

# NOTICE

NOTICE is hereby given that the 31st Annual General Meeting (hereinafter referred to as "AGM/Meeting") of the Members of RMC Switchgears Limited ("the Company") will be held on Friday, the 26th day of September, 2025 at 12:00 P.M. ("IST") through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) at corporate office of the company situated at B-11 (B&C) Malviya Industrial Area, Jaipur-302017 Rajasthan, India to transact the following business:-

## ORDINARY BUSINESS:

### 1. Adoption of Financial Statements

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025 together with the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025 together with the report of Auditors thereon.

### 2. To appoint a Director in place of Mr. Akhilesh Kumar Jain (DIN: 03466588), who is liable to retire by rotation

To appoint a Director, in place of Mr. Akhilesh Kumar Jain (DIN: 03466588), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

### 3. Appointment of Mr. Anil Jain (DIN: 07575312) as an Independent Director of the Company:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to relevant provisions of Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Anil Jain (DIN: 07575312), who was appointed as an Additional Director of the Company in Independent Category w.e.f 20th May, 2025 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting, and in respect of whom the Company

has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the company and from whom the Company has received a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as Non-executive Independent Director of the Company for a period of 3 years commencing from 20th May, 2025 to 19th May, 2028 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

### 4. Re-appointment of Mr. Kuldeep Kumar Gupta (DIN: 01591373) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to relevant provisions of Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Kuldeep Kumar Gupta (DIN: 01591373), who was appointed as an Independent Director in the Annual General Meeting of the Company held on 25th September, 2020 for a term of five years and who is eligible for re-appointment and has given consent and declaration to act as an Independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 17th July, 2025 to 16th July, 2030.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things as may be deemed necessary or

# NOTICE

expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

## 5. Re-appointment of Mrs. Krati Agarwal (DIN: 08789232) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to relevant provisions of Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Krati Agarwal (DIN: 08789232), who was appointed as an Independent Director in the Annual General Meeting of the Company held on 25th September, 2020 for a term of five years and who is eligible for re-appointment and has given consent and declaration to act as an Independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 17th July, 2025 to 16th July, 2030.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

## 6. To ratify the remuneration of the Cost Auditors for the financial year 2025-26

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies

Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) plus GST and re-imbursement of actual out of pocket expenses to M/s. Deepak Mittal & Co., Cost Accountants (Firm Registration No. 003076), who were appointed by the Board of Directors of the Company as “Cost Auditors” on the recommendation of Audit Committee to conduct the audit of the cost records maintained by the Company for the financial year 2025-26, be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

## 7. To appoint M/s V.M & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and other rules, guidelines and circulars issued in this regard, from time to time and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. V. M. & Associates, Practicing Company Secretaries, Jaipur (Firm Registration No. P1984RJ039200 and Peer Review Certificate No.: 5447/2024) be and is hereby appointed as Secretarial Auditors of the Company to hold office for 5 (five) consecutive years commencing from April 01, 2025 to March 31, 2030 at an annual audit fee as mentioned in the explanatory statement annexed hereto, with an authority to the Board of Directors to revise the terms and conditions of appointment, including any increase in remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

# NOTICE

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

## By Order of the Board of Directors

### For RMC Switchgears Limited

Ashok Kumar Agarwal	Date: 30.08.2025
Chairman and Managing Director	Place: Jaipur
DIN: 00793152	

Registered Office: Khasra No.-163,164, Village-Badodiya, Tehsil- Kotkhawda, Jaipur-303908Rajasthan, India

## Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with the rules made thereunder which sets out material facts in respect of the special business to be transacted at the AGM as set out under Item No. 3 to 7 is annexed hereto. The details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") in respect of Directors seeking appointment /re-appointment at this AGM are also annexed hereto.
2. The 31st AGM is convened through VC / r OAVM pursuant to General Circular No. 09/2024 dated September 19, 2024 and earlier circulars issued in this regard by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and earlier circulars issued in this regard by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") which permit the companies to hold AGM/EGM through VC / OAVM, without the physical presence of members at a common venue. The deemed venue for the 31st AGM shall be the Corporate Office of the Company i.e. B-11(B&C) Malviya Industrial Area, Jaipur-302017 Rajasthan, India. Since the AGM is being held through VC/ OAVM facility, the route map is not annexed in this Notice.
3. In compliance with the aforesaid Circulars, the Notice of the 31st AGM along with the Annual Report for

the financial year 2024-25 is being sent only through electronic mode to those Members whose name appear in the Register of Members/List of Beneficial Owners, as received from the Depositories as on 2nd September, 2025 and whose email addresses are registered with the company/ depositories/RTA. Members who wish to receive a physical copy of the Integrated Annual Report for FY 2024-25 may request the same by sending an e-mail to [cs@rmcindia.in](mailto:cs@rmcindia.in) mentioning their Folio No./ DP ID and Client ID. Further, in terms of Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for those Members whose e-mail addresses are not registered, a letter providing the web-link (including the exact path where the complete details of the Annual Report are available) is being sent at their registered address. The Notice of AGM and the Annual Report are also made available on the Company's website at [www.rmcindia.in](http://www.rmcindia.in), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com).

4. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this 31st AGM. Therefore, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In case of joint holders attending the AGM only such joint holder whose name appears as the first holder in the order of names as per the Register of Members of the company will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.

# NOTICE

8. Institutional Investors who are Members of the Company are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members and other non-individual Members intending to appoint their authorized representatives to attend the AGM through VC/OAVM and vote thereat through remote e-voting or e-voting are requested to send a certified copy of the Board Resolution/Power of Attorney/Authorization Letter to the Scrutinizer by e-mail at [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com), with a copy marked to the Company at [cs@rmcindia.in](mailto:cs@rmcindia.in). Institutional Shareholders can also upload their Board Resolution/Power of Attorney/Authorization Letter, etc., on the e-voting website of CDSL by logging in to [www.evotingindia.com](http://www.evotingindia.com) and clicking on the "Upload Board Resolution / Authority Letter" option under the "e-voting" tab.
9. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company or the Company's Registrar & Share Transfer Agent (RTA). Members may kindly note that the amount of dividend remaining unpaid or unclaimed for a period of seven consecutive years from the date of transfer to the Company's Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF) pursuant to Section 124 of the Act. Further, the equity shares on which dividends have not been claimed for seven consecutive years or more will also be transferred to the IEPF Authority in accordance with the provisions of Section 124 of the Act read with the applicable IEPF Rules.
10. Members are requested to update/intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a. **For shares held in electronic form:** to their Depository Participants ("DPs")
  - b. **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/PoD/P/CIR/2025/91 dated 23rd June, 2025
11. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's Registrar & Share Transfer Agent (RTA). In respect of shares held in dematerialized form, the nomination may be filed with the respective Depository Participant (DP).
 

If any Member desires to cancel/ vary/ opt out of the earlier nomination, he/she may do so by submitting the prescribed Form SH-14 or Form ISR-3, as the case may be to the Company's RTA in case of physical shareholding, and to the respective DP in case of demat shareholding.
12. As per Regulation 40 of SEBI Listing Regulations as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. Further, transmission and transposition of securities shall be effected only in dematerialized form. Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form. Members can contact the company for assistance in this regard.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice and Directors' Report will also be available for inspection in electronic form without any fee by the Members from the date of Circulation of this Notice upto the date of 31st AGM i.e. 26th September, 2025. Members desirous of inspecting the said Registers are requested to send their request in writing from their registered e-mail address to [cs@rmcindia.in](mailto:cs@rmcindia.in).
14. The Annual Accounts of the subsidiary companies along with the related detailed information are available for inspection at the Registered Office of the Company and at the respective subsidiary companies. Copies thereof shall be made available to the Shareholders of the Company and its subsidiaries upon request. The said documents are also available on the website of the Company at [www.rmcindia.in](http://www.rmcindia.in).
15. Members can submit questions in advance with regards to the financial statements or any other matter to be asked at the 31st AGM, from their registered email address, mentioning their name, DP ID and Client ID and mobile number, to reach the company's email address at [cs@rmcindia.in](mailto:cs@rmcindia.in) in advance atleast 10 (ten) days prior to the meeting. Such questions by the Members shall be

# NOTICE

taken up during the meeting and replied by the Company suitably.

