

Date: 20/12/2024

To,  
The Listing Department,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

**Scrip Code: 540358**

Dear Sir/Madam,

Sub.: **Disclosure under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 – Notice of Postal Ballot and cut-off date for e-voting.**

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Notice of Postal Ballot dated December 19, 2024 along with Explanatory Statement.

You are requested to take the same on record.

Thanking You,

Yours Faithfully,  
**For RMC Switchgears Limited**

**Ankit Agrawal**  
**CEO & Whole Time Director**  
**DIN: 00793035**

Encl.- As above

# RMC SWITCHGEARS LIMITED

CIN: L25111RJ1994PLC008698

**Registered Office:** 7 km. From chaksu, Khotkawda road, village badodiya, tehsil chaksu, Tonk Road, Jaipur, Rajasthan, India-303901

**Corporate Office:** B-11 (B&C) Malviya Industrial Area, Jaipur, Rajasthan, India, 302017

**Tel. No.** +91 141 4400222, **Website:** www.rmcindia.in, **Email-** cs@rmcindia.in

## NOTICE OF POSTAL BALLOT /E-VOTING TO THE SHAREHOLDERS

*[Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]*

Dear Members,

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding General Meetings/conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 in view of the COVID-19 pandemic (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Special Resolutions by way of postal ballot by the members of "**RMC SWITCHGEARS LIMITED**" (The Company) only through voting by electronic means (remote e-voting).

Pursuant to Sections 102 and 110 of the Act and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ('Notice').

On account of the threat posed by the COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The details of the procedure are mentioned in the notes.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form physically. The Company has engaged the services of Central Depository Services Limited ('CDSL') for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [www.rmcindia.in](http://www.rmcindia.in)

Members desirous of exercising their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent

(AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting from Saturday, December 21, 2024, 9.00 A.M. (IST) onwards to Sunday, January 19, 2025, 5.00 P.M. 9 (IST). The remote e-voting facility will be disabled by CDSL immediately thereafter.

The Board of Directors has appointed CA Pravin Saraswat Partner of M/s. Saraswat & Co., (FRN: 004846C) Chartered Accountants, Jaipur as the Scrutinizer, for conducting the postal ballot, through e-voting process, in a fair and transparent manner and he has communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or to any person authorized by him. The Results of e-voting along with the Scrutinizer's Report will be announced on or before Tuesday, January 21, 2025 and will be placed on the Company's website [www.rmcindia.in](http://www.rmcindia.in) and on the website of CDSL [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com). The results will be communicated to the Stock Exchanges, where the equity shares of the Company are listed, on or before Tuesday, January 21, 2025. The Company will also display the results of the Postal Ballot at its Registered Office.

The Resolutions, if passed, with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for voting i.e. Sunday, January 19, 2025.

The Members are requested to consider the following proposed resolution to be passed by Postal Ballot (only through Remote E-voting):

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: TO APPROVE THE MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM OF BSE LIMITED TO MAIN BOARD OF BSE LIMITED AND DIRECT LISTING/ TRADING OF EQUITY SHARES OF THE COMPANY ON MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED:**

To consider and, if though fit, to pass, the following resolution as Special Resolution with or without modification:

**“RESOLVED THAT** pursuant to the provisions laid down in Chapter IX & Regulation 277 of the SEBI (ICDR) Regulations 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the Listing Agreement entered into by the Company with BSE Limited applicable to small and medium enterprise and the Direct Listing/Trading of Equity Shares of the Company on Main Board Of National Stock Exchange Of India Limited and subject to the applicable Laws and by-laws and rules and regulations of BSE and NSE and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for the purpose of migration of the Company's present listing from SME Platform of BSE Ltd. to Main Board of BSE Ltd. and the Direct Listing/Trading of Equity Shares of the Company on Main Board of National Stock Exchange Of India Limited.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

**“RESOLVED FURTHER THAT** all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with

any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**“RESOLVED FURTHER THAT** Mr. Ashok Kumar Agarwal (DIN: 00793152), Chairman & Managing Director, and /or Mr. Ankit Agrawal, CEO & Whole Time Director of the Company, be and hereby jointly/ severally authorized to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of the Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the company for the purpose of migration of the Company’s present listing from SME platform of BSE Limited to Main Board of BSE Limited and Direct Listing, Trading of Equity Shares of the Company on Main Board of National Stock Exchange Of India Limited and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

**Note: In accordance with Regulation 277 of SEBI ICDR Regulations, the above-mentioned resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.**

## **ITEM NO. 2: INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE MEMORANDUM OF ASSOCIATION:**

To consider and, if though fit, to pass, the following resolution as Special Resolution with or without modification:

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, including any statutory modifications or re-enactment’s thereof, for the time being in force and applicable provisions of Articles of Association of the company, the consent of the members of the company, be and is hereby accorded to increase the authorized share capital of the company, from Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rs. Ten) each to Rs 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of Rs. 10/- (Rs. Ten) each.”

