

Ref.: RMC/2022-23/BSE/307

Date: 19th August, 2022

To,
The Manager,
Department of Corporate Services,
Listing and Compliance
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Sub.: Notice for convening Extra-ordinary General Meeting of the Company

Ref.: Scrip Code – 540358, Scrip ID - RMC

Respected Sir / Madam,

We are pleased to inform you that the Extra-ordinary General Meeting ("EGM") of the Company will be held on Friday, 9th September, 2022 at 12:30 P.M. IST. Please find enclosed herewith the Notice for convening of EGM of the Company.

The said Notice is also uploaded on the Company's website at www.rmcindia.in.

This is for your information and record.

Thanking you.

Yours faithfully,

For RMC Switchgears Limited

Preeti Khator
Preeti Khator

Company Secretary and Compliance Officer

ACS : 49291

Lamina
A Reflection of Your Interior Life



CIN : L25111RJ1994PLC008698
Formerly Known as RMC SWITCHGEARS LIMITED
Registered Office & Factory : 7 K.M. From Chaksu, Kotkhawda Road,
Village-Badodiya, Tehsil-Chaksu, Tonk Road, Jaipur (Raj.) 303901,
Corporate Office : B-11, (B&C), Malviya Industrial Area, Jaipur-17 (Raj.),
E-mail : info@rmcindia.in, admin@rmcindia.in
Telefax : + 91-141-4400222, Website : www.rmcindia.in

Notice to the Shareholders

NOTICE IS HEREBY GIVEN THAT the Extra - ordinary General Meeting (hereinafter referred to as "EGM") of the Members of RMC Switchgears Limited ("the Company") will be held on Friday, the 9th September, 2022 at 12:30 P.M., at the registered office of the Company at 7 Km. from Chaksu, Kotkhawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur-303901 Rajasthan.

SPECIAL BUSINESS

Item No. 1

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution by approving the appointment of M/s. Rakesh Ashok & Co., Chartered Accountants (ICAI Firm Registration No. 011273C) as Statutory Auditors of the Company:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and on recommendation of Board of Directors of the Company at its meeting held on 13th June, 2022, M/s. Rakesh Ashok & Co., Chartered Accountants, (FRN: 011273C), Jaipur be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Manish Borad & Co., Chartered Accountants having Firm Registration No. 007214C;

RESOLVED FURTHER THAT Rakesh Ashok & Co., Chartered Accountants, (FRN: 011273C), Jaipur, shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them;

RESOLVED FURTHER THAT Mr. Ashok Kumar Agarwal, Chairman cum Managing Director (DIN: 00793152), Mr. Ankit Agrawal, Whole Time Director (DIN: 00793035) and Mrs. Neha Agrawal, Executive Director (DIN: 07540311) of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to the said resolution and file the forms or documents with the Registrar of Companies."

**By order of the Board of Directors
For RMC Switchgears Limited**

Sd/-

Preeti Khatore

**Company Secretary and Compliance Officer
(Membership No: ACS 49291)**

Place: Jaipur

Date: 19.08.2022

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), statement setting out material facts concerning Special Business (Item no. 1) to be transacted at the Extra-ordinary General Meeting ("EGM") is annexed hereto and forms part of the notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM- SELF/ HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COM- PANY. In order to be effective, the instrument appointing a proxy (Proxy Form), duly completed, stamped and signed must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the EGM is enclosed herewith at the end of Annual Report.
3. A person can act as proxy on behalf of members not exceeding fifty(50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Members/Proxies/Authorised Representatives attending the meeting are requested to bring the duly filled attendance slip enclosed herewith at the end of this notice.
5. Corporate members /Societies /Partnership Firms / Trusts, etc intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution / Authorization Letter authorizing their representative to attend and vote at the EGM on their behalf.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The copies of relevant documents referred to in the Notice and explanatory statement are open for inspection by the members at the Registered Office of the Company on all working days between 11.00 A.M. to 3.00 P.M. (IST) up to the date of the EGM.
8. In compliance with the MCA Circular and latest SEBI Circular dated May 13, 2022, Notice of the EGM is being sent only through electronic mode to those members whose email address are registered with the Company/Depositories.
9. For convenience of Members, an Attendance Slip is annexed to the Proxy Form. Members/Proxies are requested to affix their signatures at the space provided therein and thereafter handover the Attendance Slip at the venue of the meeting. The Proxy of a Member should mark on the Attendance Slip as "Proxy".
10. Company is exempted from conducting E - Voting vide Rule 20(2) of Companies (Management & Administration) Rule, 2024 as amended. Therefore, voting will be conducted by means of ballot paper at the EGM.