Further, Members who would like to ask questions during the AGM with regards to the financial statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID and mobile number, to reach the company's email address at [cs@rmcindia.in](mailto:cs@rmcindia.in) at least 10 (ten) days prior to the meeting. Those Members who have registered themselves as a speaker shall only be allowed to speak/ask questions during the AGM, depending upon the availability of time.

16. The Members / investors may send their complaints or queries, if any, to the Company's Registrar & Transfer Agent (RTA) at [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com) or to the Company at [cs@rmcindia.in](mailto:cs@rmcindia.in).

17. The Board of Directors has appointed Mr. Manoj Maheshwari (FCS 3355, CP 1971), Practicing Company Secretary, as the Scrutinizer and failing him, Ms. Priyanka Agarwal (FCS 11138, CP 15021), Practicing Company Secretary, as the Alternate Scrutinizer, to scrutinize the voting at the 31st AGM and the remote e-voting process in, a fair and transparent manner.

18. VOTING THROUGH ELECTRONIC MEANS.

- Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations and in accordance with the applicable MCA Circulars, the Company is providing to its Members the facility to exercise their right to vote on the resolutions set out in the Notice of AGM by electronic means. For this purpose, the Company has entered into an arrangement with **Central Depository Services (India) Limited (CDSL)** for facilitating voting through electronic means, as the authorized e-voting agency. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice
- The remote e-voting period shall commence on **23rd September, 2025, 9.00 A.M. (IST)** and ends on **25th September, 2025, 5.00 P.M. (IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on the **cut-off**

**date of 19th September, 2025** may cast their votes electronically. The remote e-voting facility shall be disabled thereafter by CDSL.

- Members will be provided with the facility for voting through an electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.
- The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the **cut-off date of 19th September, 2025** as per the Register of Members/Beneficial Owners maintained by the Depositories and the RTA. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a shareholder as on the cut-off date should treat this notice for information purpose only.
- Only those Members whose names appear in the Register of Members/Beneficial Owners as on the cut-off date shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.
- The final results including votes cast during the AGM and votes cast through remote e-voting shall be declared within 2 working days from the conclusion of the meeting. The final results along with the Scrutinizer's Report shall be placed on the Company's website – [www.rmcindia.in](http://www.rmcindia.in), on the website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)), and on the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) immediately after the result is declared by the Chairman.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 23rd September, 2025 at 9:00 A.M. and ends Thursday, 25th September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19th September, 2025, may cast their vote electronically. The voting right of shareholders shall be



# NOTICE

in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th September, 2025.

## How do I vote electronically using CDSL e-Voting system?

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:

### Step 1: Access to CDSL e-Voting system

- A) Login method for e-Voting for Individual shareholders holding securities in demat mode.
- (i) 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

### Type of shareholders

#### 1) Individual Shareholders holding securities in Demat mode with CDSL Depository

##### Login Method

- 1) 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 users to login to Easi / Easiest are requested to visit cdsi website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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, so that the user can visit the e-Voting service providers' website directly.

- 3) If the user is not registered for Easi/ Easiest, option to register is available at cdsi website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

#### 2) Individual Shareholders holding securities in demat mode with NSDL Depository

##### Login Method

- 1) 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.nsdl.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

# NOTICE

the meeting.

- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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.

