

RMC SWITCHGEARS LIMITED

(Formerly Known as RMC Switch Gears Limited)

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

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

E Mail ID: info@rmcindia.in, cs@rmcindia.in CIN: L27310RJ1994PLC008698

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

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of RMC Switchgears Limited (Formerly Known as RMC Switch Gears Limited) will be held on Friday, the 29th, September, 2017 at 11:00AM at the Registered Office of the Company situated at 7 Km. From Chaksu, Khotkawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur-303901 Rajasthan to transact the following businesses:

ORDINARY BUSINESS:

1. To receive consider and adopt the audited Balance Sheet as at 31st March, 2017, Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date and the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. Neha Agrawal (DIN: 07540311), who retires by rotation and being eligible, offers herself for reappointment.
3. **Ratification of appointment of Statutory Auditors and fixing their remuneration To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and all other applicable provision of Company Act 2013, if any and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of SARASWAT & COMPANY, Chartered Accountants, Jaipur (**Firm Reg. No. 004846C**), as the Statutory Auditor of the Company, is hereby ratified to hold office from conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company,

SPECIAL BUSINESS:

4. **Revision of Perquisites Payable To Directors**

Consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 188,196,197 & 198 read with schedule V of the Companies Act, 2013 and other applicable provisions and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the company the recommendation and approval, of revision of managerial perquisites to be paid to Ashok Kumar Agarwal (Chairman & Managing Director), Ankit Agrawal (Whole Time Director), Neha Agrawal (Executive Director), by the Nomination and Remuneration Committee and Board of directors, be and is hereby approved and the salary of the directors will remain the same and perquisites of the directors of the Company (i.e. the Managing Director, Whole-time Director & Executive Director) be revised with effect from 1st October, 2017 as given in explanatory statement annexed herewith.”

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorized to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**By the order of the Board
For RMC Switchgears Limited
(Formerly known as RMC Switch Gears Ltd.)**

**Ashok Kumar Agarwal
Chairman & Managing Director
DIN: 00793152
Place: Jaipur
Date:22.08.2017**

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy/ proxies to attend and vote instead of himself and the proxy need not be a member of the company. 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. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
Proxies submitted on behalf of Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.
2. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Notice to Annual General Meeting as Annexure “A”.
3. The Register of Members and Share Transfer Books of the Company will not close.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
5. Notice of Annual general meeting will be sent to those who are members of the company as on (Cut off date) August 22, 2017
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Pvt Ltd.
Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend(if declared). The Company or its Registrars and Transfer Agents, Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the company or Link Intime.
8. Non-Resident Indian Shareholders are requested to inform Link Intime India Private Limited the Registrar and Share Transfer Agent of the Company immediately about:
 - i) The change in the Residential status on return to India for permanent settlement.
 - ii) The particulars of the Bank Account maintained in India with complete name, branch, and account type, account number and address of the Bank, if not furnished earlier.
9. Members requiring information on the accounts are requested to write to the company at least 10 (Ten) days before the date of the meeting to enable the company to furnish the information.
10. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs
11. Members are requested to:
 - i) Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
 - ii) Intimate the Registrar & Share Transfer Agent about any change in their Registered Addresses in respect of equity shares held in physical form.
 - iii) Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
 - iv) To address their grievances to the Company Secretary at the Registered Office of the Company.
12. Members are requested to please bring their copies of Annual Report at the meeting.

13. Members and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
14. Members are informed that in case of Joint holders attending the meeting; only the joint holder whose names appear first in register of member will be entitled to vote.
15. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
18. Members may kindly note that bags, eatables, laptops, arms, ammunitions or any other harmful/dangerous objects are not allowed inside the Auditorium at the meeting venue.
19. Members may also note that the notice of 23rd Annual General Meeting and Annual Report for the year 2016-2017 is also available on the website of the company www.rmcindia.in for their download.
20. Company is exempted from conducting E – Voting vide Rule 20(2) of Companies (Management & Administration) Amendment Rule, 2015. So voting will be conducted by means of ballot paper at the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

Due to company's diversification plan, working directors' responsibilities have increased. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration/ perquisites payable to the Directors by the Company should be commensurate with their increased role, responsibilities and duties.

The Board of Directors of the Company have, subject to the approval of members of the Company, proposed to remunerate the directors (i.e. the Chairman & Managing Director, Whole-time Director, Executive Director), may be paid remuneration not exceeding the limits, as computed in the manner laid down in Section 197 read together with Schedule V of the Act.

Perquisites:

In addition to Basic Salary, the following Perquisites not exceeding the overall ceiling prescribed under Schedule V, annexed to the Companies Act, 2013 will be provided to the above said Directors:

1. Housing

The Company shall provide free furnished accommodation or HRA in lieu of Company provided accommodation. The value of benefit will be determined as per company's Policy and rules and the permissible limit of Income Tax Act, 1961/ Income Tax Rules, 1962.