**“RESOLVED FURTHER THAT** the increased authorized equity share capital shall rank pari-passu in all respect with the existing equity shares of the company”.

**“RESOLVED FURTHER THAT** pursuant to Sections 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the company be and is hereby accorded to alter the Memorandum of Association of the company by substituting the following:

V. The Authorized Share Capital of the Company is Rs 15,00,00,000/- divided into 1,50,00,000 equity shares of Rs.10/- each with the rights and conditions attached thereto as provided by the Articles of Association of the Company for the time being, with powers to divide the shares in the Capital into different classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be

permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.”

“**RESOLVED FURHTER THAT** any of the directors or Company Secretary of the company, be and are hereby authorized to do all such necessary actions, deeds and things to give effect to the above resolution.”

**FOR: RMC SWITCHGEARS LIMITED**

Sd/-

**Ankit Agrawal**  
CEO & Whole Time Director

Jaipur, December 19, 2024

**Registered Office**  
7 km. from chaksu, khotkawda road,  
village badodiya, tehsil chaksu,  
tonk road, jaipur, rajasthan, india, 303901

**Corporate Office**  
B-11 (B&C) Malviya Industrial Area,  
Jaipur, Rajasthan, India, 302017

Web.: [www.rmcindia.in](http://www.rmcindia.in)  
[Email-cs@rmcindia.in](mailto:Email-cs@rmcindia.in)  
Tel.:9549897421

**Notes: -**

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**'Act'**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons therefore is annexed hereto and forms part of this Postal Ballot Notice (**'Notice'**).
2. On account of the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Link Intime India Pvt. Ltd., the Company's Registrar and Transfer Agent (**'RTA'**) as on **Friday, December 13, 2024 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/ RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date (December 13, 2024) shall be eligible to cast their votes through postal ballot. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is also clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 14 of this Notice.
5. The remote e-voting shall commence on **Saturday, December 21, 2024 at 9.00 a.m. (IST)** and shall end on **Sunday, January 19, 2025 at 5.00 p.m. (IST)**. During this period, the Members of the Company holding shares in physical or electronic form as on the Cut-Off Date Friday, December 13, 2024 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting immediately thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The Scrutinizer shall, immediately after the conclusion of e-voting process of Postal Ballot, will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall within two working days from the conclusion of the e-voting process of Postal Ballot submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign on the same. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.

7. The Resolutions, if passed, by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for E-voting i.e. **Sunday, January 19, 2025**.
8. The documents referred to in the Notice or Explanatory Statement is available at the registered office of the Company for inspection by the members on all working days (except Saturday and Sunday) from 11 A.M. to 4.00 P.M. till from the date of dispatch of the Postal Ballot Notice upto the completion of postal ballot i.e. January 19, 2025. Members seeking to inspect such document(s) can send an e-mail to [cs@rmcindia.in](mailto:cs@rmcindia.in) Inspection shall be allowed only till the last date of e-Voting.
9. Members may download the Notice from the Company's website at [www.rmcindia.in](http://www.rmcindia.in) or from CDSL's website at [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com)
10. The vote in this Postal Ballot cannot be exercised through proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization. In case of joint holders, a shareholder whose name appears as first holder in the order of their names as per Register of Members will be entitled to cast vote.

**11. Process for Registration of e-mail addresses:**

**One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:**

To facilitate Members to receive this Notice electronically, member can connect with its RTA, Link Intime India Private Limited for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, on or before **5:00 p.m. (IST) on Sunday, January 19, 2025**, pursuant to which, any Member, may receive on the e-mail address provided by the Member, this Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting.