## 3) Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)

### Login Method

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

#### Individual Shareholders holding securities in Demat mode with CDSL

##### Helpdesk details

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 toll free No. 1800 2109911

Individual Shareholders holding securities in Demat mode with NSDL

##### Helpdesk details

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 : 022 - 4886 7000 and 022 - 2499 7000

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter

# NOTICE

Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

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.
- (ii) After entering these details appropriately, click on "SUBMIT" tab.
  - (iii) 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.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.



# NOTICE

- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/ EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be

# NOTICE

allowed to express their views/ask questions during the meeting.

- Only those shareholders, who are present in the AGM/ EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/ AGM.
- If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## 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 AGM & 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 toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr.RakeshDalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, 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 toll free no. 1800 21 09911.

# NOTICE

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

The following statement sets out the material facts concerning the special business mentioned in the accompanying notice to be transacted at the meeting.

### ITEM NO. 3:

The Board of Directors of the Company ("Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC") and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, at its meeting held on 20th May, 2025, approved the appointment of Mr. Anil Jain (DIN: 07575312) as an Additional Director in the category of Independent Director of the Company

Pursuant to the provisions of Section 161(1) of the Act, Mr. Anil Jain shall hold office up to the date of this Annual General Meeting and is eligible for appointment as an Independent Director.

Mr. Anil Jain had qualified B.E. (Hons.) in Electrical Engineering, MNIT Jaipur and having an experience of over 43 years in the power sector Anil Jain is a veteran power sector professional with over four decades of experience spanning generation, transmission, distribution, and regulatory functions. He began his career at NTPC in 1981 and played a pivotal role in the growth of POWERGRID, contributing to its emergence as a leading global transmission utility. He later held leadership roles at UP Power Transmission Corporation Ltd (UPPTCL), where he led major transmission initiatives including the Rs. 5,000 crore Green Energy Corridor-II project. From 2022 to 2025, he served as Executive Director (Engineering) and (Tariff) at Delhi Electricity Regulatory Commission, overseeing regulatory alignment, CAPEX evaluation, tariff orders, and grid planning. Anil Jain has been actively involved in several national-level reforms and policy initiatives, with expertise in project planning, execution, commercial operations, and strategic growth in the power sector.

Considering the vast experience of Mr. Anil Jain, the Board on the recommendation of NRC has determined that his appointment would be beneficial to the Company. The Company has also received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Anil Jain for the office of Director of the Company.

Mr. Anil Jain has given his consent to act as a Director of the Company and submitted the following declarations and confirmations:

- That he meets the criteria of independence as provided

in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;

- That he is not disqualified from being appointed as a Director under the provisions of Section 164 of the Act;
- That he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority;
- That he has complied with the requirements of Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA);
- That he is not aware of any circumstances or situations which exist or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Additional Details of Mr. Anil Jain, pursuant to Regulation 36(3) of SEBI Listing Regulations and Clause 1.2.5 of SS-2 issued by the ICSI, are provided in the "Annexure" to the Notice.

In the opinion of the Board, Mr. Anil Jain is a person of integrity, fulfills the conditions for appointment as an Independent director specified in the Act and is independent of the management of the company.

In accordance with the recommendations of the NRC the Board of Directors at its meeting held on 30th August, 2025, has considered and recommended for the approval of the Members, the appointment of Mr. Anil Jain as an Independent Director of the Company for a term of 3 (three) consecutive years, commencing from 20th May, 2025 to 19th May, 2028 (both days inclusive), not liable to retire by rotation.

In accordance with the provisions of Section 150(2) read with Section 152(2) of the Act, appointment of an Independent Director requires approval of Members of the company in a general meeting.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 3 of the accompanying notice for approval by the shareholders.

Interest of Directors and KMP:

**Except for Mr. Anil Jain (being the appointee) and/or his relatives, none of the other Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of this Notice.**

# NOTICE

## ITEM NO. 4:

The members are informed that Mr. Kuldeep Kumar Gupta was first appointed as an Independent Director of the Company at the 26th Annual General Meeting of the Company held on 25.09.2020, for a term of five (5) consecutive years in accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

As per Section 149(10) of the Act, an Independent Director can hold office for a term of up to five consecutive years on the Board of a company, and he / she is eligible for re-appointment for an additional term of up to five consecutive years, on passing of a special resolution by the company.