11. The Board of Directors has appointed Mr. Brij Kishore Sharma, Practicing Company Secretary (FCS - 6206, CP No. 12636, as Scrutinizer for conducting the voting process in a fair and transparent manner.
12. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company www.rmcindia.in. The results shall simultaneously be communicated to the Stock Exchanges.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item no. 1

M/s . Manish Borad & Co., Chartered Accountants- (ICAI Registration no. 007214C) have tendered their resignation from the position of Statutory Auditors stating the reasons/ facts for their resignation as “Considering that the reduced fees as proposed by the company in the meeting not being commensurate to the efforts required to conduct an audit in accordance with the standards on auditing by the Institute of Chartered Accountants of India.” resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of the auditors has been filled by the Board of Directors in its meeting held on 13th June, 2022 and as per the provisions of Companies Act, 2013 such appointment shall also be approved by the company shareholders in the General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 13th June, 2022, recommended the appointment of M/s Rakesh Ashok & Co., Chartered Accountants having Firm Registration No. 011273C as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s . Manish Borad & Co., Chartered Accountants- (FRN: 007214C) and have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item no. 1 for approval of the Members.

**By order of the Board of Directors
For RMC Switchgears Limited**

Sd/-

Preeti Khatore

**Company Secretary and Compliance Officer
(Membership No: ACS 49291)**

Place: Jaipur

Date: 19.08.2022

RMC SWITCHGEARS LIMITED

CIN: L25111RJ1994PLC008698

Registered Office: 7 Km. from Chaksu, Kotkhawda Road, Village Badodiya,
Tehsil Chaksu, Tonk Road, Jaipur, Rajasthan, India -303901

Corporate office: B-11 (B&C) Malviya Industrial Area, Jaipur-302017

E Mail ID: info@rmcindia.in, cs@rmcindia.in

Website: www.rmcindia.in, Contact No : 0141-4031516, 4400222

**MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

**Extra-ordinary General Meeting
9th September, 2022**

Name of the Member(s):	-----	Email ID:-----
Registered Address:	-----	
Folio No. / Client ID:	-----	
	-----	-----DP ID:-----

I/We, being the member(s) of----- shares of RMC Switchgears
Limited, hereby appoint:

Name	-----	Email ID:-----
Address:	-----	
Signature:	-----	
	-----	-----or
	failing him / her;	

Name	-----	Email ID:-----
Address:	-----	
Signature:	-----	
	-----	-----or
	failing him / her;	

Name	-----	Email ID:-----

Address:	-----	
Signature:	-----	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, 9th September, 2022 at 12:30 P.M. (IST) at Registered Office of the Company situated at 7 K.M. from Chaksu, Kotkhawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur-303901, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	Vote (Optional, See note 2) Please mention no. of shares	
		For	Against
	Special Business:		
1.	Appointment of Statutory Auditor		

Affix
Revenue
Stamp

Signed this-----day of -----2022

Signature of Shareholder

Signature of First proxy holder
holder

Signature of Second proxy holder

Signature of Third proxy holder

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall provide his identity at the time of attending the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy will stand automatically revoked.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
8. This form of proxy will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

RMC SWITCHGEARS LIMITED

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Corporate office: B-11 (B&C) Malviya Industrial Area, Jaipur-302017

E Mail ID: info@rmcindia.in, cs@rmcindia.in

Website: www.rmcindia.in, Contact No : 0141-4031516, 4400222

ATTENDANCE SLIP

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

DP ID		Regd. Folio No.	
Client ID		No. of Shares held	

I / we hereby record my / our presence at the Extra-ordinary General Meeting of the members of the Company held on Friday, the 9th September, 2022 at 12:30 P.M. (IST) at the Registered Office of the Company at 7 K.M. from Chaksu, Kotkhawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Chaksu-303901(Rajasthan).

Name of the Shareholder (In BLOCK LETTERS)

Signature

Name of the Proxy (In BLOCK LETTERS)

Signature

NOTE: PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

RMC SWITCHGEARS LIMITED

CIN: L25111RJ1994PLC008698

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Tehsil Chaksu, Tonk Road, Jaipur, Rajasthan, India -303901

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E Mail ID: info@rmcindia.in, cs@rmcindia.in

Website: www.rmcindia.in, Contact No : 0141-4031516, 4400222

ROUTE MAP OF THE EGM VENUE

RMC SWITCHGEARS LIMITED

7 Km. from Chaksu, Kotkhawda Road, Village Badodiya,

Tehsil Chaksu, Tonk Road, Jaipur, Rajasthan, India -303901