After successful submission of the e-mail address, CDSL will e-mail a copy of this Notice along with the remote e-voting user ID and password, to the Member. In case of any queries, Members may write to [dilip.rajpurohit@linkintime.co.in](mailto:dilip.rajpurohit@linkintime.co.in) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

12. For permanent registration of their e-mail addresses, Members are requested to register their e-mail addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's RTA, Link Intime India Private Limited at RTA Address, E-mail Id: [dilip.rajpurohit@linkintime.co.in](mailto:dilip.rajpurohit@linkintime.co.in)
  13. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participants/the Company's RTA, Link Intime India Private Limited, at RTA Address, E-mail Id: [dilip.rajpurohit@linkintime.co.in](mailto:dilip.rajpurohit@linkintime.co.in) to enable serving of notices/documents/Annual Reports electronically to their e-mail addresses.
- 14. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

CDSL e-Voting System – For Remote e-voting-Postal Ballot

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The voting period begins on **Saturday, December 21, 2024** at **9.00 a.m. (IST)** and ends on **Sunday, January 19, 2025** at **5.00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, December 13, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

#### Type of shareholders Login Method

Individual Shareholders holding securities in Demat mode with CDSL Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System My easi.

After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on [www.cdslindia.com](http://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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL if you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their Depository Participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type Helpdesk details

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](mailto:helpdesk.evoting@cDSLindia.com) or contact at 022- 23058738 and 22-23058542-43.

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](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on "Shareholders" module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form

PAN Enter your 10-digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details

OR Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

After entering these details appropriately, click on "SUBMIT" tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant "**RMC Switchgears Limited**" on which you choose to vote.

On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES

implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

#### Facility for Non – Individual Shareholders and Custodians –Remote Voting

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@rmcindia.in](mailto:cs@rmcindia.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending Postal Ballot & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

The following Statement sets out all material facts relating to the special businesses mentioned in the Notice:

**ITEM NO.1:** Your Company is presently listed on the SME platform of BSE Limited (BSE) since 14<sup>th</sup> March, 2017. Our Company is also listed on SME platform of BSE for more than Three years. As stated in SEBI (ICDR) Regulation, 2018 it is an option to migrate from BSE SME Emerge to NSE Main Board. Further, the Company's Operation have been increasing at a rapid pace. In view of increasing business activities and for strong brand building, the Board of Directors in its meeting held on Tuesday, 17<sup>th</sup> December, 2024, has accordingly decided to migrate from BSE SME to BSE Main Board and to the Main Board of National Stock Exchange of India Limited. The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Members of the Company. By Migrating on the Main Board, the goodwill and the growth of the Company will increase and Company will be able to expand its business.

Now, your Board further proposes that simultaneously with migration to the Main Board of BSE, the Company should make also application for migration to and listing on the Main Board Platform of the National Stock Exchange of India Limited (NSE), in addition to the Main Board Platform of BSE.

Listing on the Main Board of BSE and NSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. Migration to the main board will act as a catalyst in the growth and expansion of the Company and will also help the shareholders of the Company to enjoy enhanced returns from their investments.

The Board of Directors of the Company proposes the resolution for your approval as a Special resolution. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

Accordingly, the Board of Directors of the Company recommends the Special resolution No. 1 as proposed and set out in the accompanying Notice for approval of the Members in the Interest of the Company through Postal Ballot through remote e-voting.

### **ITEM NO.2:**

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or further debt. While the Company is considering the various options, it is proposed to increase the Authorized Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations), collectively known as SEBI Regulations, (including any

statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

The Board of Directors of the Company at their meeting dated December 17, 2024 has approved the increase in the Authorized Share Capital of the Company from Rs. 11,00,00,000/- (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rs. Ten) each to Rs 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of Rs. 10/- (Rs. Ten) each subject to shareholder's approval. As per the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders by way of a special resolution is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorized Share Capital of the Company.

None of the Directors or their relatives or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the aforesaid resolution proposed to be passed as an ordinary resolution. The Board recommends the resolution set forth in the Notice for the approval of the members.

**FOR: RMC SWITCHGEARS LIMITED**

Sd/-

**Ankit Agrawal**  
CEO & Whole Time Director  
DIN: 00793035

Jaipur, December 19, 2024

**Registered Office:**  
7 km. from chaksu, khotkawda road,  
village badodiya, tehsil chaksu,  
tonk road, jaipur, rajasthan, india, 303901

**Corporate Office:**  
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