As per the provisions of Schedule IV of the Act, the re-appointment of an Independent Director shall be made on the basis of the report of performance evaluation. Accordingly, the Nomination and Remuneration Committee ("NRC") conducted the performance evaluation of Mr. Kuldeep Kumar Gupta and concluded that the continued association of Mr. Gupta would be beneficial to the Company, given his professional experience, expertise, and knowledge in relevant areas and recommended his re-appointment for second tenure of five (5) consecutive years to the Board.

Accordingly, the Board at its meeting held on 15th July, 2025, has approved and recommended the re-appointment of Mr. Kuldeep Kumar Gupta as an Independent Director of the Company for second term of 5 (Five) years effective from 17th July, 2025 to 16th July, 2030 (both days inclusive), for the approval of the Members and he shall not be liable to retire by rotation during his tenure as an Independent Director. Additionally, a notice in writing under section 160 of the Act proposing his candidature for re-appointment as an Independent Director of Company has been duly received from member

Mr. Gupta has given his consent to act as a Director of the Company and submitted the following declarations and confirmations:

- That he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.
- That he is not disqualified from being appointed as a Director under the provisions of Section 164 of the Act.
- That he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India (SEBI) or any other such authority.

- That he has complied with the requirements of Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA).
- That he is not aware of any circumstances or situations which exist or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Mr. Gupta is a person of integrity, fulfills the conditions specified in the Act for re-appointment as an Independent Director and is independent of the management.

A brief profile of Mr. Gupta along with other details, as required under Secretarial Standard-2 and Regulation 36(3) of SEBI Listing Regulations, is annexed to this Notice.

Accordingly, the Board recommends the passing of the Special Resolution as set out at Item No. 4 of the accompanying notice for approval by the shareholders. .

Interest of Directors and KMP:

Except for Mr. Kuldeep Kumar Gupta (being the appointee) and/or his relatives, none of the other Directors, Key Managerial Personnel of the Company, and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution **set out at Item No. 4 of this Notice**.

## ITEM NO. 5:

The members are informed that Mrs. Krati Agarwal was first appointed as an Independent Director of the Company at the 26th Annual General Meeting of the Company held on 25.09.2020, for a term of five (5) consecutive years in accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

As per Section 149(10) of the Act, an Independent Director can hold office for a term of up to five consecutive years on the Board of a company, and he / she is eligible for re-appointment for an additional term of up to five consecutive years, on passing of a special resolution by the company.

As per the provisions of Schedule IV of the Act, the re-appointment of an Independent Director shall be made on the basis of the report of performance evaluation. Accordingly, the Nomination and Remuneration Committee ("NRC") conducted the performance evaluation of Mrs. Agarwal and concluded that the continued association of Mrs. Agarwal would be beneficial to the Company, given her professional experience, expertise, and knowledge in relevant areas and

# NOTICE

recommended her re-appointment for second tenure of five (5) consecutive years to the Board.

Accordingly, the Board at its meeting held on 15th July, 2025, has approved and recommended the re-appointment of Mrs. Krati Agarwal as an Independent Director of the Company for second term of 5 (Five) years effective from 17th July, 2025 to 16th July, 2030 (both days inclusive), for the approval of the Members and she shall not be liable to retire by rotation during her tenure as an Independent Director. Additionally, a notice in writing under section 160 of the Act proposing her candidature for re-appointment as an Independent Director of Company has been duly received from member

Mrs. Agarwal has given her consent to act as a Director of the Company and submitted the following declarations and confirmations:

- That she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.
- That she is not disqualified from being appointed as a Director under the provisions of Section 164 of the Act.
- That she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India (SEBI) or any other such authority.
- That she has complied with the requirements of Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA).
- That she is not aware of any circumstances or situations which exist or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Mrs. Agarwal is a person of integrity, fulfills the conditions specified in the Act for re-appointment as an Independent Director and is independent of the management.

