS-2) and Regulation 36 (3) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

| Name of Director | Shri Ravi Jhunjhunwala | Shri Riju Jhunjhunwala | Shri Brij Mohan Sharma | Smt. Archana Capoor |
|---|--|--|---|--|
| DIN | 00060972 | 00061060 | 08195895 | 01204170 |
| Category | Promoter - Non-Executive | Promoter-Executive | Non Promoter - Executive | Independent-Non Executive |
| Date of Birth | 28 th October, 1955 | 13 th January, 1979 | 8 th November, 1957 | 17 th September, 1958 |
| Age | 66 Years | 43 Years | 64 Years | 63 Years |
| Date of Appointment on the Board | 18 th May, 1979 | 1 st May, 2013 | 7 th August, 2018 | 13 th February, 2018 |
| Qualification | B.Com, (Hons.) MBA | Graduate in Business Management Studies | B.Com (Hons), C.A | B.Sc. (Chemistry), MBA (Finance & Market Research) |
| Experience & Expertise in specific functional areas | Industrialist with diversified business experience | Industrialist with diversified business experience | Rich Experience in Finance and Management | Rich Experience in Business Management |
| List of Other Public Companies in which Directorships held# | 1. AD Hydro Power Limited | 1. Bhilwara Energy Limited | NIL | 1. Birla Cable Limited |
| | 2. Bhilwara Energy Limited | 2. Bhilwara Infotechnology Limited | | 2. Maral Overseas Limited |
| | 3. BSL Limited | 3. Bhilwara Technical Textiles Limited | | 3. S Chand and Company Limited |
| | 4. HEG Limited | 4. Chango Yangthang Hydro Power Limited | | 4. Sandhar Technologies Limited |
| | 5. India Glycols Limited | 5. HEG Limited | | 5. Uniproducs (India) Limited |
| | 6. JK Lakshmi Cement Limited | 6. NJC Hydro Power Limited | | |
| | 7. Malana Power Company Limited | | | |
| | 8. Maral Overseas Limited | | | |
| a) Audit Committee | 1. AD Hydro Power Limited - Chairman | NIL | NIL | 1. S Chand and Company Limited - Chairman |
| | 2. Bhilwara Energy Limited- Chairman | | | 2. Sandhar Technologies Limited - Chairman |
| | 3. India Glycols Limited - Member | | | 3. Maral Overseas Limited- Member |
| | 4 JK Lakshmi Cement Limited - Member | | | 4. Uniproducs (India) Limited- Member |
| b) Stakeholders' Relationship Committee | 1. BSL Limited - Member | 1. HEG Limited - Chairman | NIL | NIL |
| | 2. HEG Limited - Member | 2. Bhilwara Technical Textiles Limited-Member | | |
| Relationship with Other Directors, Managers & Key Managerial Personnel | Father of Shri Riju Jhunjhunwala | Son of Shri Ravi Jhunjhunwala | N.A | N.A |

| | | | | |
|--|---|---|---|---|
| No. of Equity Shares held in the Company | 282,410 | N. A. | NIL | NIL |
| No. of meeting of Board attended during the year | 5 | 5 | 5 | 5 |
| Terms and Condition of Appointment/ Re-appointment | Non-Executive Director laible to retire by rotation | Executive Director laible to retire by rotation | Executive Director laible to retire by rotation | As mentioned in draft letter of appointment which is available on website of the Company www.rswm.in till the conclusion of the AGM. |
| Remuneration sought to be paid | See Note No. 1 given below | See Note No. 2 given below | See Note No. 2 given below | See Note No. 1 given below |
| Remuneration last drawn | See Note No. 1 given below | ₹ 6.21 crore | ₹ 4.16 crore | See Note No. 1 given below |
| Justification for choosing the Independent Director | N.A | N.A | N.A | As per Explanatory Statement Item No. 6 of the Notice |

Excludes Directorships in Private Limited Companies, Foreign Companies, membership of Management Committee of various chambers/ Bodies and Section 8 Companies.

Note No. 1: The Non-Executive Directors (including Independent Directors) are only paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committees of Directors.

2. The remuneration of Executive Directors is approved by the Board of Directors of the Company upon commendation of Nomination and Remuneration Committee.