

## 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 Monday, the 17<sup>th</sup> October, 2022 at 12:30 P.M., at the registered office of the Company at 7 Km. from Chaksu, Kotkhwada 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 Special Resolution by approving Offer, Issue and Allotment of Equity Shares on Preferential Basis:

“RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as “the Act”) and in accordance with and subject to the relevant provisions Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time [hereinafter referred to as “SEBI (LODR) Regulations”], Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, [hereinafter referred to as “SEBI (ICDR) Regulations”] (including any statutory modification(s) or re-enactment(s) thereof from time to time), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011, as amended from time to time, (“SEBI Takeover Regulations”), the uniform listing agreement entered into by the Company with BSE Limited on which the Equity Shares of the Company having face value Rs. 10/- each (“Equity Shares”) is listed and in accordance with all other applicable regulations, guidelines and clarifications thereon issued by the Securities and Exchanges Board of India (“SEBI”), Reserve Bank of India (“RBI”), Government of India (“GOI”) or any other statutory / regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more its power, including the powers conferred hereunder) to create, offer, issue and allot, on preferential issue and private placement basis, in one or more tranches, upto 8,20,000 (Eight lakh Twenty Thousand) fully paid up Equity Shares of the Company having a face value of Rs. 10/- each (Rupees Ten only), at a price of Rs. 70/- (Rupees Seventy only) per Equity share aggregating to not exceeding Rs. 5,74,00,000/- (Rupees Five Crore Seventy Four lakhs only), which is not less than the price determined in accordance with SEBI (ICDR) Regulations (“Floor Price”), to the proposed allottees, more particularly mentioned in the table below, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit in accordance with SEBI ICDR Regulations and other applicable laws:

Sl. No.	Name of Proposed Allottees	Category	No. of Equity shares to be allotted
1.	Prakash Chand Gotham Chand	Non-Promoter	1,00,000
2.	Rekha Gunavanth Kumar	Non-Promoter	55,000
3.	Ceramet Consultants Pvt. Ltd.	Non-Promoter	25,000
4.	Prashant Mishra	Non-Promoter	15,000
5.	Anbuchezhian	Non-Promoter	40,000
6.	Lumous Advisors LLP	Non-Promoter	20,000
7.	Malav Prakashkumar Shah	Non-Promoter	15,000
8.	Rajnikanth Meghji Shah	Non-Promoter	15,000
9.	Naba Krushna Dash	Non-Promoter	30,000
10.	Gaurav Singh	Non-Promoter	35,000
11.	Bhavya Jain	Non-Promoter	35,000
12.	Akash Kumar Sohanraj	Non-Promoter	15,000
13.	Umedmal Golecha HUF	Non-Promoter	20,000
14.	Nav Ratan Bhaiya	Non-Promoter	15,000
15.	Kushalchand Vijaykumar	Non-Promoter	15,000
16.	Trina Devang Vyas	Non-Promoter	15,000
17.	Nidhi Thakkar	Non-Promoter	20,000
18.	Surabhi Yash Shah	Non-Promoter	15,000
19.	Kavita Jain	Non-Promoter	10,000
20.	Rudra Murthy B V	Non-Promoter	10,000
21.	Manushree Agarwal	Non-Promoter	50,000
22.	Ankit Agrawal	Promoter	1,00,000
23.	Ashok Kumar Agarwal	Promoter	1,00,000
24.	Neha Agrawal	Promoter	50,000
	<b>TOTAL</b>		<b>8,20,000</b>

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid fully paid up Equity Shares to the Proposed Allottees shall be subject to applicable guidelines, notifications, rules and regulations and the terms and conditions given herein below:

- a) The "Relevant Date" pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue on private placement basis of equity shares, shall be 16<sup>th</sup> September, 2022 (17<sup>th</sup> September, 2022 being weekend) which is a date 30 days prior to the date of the Extra-ordinary General Meeting on which this special resolution is proposed to be passed.
- b) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- c) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- e) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- f) The investor shall be required to bring in the entire consideration for the equity shares to be allotted to such investor on or before the date of allotment thereof.
- g) The consideration for allotment of Equity shares shall be paid to the Company from the bank accounts of the investor.
- h) The Equity Shares so offered and issued to the Proposed Allottee, are being issued for consideration other than cash, being the acquisition of Shares of Target Company from the Proposed Allottee for non-cash consideration and the transfer of such Shares to the Company will constitute the full consideration for the Equity Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution; and
- i) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have same effect including lock in period, as that of the Equity Shares issued pursuant to the said preferential issue;