A brief profile of Mrs. Agarwal along with other details, as required under Secretarial Standard-2 and Regulation 36(3) of SEBI Listing Regulations, is annexed to this Notice.

Accordingly, the Board recommends the passing of the Special Resolution as set out at Item No. 5 of the accompanying notice for approval by the shareholders.

Interest of Directors and KMP:

Except for Mrs. Krati Agarwal (being the appointee) and/or her relatives, none of the other Directors, Key Managerial Personnel of the Company, and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution **set out at Item No. 5 of this Notice**.

## ITEM NO. 6:

The Board of Directors on the recommendation of the Audit Committee, has approved the appointment of M/s. Deepak Mittal & Co., Cost Accountants (Firm Registration No. 003076) as the Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of ₹ 30,000/- (Rupees Thirty Thousand only) plus re-imbursment of out of pocket expenses for the financial year 2025-26.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014 read with Section 148 (3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the Shareholders.

Accordingly, consent of the members is sought through Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2025- 26.

Accordingly, the Board recommends the passing of an Ordinary Resolution as set out at Item No. 6 of the accompanying notice for approval by the shareholders.

Interest of Directors and KMP:

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice.

## ITEM NO. 7:

In accordance with Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), every listed company and certain prescribed class of companies are required to annex a Secretarial Audit Report issued by a Company Secretary in practice, with their Board's Report prepared under Section 134(3) of the Act.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 04.07.2025, approved and recommended for the approval of the members, the appointment of M/s V.M. & Associates, Practicing Company Secretaries, as the Secretarial Auditors

# NOTICE

of the Company for 5 (five) consecutive years, commencing from April 01, 2025 to March 31, 2030. Though, the Act does not mandate obtaining members' approval for such an appointment, as a measure of good governance, the Board is seeking the approval of the members of the Company.

It is pertinent to note that while considering the appointment of M/s V.M. & Associates, the Board of Directors and the Audit Committee considered several factors, including the firm's technical expertise, professional competence, industry knowledge and ability to navigate a dynamic and regulated business environment. Based on this evaluation, M/s V.M. & Associates was found to be suitably qualified to conduct the Secretarial Audit of the Company effectively.

## Brief Profile of the Secretarial Auditor:

M/s V.M. & Associates (Firm Registration No.: P1984RJ039200 and Peer Review Certificate No.: 5447/2024) ("VM"/ "The firm") is a leading firm of Practicing Company Secretaries with over three decades of rich and diverse professional experience. Renowned for its commitment to excellence, the Firm specializes in Secretarial Audits, Due Diligence, IPOs and provides a comprehensive range of advisory, representation and compliance services under Company Law, SEBI Regulations, FEMA Regulations, RBI Directions, Mergers & Acquisitions, amongst others.

Over the years, VM has successfully catered to clients across a broad spectrum of industries including Banking, Financial Services, Information Technology, Leather, Textiles, Mining, Wire & Cables, Stock Broking, Education, Tourism, Real Estate, FMCG etc.

Backed by a dedicated and highly skilled team of professionals, VM is committed to meeting the evolving expectations of the corporate sector, while upholding the highest standards of corporate governance and professional integrity.

M/s V.M. & Associates shall be paid an annual fee of Rs. 5,00,000 /- (Rupees Five Lakhs Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred at actuals, for conducting the Secretarial Audit of the Company and for providing non-audit services for the FY 2025-26. Further, the Board of Directors, based on the recommendation of Audit Committee, shall be authorized to revise the terms and conditions of appointment, including any increase in remuneration for the remaining duration of the term, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

M/s V.M. & Associates has given its consent to act as the Secretarial Auditor of the Company and has provided the requisite consent-cum-eligibility letter, confirming that the proposed appointment, if made, will be within the limit specified by the Institute of Companies Secretaries of India and in compliance with the provisions of the Act.