2. Gas, Electricity, Water Etc.

Reimbursement of expenses on actual pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation. The value of benefit will be determined as per company's Policy and rules.

3. Reimbursement of Medical Expenses

Reimbursement of medical expenses (including insurance premium for medical and hospitalisation policy, if any) incurred for self and family, subject to the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents. The value of benefit will be determined as per company's Policy and rules.

4. Leave Travel Concession

Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company. For the above purpose, "Family" includes spouse, dependent children and parents.

5. Club Fees:

Aforesaid directors shall be allowed to avail Corporate Membership of the Clubs The value of benefit will be determined as per company's Policy and rules.

6. Personal Accident Insurance

Coverage for Personal Medical/ Accident Insurance/ Keyman Insurance or any other coverage as per company's Policy and rules.

7. Contribution To Provident Fund And Superannuation Fund

Contribution to Provident Fund and Superannuation Fund, as per applicable laws for the time being in force and as per company's Policy and rules shall be provided.

8. Leave And Encashment of Leave

Leave Travel Expenses for self and family in accordance with the policy & rules of the Company.

9. Gratuity And / Or Contribution To The Gratuity Fund Of Company

As per applicable laws for the time being in force and as per the policy & rules of the Company.

10. Use Of Car

Cars for use of Company's Business as well as for own use, as per Company policy & rules.

11. Reimbursement of Expenses

Reimbursement of telephone, entertainment, travelling and all other expenses incurred for the business of the Company, as per Company policy & rules.

12. Variable Pay:

Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time.

13. Others

any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

The terms and conditions, as above, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the said directors in accordance with Schedule V annexed to the Companies Act, 2013 as may be amended from time to time or any

other relevant Statutory enactment(s) thereof in this regard.

Where in any year, the Company has no profits or its profits are inadequate, the total remuneration payable to Shri Ashok Kumar Agarwal, Chairman & Managing Director, Shri Ankit Agarwal, Whole Time Director and Smt. Neha Agarwal, Executive Director, by way of salary/ perquisites, as specified above, shall be limited to the amount laid down under Schedule V annexed to the Companies Act, 2013. Your Directors recommend the proposed Special resolution for your approval.

None of the Directors except Shri Ashok Kumar Agarwal, Chairman & Managing Director, Shri Ankit Agarwal, Whole Time Director and Smt. Neha Agarwal, Executive Director being relatives are interested in the resolution.

STATEMENT CONTAINING REQUIRED INFORMATION AS PER PART II, POINT IV OF SECTION II OF SCHEDULE V OF COMPANIES ACT, 2013

I	General information:																	
1	Nature of industry	Manufacturing of Meter & Distribution Boxes																
2	Date or expected date of commencement of commercial production	Year 1995																
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																
4	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th colspan="3">Rs in Lakh</th> </tr> <tr> <th>Year</th> <th>Revenue (Gross)</th> <th>Net Profit (Loss)</th> </tr> </thead> <tbody> <tr> <td>2016-17</td> <td>5589.67</td> <td>153.15</td> </tr> <tr> <td>2015-16</td> <td>6074.76</td> <td>21.91</td> </tr> <tr> <td>2014-15</td> <td>4846.90</td> <td>46.27</td> </tr> </tbody> </table>		Rs in Lakh			Year	Revenue (Gross)	Net Profit (Loss)	2016-17	5589.67	153.15	2015-16	6074.76	21.91	2014-15	4846.90	46.27
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Year	Revenue (Gross)	Net Profit (Loss)																
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2015-16	6074.76	21.91																
2014-15	4846.90	46.27																

5	Foreign investments or collaborations, if any.	The company has not entered into any foreign collaboration and no foreign direct capital investment has been made in the company. Foreign Investor mainly comprising NRI and foreign national is investor in company on account of past issuance of securities/ secondary market purchases. The company does not have any subsidiary
II Information about the appointee		
1	Background details	Mr. Ashok Kumar Agarwal, Mr. Ankit Agarwal & Mrs. Neha Agarwal are promoters and their background details provided in the corporate information section.
2	Past remuneration	Remuneration- Mr. Ashok Kumar Agarwal : Rs. 100000 Per Month Mr. Ankit Agarwal: Rs. 100000 Per Month and Mrs. Neha Agarwal Rs. 75,000 Per Month
3	Recognition or awards	Above Director are not in receipt of any award
4	Job profile and his suitability	Mr. Ashok Kumar Agarwal, Mr. Ankit Agarwal & Mrs. Neha Agarwal are promoters and their Job profile and suitability provided in the corporate information section.
5	Remuneration proposed	Remuneration will remain same only perquisites will changes and the same have been mentioned in explanatory statement
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and	The Remuneration being as per section 197 & 198 of the companies act 2013 read with schedule V is not only comparable to but much below the remuneration of CEO/

	person (in case of expatriates the relevant details would be with respect to the country of his origin)	MD level of similar sized and similar nature of other companies in general
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Ashok Kumar Agarwal , Mr. Ankit Agarwal, Mrs Neha Agarwal are Related Party under section 2(76) & (77) of companies act, 2013 and apart from that they are receiving remuneration and holding equity shares in company
III	Other information	
1	Reasons of loss or inadequate profits	N.A.
2	Steps taken or proposed to be taken for improvement	N.A.
3	Expected increase in productivity and profits in measurable terms	We as such cannot quantify the increase in profit in the coming years
IV	Disclosures	
1	The remuneration package of Directors has been mentioned in the explanatory statement.	

