

RSWM/SECTT/2026
May 11, 2026

| | |
|---|--|
| BSE Limited, Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Mumbai-400001 Scrip code : 500350 | National Stock Exchange of India Limited, Listing Department, Exchange Plaza, C-1, Block -G, Bandra -Kurla Complex, Bandra (East), MUMBAI-400051 Scrip code : RSWM |
|---|--|

Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the details of the voting results along with Scrutinizer's Report of the Extra Ordinary General Meeting (1/2026-27) of the Company attached as Annexure-1 & Annexure-2.

We would like to inform you that all the Resolutions set out in the Notice were passed with requisite majority by the shareholders.

This above information is also made available on the website of the Company www.rswm.in.

You are requested to please take the same on record.

Thanking you,

Yours faithfully,
For **RSWM LIMITED**



SURENDER GUPTA
CHIEF COMPLIANCE OFFICER & COMPANY SECRETARY
FCS-2615

rswm.investor@lnjbhilwara.com

Encl.: As above

(Formerly Rajasthan Spinning & Weaving Mills Limited)

Corporate Office:
Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel: +91-120-4390300 (EPABX)
Fax: +91-120-4277841
Website: www.rswm.in
GSTIN: 09AAACR9700M1Z1

Regd. Office:
Kharigram, P. B. No. 28, Post Office Gulabpura - 311 021
Distt. Bhilwara, (Rajasthan), India
Tel. : +91-1483-223144 to 223150, 223478
Fax : +91-1483-223361, 223479
Website: www.lnjbhilwara.com
GSTIN: 08AAACR9700M1Z3

Corporate Identification Number: L17115RJ1960PLC008216

**Compliance Pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –
Extraordinary General Meeting of Equity Shareholders of RSWM Limited**

| | |
|--|----------------|
| Date of the EGM | 08th May, 2026 |
| Total number of shareholders on record date | 27,828 |
| Cut-off date for e-voting. | 01st May, 2026 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | Nil |
| Public: | Nil |
| No. of shareholders attended the meeting through Video Conferencing: | |
| Promoters and Promoter Group: | 5 |
| Public: | 54 |

Agenda-wise

| Item No.1 | ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO PROMOTER PROMOTER GROUP CATEGORY ON PREFERENTIAL BASIS | | | | | | | |
|---|--|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Resolution require: (Ordinary/Special) | | | | | | Special | | |
| Whether promoter/promoters group are interested in the agenda/resolution? | | | | | | Yes | | |
| Category | Mode of Voting | No. of Shares held | No. of Votes casted | % of votes casted on outstanding shares | No. of Votes in Favour | No. of Votes Against | % of Votes in favour on votes casted | % of votes against on votes casted |
| | | 1 | 2 | 3=[2/1]*100 | 4 | 5 | 6=[4/2]*100 | 7=[5/2]*100 |
| Promoters and Promoter Group | Remote E-Voting | 2,62,32,923 | 2,56,21,703 | 97.6700 | 2,56,21,703 | 0 | 100.0000 | 0.0000 |
| | E-Voting at the EGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 2,62,32,923 | 2,56,21,703 | 97.6700 | 2,56,21,703 | 0 | 100.0000 | 0.0000 |
| Public - Institutional Holders | Remote E-Voting | 8,87,593 | 315155 | 35.5067 | 3,15,155 | 0 | 100.0000 | 0.0000 |
| | E-Voting at the EGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 8,87,593 | 315155 | 35.5067 | 3,15,155 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | Remote E-Voting | 1,99,81,168 | 5,96,775 | 2.9867 | 5,94,844 | 1,931 | 99.6764 | 0.3236 |
| | E-Voting at the EGM | | 34,577 | 0.1730 | 34,577 | 0 | 100.0000 | 0.0000 |
| | Total | 1,99,81,168 | 6,31,352 | 3.1597 | 6,29,421 | 1,931 | 99.6941 | 0.3059 |
| Grand Total | | 4,71,01,684 | 2,65,68,210 | 56.4061 | 2,65,66,279 | 1,931 | 99.9927 | 0.0073 |

*Figures have been rounded off

Yours faithfully,
For **RSWM LIMITED**




SURENDER GUPTA
CHIEF COMPLIANCE OFFICER & COMPANY SECRETARY
FCS-2615
rswm.investor@lnjbhilwara.com



Mahesh Gupta & Co.

Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092

Phone : 011-49503085; 9312406331; E-Mail: maheshgupta.co@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,

The Chairman

Extraordinary General Meeting (1/2026-27)

RSWM LIMITED

Held on Friday, the 8th day of May, 2026 at 2:00 P.M. (IST),

through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the Extraordinary General Meeting (1/2026-27) (The "EGM") through video conferencing ('VC')/Other Audio-Visual Means ('OAVM') without physical presence of the members at the Venue.