Accordingly, the Board of Directors recommends the passing of an Ordinary Resolution as set out at item no. 7 of the accompanying Notice for approval by the shareholders.

Interest of Directors and KMP:

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item no. 7 of the Notice.

## By Order of the Board of Directors

### For RMC Switchgears Limited

Ashok Kumar Agarwal  
Chairman and Managing Director  
DIN: 00793152

Date: 30.08.2025

Place: Jaipur

Registered Office: Khasra No.-163,164, Village-Badodiya, Tehsil- Kotkhawda, Jaipur-303908Rajasthan, India



# NOTICE

## Annexure DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTH COMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 3(3) of the SEBI Listing Regulations and SS-2 issued by the ICSI.]

Name	Mr. Anil Jain	Mr. Kuldeep Kumar Gupta	Mrs. Krati Agarwal	Mr. Akhilesh Kumar Jain
Category/ Designation	Independent Director	Independent Director	Independent Director	Director
Director Identification No. (DIN)	07575312	01591373	08789232	03466588
Date of Birth	13.04.1960	08.06.1962	11.10.1980	15.03.1960
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	20.05.2025	17.07.2020	17.07.2020	15.07.2024
	<p>Mr. Anil Jain had qualified B.E. (Hons.) in Electrical Engineering, MNIT Jaipur and having an experience of over 43 years in the power sector. Anil Jain is a veteran power sector professional with over four decades of experience spanning generation, transmission, distribution, and regulatory functions. He began his career at NTPC in 1981 and played a pivotal role in the growth of POWERGRID, contributing to its emergence as a leading global transmission utility. He later held leadership roles at UP Power Transmission Corporation Ltd (UPPTCL), where he led major transmission initiatives including the Rs. 5,000 crore Green Energy Corridor-II project.</p>	<p>Mr. Kuldeep Kumar Gupta, aged 63 years is Practicing Chartered Accountant by Profession and the founder of M/s Kuldeep Kumar Gupta &amp; Co., Practicing Chartered Accountant Firm, Jaipur. He possesses a rich experience of about 35 years in the field of taxation, finance, advisory, corporate law and audit of Corporate. He is on the Board of several Listed and Unlisted Companies of Finance and Manufacturing Industry.</p>	<p>Mrs. Krati Agarwal, aged 45 years is a young and dynamic entrepreneur, joint partner of M/s MGPR International. She has graduated in the field of economics from Rajasthan University and possesses experience of several years in the field of economics and manufacturing.</p>	<p>Mr. Akhilesh Kumar Jain renowned professional, holds a Bachelor's in Electronics Engineering and an Honorary Doctorate in Business Administration. He served as Managing Director at REIL (a mini-ratna PSU) from 2011 to 2020, excelling in Renewable Energy, Dairy Energy Storage and Electric Mobility. He is currently a Director in the Insulation Energy Limited and Rays Power Infra Limited. A visionary with 40+ years in the field of Electronics, Energy, Electric Mobility and IT. Mr. Jain brings a wealth of expertise to RMC's Team. He is known for his innovative and out-of-the-box sustainable ideas, he has committed to applying for societal benefits, focusing on Smart Electronics, Solar Energy, Energy Storage and Electric Mobility</p>