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under

applicable law consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., BSE Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**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: 22.09.2022**

## Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) 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, 2014 as amended. Therefore, voting will be conducted

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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](http://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

The Members are hereby informed that in line with the strategy to grow and gain market share and strengthen its leadership position, the Board in its meeting held on 22<sup>nd</sup> September, 2022 has approved the proposed preferential issue of 8,20,000 Equity Shares at a price of Rs. 70/- (Rupees Seventy only) to the Proposed Allottees for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) on a preferential basis, approval of shareholders of the Company by way of special resolution, in accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time.

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 (“Act”) read with the rules issued thereunder, are set forth below:

**a) Particulars of the Preferential Issue including date of passing of Board resolution**

The Board, pursuant to its resolution dated 22<sup>nd</sup> September, 2022, has subject to the approval of the members and such other approvals as may be required, approved the proposed preferential issue on private placement basis of 8,20,000 Equity Shares at a price of Rs. 70/- (Rupees Seventy only), for consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis.

**b) Name of the proposed allottees and no. of shares to be allotted to them:**

Sl. No.	Name of Proposed Allottees	Category	No. of Equity shares to be allotted
1.	Prakash Chand Gotham Chand	Non-Promoter	1,00,000
2.	Rekha Gunavanth Kumar	Non-Promoter	55,000
3.	Ceramet Consultants Pvt. Ltd.	Non-Promoter	25,000
4.	Prashant Mishra	Non-Promoter	15,000
5.	Anbuchezhian	Non-Promoter	40,000
6.	Lumous Advisors LLP	Non-Promoter	20,000
7.	Malav Prakashkumar Shah	Non-Promoter	15,000
8.	Rajnikanth Meghji Shah	Non-Promoter	15,000

9.	Naba Krushna Dash	Non-Promoter	30,000
10.	Gaurav Singh	Non-Promoter	35,000
11.	Bhavya Jain	Non-Promoter	35,000
12.	Akash Kumar Sohanraj	Non-Promoter	15,000
13.	Umedmal Golecha HUF	Non-Promoter	20,000
14.	Nav Ratan Bhaiya	Non-Promoter	15,000
15.	Kushalchand Vijaykumar	Non-Promoter	15,000
16.	Trina Devang Vyas	Non-Promoter	15,000
17.	Nidhi Thakkar	Non-Promoter	20,000
18.	Surabhi Yash Shah	Non-Promoter	15,000
19.	Kavita Jain	Non-Promoter	10,000
20.	Rudra Murthy B V	Non-Promoter	10,000
21.	Manushree Agarwal	Non-Promoter	50,000
22.	Ankit Agrawal	Promoter	1,00,000
23.	Ashok Kumar Agarwal	Promoter	1,00,000
24.	Neha Agrawal	Promoter	50,000
	<b>TOTAL</b>		<b>8,20,000</b>

**c) Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued**

The Company has agreed to issue upto 8,20,000 Equity Shares at a price of Rs. 70/- (Rupees Seventy only) which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations.

**d) Basis on which the price has been arrived at**

The Equity Shares of the Company are listed on BSE Limited ("BSE"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE, being the Stock Exchange with higher trading volumes for the preceding 10 trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 54.06 per Equity Shares. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 70/-, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the Equity Shares to be allotted shall be in compliance with applicable provisions of SEBI (ICDR) Regulations.



A Valuation Report received from Gaurav Jain, an Independent Registered Valuer (Registration No. IBBI/RV/06/2021/13914) in terms of Regulation 166A of the SEBI (ICDR) Regulations has been hosted on the website of the company which can be accessed at [www.rmcindia.in](http://www.rmcindia.in)

**e) Amount which the company intends to raise by way of such securities;**

Aggregating up to Rs. 5,74,00,000 from the present issue.