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Co., Company Secretaries (M.N. 2870, C.P. No. 1999) firm having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar, Delhi – 110092, was appointed as a Scrutinizer by the Board of Directors of **RSWM Limited** ('the Company'), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) at the EGM in respect of resolution as set out in the Notice dated 9th April, 2026 for the EGM held on Friday, the 8th day of May, 2026 at 2:00 P.M. through VC/OAVM without physical presence of the members at the Venue in compliance with the SEBI AND MCA CIRCULARS. The EGM of the Company was conducted through VC/OAVM. Hence, Members can attend and participate in the through VC/OAVM. The deemed venue of the EGM had been the Registered Office of the Company at Kharigram, P.B. No.28, Post Office Gulabpura – 311021, Distt. Bhilwara, Rajasthan.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules and circulars issued by MCA and SEBI relating to conducting of EGM through VC/OAVM and voting through electronic means on the resolution contained in the Notice of the EGM of the Company. My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the



Authorized Agency appointed by the Company for providing remote e-voting facilities and e-voting at the EGM through VC/OAVM.

I have completed the scrutiny of remote e-voting and e-voting at the EGM conducted through VC/OAVM and submit my report as under:-

1. The Company had provided the remote e-voting facility and e-voting facility at the EGM through VC/OAVM offered by National Securities Depository Limited (NSDL) to the shareholders of the Company.
2. In line with MCA, SEBI Circular(s) the Notice calling the EGM had been uploaded on the website of the Company at www.rswm.in, on the websites of the stock exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdli.com.
3. Pursuant to Applicable Circulars and to the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 "Advertisement" was published in "Business Standard" in English Language and "Business Remedies" & "Nafa Nuksan" in Hindi Language on 16th April, 2026 in connection with ensuing EGM scheduled to be held on 8th May, 2026 through VC/OAVM specifying the date and time of the EGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the EGM.
4. The Notice of EGM were sent by the electronic mode to those members whose e-mail addresses were registered with the Company or Depository Participant(s) pursuant to applicable circulars.
5. The shareholders holding shares as on the "cut off" date i.e. **Friday, the 1st May, 2026**, were entitled to vote on the proposed Resolution(s) Item No.1 as set out in the Notice of the EGM of the Company by remote e-voting or e-voting at EGM through VC/OAVM.
6. The remote e-voting period remained open from **Tuesday, the 5th May, 2026 at 9:00 A.M. and ends on Thursday, the 7th May, 2026 at 5:00 P.M.**
7. At the EGM, the Chairman announced that the facility for e-voting is available to facilitate the Members attending the Meeting through VC/OAVM and who did not participate in the remote e-voting to cast their votes.
8. After the conclusion of the EGM, the votes cast through remote e-voting and e-voting at the EGM were unblocked by me in the presence of two witnesses, Ms. Himansi Gupta and Mrs. Manju Gupta, who are not in the employment of the Company.

The Consolidated Report on the results of remote e-voting and e-voting at the EGM on the Resolution is given hereunder:

Resolution No. 1 – (Special Resolution)

ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PERSON(S) BELONGING TO PROMOTER/ PROMOTER GROUP CATEGORY ON PREFERENTIAL BASIS



(i) Voted '**FOR**' the resolution:

| Mode of voting | Number of members voted | Number of votes cast in ' Favour ' of resolution | % of total number of valid votes cast |
|---------------------|-------------------------|---|---------------------------------------|
| Remote E-Voting | 77 | 26531701 | 99.99272 |
| E-Voting at the EGM | 8 | 34578 | 100.00000 |
| Total | 85 | 26566279 | 99.99273 |

(ii) Voted '**AGAINST**' the resolution:

| Mode of voting | Number of members voted | Number of votes cast in ' Against ' the resolution | % of total number of valid votes cast |
|---------------------|-------------------------|---|---------------------------------------|
| Remote E-Voting | 10 | 1931 | 0.00728 |
| E-Voting at the EGM | 0 | 0 | 0.00000 |
| Total | 10 | 1931 | 0.00727 |

(iii) Votes '**INVALID**':

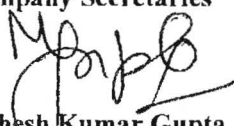
| Mode of voting | Total number of members whose votes were declared ' Invalid ' | Total number of votes cast by them declared ' Invalid ' |
|---------------------|--|--|
| Remote E-Voting | -- | -- |
| E-Voting at the EGM | -- | -- |
| Total | -- | -- |

9. The electronic data and other relevant records related to remote e-voting and e-voting at the EGM through VC/OAVM shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of aforesaid Extra Ordinary General Meeting and thereafter the same will be handed over to the Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

**For Mahesh Gupta & Co.
Company Secretaries**


**Mahesh Kumar Gupta
Proprietor**

**FCS: 2870 CP: 1999
UDIN: F002870H000324389**



Countersigned by:

RAJEEV GUPTA Digitally signed
by RAJEEV GUPTA
Date: 2026.05.11
15:53:33 +05'30'

**Rajeev Gupta
Joint Managing Director**

Place : Delhi

Date : 11th May, 2026