Annexure “A “To The Notice Calling 23rd Annual General Meeting:

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for re-appointment vide item no. 2 is as follows at the ensuing Annual General Meeting to be held on September 29, 2017:

Name of Director	Neha Agarwal
DIN	07540311
Date of Birth	05.10.1982
Date of Appointment	28.06.2016
Designation	Executive Director
Shareholding	1,10,000 Equity Share
Expertise in specific functional area	Mrs. Neha Agrawal aged 33 years. She holds the degree of BBA from

	Eastern Institute for Integrated Learning in Management and having an experience of 3 Years in the electrical Industry and electrical accessories
Relationship	Neha Agarwal and Ankit Agarwal (Whole Time Director) and Shri Ashok Kumar Agarwal are related inter se
Names of listed entities in which holding directorship and the membership of Committees of the board	NA

**By the order of the Board
For RMC Switchgears Limited
(Formerly known as RMC Switch Gears Ltd.)**

**Ashok Kumar Agarwal
Chairman & Managing Director
DIN: 00793152
Place: Jaipur
Date: 22.08.2017**



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Form No. 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]

CIN: L27310RJ1994PLC008698

Name of the company: RMC Switchgears Limited

Registered office: 7 Km. from Chaksu, Khotkawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur-303901, Rajasthan

Name of the Member(s):
Registered address:
E-mail ID:
Folio No/DP ID-Client ID:

I/We being the Member(s), holding _____ of the above named company, hereby appoint:

1	Name Address Email id	Signature
2	Name Address Email id	Signature
3	Name Address Email id	Signature

As my / our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting to be held on Friday, the 29th, September, 2017 at 11:00AM at registered office of the Company situated at 7 Km. From Chaksu, Khotkawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur Rajasthan 303901 India and adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

- To receive consider and adopt the audited Balance Sheet as at 31st March, 2017, statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date and the reports of the Auditors and Directors thereon.
- To appoint a Director in place of Mrs. Neha Agrawal (DIN: 07540311), who retires by rotation and being eligible, offers herself for reappointment
- Ratification of appointment of Statutory Auditors and fixing their remuneration

Special Business:

- Revision of Perquisites Payable To Directors

AFIX RS. ONE REVENUE STAMP

Signature of shareholder: _____ Signature of Proxy holder(s): _____

Note: 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.



Form No. MGT-12

Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company		RMC Switchgears Limited (Formerly Known as RMC Switch Gears Limited)		
Registered Office		CIN: L27310RJ1994PLC008698 Regd. Office: 7 Km. From Chaksu, Khotkawda Road, Village Badodiya, Tehsil Chaksu, Tonk Road, Jaipur Rajasthan 303901 India Corporate Office: B-11 (B&C), Malviya Industrial Area, Jaipur-302017 Tel +91 0141-4031516, 4400222 Website: www.rmcindia.in E-mail: info@rmcindia.in , cs@rmcindia.in		
Sr.No	Particulars	Details		
1	Name of the First Named Shareholder (In Block Letter)			
2	Postal Address			
3	Registered Folio No./ Client ID No. (* Applicable to investors holding shares in dematerialized form)			
4	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.				
No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1	To receive consider and adopt the audited Balance Sheet as at 31st March, 2017, statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date and the reports of the Auditors and Directors thereon. (Ordinary Resolution)			
2	To appoint a Director in place of Mrs. Neha Agrawal (DIN: 07540311), who retires by rotation and being eligible, offers herself for reappointment. (Ordinary Resolution)			
3	Ratification of appointment of Statutory Auditors and fixing their remuneration (Ordinary Resolution)			
SPECIAL BUSINESS:				
4	Revision of Perquisites Payable To Directors (Special Resolution)			
Date:				
Place:		(Signature of the Shareholder)		



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ATTENDANCE SLIP

Name of the Member(s):

Registered address:

E-mail ID:

Folio No/DP ID-Client ID:

Number of Shares held:

I/We certify that I am a member / proxy of the Company.

I hereby record my presence at the 23rd Annual general Meeting of the Company to be held at its registered office at 11:00 a.m. on Friday, the 29th, September, 2017 at 11:00AM.

Name of the Member / Proxy
(In Block Letters)

Signature of the Member / Proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual report 2016-17 for the meeting.

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ROUTE MAP