**f) Purpose/Objects of the Preferential Issue and aggregate amount proposed to be raised**

The Company proposes to raise an amount aggregating up to Rs. 5,74,00,000 through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for prepayment of borrowings of the Company, working capital requirement, meeting future funding requirements and other general corporate purposes of the Company.

**g) Relevant Date with reference to which the price has been arrived at**

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is Friday, September 16<sup>th</sup> 2022 (September 17, 2022 being weekend) being the date 30 days prior to the date of EGM.

**h) The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of Equity Shares is proposed to be made to proposed allottees belonging to Promoter & Non-Promoter Group.

**i) Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer**

The Equity Shares shall be offered to the Proposed Allottee only. None of the Directors or Key Managerial Personnel and their relatives, except Mr. Ankit Agrawal, Mr. Ashok Kumar Agrawal and Mrs. Neha Agrawal is concerned or interested (financially otherwise) in this Resolution.

**j) Proposed time frame within which the Preferential Issue shall be completed**

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**k) Principal terms of assets charged as securities**

Not applicable.

**l) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue**

Identity of the allottee and the percentage of post preferential issue capital that may be held by them:

Sl. No.	Name of the proposed Allottee (s)	Ultimate beneficial owners	Preferential Issue		Holding/Post Preferential issue	
			No. of shares	%	No. of shares	%
<b>Promoter/ Promoter Group</b>						
1.	Ankit Agrawal	Individual	5,69,880	9.35	6,69,880	9.69
2.	Ashok Kumar Agarwal	Individual	14,82,320	24.33	15,82,320	22.89
3.	Neha Agrawal	Individual	4,20,000	6.89	4,70,000	6.80
<b>Non-Promoter Group</b>						
4.	Prakash Chand Gotham Chand	Individual	0	0	1,00,000	1.45
5.	Rekha Gunavanth Kumar	Individual	0	0	55,000	0.80
6.	Ceramet Consultants Pvt. Ltd.	Mr. Aniket Mohan Gore, Director	0	0	25,000	0.36
7.	Prashant Mishra	Individual	0	0	15,000	0.22
8.	Anbucchezhan	Individual	0	0	40,000	0.58
9.	Lumous Advisors LLP	Mr. Jinesh B Shah, Partner	0	0	20,000	0.29
10.	Malav Prakashkumar Shah	Individual	0	0	15,000	0.22
11.	Rajnikanth Meghji Shah	Individual	0	0	15,000	0.22
12.	Naba Krushna Dash	Individual	0	0	30,000	0.43
13.	Gaurav Singh	Individual	0	0	35,000	0.51
14.	Bhavya Jain	Individual	0	0	35,000	0.51
15.	Akash Kumar Sohanraj	Individual	0	0	15,000	0.22
16.	Umedmal Golecha HUF	Mr. Umedmal Golecha, Karta	0	0	20,000	0.29
17.	Nav Ratan Bhaiya	Individual	0	0	15,000	0.22
18.	Kushalchand Vijaykumar	Vijaykumar Kushalchand, Karta	0	0	15,000	0.22
19.	Trina Devang Vyas	Individual	0	0	15,000	0.22
20.	Nidhi Thakkar	Individual	0	0	20,000	0.29
21.	Surabhi Yash Shah	Individual	0	0	15,000	0.22
22.	Kavita Jain	Individual	0	0	10,000	0.14
23.	Rudra Murthy B V	Individual	0	0	10,000	0.14
24.	Manushree Agarwal	Individual	0	0	50,000	0.72

**Note:**

- i. The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottee would have subscribed to and been allotted all the Equity Shares. In the event for any reason, the Proposed Allottee does not or are unable to subscribe to and/or are

not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

- ii. It is further assumed that shareholding of the Company in all other categories will remain unchanged.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares Shares of the Company.