# NOTICE

Name	Mr. Anil Jain	Mr. Kuldeep Kumar Gupta	Mrs. Krati Agarwal	Mr. Akhilesh Kumar Jain
Brief Profile/ Expertise in	<p>From 2022 to 2025, he served as Executive Director (Engineering) and (Tariff) at Delhi Electricity Regulatory Commission, overseeing regulatory alignment, CAPEX evaluation, tariff orders, and grid planning. Anil Jain has been actively involved in several national-level reforms and policy initiatives, with expertise in project planning, execution, commercial operations, and strategic growth in the power sector.</p>			
Board Meetings held & attended during the FY 2024-25	Board Meetings Held- 13 Attended- Not Applicable	Board Meetings Held- 13 Attended- 13	Board Meetings Held- 13 Attended- 13	Board Meetings Held - 13 Attended- 9
Directorship held in other companies	<p>-</p> <div> <div> <b>Private Companies- 3</b> <ol style="list-style-type: none"> <li>1. KKG Securities Pvt Ltd</li> <li>2. Times Advisors Private Ltd</li> <li>3. Eternity Pharmacy Private Ltd</li> </ol> </div> <div> <b>Listed Company- 1</b> <ol style="list-style-type: none"> <li>1. Shera Energy Limited</li> </ol> </div> </div> <div> <b>Private Companies- 2</b> <ol style="list-style-type: none"> <li>1. RMC Solar Park Private Limited</li> <li>2. RMC Green Energy Private Limited</li> </ol> </div> <div> <b>Unlisted Public Companies-</b> <ol style="list-style-type: none"> <li>2 1. GP Eco Solutions India Limited</li> <li>2. Rays Power Infra Limited</li> </ol> </div> <div> <b>Listed Companies- 1</b> <ol style="list-style-type: none"> <li>1. Insolation Energy Limited</li> </ol> </div>			
Memberships/ Chairmanship of Committees of other Companies	NIL	<b>Company-</b> Shera Energy Limited <b>Committees Details</b> Audit Committee- Member Stakeholder Relationship Committee- Member Nomination & Remuneration Committee – Chairperson	NIL	<b>Company-</b> Rays Power Infra Limited <b>Committees Details</b> Stakeholder Relationship Committee- Chairperson Nomination & Remuneration Committee – Member <b>Company Name</b> – Insolation Energy Limited <b>Committee Details</b> Audit Committee- Member

# NOTICE

Name	Mr. Anil Jain	Mr. Kuldeep Kumar Gupta	Mrs. Krati Agarwal	Mr. Akhilesh Kumar Jain
Number of shares held in the company	NIL	NIL	NIL	NIL
Relationship with other directors, Manager and other KMP of the Company	NIL	NIL	NIL	NIL
Listed Entities from where the person resigned in the last three years	NIL	NIL	NIL	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	1. His deep technical knowledge of the power and energy sector, covering generation, transmission, distribution, and regulation. 2. Proven leadership in large-scale project planning, execution, and strategic growth.	1. His in-depth knowledge of finance, taxation, corporate law, and audit. 2. Experience in guiding companies across sectors with professional integrity.	1. Her ability to provide strategic direction, independent judgment, and governance oversight. 2. Strong academic background in economics with analytical and problem-solving ability.	Not Applicable
Terms and conditions of appointment/re-appointment	For a term of 3 years w.e.f. 20th May, 2025 as Independent Director, subject to approval of shareholders	For a term of 5 years w.e.f. 17th July, 2025 as Independent Director, subject to approval of shareholders	For a term of 5 years w.e.f. 17th July, 2025 as Independent Director, subject to approval of shareholders	-
Remuneration last drawn (FY 24-25)	Nil and Not Applicable	Sitting fees of Rs. 1,000/- per meeting for attending Board and Committee meetings	Sitting fees of Rs. 1,000/- per meeting for attending Board and Committee meetings	Rs. 24,00,000
Remuneration sought to be paid	Sitting fees of Rs. 1,000/- per meeting for attending Board and Committee meetings	Sitting fees of Rs. 1,000/- per meeting for attending Board and Committee meetings	Sitting fees of Rs. 1,000/- per meeting for attending Board and Committee meetings	Rs. 24,00,000

## By Order of the Board of Directors

**For RMC Switchgears Limited**  
 Ashok Kumar Agarwal  
 Chairman and Managing Director  
 DIN: 00793152

Date: 30.08.2025  
 Place: Jaipur

Registered Office: Khasra No.- 163, 164, Village-Badodiya, Tehsil- Kotkhawda, Jaipur-303908Rajasthan, India