**m) Shareholding pattern of the issuer before and after the preferential issue:**

Sl. No.	Category of Shareholders	Pre-issue		Post-issue	
		Total	% of Total Shares	Total	% of Total Shares
(A)	<b>Promoter</b>				
[1]	<b>Indian</b>				
	Individuals / Hindu Undivided Family	34,27,840	56.27	36,77,840	53.21
	<b>Sub Total (A)(1)</b>	34,27,840	56.27	36,77,840	53.21
[2]	<b>Foreign</b>	-	-	-	-
	Individuals / (Non-Resident Individual/Foreign Individuals)	-	-	-	-
	<b>Sub Total (A)(2)</b>	-	-	-	-
(B)	<b>Public Shareholding</b>				
[1]	<b>Institutions</b>	-	-	-	-
	<b>Sub Total (B)(1)</b>	-	-	-	-
[2]	<b>Non-Institutions</b>				
(a)	<b>Bodies Corporate</b>				
(i)	Indian	4,91,120	8.06	5,16,120	7.47
(b)	<b>Individuals</b>				
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	8,08,667	13.27	12,98,667	18.79
(ii)	Individual shareholders holding nominal share capital in excess of Rs.	10,07,973	16.55	10,07,973	14.58
(c)	<b>Other (Specify)</b>				
(i)	Hindu Undivided Family	2,89,000	4.74	3,24,000	4.69
(ii)	Non Resident Indians (Non Repat)	10,000	0.16	10,000	0.14
(iii)	Non Resident Indians (Repat)	44,000	0.72	44,000	0.64
(iv)	Body Corp-Ltd Liability Partnership	13,600	0.22	33,600	0.49
	<b>Sub Total (B)(2)</b>	26,64,360	38.55	32,34,360	46.79

	<b>Total Public Shareholding(B)=(B)(1)+(B)(2)</b>	26,64,360	38.55	32,34,360	46.79
(C)	Shares held by Custodian for GDRs & ADRs	-	-	-	-
	<b>Total (A)+(B)+(C)</b>	60,92,200	100.00	69,12,200	100.00

- ✓ In order to keep total % of shareholding as 100%, the % of each category has been rounded off in the best possible manner.
- ✓ It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- ✓ The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.
- ✓ The Proposed Allottees being the Promoters & Person belonging to Promoters' Group have confirmed that upon allotment of equity shares, the Shareholding of Promoters & Promoters' Group shall be maintained at permissible non-public shareholding i.e. 75% in compliance with the provisions of the Securities Contract (Regulation) Rules, 1957 and it shall not exceed more than the maximum permissible non-public shareholding, at any point of time.
- ✓ Consequently, it is assumed that the post issue shareholding of Promoter and Promoter' Group, after allotment of equity shares, would not exceed 75%.

**n) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

During the year, no preferential allotment has been made to any person as of the date of this Notice.

**o) Lock-in Period**

The proposed allotment of the Equity Shares, shall be subject to a lock-in as per the requirements of ICDR Regulations. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee.

**p) Listing**

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned Equity Shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

**q) Practicing Chartered Accountant Certificate**

A certificate from Saraswat & Co., FRN 004846C, Practicing Chartered Accountant, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at [www.rmccindia.in](http://www.rmccindia.in)

**r) Undertaking**

- i. Neither the Company, nor any of its Directors and / or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not

- applicable.
- ii. Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
  - iii. The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
  - iv. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
  - v. The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.\*

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any. The Board, accordingly, recommends passing of the Special Resolution as set out in Item No. 1 of this Notice, for the approval of the Members.

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

**Place: Jaipur  
Date: 22.09.2022**

**Sd/-  
Preeti Khatore  
Company Secretary and Compliance Officer  
(Membership No: ACS 49291)**

## 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](mailto:info@rmcindia.in), [cs@rmcindia.in](mailto:cs@rmcindia.in)

Website: [www.rmcindia.in](http://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 17<sup>th</sup> October, 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 Monday, 17<sup>th</sup> October, 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
	<b>Special Business:</b>		
1.	Approving Offer, Issue and Allotment of Equity Shares on Preferential Basis		

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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Website: [www.rmcindia.in](http://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 Monday, the 17<sup>th</sup> October, 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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### 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

